

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FOR THE PERIOD ENDED AUGUST 31, 2016**

**FORM 51-102F1**

**Date and Subject of Report**

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of 1020647 BC Ltd. ("1020647BC" or the "Company") for the nine months ended August 31, 2016. The MD&A should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended August 31, 2016 and the notes contained therein (the "Financial Statements") and the Company's annual audited financial statements and annual management discussion and analysis for the period ended November 30, 2015. The MD&A has been prepared effective November 23, 2016.

**SCOPE OF ANALYSIS**

The following is a discussion and analysis of 1020647BC, which was incorporated on December 1, 2014, under the laws of the Province of British Columbia. The Company's head office is located at #13 – 7179 - 201st Street Langley BC V2Y 2Y9. The Company reports its financial results in Canadian dollars and under IFRS. As a result of a recently completed plan of arrangement, it acquired a letter of intent to acquire a company from Euroex Ventures Ltd. ("Euroex") (the "Euroex LOI").

**FORWARD LOOKING STATEMENTS**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

## Trends

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

## General Development and 1020647BC Business

1020647BC was incorporated in British Columbia on December 1, 2014 as a wholly-owned subsidiary of a reporting issuer, Go Green Capital Corp. ("Go Green"). The Company has not yet commenced commercial operations as of May 31, 2016. During 2015, Go Green obtained final court approval to complete a plan of arrangement (the "**Arrangement**") pursuant to Division 5 of Part 9 of the Business Corporation Act (British Columbia) with its wholly-owned subsidiary 1020647BC. Under the Arrangement, the Company is to acquire \$25,500 and all of Go Green's interest in a letter of intent to acquire a company from Euroex ("Euroex"), in exchange for common shares (the "**1020647BC Shares**") of the Company, which 1020647BC Shares are to be distributed to Go Green shareholders pursuant to the Arrangement. On closing of the Arrangement, each Go Green shareholder, as of the share distribution record date received one new common share in the capital of Go Green (the "**New Go Green Shares**") and its *pro-rata* share of the 1020647BC Shares as distributed under the Arrangement for each Go Green common share (the "**Old Go Green Shares**") held by such person at the share distribution record date (determined to be as of April 2, 2015).

On May 5, 2015, the Company acquired the Euroex LOI and a note receivable in the amount of \$25,500 from Go Green as part of the Arrangement. The Company has not commenced any commercial operations other than acquiring the Euroex LOI from Go Green. The Company issued 1,250,917 common shares in exchange for the note receivable of \$25,500 and the Euroex LOI from Go Green. Such shares were re-distributed to shareholders of Go Green as of record date of April 2, 2015 on May 5, 2015. On completion of the Arrangement, the Company became a reporting issuer in the province of British Columbia and Alberta.

The Company, after acquiring a company from Euroex, will commence its business as a company to create and establish The Bahamas Centre for Sports Medicine ("**BCSM**") as a world-class sports injury and rehab center that offers stem cell-based therapies and protocols to target and repair a variety of sports injuries, based in Nassau, Bahamas. The objectives of the Company's management will be to raise equity funds to create a world-class sports injury and rehab center that offers stem cell-based therapies and protocols to target and repair a variety of sports injuries.

## RESULTS OF OPERATIONS

During the three months ended August 31, 2016, the Company incurred a net loss of \$170 as compared to a net loss of \$19 for the same period ended August 31, 2015. Total expenses for the three months ended August 31, 2016 amounted to \$170 mainly consisting of \$1,000 in consulting fees, \$2,025 in professional fees with respect to accounting and a recovery of \$2,927 in transfer agent and filing fees. Total expenses for the three months ended August 31, 2015 amounted to \$19 mainly consisting of bank charges.

During the nine months ended August 31, 2016, the Company incurred a net loss of \$5,851 as compared to a net loss of \$2,163 for the same period ended August 31, 2015. Total expenses for the nine months ended August 31, 2016 amounted to \$5,851 mainly consisting of \$1,000 in consulting fees, \$4,125 in professional fees with respect to accounting and \$578 in transfer agent and filing fees. Total expenses for the nine months ended August 31, 2016 amounted to \$2,163 mainly consisting of \$2,126 in transfer agent and filing fees.

As at August 31, 2016, the Company has not yet entered into an agreement to acquire a company from Euroex but it is no longer a wholly owned subsidiary of Go Green. The Company has been active in completing an agreement to acquire a company from Euroex. As of the date of this discussion, the Company had 1,250,917 common shares issued and outstanding.

## SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company's financial statements. These sums are being reported in Canadian dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

	November 30, 2015 \$	Year ended November 30, 2014 \$	November 30, 2013 \$
Total Revenue	-	-	-
Interest income	-	-	-
Expenses	9,044	-	-
Net loss	(9,044)	-	-
Total assets	25,500	-	-
Total long-term liabilities	-	-	-
Net loss per share (basic and diluted)	(9,044)	-	-

## SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the eight recent quarters.

	August 31, 2016 \$	Three months ended May 31, 2016 \$	February 29, 2016 \$	November 30, 2015 \$
Total Revenue	-	-	-	-
Interest income	-	-	-	-
Expenses	170	4,534	1,147	6,881
Net loss	(170)	(4,534)	(1,147)	(6,881)
Net loss per share and diluted loss per share	(0.00)	(0.00)	(1,147)	(6,881)

	August 31, 2015 \$	Three months ended May 31, 2015 \$	February 28, 2015 \$	November 30, 2014 \$
Total Revenue	-	-	-	-
Interest income	-	-	-	-
Expenses	19	2,144	-	-
Net loss	(19)	(2,144)	-	-
Net loss per share and diluted loss per share	(19)	(2,144)	-	-

## LIQUIDITY

The Company is a startup development company commercializing a world-class sports injury and rehab center that offers stem cell-based therapies and protocols to target and repair a variety of sports injuries and therefore has no regular source of income.

As at August 31, 2016 the Company had working capital of \$22,768, consisting of cash in the amount of \$1,219, other receivables and prepaid expenses of \$6,075 and a note receivable of \$25,500 and current liabilities totaling \$10,026.

The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and will need to seek additional funding to fund its overhead expenses and its commitment with Euroex. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares, shares for debt, loans and related party loans to fund ongoing operations and investments. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

## CAPITAL RESOURCES

There are no known trends or expected fluctuations in the Company's capital resources, including expected changes in the mix and relative cost of such resources.

## OFF BALANCE SHEET ARRANGEMENTS

As at August 31, 2016, the Company had no off-balance sheet arrangements.

## PROPOSED TRANSACTIONS

Except for the transformation of its Business Plan into a Strategic Plan and a Tactical Plan, the Company does not have any proposed transactions to discuss at this time.

## **TRANSACTIONS WITH RELATED PARTIES**

There were no transactions with related parties.

## **OUTSTANDING SHARE DATA**

Authorized: unlimited common shares without par value

Issued and Outstanding:

	Number of Shares	Amount (\$)
Balance as at August 31, 2016 and date of MDA	1,250,917	25,500

Stock Options:

As at August 31, 2016 and the date of the MDA there were no stock options outstanding.

Share Purchase Warrants:

As at August 31, 2016 and the date of the MDA there were no share purchase warrants outstanding.

## **CONTINGENCIES**

Except for the commitments mentioned in Liquidity subsection (a), there is no other contingency outstanding as of date of this discussion.

## **SUBSEQUENT EVENT**

There is no significant event to report.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

New accounting policies that the Company has adopted during the nine months ended August 31, 2016 or expects to adopt are noted below (also disclosed in the annual November 30, 2015 financial statements):

## Accounting Standards and Amendments Issued

N/A

## Accounting Standards and Amendments Issued but Not Yet Effective

The following new standard and interpretation is not yet effective and has not been applied in preparing the consolidated financial statements. The Company is currently evaluating the potential impacts of this new standard; however the Company does not expect it to have a significant effect on the financial statements.

- IFRS 9, *Financial Instruments* (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.
- IFRS 15 *Revenue from Contracts with Customers* provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2017.

## **RISKS AND UNCERTAINTIES**

### Healthcare Rehab Center Industry

The healthcare rehab center industry involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Major expenses may be required to market its services and products to be accepted in the marketplace. It is impossible to ensure that the current and market strategy planned by the Company will result in a profitable commercial sales. Whether the company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the Company is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to the healthcare rehab center industry.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Marketing health rehab center services generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the healthcare rehab center industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the company's control and their consequent liability.

### Government Regulation

The healthcare rehab center industry could be subject to various federal and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products or services may be withheld or not granted at all and if granted may be subject to limitations which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the healthcare rehab center industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

### Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the company heavily relies on the company officers.

### Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

### Negative Operating Cash Flows

As the Company is at the early stage start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

### Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

### Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

### Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

### Uncertainty Regarding Penetration of the Target Market

The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential clients and the patient community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, client retention and other business partner's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with service providers and clients in a timely manner.

In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's products and services will be accepted and recommended.

### Competition, Technological Obsolescence

The healthcare rehab center industry is competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and product offerings to become obsolete or may reduce their market acceptance.

### Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development and update its equipment. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

### Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, existing network of contacts including general practitioner and specialist in the medical industry and other business partners in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that those with whom the Company needs to deal will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

### Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and



personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

### Regulatory Risks

Healthcare rehab center technologies accessed by the Company are subject to a number of technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

### Potential Liability

The Company is subject to the risk of potential liability claims with respect to its healthcare rehab center services provided. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

## **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the nine months ended August 31, 2016, there has been no significant change in the Company's internal control over financial reporting since last year.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's unaudited condensed interim financial statements for the nine months ended August 31, 2016 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

## **Officers and Directors**

Matthew Reams

CEO, CFO & Director

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