

## **1014379 B.C. Ltd.**

### **Management Discussion and Analysis For the six months ended June 30, 2017**

The Management Discussion and Analysis (“MD&A”), prepared August 23, 2017 should be read in conjunction with the condensed interim financial statements and notes thereto for the six months ended June 30, 2017 of 1014379 B.C. Ltd. (the “Company”) which were prepared in accordance with International Financial Reporting Standards (“IFRS”). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company’s business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company’s project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words “expect,” “anticipate,” “estimate,” “may,” “will,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “projection” and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

## DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The address of its head office is 800 - 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp ("Bravura," its former parent Company) and Nuran Wireless Inc. ("Nuran", previously 1014372 B.C. Ltd.) whereby the Company will form part of a statutory plan of arrangement (the "Arrangement") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and was completed March 11, 2015.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

## SELECTED ANNUAL INFORMATION

	December 31, 2016	December 31, 2015	December 31, 2014
	\$	\$	\$
Revenue	-	-	-
Net Loss	(149,570)	(107,482)	(2,522)
Basic and Diluted Loss Per Share	(0.03)	(0.02)	(2,522)
Total Assets	10,092	2,914	125
Long-Term Debt	-	-	-
Dividends	-	-	-

## OPERATIONS

### Six month period ended June 30, 2017

During the six months ended June 30, 2017, the Company reported a net loss of \$31,716 (2016 - \$140,522). The Company incurred \$357 (2016 - \$47) in bank charges and interest, \$30,000 (2016 - \$110,000) in management fees, \$Nil (2016 - \$25,000) in consulting fees and \$Nil (2016 - \$4,650) professional fees. The decrease in expenses was due to the decreased activity during the period.

### Three month period ended June 30, 2017

During the three months ended June 30, 2017, the Company reported a net loss of \$16,421 (2016 - \$112,573). The Company incurred \$62 (2016 - \$23) in bank charges and interest, \$15,000 (2016 - \$110,000) in management fees, and \$Nil (2016 - \$2,550) in professional fees. The decrease in expenses was due to the decreased activity during the period.

## SUMMARY OF QUARTERLY RESULTS

	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2016
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(16,421)	(15,295)	(19,024)	(15,024)	(112,573)	(2,949)	(34,567)	(8,750)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)	(0.00)

## LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2017, the Company had cash of \$1,243 (December 31, 2016 - \$1,332). The Company has relied on equity financing to generate liquidity. The Company has current liabilities of \$199,293 (December 31, 2016 - \$165,898) and will be required to raise additional financing to satisfy its liabilities and to identify an interest in a business or assets.

### Arrangement Agreement

On October 14, 2014, the Company entered into an arrangement agreement with Bravura and Nuran whereby the Company will form part of a statutory plan of arrangement (the "Arrangement"). Following completion of the Arrangement, the Company will become a reporting issuer in the provinces of British Columbia and Alberta.

The Arrangement was approved by the shareholders at the annual and special general meeting of the Company held November 14, 2014 and was completed March 11, 2015.

Pursuant to the Arrangement:

- (i) each of the issued and outstanding common shares of Bravura was exchanged for one new common share, one Class 1 reorganization share and one Class 2 reorganization shares of Bravura, and all of the common shares of Bravura outstanding prior to the Arrangement were cancelled;
- (ii) all Class 2 reorganization shares were transferred to the Company in exchange for common shares of the Company;
- (iii) Bravura redeemed all of the Class 2 reorganization shares and satisfied the redemption amount of such shares by the transfer to the Company of \$45,000 of cash; and
- (iv) the Company completed a financing of 2,938,349 common shares for gross proceeds of \$58,767.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

During the six months ended June 30, 2017, the Company incurred \$Nil (2016 - \$2,100) for accounting fees, \$30,000 (2016 - \$110,000) for management fees to companies owned by directors of the Company. As of June 30, 2017, \$182,048 (December 31, 2016 - \$151,830) was included in accounts payable and accrued liabilities.

## COMMITMENTS

The Company is not subject to any commitments.

## SUBSEQUENT EVENTS

There were no subsequent events.

## CHANGES IN ACCOUNTING POLICIES

See Note 2 “Basis of Presentation” and Note 3 “Significant Accounting Policies” of the condensed interim financial statements for the six months ended June 30, 2017.

## CRITICAL ACCOUNTING POLICIES

### Financial Instruments

The Company classifies its financial assets as fair value through profit or loss (“FVTPL”). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

#### (i) Financial assets

##### *Fair value through profit or loss*

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost, less any impairment.

##### *Held-to-maturity investments*

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs.

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of available-for-sale financial assets are recognized as other comprehensive income and classified as a component of equity.

Management assesses the carrying value of available-for-sale financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit and loss.

(ii) Financial liabilities

The Company classifies its financial liabilities as other financial liabilities.

*Other financial liabilities*

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the income statement over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

**SHARE CAPITAL**

Issued

The company has 5,060,225 shares issued and outstanding as at June 30, 2017 and August 23,2017.

Share Purchase Options

The Company has no stock options outstanding at June 30, 2017 and August 23,2017.

Warrants

The Company has no share purchase warrants outstanding at June 30, 2017 and August 23,2017.