

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

### **Management Discussion and Analysis**

**For the three months ended May 31, 2016**

The Management Discussion and Analysis (“MD&A”), prepared July 28, 2016 should be read in conjunction with the condensed interim financial statements and notes thereto for the period ended May 31, 2016 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.

The Company is engaged in the business of mineral exploration and development in British Columbia and specifically in the exploration and advancement of the Murray Ridge Property (the “Property”) acquired pursuant to a plan of arrangement with Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.) (“Eyecarrot”). The Company is required to facilitate separate fundraising, exploration and development strategies to achieve its business objectives and it expects to commence these strategies as soon as practicable.

The Company is an exploration stage company with no producing properties, and consequently has no current operating 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 complete the exploration of its mineral properties, including obtaining the necessary financing. 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.

## OPERATIONS

### Period ended May 31, 2016

During the three month period ended May 31, 2016, the Company reported a net loss of \$2,372. The Company incurred \$275 in bank charges, \$191 in meals and entertainment, \$2,299 in transfer agent fees and recovered \$393 in insurance.

## SUMMARY OF QUARTERLY RESULTS

	<b>Three months ended May 31, 2016</b>	<b>Three months ended February 29, 2016</b>	<b>Three months ended November 30, 2015</b>	<b>Three months ended August 31, 2015</b>	<b>March 23, 2015 (date of incorporation) to May 31, 2015</b>
Net loss	\$ 2,372	\$ 44,002	\$ 23,005	\$ 3,691	\$ 1,558
Total assets	276,199	280,154	291,408	297,581	300,072
Total liabilities	50,747	52,410	19,661	2,829	301,629
Basic and diluted loss per share	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.00)

## LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2016, the Company had cash of \$247,572.

On March 23, 2015, the date of incorporation, the Company issued one common share at a price of \$1, which was subsequently redeemed. Pursuant to the plan of arrangement, effective May 1, 2015, the Company issued 8,059,000 common shares.

On September 9, 2015, the Company consolidated the issued and outstanding common shares on the basis of a one (1) post-consolidated Common Share for each three (3) pre-consolidation Common Shares (the “Consolidation”). The Company currently has 24,178,800 issued and outstanding common shares and the Company will have approximately 8,059,600 common shares issued and outstanding post-Consolidation.

### **Arrangement Agreement**

On March 24, 2015, the Company entered into an arrangement agreement with Eyecarrot, whereby the Company and Eyecarrot completed a reorganization pursuant to a plan of arrangement (the “Arrangement”). The Arrangement was approved by the shareholders of Eyecarrot and the TSX Venture Exchange effective May 1, 2015, and following the Arrangement, the Company became a reporting issuer in the provinces of British Columbia and Alberta.

Pursuant to the Plan of Arrangement, the following share reorganization was completed:

- (a) each shareholder of Eyecarrot exchanged each of its common shares for one new common share and one reorganization share of Eyecarrot;
- (b) all reorganization shares of Eyecarrot were transferred by shareholders to Oceanside in exchange for common shares of Oceanside on a one-for-one basis; and
- (c) Eyecarrot redeemed all of the reorganization shares and satisfied the redemption amount by the transfer to Oceanside of its interest in the Murray Ridge Property, of which had \$nil value at the date of transaction, subject to its obligations under royalty terms, and \$300,000 in cash.

### **OFF-BALANCE SHEET ARRANGEMENTS**

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

### **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, 2016.

### **CRITICAL ACCOUNTING POLICIES**

#### Financial Instruments

##### Financial assets

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.

#### *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 (loss) 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.

#### 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 statement of comprehensive loss 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.

#### 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
- Accounts payable, as other financial liabilities

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:

#### *Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. The Company is not exposed to significant credit risk on receivables, as these amounts are due from government agencies. The carrying amount of financial assets represents the maximum credit exposure.

#### *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. The Company is not exposed to significant market 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.

### **SHARE CAPITAL**

#### Issued

The company has 8,059,600 shares issued and outstanding as at May 31, 2016 and July 28, 2016.

#### Share Purchase Options

The Company has no stock options outstanding as at May 31, 2016 and July 28, 2016.

#### Warrants

The Company has no warrants outstanding as at May 31, 2016 and July 28, 2016.

#### Escrow Share

The Company has no shares currently held in as escrow at May 31, 2016 and July 28, 2016.