MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE PERIOD ENDED NOVEMBER 30, 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 Deeprock Minerals Inc. (formerly 1020647 BC Ltd.) (the "Company") for the year ended November 30, 2016. The MD&A should be read in conjunction with the annual audited financial statements for the year ended November 30, 2016. The MD&A has been prepared effective March 30, 2017.

SCOPE OF ANALYSIS

The following is a discussion and analysis of the Company, 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.

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 Business

The Company 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 the Company. 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 **"the Company Shares"**) of the Company, which the Company 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 the Company 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. Subsequent to November 30, 2016, the Company terminated its Euroex LOI and entered into an option agreement with Megastar. (See proposed transactions)

RESULTS OF OPERATIONS

During the year ended November 30, 2016, the Company incurred a net loss of $11,024 as compared to a net loss of $6,881 for the same period ended November 30, 2015. Total expenses for the year ended November 30, 2016 amounted to $11,024 mainly consisted of $1,952 in consulting fees, $8,525 in professional fees with respect to accounting and audit fees and $381 in transfer agent and filing fees. Total

expenses for the period ended November 30, 2015 amounted to $6,881 mainly consisted of professional fees with respect to accounting and audit fees and transfer agent and filing fees.

Subsequent to November 30, 2016, the Company terminated its Euroex LOI and entered into an option agreement with Megastar.

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.

		Year ended	
	November 30, 2016 $	November 30, 2015 $	November 30, 2014 $
Total Revenue	-	-	-
Interest income	-	-	-
Expenses	11,024	6,881	-
Net loss	(11,024)	(6,881)	-
Total assets	27,210	25,500	-
Total long-term liabilities	-	-	-
Net loss per share (basic and diluted)	(0.01)	(9,044)	-

The Company was incorporated on December 1, 2014 and November 30, 2015 was the Company's first fiscal year end.

SELECTED QUARTERLY INFORMATION

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

	Three months ended			
	November 30, 2016 $	August 31, 2016 $	May 31, 2016 $	February 29, 2016 $
Total Revenue	-	-	-	-
Interest income	-	-	-	-
Expenses	5,173	170	4,534	1,147
Net loss	(5,173)	(170)	(4,534)	(1,147)
Net loss per share and diluted loss per share	(0.00)	(0.00)	(4,534)	(1,147)

	Three months ended			
	November 30, 2015 $	August 31, 2015 $	May 31, 2015 $	February 28, 2015 $
Total Revenue	-	-	-	-
Interest income	-	-	-	-
Expenses	4,718	19	2,144	-
Net loss	(4,718)	(19)	(2,144)	-
Net loss per share and diluted loss per share	(4,718)	(19)	(2,144)	-

FOURTH QUARTER

Activity during the fourth quarter for 2016 was primarily related to the Company maintaining its reporting issuer status. During the fourth quarter the Company incurred a net loss of $5,173 as compared to $4,718 for the same period prior. Total expenses of $5,173 for the fourth quarter related primarily to the accrual of accounting and audit fees of $4,400 (2015: $4,200) and consulting fees of $952 (2015: $Nil) which is consistent with the same period prior.

LIQUIDITY

The Company is a startup development company with the intention of 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 November 30, 2016 the Company had working capital of $7,595, consisting of cash in the amount of $201, other receivables of $1,509 and a note receivable of $25,500 and current liabilities totaling $19,615.

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 any future commitments (see proposed transaction). 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

Subsequent to November 30, 2016, the Company is in process of entering into an option agreement with Megastar Development Corp. ("Megastar"), a publicly traded company on the TSX.V, whereby Megastar granted the Company the right to acquire a 50% interest in and to the Ralleau Property located in the Quevillon area of Quebec. The property consisted of 59 mineral tenures.

In order to acquire the 50% interest in the Ralleau Property the Company shall pay $100,000 in cash, issue 750,000 common shares of the Company and incur $250,000 in exploration work as follows:

(a) Cash payment of $100,000 and issuance of 750,000 common shares as follows:

- (i) $5,000 on or before the execution of this agreement;
- (ii) $5,000 and 200,000 common shares on or before the exchange listing date;
- (iii) $5,000 and 100,000 common shares on or before the first anniversary date of this agreement;
- (iv) $10,000 and 200,000 common shares on or before the second anniversary date of this agreement;
- (v) $75,000 and 250,000 common shares on or before the third anniversary date of this agreement.

(b) Exploration expenditures of $250,000 on the Property as follows:

- (i) $40,000 on or before May 30, 2017;
- (ii) $15,000 on or before July 31, 2017;
- (iii) $25,000 on or before March 30, 2018;
- (iv) $50,000 on or before the second anniversary date of this agreement;
- (v) $120,000 on or before the third anniversary date of this agreement.

If the exploration expenditures incurred are less than the amount of the exploration expenditures required to be incurred in any period, the Company may at its option pay the deficiency to Megastar within sixty days after the end of such period in order to maintain the Option in good standing.

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

a. During the period from incorporation on December 1, 2014 to November 30, 2015, the Company received $1 cash from Go Green as a result of the incorporator share issued.

b. The Company received a note receivable in the amount of $25,500 instead of cash and, in exchange, for issuance of 1,250,917 common shares of the Company to the shareholders of Go Green (Note 4).

   These transactions above are in the normal course of operations and are measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

OUSTANDING SHARE DATA

Authorized: unlimited common shares without par value

Issued and Outstanding:

	Number of Shares	Amount ($)
Balance as at November 30, 2016 and date of MDA	1,250,917	25,500

Stock Options:

As at November 30, 2016 and the date of the MDA there were no stock options outstanding.

Share Purchase Warrants:

As at November 30f, 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 standards recently adopted

The Company has adopted the following new accounting standards and interpretations effective December 1, 2015. These changes were made in accordance with the applicable transitional provisions and had no impact on its financial statements.

- IFRS 7 *Financial Instruments* - The amendment clarifies the applicability of the amendments to IFRS 7 Disclosure - Offsetting Financial Assets and Financial Liabilities to condensed interim condensed interim financial statements. This amendment is effective for reporting periods beginning December 1, 2015.

- IAS 34 *Interim Financial Reporting* - The amendment clarifies the meaning of disclosure of information 'elsewhere in the interim financial report and requires a cross reference. This amendment is effective for reporting periods beginning December 1, 2015.

Accounting standards issued but not yet applied

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards and does not anticipate any material changes to the financial statements upon adoption of these new and revised accounting pronouncements.

- 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* (effective January 1, 2018) replaces the previous guidance on revenue recognition and provides a framework to determine when to recognize revenue and at what amount.

- IAS 1 – *Presentation of Financial Statements* (effective January 1, 2016) represents amendments outlining disclosure initiatives relating to materiality, ordering of the notes, subtotals, accounting policies and disaggregation with an aim of clarifying IAS 1 to address perceived impediments to preparers exercising their judgement in presenting their financial reports.

- IAS 16 and 38 Property, Plant and Equipment and Intangible Assets (Amendment) – This new standard provides guidance on revaluation methods for property, plant and equipment and intangible assets. The standard is effective for annual periods beginning February 1, 2016.

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 year ended November 30, 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 annual audited financial statements for the year ended November 30, 2016.

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at 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 & Director
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