CDN BVENTURES LTD.

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MANAGEMENT'S DISCUSSION & ANALYSIS

Accompanying the June 30, 2016 Condensed Interim Financial Statements

This Management's Discussion & Analysis ("MD&A"), prepared as of May 3,2017, is intended to be read in conjunction with the Company's condensed interim financial statements for the Nine months period ending June 30, 2016 and 2015, and related notes thereto, which have been reported in Canadian dollars, and prepared in accordance with International Financial Reporting Standards ("IFRS").

This discussion relates to the operations of Cdn BVentures Ltd. (the "**Company**"), during the period up to the date of this MD&A, being *May 3, 201.*

Additional information, including press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and is available under the Company's profile at www.sedar.com.

FORWARD LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. Readers should be aware the Company is under no obligation to publicly release the results of any revision to these forward-looking statements, which may not reflect circumstances, or occurrences of unanticipated events after the date of this document.

OVERVIEW

Cdn BVentures Ltd. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on October 30, 2014 as a spinout company from Web Watcher Systems Ltd. ("Web Watcher"). The Company received the final approval of the Supreme Court of British Columbia on February 5, 2015.

The Company's registered office is located at Suite 440, 890 W. Pender Street, Vancouver, British Columbia, V6C 1J9, Canada.

OVERALL PERFORMANCE

PLAN OF ARRANGEMENT

Pursuant to the Plan of Arrangement (the "Arrangement") dated December 9, 2014, and on the effective date of the Arrangement, Web Watcher will transfer to the Company the Letter of Intent entered into with Northern Vine Canada Inc. ("Northern"), dated November 18, 2014 to cultivate, develop, and sell medical marijuana under license. Under the terms of the Arrangement Agreement, Web Watcher would complete a plan of arrangement (the "Plan of Arrangement") which would divest Web Watcher of the asset consisting of the LOI, which would be divested to the Company in consideration of 14,403,698 common shares of the Company.

On May 29, 2015, Web Watcher has completed the plan of arrangement (the "arrangement") with the company, pursuant to which Web Watcher transferred all of its interest in and to a Letter of Intent with Northern Vine Canada Inc. dated November 18, 2014 to the Company.

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	General, administrative expenses ($)	Net Income (Net Loss) ($)	Loss per Share ($)
30 Jun 2016	15,788	(15,788)	(157.88)
31 Mar 2016	16,187	(16,187)	(161.87)
31 Dec 2015	250	(250)	2.50
30 Sep 2015	3,412	(3,412)	34.12
30 Jun 2015	936	(936)	9.36
31 Mar 2015	150	(150)	1.50
31 Dec 2014*	1,218	(1,218)	12.18

* The Company was incorporated on October 30, 2014. Period is from date of incorporation October 30, 2014 to December 31, 2014

Three Months Period Ended June 30, 2016 and 2015

The Company did not have any revenues. For the three months period ended June 30, 2016 and 2015, the Company incurred a loss of $15,788 and $936 respectively. The Company was incorporated on October 30, 2014, its expenses were limited to management fees, rent, office and administrative, legal and accounting fees associated with incorporation and regulatory filing requirements as a result of the plan of arrangement between Web Watcher and the Company.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2016, the Company had total share subscription receivable of $100 (2015: $100). For the period ended June 30, 2016, the Company had net cash flow used in operating activities of $15,000 (2015:400) and cash provided by financing activities was $15,000 (2015:400)

The Company's continued existence is dependent upon its ability to raise additional capital, the continuing support of its creditors, and ultimately, the attainment of profitable operations and positive cash flows. While management has been successful in obtaining additional sources of finance in the past, there can be no assurance that it will be able to do so in the future. Based on current market conditions management is aware that material uncertainties exist that could adversely affect the Company's ability to continue as a going concern. Recognizing that there are insufficient cash reserves to conduct planned programs and continue operations for the ensuing twelve months, in order to carry out its operations and administration, management is fully aware that the Company will need to generate working capital through additional equity financing.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Capital Management:

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

(b) Risk Disclosures and Fair Values:

The Company's financial instruments, consisting of share subscription receivable approximate fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. Up to date of this report, 100 shares were issued and outstanding.

CHANGES IN ACCOUNTING POLICIES INCULDING INITIAL ADOPTION

Use of Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the deferred income tax asset valuation allowances.

There are no judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current fiscal year.

Cash

The Company considers cash to include amounts held in bank. The Company places its cash with major financial institutions in Canada.

Share-based Compensation

The Company accounts for all stock-based compensation awarded to directors and officers and non-employees using the fair value method. Under this method, cost is measured at the grant date at fair value using an option pricing model that takes into account the exercise price, the expected life of the option, the current price of the underlying stock, the expected volatility, the expected dividends and the risk-free interest rate for the expected term of the option. The compensation cost will be expensed in the statement of operations over the service period, which is the vesting period for directors and officers and over the performance period for awards provided to non-employees in exchange for goods and services.

Loss per Share

Basis earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in net assets that results from transactions and other events from non-owner sources and includes items that are not included in net profit (loss), such as unrealized gains and losses related to available for sale securities, gains and losses on certain derivative instruments and foreign currency and gains and losses resulting from the translation of self-sustaining foreign operations.

Income Taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for table temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available for sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Share subscriptions receivable	Loans and Receivable
Accrued Liabilities	Financial liabilities measured at amortized cost
Due to a related company	Financial liabilities measured at amortized cost

The Company's financial instruments measured at fair value on the balance sheet consist of Share subscriptions receivable.

Comparative Figures

Certain comparative figures may have been reclassified to conform with the current year's presentation.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.