GOLD PLUS MINING INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended June 30, 2020
(Prepared by Management)

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Gold Plus Mining Inc. ("GPMI" or the "Company" or the "Corporation"). This discussion should be read in conjunction with the Company's consolidated financial statements and accompanying notes for the three months ended June 30, 2020, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated.

All information contained in this MD&A is current as of August 31, 2020, unless otherwise stated.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of acquiring an asset or business; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of any asset or business acquired to operate as anticipated; delays in financing or incompletion of business or asset acquisition, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Corporate History

The Company was incorporated under the *Business Corporations Act* (British Columbia) ("BCBCA") on February 18, 2015. The Company's principal business was to identify, evaluate and then acquire an interest in a business or assets. On July 16, 2015, the Company entered into an arrangement agreement (the "Arrangement Agreement") with Alchemist Mining Inc., Chichi Financial Inc. and Alexis Financial Inc. Pursuant to the Arrangement Agreement, the Company completed a statutory plan of arrangement and became a reporting issuer in the provinces of British Columbia, Alberta, and Ontario.

On July 10, 2017, the Company entered into an acquisition agreement (the “Acquisition Agreement”) with 1109692 B.C. Ltd. (“Numberco”) and the Numberco shareholders. On closing of the Acquisition Agreement on December 13, 2017, the Company acquired all of the outstanding shares and warrants held by the Numberco shareholders and the Numberco warrant holders in consideration for the issuance of common shares (the “Common Shares”) of the Company and warrants to purchase Common Shares of the Company. Numberco became a wholly-owned subsidiary of the Company and the business of Numberco became the business of the Company. Numberco is a mineral exploration company which held an exploration and evaluation stage property located in the Chapais Township, Quebec, known as the Pluto Gold and Base Metals Property (the “Pluto Property”). The Pluto Property claims are now held by the Company.

On June 29, 2018, the Company’s Common Shares were listed on the Canadian Securities Exchange (the “CSE”) under the symbol SYDF. Immediately upon listing, trading of the Common Shares of the Company was halted pending completion of a private placement. On November 21, 2018 the Company closed the private placement. On November 22, 2019 the Common Shares of the Company began trading on the CSE. On March 4, 2020, the Company changed its name from SYD Financial Inc. to Gold Plus Mining Inc. The Company’s shares trade on the Canadian Securities Exchange under the symbol “GPMI”.

The principal business office of the Company is located at 303 - 570 Granville Street, Vancouver, British Columbia, Canada V6C 3P1. The Company’s main contact is its President, Mr. Keith Anderson. The Company’s phone number is 604-786-7774.

The registered office and records of the Company are located at 800-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

Business of the Corporation

The Company is engaged in the acquisition, exploration, and development of the Pluto Property in Quebec Canada and the McDonough Property in Northern Red Lake, Ontario, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation thereof to assess their potential. To this end, the Company, holds a 100% undivided interest in the Pluto Property, located in the Dolomieu and Daubrée Townships, Quebec, Canada, consisting of two claim blocks for a total of 58 claims covering approximately 3,223 hectares located in the Chapais Township, Quebec, collectively known as the Pluto Gold and Base Metals Property. The McDonough Property consists of four claims, covering approximately 1,536 hectares in the Red Lake Greenstone Belt of northwestern Ontario.

On September 6, 2019, and as subsequently amended on October 25, 2019, the Company entered into a definitive business combination agreement with Santa Marta Life Sciences Corp., (“Santa Marta”) a British Columbia company. Santa Marta is a British Columbia based company involved in the growing, production and distribution of cannabis, and hemp products, with an initial focus on Colombia and the European Union markets. On January 30, 2020, the definitive business combination agreement with Santa Marta was terminated.

Pluto Property (Quebec, Canada)

The Pluto Property is situated in the Eeyou Istchee / Baie-James territory of Quebec and is composed of 58 active claims covering an area of approximately 3,223 hectares.

During the year ended March 31, 2020, 47 claims were renewed until May 2022, seven other claims are valid until between January 8 - January 22, 2023 and four are currently under renewal. The remaining claims expired. As of March 31, 2020, exploration work carried out on the Pluto Property is $110,281

In 2019, SL Exploration Inc. was hired to conduct an exploration program which included blocs and outcrops sampling over the West Bloc and East Bloc. From September 24, 2019 to September 25, 2019, 37 blocs and outcrops were sampled on the Pluto Property. 36 samples were taken, 24 on the west block and 12 on the west block. Due to the duration of the survey, only a small area on each block could be surveyed.

On the West block, the area surveyed was up ice of the Zone 3 identified by the 2017 Survey. On the East block, the area surveyed was up ice of the Zone 1 identified by the 2017 Survey.

Grab samples were obtained from outcrop and boulders using rock hammers, and chisels where necessary. A representative sample is collected, about a pound in weight or the size of a grapefruit in volume. A single chunk is preferable, but sometime chip is the only recoverable material. If possible, the weathered surface is removed. The same outcrop can be sampled many times if mineralization is visible or inferred, or if different lithologies are presents.

The sample is described in a field book, the outcrop is georeferenced with a brief description of the sample location, GPS coordinates, date, and rock and mineral features and attributes were recorded in a logbook by the sampler. Rock samples were immediately stored in clear plastic sample bags with the corresponding tear-off stub from a sample card book. Sample bags were then secured with a plastic cable tie, labeled with the sample number using a permanent marker, and photographed. Back up records of the GPS coordinates, date, and sampler initials were recorded in the sample card book for each sample. Sample locations were marked in the field by flagging tape labeled with the sample number.

Three soil surveys were conducted on the Property in 2016, 2017 and 2019 with the objective of finding any associated gold or base metal anomalies down ice and in the direct area of the Kapunapotagen shear zone, which is located at the contact between the Allard and Scott Members of the Waconichi Formation. This contact is considered to be favorable to VMS mineralization (Dion, 2009). The surveys allowed the sampling of 83 stations in total and have allowed the interpretation of three possible targets of greater interest on the property that could explain the source of soil anomalies found with the surveys performed.

A heliborne magnetic survey was conducted on the two blocks. E-W magnetic lineaments were defined on the East block and could be associated with mafic volcanic or intrusive rocks. Other areas that are magnetically quieter are rather characteristic of sedimentary and of intermediate to felsic volcanic rocks. The strongest magnetic anomalies and variation are concentrated in the southwestern part of the West block and are likely caused by variable concentrations of magnetite associated to intrusive rocks mapped as granodiorite/syenite by the Ministry of Energy and Natural Resources.

A work report has been produced and deposited at the MERN. SL Exploration has been engaged to handle the Company's 2020 work program.

McDonough Property (Northern Red Lake, Ontario)

On May 20, 2020, the Company entered into a purchase agreement for a 100% interest in the McDonough Property. The McDonough Property consists of four claims, covering approximately 1,536 hectares in the Red Lake Greenstone Belt of northwestern Ontario. Under the terms of the agreement, the Company will pay $2,000 (paid) and issue of 200,000 common shares (Issued) upon signing, $8,000(paid) within 30 days of signing, $10,000 and 200,000 common shares within 12 months of signing, $15,000 on the second anniversary of signing and $25,000 on the third anniversary of signing. The property is subject to a 1.5% Net Smelter Return “(”NSR”) to the Vendor of which the Company has the right to purchase a 0.75% NSR for $500,000.

During the three months ended June 30, 2020, the Company incurred $32,000 of acquisition costs on the McDonough Property.

Subsequent to June 30, 2020, Prospectair Geosurveys Inc. was engaged to complete a high resolution heli-borne magnetic survey of the McDonough Property. The high resolution heli-borne magnetic survey will incorporate the totality of the property at 50m line spacings.

Airborne magnetic surveys are used in the exploration industry to outline different lithologies and map prospective structural zones in areas of limited bedrock exposure. Structural features are a key ingredient to Archean orogenic gold deposits in the Red Lake Gold Camp. Regional magnetic surveys flown by the Ontario Geological Survey cover parts of the Property, but are often too coarse (widely spaced flight lines) to provide details needed for the prioritization of ground based exploration. The closely spaced flight lines and low flying high resolution magnetic survey commissioned by The Company will vector future exploration efforts to those areas of high merit.

Lawyers East and West Property (Golden Horseshoe, British Columbia)

On July 27, 2020, the Company entered into an agreement to acquire prospective mineral claims in BC's "Golden Horseshoe" region, covering approximately 8,650 acres. The Company entered into an arm's length share purchase agreement with 1258512 BC Ltd. ("NumberCo") and the shareholders of NumberCo (collectively, the "**Vendors**"), subject to formal documentation, pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of the NumberCo from the Vendors for consideration of 3,000,000 units. Each unit will consist of one common share and one share purchase warrant, with each warrant exercisable into one common share at $0.15 for a three-year term. The agreement is subject to normal course due diligence and applicable regulatory approval.

The Company is planning an exploration program on its two claim blocks that will include an airborne survey to further define magentic targets as well as the mobilization of crews to conduct a sampling program to test ourcrops and soil geochemestry aimed at identifying high priority drill targets.

Overall Performance

The Company is an exploration stage issuer engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. As such, the Company has not had any revenues in the past two fiscal years. The Company does not expect to generate any revenues in the foreseeable future. The Company expects to continue to incur expenses as work is performed to explore and develop its mineral property.

Results of Operations

The Company's operating expenses and net loss and comprehensive loss for the three months ended June 30, 2020 was $112,496, compared to $51,919 for the comparative period ended June 30, 2019. The increase in operating expenses and net loss was primarily due to an increase in professional fees of $6,212 and an increase in consulting expenses of $85,912, partially offset by a decrease in stock-based compensation of $27,173.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended June 30, 2020 are as follows:

For the Quarterly Period ended:	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Total revenues	$Nil	$Nil	$Nil	$Nil
Net loss for the period	$(112,495)	$(43,618)	$(50,939)	$(97,945)
Net loss per common share, basic and diluted	$(0.01)	$(0.00)	$(0.01)	$(0.01)
For the Quarterly Period ended:	**June 30, 2019**	**March 31, 2019**	**December 31, 2018**	**September 30, 2018**
Total revenues	$Nil	$Nil	$Nil	$Nil
Net loss for the period	$(51,919)	$(47,827)	(30,972)	(29,496)
Net loss per common share, basic and diluted	$(0.00)	$(0.00)	$(0.00)	$(0.00)

Summary of Results During Prior Eight Quarters

The Company's operating expenses primarily consist of general corporate management and consulting fees, and expenses associated with public company reporting obligations, including legal, accounting and transfer agent and filing fees. The operating expenses during the quarters ended June 30, 2020, March 31, 2020, December 31, 2019, September 30, 2019, June 30, 2019, March 31, 2019, December 31, 2018, and September 30, 2018 consist primarily of management and consulting fees, professional fees and other expenses associated with accounting and reporting obligations. These expenses have gradually increased over the period presented as the Company's business activities have increased.

The net loss during the quarter ended September 30, 2019 consisted largely of professional fees and consulting fees as the Company continued with the due diligence and activities contemplated under the definitive business combination agreement of Santa Marta.

The net loss during the quarter ended December 31, 2019 consisted largely of professional fees and consulting fees as the Company continued with the due diligence and activities contemplated under the definitive business combination agreement of Santa Marta. On January 30, 2020, the Company announced that it would not be continuing the with the definitive business combination agreement.

The net loss during the quarter ended March 31, 2020 primarily consisted of professional fees, consulting fees and corporate office and administrative fees. The Company concluded the definitive business combination with Santa Marta during the period and continued to investigate new potential mineral exploration properties.

The net loss during the quarter ended June 30, 2020 primarily consisted of professional fees, consulting fees and corporate office and administrative fees. The Company entered into a purchase agreement for a 100% interest in the McDonough Property.

Liquidity and Capital Resources

As at June 30, 2020, the Company had working capital deficit of $338,439 (March 31, 2020 – $223,943, consisting primarily of cash offset by trade payables, accrued liabilities, and related party payables.

Subsequent to the three months ended June 30, 2020, the Company issued short-term loans totaling $90,000. The loans payable are unsecured, bear interest at 10% per annum, and are due on demand.

Subsequent to the three months ended June 30, 2020, the Company repaid all outstanding loans totaling $128,700, consisting of $38,700 of loans held at June 30, 2020, and $90,000 of loans issued subsequent to June 30, 2020.

On August 10, 2020, the Company issued 350,000 common shares through the exercise of 350,000 stock options at an exercise price of $0.15 per share for total proceeds of $52,500.

On July 27, 2020, the Company announced a non-brokered non-flow through private placement of up to $1,100,000 consisting of up to 7,333,333 units at $0.15 per unit. Each unit will consist of one common share and one share purchase warrant, with each warrant exercisable into one common share at $0.30 for a two-year term. As well as a flow through unit private placement of up to $800,000 consisting of up to 4,000,000 units at $0.20 per unit. Each unit will consist of one common share and one share purchase warrant, with each warrant exercisable into one common share at $0.30 for a two-year term.

On August 25, 2020, the Company closed the first tranche of the private placement consisting of 5,030,000 non-flow through units at a price of $0.15 per unit, for gross proceeds of $754,000 and 700,000 flow through units at a price of $0.20 per unit, for gross proceeds of $140,000. Each unit consists of one common share and one share purchase warrant, with each warrant exercisable into one common share at $0.30 per share for a two-year term. In connection with the closing of the first tranche, the Company paid cash finder's fees of $37,820 and issued 252,133 share purchase warrants as a finder's fee. Each warrant is exercisable into one common share at $0.30 per share for a two year term. In addition, the Company received $107,000 towards a second tranche of the private placement consisting of 580,000 non-flow through units at a price of $0.15 per unit for gross proceeds of $87,000, and 100,000 flow through units at a price of $0.20 per unit, for gross proceeds of $20,000. Each unit consists of one common share and one share purchase warrant, with each warrant exercisable into one common share at $0.30 per share for a two-year term.

Future Cash Requirements

As the Company currently does not generate cash flows from operations, the Company expects that it will need to raise additional funds through debt or equity financing for future business operations. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common shares. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company or its shareholders.

Going Concern

At present, the Company's operations do not generate cash flow and the continued operations of the Company are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. These conditions represent a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. There is no assurance that the Company's funding initiatives will continue to be successful. The condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these condensed interim consolidated financial statements.

Capital Resources

The Company has the following commitments for capital expenditures with respect to its mineral property as of June 30, 2020. The expenditures are optional and the Company may decide not to incur such payments in the event the Company does not decide to pursue further exploration with respect to these claims:

Pluto Property

The Company holds a 100% undivided interest in the Pluto Property, located in the Dolomieu and Daubree Townships, Quebec, Canada, consisting of 58 claims covering approximately 3,223 hectares, the particulars of which are described above. During the year ended March 31, 2020, 47 claims were renewed until May 2022, seven other claims are valid until between January 8 - January 22, 2023 and four are currently under renewal. The remaining claims expired.

Work performed in 2018 by SL Exploration Inc. and Prospectair allowed to perform the previous renewal on the 47 claims. The next sequence of expiry will be in May 2022 and will require about $56,400 in work and $4,371.75 to renew. These claims already have $2,606 applied to them. Previous work and work currently planned for the fourth quarter of 2020 should be sufficient to complete $56,400 in exploration to cover the 2022 exploration expenses.

The seven claims that are due to expire in January 2023 will require $8,400 in work to be spent in order to further renew.

McDonough Property

The Company entered into a purchase agreement for a 100% interest in the McDonough Property. The Company is required to pay $10,000 and issue 200,000 common shares within 12 months of signing, $15,000 on the second anniversary of signing and $25,000 on the third anniversary of signing.

Operating Activities

During the three months ended June 30, 2020, operating expenses used $9,628 in cash. The use of cash for the period was mainly attributable to the net loss for the period of $112,495, partially offset by an increase in accounts payable of $103,695.

During the comparative three months ended June 30, 2019, the Company used $23,932 in cash to fund operations. The use of cash for the period was mainly attributable to the net loss for the period of $51,919, partially offset by the fair value of stock options granted of $27,173.

Financing Activities

During the three months ended June 30, 2020, financial activities provided $8,800 in cash proceeds which consisted of loan proceeds.

During the comparative three months ended June 30, 2019, the Company did not have cash flows provided by or used in financing activities.

Investing Activities

During the three months ended June 30, 2020, the Company used cash of $2,000 related to the acquisition of exploration and evaluation assets.

During the comparative three months ended June 30, 2019, the Company did not have cash flows provided by or used in investing activities.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at June 30, 2020 or as of the date of this report.

Related Party Transactions

Current directors and officers of the Company are as follows:

Spencer Smyl, President, CEO, Secretary and Director
Charn Deol, CFO and Director
Mario Pezzente, Director

The Company considers key management personnel to be the directors and officers of the Company. During the three months ended June 30, 2020, the Company incurred $3,000 (2019: $3,000) in management fees to the CEO of the Company, for services rendered. These transactions were measured at the exchange amount, which is the amount agreed upon by the parties.

Related party balances

At June 30, 2020, there was a balance of $41,000 (March 31, 2020: $38,000) owing to the CEO of the Company for unpaid management fees.

Proposed Transactions

There are no proposed transactions as of the date of this Report besides the acquisition of the Lawyers East and West property, as further explained under "**Business of the Corporation**".

Commitments

At June 30, 2020, and the date of this MD&A, the Company has no commitments.

Changes in Accounting Policies

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s unaudited condensed interim consolidated financial statements.

Financial and Other Instruments

The Company’s financial instruments consist of cash, accounts payable and accrued liabilities, and related party payables. The carrying values of these financial instruments approximate their fair values, unless otherwise noted. The Company is exposed to credit risk and liquidity risk in respect of these financial instruments, as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing with organizations of high credit worthiness. The Company has minimal credit risk. The Company has credit risk with respect to the promissory note receivable.

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. At June 30, 2020, the Company has cash of $1,874 available to apply against short-term business requirements and current liabilities of $345,664.

Interest Rate Risk

Interest rate risk is the risk due to variability of interest rates. The Company's current exposure to interest rate arises from the interest rate impact on its cash and loans. The fair value of cash is not significantly affected by changes in short term interest rates. The loans bear interest at a fixed rate and are not significantly affected by changes in short term interest rates.

Foreign Currency Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue

During the three months ended June 30, 2020 and 2019, the Company incurred the following expenses:

	2020	2019
Capitalized acquisition costs	$32,000	$Nil
Operating expenses	$112,496	$51,919

Please refer to Note 4 in the condensed interim consolidated financial statements for the three months ended June 30, 2020 for a more description of the capitalized acquisition and exploration costs.

Investor Relations

On August 10, 2020, the Company entered into an investor relations agreement with Edge Investments Ltd. ("Edge") for the provision of investor relation and capital markets advisory services. Edge will initiate and strengthen relationships with the financial community including shareholders, investors, and other stakeholders for the purpose of increasing awareness of the company, its multiple highly prospective mining properties, and its exploration activities. The agreement with Edge has an initial term of six months at a monthly fee of $5,000.

Disclosure of Outstanding Share Data

Common Shares

As of June 30, 2020, there were 17,835,366 common shares issued and outstanding.

Subsequent to the three months ended June 30, 2020, 350,000 common shares were issued pursuant to the exercise of stock options, and 5,730,000 common shares were issued pursuant to the closing of the first tranche of a private placement. As of August 31, 2020, there were 23,915,366 common shares issued and outstanding.

Share Purchase Warrants

As of June 30, 2020, there were the following share purchase warrants issued and outstanding:

Number	Exercise Price	Expiry Date
15,200,000	$0.05	April 19, 2027
301,750	$0.40	November 20, 2020
15,501,750		

Subsequent to the three months ended June 30, 2020, there were 5,982,133 share purchase warrants issued upon the closing of the first tranche of a private placement. Each warrant is exercisable into one common share at $0.30 per share for a two-year term. As of August 31, 2020, there were 21,483,883 share purchase warrants issued and outstanding.

Stock Options

As of June 30, 2020, there were 350,000 stock options issued and outstanding:

Number	**Exercise Price**	**Expiry Date**
350,000	$ 0.12	April 3, 2021

On July 10, 2020, 1,430,000 stock options were granted at an exercise price of $0.15 per share for a two year term pursuant to the Company's Stock Option Plan. On August 4, 2020, 100,000 stock options with an exercise price of $0.12 per share and 100,000 stock options with an exercise price of $0.15 per share were forfeited. On August 10, 2020, the Company issued 350,000 common shares through the exercise of 350,000 stock options at an exercise price of $0.15 per share for total proceeds of $52,500. As of August 31, 2020, there were 1,230,000 stock options issued and outstanding.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business operations or revenue generation. The Company was incorporated on February 18, 2015 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its objective of acquiring a business or an asset.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the acquisition of a business or an asset will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical, and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

No Assurance that Share Exchange will be Completed

Completion of the acquisition of Numberco pursuant to the Securities Exchange Agreement remains subject to a number of conditions, including, but not limited to, receipt of the requisite approvals form the directors of the Company, satisfaction of standard closing conditions for transactions of this nature, and regulatory approval. There can be no assurance that the Securities Exchange Agreement will be completed as proposed or at all.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Additional Information

Additional information related to the Company is available on SEDAR at www.sedar.com.