

**1014379 B.C. Ltd.**  
**Management Discussion and Analysis**  
**For the nine months ended September 30, 2018**

The Management Discussion and Analysis (“MD&A”), prepared November 21, 2018 should be read in conjunction with the condensed interim financial statements and notes thereto for the nine months ended September 30, 2018 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 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, 2017	December 31, 2016	December 31, 2015
	\$	\$	\$
Revenue	-	-	-
Net Loss	(77,932)	(149,570)	(107,482)
Basic and Diluted Loss Per Share	(0.15)	(0.30)	(0.21)
Total Assets	1,189	10,092	2,914
Long-Term Debt	-	-	-
Dividends	-	-	-

## OPERATIONS

### Nine months ended September 30, 2018

During the nine months ended September 30, 2018, the Company reported a net loss of \$195,821 (2017 - \$46,877). The Company incurred \$106 (2017 - \$518) in bank charges and interest, \$8,786 (2017 - \$1,359) in filing fees, \$2,929 (2017 - \$Nil) in legal fees, \$4,000 (2017 - \$Nil) in professional fees and \$180,000 (2017 - \$45,000) in management fees. The increase in net loss during the current period was due to the increase in management fees.

### Three months ended September 30, 2018

During the three months ended September 30, 2018, the Company reported a net loss of \$60,065 (2017 - \$15,161). The Company incurred \$27 (2017 - \$161) in bank charges and interest, \$38 (2017 - \$Nil) in legal fees, and \$60,000 (2017 - \$15,000) in management fees. The increase in net loss during the current period was due to the increase in management fees.

### SUMMARY OF QUARTERLY RESULTS

	September 30, 2016	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(60,065)	(112,833)	(22,923)	(31,055)	(15,161)	(16,421)	(15,295)	(19,024)
Basic and diluted loss per share	(0.12)	(0.22)	(0.05)	(0.06)	(0.03)	(0.03)	(0.03)	(0.04)

### LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2018, the Company had cash of \$111 (December 31, 2017 - \$1,189). The Company has relied on equity financing to generate liquidity. The Company has current liabilities of \$439,338 (December 31, 2017 - \$234,927) and will be required to raise additional financing to satisfy its liabilities and to identify an interest in a business or assets.

### Nine months ended September 30, 2018

During the nine months ended September 30, 2018, the Company had a net cash flows used in operating activities of \$8,040 (2017 - \$116) comprising of a net loss of \$195,821 (2017 - \$46,877), increases in GST receivable and accounts payable and accrued liabilities of \$9,668 (2017 - \$2,518) and \$197,449 (2017 - \$49,279), respectively.

During the nine months ended September 30, 2018, the Company had a net cash flows provided by financing activity of \$6,962 (2017 - \$Nil), all related to the proceeds from loan.

There were no investing activities during the nine months ended September 30, 2018 and 2017.

### Three months ended September 30, 2018

During the three months ended September 30, 2018, the Company had a net cash flows used in operating activities of \$27 (2017 - \$27), comprising of a net loss of \$60,065 (2017 - \$15,161), increases in GST receivable and accounts payable and accrued liabilities of \$3,002 (2017 - \$750) and \$63,040 (2017 - \$15,884), respectively.

There were no financing activities during the three months ended September 30, 2018 and 2017.

There were no investing activities during the three months ended September 30, 2018 and 2017.

### 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 293,835 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 nine months ended September 30, 2018, the Company accrued \$180,000 (2017 - \$45,000) for management fees. As of September 30, 2018, \$405,327 (December 31, 2017 - \$213,548) was included in accounts payable and accrued liabilities related to these transactions.

During the period ended September 30, 2018, the Company received a loan for proceeds of \$6,962 (December 31, 2017 - \$Nil) from a related party which is non-interest bearing, unsecured and due on demand.

#### **COMMITMENTS**

The Company is not subject to any commitments.

#### **SUBSEQUENT EVENT**

No subsequent event.

#### **CHANGES IN ACCOUNTING POLICIES**

See Note 3 “Significant Accounting Policies” of the condensed interim financial statements for the nine months ended September 30, 2018.

#### **CRITICAL ACCOUNTING POLICIES**

##### Financial Instruments

The Company has adopted all of the requirements of IFRS 9 *Financial Instruments* (“IFRS 9”) as of January 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* (“IAS 39”). IFRS

9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking “expected loss” impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company’s accounting policy with respect to financial liabilities is unchanged.

As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date. The main area of change is the accounting for equity securities previously classified as fair value through profit and loss.

The following is the Company’s new accounting policy for financial instruments under IFRS 9.

**(i) Classification**

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Original classification IAS 39</b>	<b>New classification IFRS 9</b>
Cash	Amortized cost	Amortized cost
GST receivable	Amortized cost	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders’ equity at the beginning of the 2018 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive loss on January 1, 2018.

**(ii) Measurement**

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

### Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of net (loss) income. Realized and unrealized gains or losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

### **(iii) Impairment of financial assets at amortized cost**

The Company recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

### **(iv) Derecognition**

#### Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net (loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

#### Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net (loss) income.

## **SHARE CAPITAL**

### Issued

The Company has 506,023 shares issued and outstanding as at September 30, 2018 and November 21, 2018.

On April 3, 2018, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidated common share. The number of common shares outstanding has been retroactively adjusted in the condensed interim financial statements to reflect the share consolidation.

### Share Purchase Options

The Company has no stock options outstanding at September 30, 2018 and November 21, 2018.

### Warrants

The Company has no share purchase warrants outstanding at September 30, 2018 and November 21, 2018.