SYPDER VAPES INC

Management Discussion and Analysis

Year Ended January 31, 2019

DATE

The following discussion and analysis, prepared as of June 17, 2019 should be read together with the consolidated financial statements for the year ending January 31, 2019 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

The following Management’s Discussion and Analysis (“MD&A”) contains statements which, to the extent that they are not recitations of historical facts, may constitute forward-looking information under applicable Canadian securities legislation. Such forward-looking statements or information include financial and other projections as well as statements regarding the Company's future plans, objectives, performance, revenues, growth, profits, operating expenses or the Company’s underlying assumptions. Forward-looking statements and information relating to the Company are based on the beliefs of management as well as assumptions made by and information currently available to us. The words “may”, “would”, “could”, “will”, “likely”, “expect”, “anticipate”, “intend”, “plan”, “forecast”, “project”, “estimate” and “believe” or other similar words and phrases may identify forward-looking statements or information. Persons reading this MD&A are cautioned that such statements or information are only predictions, and that the Company’s actual future results or performance may be materially different. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Factors that could cause actual events or results to differ materially from those suggested by these forward-looking statements include, but are not limited to: the possibility of development or deployment difficulties or delays; the timing of entering into significant contracts; the performance of the global economy; industry analyst perception of the Company and its vision and future prospects; the success of certain business combinations engaged in by the Company or by its competitors; possible disruptive effects of organizational or personnel changes; new products and standards; risks related to acquisitions and international expansion; reliance on large customers; dependence upon key personnel and hiring; reliance on a limited number of suppliers; risks related to the Company’s competition; the Company not adequately protecting its intellectual property; currency exchange rate risk; and including, but not limited to, other factors described in the Company’s reports filed on SEDAR, its listing statement and those referred to under the heading “Risks and Uncertainties”.

In drawing a conclusion or making a forecast or projection set out in the forward-looking information, the Company takes into account the following material factors and assumptions in addition to the above factors: the Company’s ability to execute on its business plan; timing of execution of outstanding or potential customer contracts by the Company; sales opportunities available to the Company; the Company's subjective assessment of the likelihood of success of a sales lead or opportunity; the Company's historical ability to generate sales leads or opportunities; and that sales will be completed at or above the Company's estimated margins. This list is not exhaustive of the factors that may affect the Company’s forward-looking information. These factors should be considered carefully and readers should

FORWARD-LOOKING STATEMENTS (CONTINUED)

not place undue reliance on forward-looking information. All forward-looking statements made in this MD&A are qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by the Company will be realized. The Company disclaims any intention and obligation to update and revise forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

COMPANY OVERVIEW

Spyder Vapes Inc. (the "Company") was incorporated under the laws of the Canada Business Corporations Act on August 18, 2014. The Company is privately held and sells electronic cigarettes, E-juice and accessories for the "vape" business from various Canadian retail locations in Ontario.

Spyder's business is presently focused on owning and operating licensed vape shops in Ontario, each of which offers a growing product offering comprised of e-cigarettes, vaporizers and accessories, e-juices, and e-liquids. Since its incorporation in 2014, Spyder has accelerated its growth, expanding the number of operated shops as well as launching three of its own brands of e-juices. Spyder now carries a combined total of approximately 150 flavours and offers vaporizers and e-cigarettes and related products through its vape shops and online.

Spyder is building off this leading retail, distribution and branding eCig and vapes company and expanding into the legal cannabis and hemp derived CBD market. Spyder has developed a scalable retail model with aggressive expansion plan to create a significant retail footprint with targeted and disciplined retail distribution strategy focusing on Canadian retail and U.S. CBD kiosks in high traffic peripheral areas.

The following is a description of how the business of Spyder and its subsidiaries developed over the three most recently completed financial years and the current financial year:

- In October 2014, Spyder launched its website, https://spydervapes.com (the "**Spyder Vapes Site**"). The Spyder Vapes Site featured a limited product offering comprised of e-cigarettes, vaporizers and accessories, and three lines of e-juices, carrying a combined total of approximately 17 flavours.

- In October 2014, Spyder entered into a ten-year lease agreement with Morguard Corporation, for an approximately 1,300 square feet retail location in Woodbridge, Ontario, and in January 2015, Spyder opened its first vape shop at the Woodbridge location. The Woodbridge location featured a broader product offering comprised of e-cigarettes, vaporizers and accessories, and six lines of e-juices, carrying a combined total of approximately 50 flavours.

- In June 2015, Spyder's founder and President, Daniel Pelchovitz, developed "Jinx e-Liquid", Spyder's proprietary e-juice line, featuring 6 unique flavours, including flavours such as "S.W.A.G." (strawberry, watermelon, apple, gummies), "Peanut Butter & Jelly", and "Lemon

COMPANY OVERVIEW (CONTINUED)

Cookie".

- In August 2015, Spyder introduced its "Jinx e-Liquid" line to the market through the Spyder Vapes Site and its Woodbridge vape shop.

- In December 2015, Spyder entered into a five-year lease agreement with OMS Property Management Corporation, for an approximately 1,200 square feet retail location in Scarborough, Ontario, and in March 2016, Spyder opened its second vape shop at the Scarborough location. With the opening of its Scarborough location, Spyder further expanded its product offering to include approximately six different brands of e-cigarettes, vaporizers and accessories, and e-juices carrying a combined total of approximately 80 to 100 flavours. In addition, Spyder introduced several higher-end product lines and shifted its business focus, from general consumers to the "hobbyist" market. Throughout the rest of 2016, Spyder continued to expand into new potential markets, increasing its product offerings.

- Between May 2017 and February 2018, Spyder completed a private placement of secured convertible debentures, raising aggregate gross proceeds of $673,000. The principal amount of the secured convertible debentures issued in the private placement, together with any accrued but unpaid interest, maybe converted into Spyder Shares at a conversion price of $0.05 per Spyder Share, with the maturity date falling two years following closing.

- On May 8, 2017, Spyder entered into a five-year lease agreement with ICP Developers Inc., for an approximately 1,000 square feet retail location in Burlington, Ontario. In December 2017, Spyder opened its third vape shop at the Burlington location.

- In January 2018, Spyder entered into a non-disclosure agreement with Dvine Laboratories Inc. ("**Dvine**"), one of Canada's largest wholesale manufacturers of e-liquids, based in Lindsay, Ontario. The non-disclosure agreement marked the first step in negotiations between Spyder and Dvine to outsource to Dvine the production of Spyder's proprietary e-juice lines. Pursuant to the terms of the non-disclosure agreement, Dvine is obliged to hold in confidence all proprietary e-juice recipes owned by Spyder and disclosed to Dvine.

- In March 2018, two months after the entering into the non-disclosure agreement, Spyder began negotiations with Dvine to outsource production of two of Spyder's newly developed proprietary e-juice lines, "Spyder Vapes" and "Nautical E-Liquids". Following such negotiations, Dvine and Spyder entered into an arrangement, pursuant to which Dvine acquired the non-exclusive right to manufacture the "Spyder Vapes" and "Nautical E-Liquids" e-juice lines, and to utilize Spyder's logos in the manufacturing process.

COMPANY OVERVIEW (CONTINUED)

- In April 2018, Spyder introduced its two new proprietary e-juice lines, "Spyder Vapes" and "Nautical E-Liquids", which increased Spyder's proprietary flavours to a combined total of approximately 17 flavours. The "Spyder Vapes" and "Nautical E-Liquids" e-juice lines include flavours such as "Gator Sauce", "Berry Bombs", and "Siren".

- In July 2018, Spyder acquired a lease for an approximately 8,000 square feet location in Calgary, Alberta, which Spyder intends to operate both as a retail location, and as a central distribution hub for its product offerings. Spyder has received a municipal development and building permit in late 2018 for its Calgary location, subject to receiving a variance from the Province of Alberta.

- On November 7, 2018 Spyder enters into non-binding letter of intent (the"LOI") with Anchor Capital Corporation. The terms outline the conditions pursuant to which Anchor and Spyder would be willing to complete a transaction that will result in a reverse take-over of Anchor by the shareholders of Spyder.

- In November and December of 2018, Spyder completed a private placement of secured convertible debentures, raising aggregate gross proceeds of $829,985. The principal amount of the secured convertible debentures issued in the private placement, together with accrued but unpaid interest thereon, may be converted at a conversion price of $0.10 per Spyder Share, with the maturity date falling two years following closing. In connection with the 10 Cent Round, Spyder paid the Finder a cash fee of 10.0% of the gross proceeds raised by the Finder in the 10 Cent Round, 372,493 Spyder Shares, and 387,493 Spyder Warrants. Each Spyder Warrant is exercisable at a price of $0.10 into one (1) Spyder Share for a period of two years following closing.

Spyder is currently sourcing retail locations throughout Ontario and Alberta where it seeks to establish a presence and apply for a cannabis retail licenses pursuant to recently announced provincial legislation. Spyder intends on partnering with a variety of developers and realtors to sign lease agreements for prime real estate in the U.S. strategically located in high traffic areas of malls, near senior living centres, and sporting venues starting in Florida, California, New York and Michigan state. These boutiques will stock Spyder's SPDR branded hemp CBD and infused products developed for an aging, health and wellness demographic. Spyder will offer a wide array of hemp CBD product offerings including; CBD-infused muscle balm, face oil, body lotion and bath salts, as well as hemp CBD tinctures, capsules and sprays.

MANAGEMENT & DIRECTORS

DANIEL PELCHOVITZ, CHIEF EXECUTIVE OFFICER, DIRECTOR – Mr. Pelchovitz is a leader in the vape industry as the founder and managing partner of Spyder. In addition to launching Spyder, Mr. Pelchovitz has been involved in several vape shop launches. With over six years of vape industry experience, Mr. Pelchovitz

MANAGEMENT & DIRECTORS (CONTINUED)

has cultivated a loyal following of customers and built strong and lasting relationship with many of the largest manufacturers in the business. He is an active member in many of the industry's self-guided associations.

STEVEN GLASER, DIRECTOR – Mr. Glaser is a financial service executive with a diverse background in corporate finance, communications and governance for private and public companies. He is currently Chief Operating Officer and a Director at Pool Safe Inc., a company that designs, develops and distributes a product known as the "PoolSafe". From 2008 through 2017, Mr. Glaser worked in the corporate finance and investment banking arena focused on assisting late stage private and early stage public companies with strategic planning and capital raising. Prior to that, Mr. Glaser spent seven years as Vice President Corporate Affairs of Azure Dynamics Corporation. He was responsible for the company's corporate governance, its domestic and international stock exchange listings, as well as the build-out of the company's Investor Relations division. Mr. Glaser holds a Bachelor of Administrative Studies degree as well as an M.B.A. in finance.

MARK PELCHOVITZ, CHIEF FINANCIAL OFFICER, DIRECTOR - Mr. Pelchovitz is the current Chief Financial Officer of Spyder, where he manages the company's finances and plays a vital role in guiding the operations of the organization. He has served on the advisory board of a start-up in the technology space. Mr. Pelchovitz is a partner at Truster Zweig LLP where his practice focuses primarily on accounting, auditing, and tax planning in a wide range of fields, including real estate, software development, travel, professionals, and the automotive industry. His client base is comprised of owner managed businesses.

SELECTED QUARTERLY INFORMATION

The table below summarizes information reported for the most recent eight quarterly periods:

	31-Jan-19 ($)	31-Oct-18 ($)	31-Jul-18 ($)	30-Apr-18 ($)
Total assets	1,005,381	446,403	507,991	503,069
Total liabilities	1,502,899	874,172	854,270	812,099
Revenue	260,914	275,026	241,032	194,655
Net income (loss)	(364,213)	(115,851)	(92,970)	(47,364)
Income (loss) per share	(0.04)	(0.02)	(0.01)	0.00

SELECTED QUARTERLY INFORMATION (CONTINUED)

	31-Jan-18 ($)	31-Oct-17 ($)	31-Jul-17 ($)	30-Apr-17 ($)
Total assets	*454,542*	*279,254*	*307,510*	*266,773*
Total liabilities	*715,289*	*525,566*	*509,567*	*446,338*
Revenue	*184,489*	*184,899*	*182,589*	*187,550*
Net income (loss)	*(62,887)*	*(267,824)*	*(29,862)*	*(1,352)*
Income (loss) per share	*(0.01)*	*(0.02)*	*0.00*	*0.00*

RESULTS OF OPERATIONS – YEAR ENDED JANUARY 31, 2019

The Company had net loss of $620,398 for the year ended January 31, 2019 compared to a net loss of $361,925 for the year ended January 31, 2018. The cumulative deficit from inception of the Company is $1,161,268.

(i) Professional fees of $131,573 for the year ended January 31, 2019 increased from $45,003 for the year ended January 31, 2018. The increase was due to audit cost, legal counsel, investor relations activities and the expansion of the Company.

(ii) Stock based compensation for $119,379 for the year ending January 31, 2019 was down from $197,000 for the year ending January 31, 2018. This is due to compensating management and employees with stock options.

(iii) Occupancy costs increased to $144,889 for the year end 2019 from $101,997 for the year ending January 31, 2018 due to the expansion to new locations by the Company which began near the end of the January 31, 2018 year-end. Similarly, salaries and wages increased to $293,055 in 2019 from $185,821 in 2018.

(iv) Finance charges increased to $195,522 for the year ended January 31, 2019 compared to $53,585 for the year ending January 31, 2018. This is due to the Company raising capital from convertible debentures and bank loans.

The Company intends to enter into an amalgamation agreement with Anchor Capital Corporation (TSXV: ANC.P) to form a newly amalgamated Company.

The Company's cash and cash equivalents balance at January 31, 2019 was $481,532 versus $121,974 as at January 31, 2018, and had working capital of $595,250 at January 31, 2018 versus a working capital of $90,955 at January 31, 2018.

The Company had revenue of $971,627 for the year compared to $739,527 for the year ended January 31, 2018.

Overall expenses increased to $1,122,929 for the year from $700,804 for the year ending January 31, 2018. Most expenses increased in the current year due to expansion efforts and raising capital.

SELECTED ANNUAL INFORMATION

The following operations information is for the preceding three years ended January 31,

	31-Jan-19 ($)	31-Jan-18 ($)	31-Jan-17 ($)
Total assets	*1,005,381*	*454,542*	*213,623*
Total liabilities	*1,502,899*	*715,289*	*391,838*
Revenue	*971,627*	*739,560*	*782,600*
Net income (loss)	*(620,398)*	*(361,925)*	*(42,950)*
Income (loss) per share	*(0.08)*	*(0.05)*	*(0.01)*

RELATED PARTY TRANSACTIONS

The Company did not have any related party transaction for the year ending January 31, 2019.

LIQUIDITY/CAPITAL RESOURCES

The Company reported working capital of working capital of $595,250 at January 31, 2019 versus a working capital of $90,955 at January 31, 2018. The improvement in working capital was a result of increase in convertible debt which was used for prepaid expenses and inventory.

During the year ending January 31, 2019 the Company had reported a loss of $620,398 compared to $361,925 for the year ending January 31, 2018. The Company’s ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent upon the continued financial support of its creditors, access to equity financial markets and ultimately, the attainment of profitable operations.

The Company has successfully utilized both debt and equity financing in the past, but there I no assurance that such funding will be available in the future or if it is that it will be on terms that are acceptable. Management anticipates that its working capital is sufficient to meet its expected ongoing obligations for the upcoming year. However, if the Company requires additional capital and it is unable to obtain acceptable financing, it will experience liquidity issues and management expects that it will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. Any additional equity financing may involve substantial dilution.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, GST receivables, due to related parties, accounts payable, debentures, bank loans and accrued expenses and loan payable. The carrying value of these financial instruments is considered to be a reasonable approximation of fair value due to the short-term nature of these instruments.

(a) Market risk:
The Company's financial instruments are exposed to a number of financial and market risks, including credit and liquidity risk. The Company does not currently have in place hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size and pattern of operations would warrant such hedging activities. The Company evaluates the key risks on an ongoing basis and has established policies and procedures to mitigate such risks.

(b) Liquidity risk:
Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company monitors its risk of shortage of funds by monitoring the maturity dates of accounts payable and accrued liabilities. Due to related parties has no specific term of repayment.

(c) Foreign currency risk:
Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company 's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

(d) Interest rate risk:
Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have significant exposure to interest rate fluctuation.

(e) Equity rate risk:
Equity risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company is exposed to this risk through its equity holdings.

(f) Credit risk:
Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash. Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand. The total gross exposure as at January 31, 2019 is not significant.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

PROPOSED TRANSACTIONS

On November 7, 2018 Spyder entered into non-binding letter of intent (the"LOI") with Anchor Capital Corporation. The terms outline the conditions pursuant to which Anchor and Spyder would be willing to complete a transaction that will result in a reverse take-over of Anchor by the shareholders of Spyder.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net and/or comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, relate to, but are not limited to, the following:

(i) Compound financial instruments

Compound financial instruments issued by the Company comprise convertible secured subordinate debentures that can be converted to common shares at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition.

Interest relating to the financial liability is recognized in profit or loss. On conversion, the financial liability is reclassified to equity and no gain or loss is recognized.

(ii) Income taxes

The Company has not recognized a deferred tax asset as management believe it is not probable that taxable profit will be available against which a deductible temporary difference can be utilized.

(iii) Share-based payments

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them.

RECENTLY ISSUED ACCOUNTING STANDARDS NOT YET APPLIED

In January 2016, the IASB issued IFRS 16 Leases, which requires lessees to recognize all leases on the statement of Financial Position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted for companies that also applies IFRS 15 Revenue from Contracts with Customers.

The Company has evaluated its existing leases for its various premises and has estimated that at adoption of this section The Company has evaluated its existing leases for its various premises and has estimated that at adoption of this section on February 1, 2019 it will recognize right of use assets for its existing leases on its retail locations totaling $971,966 and on February 1, 2019 it will recognize right of use assets for its existing leases on its retail locations totaling $971,966 and will recognize a long term lease liability in the same amount.

ACCOUNTING STANDARDS ADOPTED IN THE CURRENT YEAR

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers, which replaced IAS 18 Revenue, IAS 11 Construction Contracts, and related interpretations. The standard is required to be adopted either retrospectively or using a modified transition approach for fiscal years beginning on or after January 1, 2018, with earlier adoption permitted. IFRS 15 came into effect January 31, 2018. The adoption of this standard had no significant impact on the Company.

In July 2014, the IASB completed the final elements of IFRS 9 Financial Instruments. The Standard supersedes earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9, as amended, includes a principle-based approach for classification and measurement of financial assets, a single 'expected loss' impairment model and a substantially reformed approach to hedge accounting. IFRS 9 will came into effect on January 1, 2018. Other than disclosure the adoption of this standard had no impact on the Company.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of cash, GIC's, GST/HST receivables, accounts payable and accrued liabilities and loan payable approximate fair value because of the short-term maturity of these items.

OTHER MD&A REQUIREMENTS

DISCLOSURE OF OUTSTANDING SHARE DATA
Summary of Outstanding Share Data as of January 31, 2019:

i. Authorized and issued share capital:

			Issued and Outstanding	
Class	Par Value	Authorized	2019	2018
Common	Nil	Unlimited	8,092,493	7,300,000

ii. There were 3,300,000 stock options outstanding as of January 31, 2019 (January 31, 2018- 2,000,000).

iii. Total stock-based compensation recorded during the year January 31, 2019 was $119,379 (January 31, 2018 - $197,000)

SUBSEQUENT EVENTS

- In April 23, 2019, Anchor received conditional approval for the Qualifying Transaction from the Exchange on April 23, 2019 and has delivered all documentation to the Exchange required to satisfy its listing conditions. Upon issuance of the final bulletin of the Exchange providing final acceptance of the Qualifying Transaction, Spyder will recommence trading as a Tier 2 Industrial Issuer on the Exchange. Trading in the common shares of Anchor on the Exchange is expected to resume at open of markets on or around the first week of June 2019 under the symbol "SPDR".

- Anchor received conditional approval for the Qualifying Transaction from the Exchange on April 23, 2019 and has delivered all documentation to the Exchange required to satisfy its listing conditions. Upon issuance of the final bulletin of the Exchange providing final acceptance of the Qualifying Transaction, Spyder will recommence trading as a Tier 2 Industrial Issuer on the Exchange. Trading in the common shares of Anchor on the Exchange is expected to resume at open of markets on or around the first week of June 2019 under the symbol "SPDR".

- On May 31, 2019, Spyder completed its previously announced qualifying transaction with Anchor Capital Corporation. As part of the Qualifying Transaction, Spyder amalgamated with 11304372 Canada Inc ("AcquisitionCo"), a wholly owned subsidiary of Anchor Capital Corporation ("Anchor") formed solely for the purpose of facilitating the three-cornered amalgamation (the "Amalgamation") in connection with the Qualifying Transaction. In accordance with the terms of the Amalgamation, Anchor purchased all of the issued and outstanding common shares of Private Spyder (each, a "Private Spyder Share") on the basis of one (1) common share in the capital of Anchor (each, a "New Spyder Share") for each one (1) Private Spyder Share outstanding immediately prior to the Amalgamation. In addition, Anchor, as the resulting issuer, also changed its name from "Anchor Capital Corporation" to "Spyder Cannabis Inc."

- In April and May, 2019, Spyder completed its non-brokered concurrent financing of secured convertible debentures (the "**Concurrent Financing**") with the Qualifying Transaction, raising gross proceeds of $294,500 through the sale of secured convertible debentures convertible into an aggregate of 1,963,333 units of Private Spyder (each a "**Unit**") at a price of $0.15 per Unit. Each Unit consists of one (1) Private Spyder Share and one-half (1/2) of one Spyder Warrant, with each whole Spyder Warrant entitling the holder thereof to purchase one (1) Private Spyder Share at an exercise price of $0.30 per share for a period of 24 months from the date of issuance.

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.