BIG ROCK LABS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months period from April 01, 2014 to June 30, 2014

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") of Big Rock Labs Inc. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 as of August 28, 2014. This MD&A should be read in conjunction with the unaudited financial statements as at June 30, 2014 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

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 Management's Discussion and Analysis 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, the estimated cost and availability of funding for the continued research and development of our digital products. 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 dependence on users' and customers' satisfaction; the timing of entering into significant contracts; the risks involved in developing integrated software solutions and integrating them with third-party products and services; the performance of the global economy; user, customer and industry analyst perception of the Company and its technology 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; technological change, 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, including 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; the acceptance of the Company's products and services by its users and customers; the timing of execution of outstanding or potential customer contracts by the Company; the 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 historic 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 and other factors should be considered carefully and readers should not place undue reliance on such 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 or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

COMPANY OVERVIEW

Background

Big Rock Labs ("Big Rock" or the "Company") was incorporated on April 04, 2014 under the Business Corporations Act of British Columbia. The Company owns 100% of Big Rock Technologies Inc. which was incorporated on February 13, 2014 under the Business Corporations Act of British Columbia as well. The head office of the Company is at 15 Iceboat Terrace, Suite 4106; Toronto, Ontario M5V 4A5.

Big Rock Labs became a reporting issuer in British Columbia and Alberta on May 27, 2014, pursuant to the closing of a statutory plan of arrangement with Gorilla Minerals Corp. and Big Rock Labs' wholly-owned subsidiary Big Rock Technologies Inc. In addition to being a reporting issuer in British Columbia and Alberta, Big Rock Labs became a reporting issuer in Ontario upon listing on the Canadian Securities Exchange ("CSE") on June 02, 2014.

Big Rock Labs is an emerging Canadian technology company that specializes in digital product research and development. The Company is currently developing two iPhone, iPad and Android apps to capitalize on the fast-growing sharing economy: Reach and Hostello. Big Rock has a team of expert software engineers who create disruptive products that grow organically, engage and retain users through unique experiences. The Company is led by seasoned entrepreneurs Karl Pawlowicz and Harald Seemann. In addition, Big Rock has retained experienced tech advisor and mentor Matthew Kaine. The Company has plans to apply for patents in the future.

The Company is currently developing two apps:

- **Reach**, a revolutionary new way of finding local professionals and being found in return. Signing in with LinkedIn or email allows users to browse nearby professionals that are available to connect.
- **Hostello**, a free mobile and web app for iPhone, iPad, Android and browsers that helps travelers find and book high value budget accommodations quickly and confidently.

Reach

Reach is a free mobile social networking app that utilizes location-based technology to connect professionals in their area. Reach advances career growth by helping users - both with and without a LinkedIn account - find and shake hands with other professionals nearby.

Since May 2003, LinkedIn has built a user base of over 260 million professionals and is now the most respected professional network worldwide. LinkedIn has encountered a problem where the bulk of these connections never develop into business or face-to-face encounters. Reach will allow LinkedIn users to connect with local professionals in their area, on the go in seconds, generating local career opportunities.

Reach strives to reinvent networking in cafes, airport lounges, common areas, conventions and meetup groups. The app aims to disrupt lines of business such as recruiting, event organizing, local business marketing and start-up culture.

Hostello

Hostello is a cloud platform utilizing advanced web based technologies to deliver the fastest most accurate results to assist users in finding the highest value budget accommodations.

Hostello will be a free mobile and web travel app that strives to become the world's easiest way to book quality budget accommodations on the go.

Shifts in the global economy have created new travel consumption models which favour value and flexibility. This disruptive shift in consumer behaviour has led to the rise of a sharing economy, and with it, budget accommodations such as hostels and peer-to-peer (P2P) room rentals. Hostello will be a free tool that helps travelers find and book high value budget accommodations quickly and confidently by curating results.

With hotel customers flocking to P2P services and low to medium priced hostel booking technology being largely undeveloped, Hostello plans to bridge these gaps as the essential booking platform of the future.

Industry Trends

By 2017, mobile is expected to account for over 30 percent of online travel sales, according to data from the World Travel Market.

Big Rock’s apps are designed to appeal to the fast-growing, so-called “sharing economy”, which eliminates the middle men and democratizes the global economy. Jeremy Rifkin, author of “The Zero Marginal Cost Society”, says the success of businesses such as Airbnb --- the online marketplace where people can book or list a room, house or even a castle --- is about the emergence of a new economic system alongside the traditional capitalist market, potentially leading to what he calls a “paradigm shift in the economy.”

The sharing economy keeps growing at a rapid pace as more and more people are looking for ways to save money for accommodation while they travel and when they need transportation services. Leading companies in this sector have successfully closed large financing rounds at record valuations. This is a sign that investors believe in the future potential of the sharing economy.

Significant Events

Incorporation – April 04, 2014
CSE Listing – June 02, 2014

Financing

On April 22, 2014, the Company issued 100,000 common shares at a price of $0.30 per common share for total proceeds of $30,000.

Plan of Arrangement

On April 4, 2014, the Company entered into an Arrangement Agreement with Gorilla Minerals and Big Rock Technologies. Gorilla is a reporting issuer in the provinces of Alberta and British Columbia.

The parties agreed to reorganize their business by way of a plan of arrangement to be carried out under the provisions of the Business Corporations Act (British Columbia). As a part of the Arrangement Agreement, the following transactions took place:

i) Big Rock Technologies acquired from Gorilla all of the issued and outstanding shares of Big Rock Labs for consideration of $20,000 consisting of a deposit of $5,000 which was paid on execution of the Arrangement Agreement; $5,000 was paid on April 15, 2014 and the balance was paid on closing on May 27, 2014;

ii) Big Rock Technologies and Big Rock Labs completed a one-for-one share exchange pursuant to which Big Rock Technologies became a wholly-owned subsidiary of Big Rock Labs.

Following completion of the Arrangement Agreement, Big Rock Labs Inc. became a reporting issuer in Alberta and British Columbia.

Since this transaction resulted in the shareholders of Big Rock Labs Inc. owning a majority of the issued and outstanding shares of Big Rock Technologies, this transaction was accounted for as a reverse acquisition.

Contract for Services Agreements

The Company entered into a contract for services agreement dated June 1, 2014 of indeterminate term subject to termination by either party without notice, as follows:

a) Michael Stinson for services fulfilling the duties of programming and development work of the Company at $3,800 per month.

The Company entered into a consulting agreement dated June 16, 2014 of indeterminate term subject to termination by either party without notice, as follows:

a) AppFlex Inc. for services fulfilling the duties of programming and development work of the Company at $85 per hour

There are no compensatory plans or arrangements with respect to the executive officers resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of named executive officers' responsibilities following a Change of Control. The Issuer has not granted any termination or change of control benefits. In case of termination of named executive officers, common law and statutory law applies.

Subsequent Events

On July 07, 2014 the Company published a news release titled "Big Rock Labs Adds Kashif Shaikh and Uzair Khan to Toronto iOS Engineering Team".

On July 28, 2014 the Company published a news release titled "Big Rock Labs Announces Successful Dual Listing on the Frankfurt Stock Exchange, Enters Reach iOS Testing Phase and Android Development".

Big Rock completed development of a fully functional Reach iOS beta version on July 28, 2014. The Company performed Cross-Device Testing so that Reach runs smoothly on the iOS 7 operating system on iPhone 4, 4S, 5, 5S and on iPads. The launch of Reach on the Apple App Store is planned for September 2014.

Big Rock began development of an Android version of Reach in early August 2014 with an estimated completion in early October 2014. A launch of the Reach application on iOS and Android will maximize the full potential of Reach as it will be available on over 90% of smartphone devices across the world, according to the latest smartphone sales data from Kantar Worldpanel ComTech.

Big Rock also completed a dual listing of the company's shares on the Frankfurt Stock Exchange ("FSE") on July 16, 2014. The Company's trading symbol on FSE is "BR1" and the stock identification number is "A116BN".

On August 19, 2014 the Company published a news release titled "Big Rock Labs Expands Reach iOS Foursquare Integration, Testing Phase Nears Successful Completion".

SELECTED FINANCIAL INFORMATION

	Period ended June 30, 2014
Working capital deficit	$0
Current assets	$206,928
Total liabilities	$1,900
Share capital and shares subscribed	$336,000
Deficit	$77,378

RESULTS OF OPERATIONS

For the period ended June 30, 2014, the Company incurred losses of $77,378, which resulted from Corporate & Securities Legal Services Expenses, Plan of Arrangement Costs, CSE Listing Fees and Business Development Expenses.

<u>Summary of Quarterly Results</u>

Results are summarized in the table below:

Table - Summary of quarterly results

	June 30, 2014
Net Loss	$ 77,378
Loss per Share	$ 0.01
Intangible Assets	$ 36,300
Total Assets	$ 245,128
Working Capital Deficit	$ 0

<u>Liquidity and Capital Resources</u>

As at June 30, 2014, the assets of the Company were represented by $206,051 cash held on hand as well as the Hostello and Reach Intellectual Properties ("Intangible Assets") of $36,300.
The Company has to rely upon the sale of equity securities, primarily through private placements for cash, for research and development of software applications and general operating activities. All completed private placement arrangements are described in the **Significant Events** section above.

The Company had accrued liabilities of $1,900 related to application programming interface (API) development costs of the Reach Intellectual Property.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Based on current information, the Company anticipates that its working capital is sufficient to meet its expected ongoing obligations for the coming year.

Transactions with Related Parties

There were no transactions with related parties.

Outstanding Share Data

On June 30, 2014 the Company had 18,300,000 shares of its common stock issued and outstanding. There are currently 1,800,000 options to purchase the Company's common stock outstanding. These stock options have an exercise price of $0.30 and expire on May 12, 2019.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

All significant accounting policies adopted by the Company have been described in the notes to the unaudited financial statements for the period ended June 30, 2014.

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published; however, these are not mandatory for the June 30, 2014 reporting period. The management of the Company believes that these standards and interpretations will have no material impact on the financial statements.

RISKS AND UNCERTAINTIES

The Company's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including the Company's ability to (i) create brand recognition for its products; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for the Company's business in the future, or will generate awareness of the Company's technologies or services. In addition, no assurance can be given that the Company will be able to manage the Company's advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

The Company may become subject to liability for risks against which the Company cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Conflicts of Interest Risk

Certain of the Company's directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the products the Company intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with the Business Corporations Act of British Columbia, directors who have a material interest in any person who is a party to a material contract or where a proposed material contract is required, subject to certain exceptions, have to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavorable to us.

Key Personnel Risk

The Company's success will depend on its directors and officers to develop the Company's business and manage its operations, and on the Company's ability to attract and retain key technical, sales and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the Company's business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future, which may adversely impact the Company's operations.

Speculative Nature of Investment Risk

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Company is in the development and planning phases of its business and has not started commercialization of the Company's products and services. The Company's operations are not yet sufficiently established such it can mitigate the risks associated with its planned activities.

No Established Market for Shares Risk

There is currently no established trading market through which common shares in the Company's authorized capital may be sold. Even if a trading market develops, there can be no assurance that such market will continue in the future. As a result, investors in the Company may lose their entire investment.

Liquidity and Future Financing Risk

The Company may require additional financing to fund future operations and expansion plans. The Company plans to raise up to $500,000 further funds to carry out its business plan, but it does not yet have a commitment from anyone to invest the funds. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in the Company's efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional financing is raised by issuing common shares in the Company's authorized capital, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its business plan or cease operating.

Going-Concern Risk

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. The Company will be dependent upon the capital markets to raise additional financing in the future, while the Company establishes a user base for its products. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, the Company is subject to liquidity risks in meeting the Company's development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's common shares on the Canadian Securities Exchange (the "Exchange").

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain the Company's earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

It is anticipated that the Company's common shares will be listed for trading on the Exchange. As such, external factors outside of the Company's control such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward technology sector stocks may have a significant impact on the market price of the Company's common shares. Global stock markets, including the Exchange, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology sector. There can be no assurance that an active or liquid market will develop or be sustained for the Company's common shares.

Increased Costs of Being a Publicly Traded Company

As a company with publicly-traded securities, the Company will incur significant legal, audit and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase the Company's legal and financial compliance costs.

Financial Instruments

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities is equal to their carrying values due to the short-term nature of these instruments.

Capital Management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The Company expects its capital resources, which include a share offering, will be sufficient to carry its research and development plans and operations through its current operating period.
The Company is not subject to externally imposed capital requirements.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

1) Fair value

The carrying value of cash amounts, and accrued liabilities approximated their fair value because of the relatively short-term nature of these instruments.

2) Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

3) Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

4) Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise additional funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

CONTINGENCIES

There are no contingent liabilities.

DIRECTORS AND OFFICERS

As of the date of this report, August 28, 2014, the Company's directors and officers are the following:

Directors:	Officers:
Karl Pawlowicz	Karl Pawlowicz – Chief Executive Officer
Harald Seemann	Harald Seemann – Chief Financial Officer
Matthew Kaine	Giancarlo De Lio – Chief Operating Officer
Stephane Bigue	Robert Tabios – Chief Marketing Officer

Approved and authorized by the Board of Directors on August 28, 2014:

On behalf of the Board:

/s/ "Harald Seemann"	*/s/ "Karl Pawlowicz"*
Harald Seemann	**Karl Pawlowicz**
Director	**Director**