

**APPATURE MOBILE APPLICATIONS INC.  
(FORMERLY CDN BVENTURES LTD.)**

100 – 2419 Centre Street NW, Calgary, AB, T2E 2T8

Tel: 403-605-9429

---

**MANAGEMENT'S DISCUSSION & ANALYSIS**

---

Accompanying the September 30, 2017 Financial Statements

*This Management's Discussion & Analysis ("MD&A"), prepared as of January 12, 2018, is intended to be read in conjunction with the Company's audited financial statements for the year ended September 30, 2017 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 Appature Mobile Applications Inc. (formerly CDN BVentures Ltd.) (the "**Company**"), during the period up to the date of this MD&A, being January 12, 2018.

*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**

---

Appature Mobile Applications Inc. (formerly 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 100 – 2419 Centre Street NW, Calgary, AB, T2E 2T8

## **OVERALL PERFORMANCE**

---

### **PLAN OF ARRANGEMENT**

Appature Mobile Applications Inc. (formerly CDN BVentures Ltd.) (the “Company”) was incorporated on October 30, 2014 under the Business Corporations Act (British Columbia) as a wholly-owned subsidiary of a reporting issuer, Web Watcher Systems Ltd. (“Web Watcher”). On November 18, 2014, Northern Vine Canada Inc. (“Northern”) and Web Watcher entered into a letter of intent (the “LOI”) providing for the amalgamation of the Company and Northern to form the Issuer.

On December 9, 2014, Web Watcher entered into an arrangement agreement (the “Arrangement Agreement”) with the Company. Under the terms of the Arrangement Agreement, Web Watcher was to 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 for consideration of 1,440,351 common shares of the Company. Web Watcher received shareholder approval for the Arrangement Agreement at an annual general and special meeting of shareholders held on January 29, 2015, and received final approval to the Arrangement Agreement from the Supreme Court of British Columbia on February 5, 2015.

On October 26, 2017, the Company and Appature Technologies Inc. (“ATI”), a start-up technology incubator specializing in launching, acquiring, and vertically integrating technology companies, closed a share exchange agreement (“share exchange”) in which the Company issued 19,961,193 common shares of the Company in exchange for 19,961,193 common shares of ATI, resulting in a 90.5% acquisition of the outstanding common shares of ATI.

ATI provides development, capital, executive management and introductions to other investors. The initial main assets and business of ATI, is 100% ownership of the mobile application known as Sweetr. Sweetr, has developed and deployed a proprietary open person-to-person exchange and mobile application. In addition, ATI owns additional mobile applications Tinderama and SWIPE.

## SELECTED ANNUAL INFORMATION

	For the Year Ended September 30, 2017	For the Year Ended September 30, 2016	For the Year Ended September 30, 2015
	\$	\$	\$
Revenues	-	-	-
Net income (loss)	44,166	(52,513)	(5,716)
Earnings (loss) per common share	441.66	(525.13)	(57.16)
Total assets	-	-	-

## RESULTS OF OPERATIONS

For the year ended September 30, 2017 and 2016, the Company has not generated revenues.

During 2017, the Company incurred the following:

- Management fees \$18,900 (2016 - \$28,350)
- Office and administrative \$6,300 (2016 – (\$9,450))
- Professional fees \$nil (2016-\$5,013);
- Rent \$6,300 (2016-\$3,000); and
- Transfer agent and filing fees \$544 (2016 – \$nil)

The management fees, office and administrative expense, and rent expense for 2017 and 2016 was accrued to a company controlled by the Chief Financial Officer of the Company. During the year ended September 30, 2017, this company forgave \$78,750 of debt owed consisting of these fees.

## FOURTH QUARTER

For the three months ended September 30, 2017, the Company recognized a \$78,750 forgiveness of debt from a company controlled by the Chief Financial Officer of the Company.

## LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any revenue from operations and to date has relied solely upon related party loans to continue its business.

As of September 30, 2017, the Company had no assets. The Company's total liabilities were \$13,963 comprised of accounts payable and accrued liabilities \$9,774, and amounts due to related parties of \$4,189.

## Cash Flows from Operating Activities, Investing Activities and Financing Activities

Company has not generated positive cash flows from operating, investing and financing activities for the year ended September 30, 2017 and 2016.

## SUMMARY OF QUARTERLY RESULTS

---

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

Three Months Ended	Net Income (Loss) (\$)	Earnings (Loss) per Share (\$)
30 Sept 2017	78,676	786.76
30 Jun 2017	(118)	(1.18)
31 Mar 2017	(18,381)	(183.38)
31 Dec 2016	(16,011)	(160.11)
30 Sep 2016	(20,288)	(202.88)
30 Jun 2016	(15,788)	(157.79)
31 Mar 2016	(16,187)	(161.87)
31 Dec 2015	(250)	(2.50)

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

---

An analysis of material components of the Company's general and administrative expenses is disclosed in the financial statements for the year ended September 30, 2017 to which this MD&A relates.

## DISCLOSURE OF OUTSTANDING SHARE DATA

Subsequent to September 30, 2017, the Company completed the spin-out of shares from the Arrangement of Agreement and completed the share exchange with Appature Technologies Inc. resulting in 21,401,544 common shares outstanding as of the date of this report.

## OFF-BALANCE SHEET ARRANGEMENTS

---

The Company has no undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures, or capital resources that is material to investors.

## RELATED PARTY TRANSACTIONS

---

- (a) As at September 30, 2017, \$3,221 (2016 - \$47,250) was owed to a company controlled by the Chief Financial Officer of the Company which is non-interest bearing, unsecured, and due on demand. During the year ended September 30, 2017, this company forgave \$78,750 that was owed by the Company.
- (b) As at September 30, 2017, \$1,068 (2016 - \$1,068) was owed to Web Watcher which is non-interest bearing, unsecured, and due on demand.
- (c) During the year ended September 30, 2017, the Company incurred management fees of \$18,900 (2016 - \$28,350), office and administrative fees of \$6,300 (2016 - \$9,450), and rent of \$6,300 (\$9,450) to a company controlled by the Chief Financial Officer of the Company.

## **CHANGES IN OR ADOPTION OF ACCOUNTING POLICIES**

---

### **New Standards Not Yet Effective**

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended September 30, 2017, and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the Company's financial statements..

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

## **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) Fair Values

The fair values of financial instruments, which include accounts payable and accrued liabilities, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

### (c) Credit Risk

The Company is not exposed to any significant credit risk.

### (d) Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange rate risk.

### (e) Interest Rate Risk

The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(f) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations through related party loans. The ability to do this relies on the Company raising debt financing in a timely manner.

## **RISKS AND UNCERTAINTIES**

These statements represent the Company's intentions, plans, expectations, and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

### **Start-Up Venture**

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

### **Uninsured Risks**

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

### **Conflicts of Interest**

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. 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.

## **ADDITIONAL INFORMATION**

Additional information pertaining to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).