

# **Oceanside Capital Corp. (formerly 1031216 B.C. Ltd.)**

## **Management Discussion and Analysis**

**For the three months ended May 31, 2015**

The Management Discussion and Analysis (“MD&A”), prepared July 30, 2015 should be read in conjunction with the condensed interim financial statements and notes thereto for the period from March 23, 2015 (date of incorporation) to May 31, 2015 of Oceanside Capital Corp. (formerly 1031216 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

Oceanside Capital Corp. (formerly 1031216 B.C. Ltd.) (“the Company”) was incorporated on March 23, 2015 pursuant to the BCBCA. The Company is a wholly owned subsidiary of Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.). The address of its head office is located at Suite 800-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 and its registered office is at Suite 2080-777 Hornby Street, Vancouver, BC, V6Z 1S4.

Pursuant to the Plan of Arrangement, on the re-organization of share capital to be completed by Eyecarrot pursuant to the Plan of Arrangement:

- (1) each Shareholder of Eyecarrot will be deemed to exchange its Common Shares for one (1) New Common Share and one (1) Spinco share; and
- (2) Eyecarrot will transfer to Newco, its interest in the Property, its obligations under the Royalty and \$300,000 in cash.

The Company is engaged in the business of mineral exploration and development in British Columbia and specifically in the exploration and advancement of the Property. The Company is required to facilitate separate fund-raising, exploration and development strategies to achieve its business objectives and it expects to commence these strategies as soon as practicable following the Effective Date of the Arrangement.

The Company is an exploration stage company with no producing properties and consequently has no current operating income cash flow or revenues. There is no assurance that a commercially viable mineral deposit exists on any of its properties. The Property is currently in the exploration stage.

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.

## OPERATIONS

### Period ended May 31, 2015

During the period ended May 31, 2015, the Company reported a net loss of \$1,558. The Company incurred \$6 in bank charges, and \$1,552 in transfer agent fees.

## SUMMARY OF QUARTERLY RESULTS

	<b>March 23, 2015 (date of incorporation) to May 31, 2015</b>	
Revenue	\$	-
Net loss		1,558
Total assets		300,072
Total liabilities		301,629
Basic and diluted loss per share	\$	(0.00)

## LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2015, the Company had cash of \$299,994.

On March 23, 2015, the date of incorporation, the Company issued 24,178,800 common share at a price of \$1.00.

## **Arrangement Agreement**

Pursuant to the Plan of Arrangement, on the re-organization of share capital to be completed by the Issuer pursuant to the Plan of Arrangement:

- (1) each Shareholder of Eyecarrot will be deemed to exchange its Common Shares for one (1) New Common Share and one (1) Spinco share; and
- (2) Eyecarrot will transfer to Newco, its interest in the Property, its obligations under the Royalty and \$300,000 in cash.

Following the Arrangement, the Company will become a reporting issuer in the Provinces of British Columbia and Alberta. The Company shares will not be listed on any stock exchange following completion of the Arrangement. Holders of the Company's shares are advised to consult their legal advisors with respect to trading in the Company's shares. Following completion of the Arrangement, the Company intends to pursue a listing application on either the TSXV or the CSE. There can be no assurances that the Company will be successful in obtaining such status or be listed on any stock exchange.

The Arrangement were obtained on May 5, 2015 and it is anticipated that the Company will pursue a listing on one of the Exchanges thereafter.

## **OFF-BALANCE SHEET ARRANGEMENTS**

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

## **TRANSACTIONS WITH RELATED PARTIES**

As at May 31, 2015, the Company owed \$300,000 to its parent, Eyecarrot Innovations Corp.

## **COMMITMENTS**

The Company is not subject to any commitments.

## **SUBSEQUENT EVENTS**

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 period ended May 31, 2015.

## **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.

#### *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. Cash is included in this category of financial assets.

#### 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.

### **RISK MANAGEMENT**

The Company classifies its financial instrument as follows:

- Cash is classified as a financial asset at FVTPL

The carrying value of this financial asset approximates its fair value.

The Company's risk exposure and the impact on the Company's financial instrument is summarized below:

#### *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company is not exposed to significant liquidity risk.

#### *Market risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

#### *Interest rate risk*

The Company is not subject to significant interest rate risk with respect to its financial instruments.

#### *Currency risk*

The Company is not exposed to significant currency risk, as the majority of financial instruments and expenditures incurred by the Company are denominated in Canadian dollars.

#### *Other price risk*

Other price risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices. The Company is not exposed to significant other price risk on its financial instruments.

## **SHARE CAPITAL**

### Issued

The company has 24,178,800 shares issued and outstanding as at May 31, 2015 and July 30, 2015.

### Share Purchase Options

The Company has no stock options outstanding as at May 31, 2015 and July 30, 2015.

### Warrants

The Company has no warrants outstanding as at May 31, 2015 and July 30, 2015.

### Escrow Share

The Company has no shares currently held in as escrow at May 31, 2015 and July 30, 2015.