MANAGEMENT DISCUSSION AND ANALYSIS FOR VICTORY SQUARE TECHNOLOGIES INC. (FORMERLY FANTASY 6 SPORTS INC.)

For the three and six months ended June 30, 2017

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This management discussion and analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements of Victory Square Technologies Inc. (formerly Fantasy 6 Sports Inc.) (the "Company") and related notes thereto for the three and six-month period ended June 30, 2017, and 2016 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards. All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated. This Management Discussion and Analysis ("MD&A") is dated August 28, 2017, and discloses specified information up to that date.

FORWARD LOOKING INFORMATION

This Management Discussion and Analysis ("MD&A") contains certain forward-looking statements and information relating to Victory Square Technologies Inc. ("Victory Square" or the "Company") that are based on the beliefs of its 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 its 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 development of the various business as described below. 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 of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

DESCRIPTION OF BUSINESS

Victory Square is venture builder that creates, funds and empowers entrepreneurs predominantly focused on Blockchain Technology, Virtual Reality, Artificial Intelligence, Personalized Health, Gaming and Film. As a technology incubator, Victory Square invests in game-changing entrepreneurs who are provided access to education programs, global mentorship networks, distribution partners, creative workspaces, resources and other forms of operational support to help them scale internationally.

1. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

MAJOR DEVELOPMENTS - IMMERSIVE, VIRTUAL AND AUGMENTED REALITY

FANTASY 360:

Fantasy 360 entered in to a services agreement whereby Fantasy 360 will be engaged by Immersive Sports Technologies Inc. to design and build an immersive-technology escape room within the Wailea Marriott Hotel (Maui, Hawaii) and to provide other similar services, as agreed, prior to December 31, 2017. The value of this agreement is estimated to be $160,000. The project is expected to complete in 2017.

In June 2017, Fantasy 360 Technologies Inc., a wholly owned subsidiary of the Issuer, entered into three agreements to provide products or services, namely the design and development of three escape rooms for non-related commercial clients.

In July 2017, Fantasy 360 entered into an agreement to design and build a set of Jewish themed immersive-technology escape rooms for a New York based company. The project has yet to commence.

Fantasy 360 also signed a partnership with a group of professional athletes to build sports themed escape rooms in the Pittsburgh area. The project is ongoing and expected to begin set development in September 2017.

MAJOR DEVELOPMENTS - BIG DATA AND BLOCKCHAIN

FANSUNITE:
In February 2017, FansUnite launched a new blogging platform created to provide unique content to sports fans. The Company commenced an initiative to write and produce more regular content and drive traffic to the blog with a strategic goal of acquiring new users to engage with the FansUnite platform. Further, FansUnite engaged external guest bloggers to produce and write content on FansUnite's blog targeting popular sports and entertainment including the NFL and WWE. This targeted campaign enabled FansUnite to expand its customer base, focusing on improving SEO, while the expanded regular content allowed FansUnite articles to be shared more frequently on social channels in order to increase web traffic to its blog.

FansUnite is continuing to work on a mobile app for both Android and iOS, expected to be ready for release in 2017. The FansUnite mobile app will significantly aid customer engagement and acquisition. FansUnite members are used to having data at the tip of their fingers and the mobile app will allow them to access data in real time as they watch and engage their favourite sporting events.

FansUnite's initial release of the app will offer core features of the FansUnite web platform. FansUnite firmly believes that a high number of its members will become mobile only users and that the release of the app will provide a huge opportunity to gain new users. The mobile app will also provide occasion for FansUnite to engage prospective advertisers.

In July 2017, FansUnite signed a partnership with The Vanbex Group to build a new social sports platform using blockchain technology. Building off the successful integration of SecurePlay, a proprietary blockchain platform of BTL Group Ltd. (TSX VENTURE:BTL) in previous pilots, the FansUnite collaboration with The Vanbex Group will further strengthen their presence in the blockchain space and advance the pursuit of transparent, verifiable and valid data in the sports betting industry. Blockchain technology and the inherent security it provides will enable FansUnite to develop a reliable, transparent platform that will become a standard amongst betting platforms around the world.

MAJOR DEVELOPMENTS – PERSONALIZED HEALTH

On July 25, 2017, Company announced the formation of its new personalized health venture, Victory Square Health Inc. ("Victory Square Health"). Victory Square Health will serve as the venture arm dedicated to companies focused on the development of solutions in personalized health technologies. The Company will have an initial focus on the management and prevention of diabetes, a condition that affects approximately 1 in 3 individuals globally and over 125 million people in North America alone, according to the Centers for Disease Control & Prevention (CDC) and Diabetes Canada.

On August 1, 2017, Victory Square Health announced that it had acquired 25% of the issued and outstanding shares of Insight Diagnostics Inc. ("Insight"), in exchange for an investment of $100,000 and 5% of the issued common shares of Victory Square Health. Insight is developing a personalized diagnostic solution for the improved management and prevention of Type II diabetes and will operate as a frontline affiliate of Victory Square's new health-focused subsidiary, Victory Square Health. Insight CEO Dean Sutton will retain his operating responsibilities and will assume a senior role within Victory Square Health.

On August 10, 2017, Victory Square Health announced that it had acquired 33% of the issued and outstanding shares of

Personalized Biomarkers Inc. (“PBI”), in exchange for an investment of $500,000. PBI is the result of collaborative efforts between world-leading research programs at the University of British Columbia and BC Diabetes. PBI has assembled a team of industry and research veterans including Ammad Shor, Chief Executive Officer of PBI, Dr. Tom Elliott, a leading endocrinologist and founder of BC Diabetes, Dr. Bruce McManus, Chief Executive Officer of the PROOF Centre of Excellence, and Dr. Pieter Cullis, Director of the Life Sciences Institute at UBC. The team has a strong track record of medical, scientific and business excellence with six drugs in clinic, nine drugs in trials, and 16 drugs in development. The team combined has also 95 patents, started over 15 companies, and has raised over one billion dollars for drug research and commercialization.

MAJOR DEVELOPMENTS – FILM

On July 19, 2017, Company announced the acquisition of a 40% equity stake in Unified Film Fund II, LLC (the “Film Fund”). In exchange for the 40% equity stake in the Film Fund, the Company issued of 5,000,000 common shares in Company’s capital, at a deemed value of $0.85 per share, for a transaction value of $4,250,000.

The Film Fund will be producing three major motion pictures in 2017 and 2018, including “What They Had” starring two-time Academy Award winner Hilary Swank and “Ride” starring Bella Thorne, Jessie T. Usher and Will Brill. The third feature film packaged in the deal is yet to be announced.

The latest William Morris Endeavour Entertainment, LLC (“WME”) projections for “Ride” and the Bloom Media sales reports for “What They Had”, in combination with other supporting information including the securing of North American distribution rights to “What They Had” by Bleecker Street, put worldwide distribution rights sales estimates at approximately $14,400,000 for the two films combined, with significant foreign territories outstanding.

2. LIQUIDITY AND CAPITAL RESOURCES – FINANCIAL CONDITION OF THE COMPANY

As at June 30, 2017, the Company had total current assets of $153,350, comprised of $87,802 in cash and $45,186 in GST receivable. Conversely, the Company had total current liabilities of $358,631.

As at June 30, 2017, the Company had a working capital deficiency of $205,281 (2016 - $1,111,170). During the six-month period ended June 30, 2017, the Company was able to secure a private loan in the amount of $55,159 (year ending December 31, 2016 - $698,581) with a simple interest rate of 3%. During the six months ended June 30, 2017, 1,687,867 common shares at a deemed price of $0.84 per common share (the “Common Shares”). As such, an aggregate obligation of $1,417,809 was settled, including $1,261,183 to CEO Shafin Tejani, who received 1,501,409 of the Common Shares and $156,625 to a company controlled by the former Chief Operating officer, who received of the 186,458 Common shares.

The Company signed a binding term sheet with Victory Square Labs Inc., a related party, for a new secured Convertible Note facility up to $10,000,000. This will allow the Company to aggressively pursue and complete active elements of its global growth strategy.

The Convertible Note - to be advanced in tranches - will see the Company direct additional funds into product sales, brand marketing and a series of strategic acquisitions designed to propel the Company into the top tier of players in the industry. The Convertible Note will consist of a series of secured convertible promissory notes (each, a “Note”), each bearing a term of a minimum of one year, issued pursuant to a note purchase agreement and interest on each Note will accrue at 6% per annum, compounded annually, and payable in common shares in the capital of the Company upon maturity. The Notes will be secured by a first charge over all of the Company’s present and subsequently acquired personal property pursuant to a general security agreement.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

The Company believes it currently has sufficient access to funds for financial commitments to cover estimated operating expenses over the next twelve months.

The Company has minimal cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

3. RESULTS OF OPERATIONS

The Information for the three and six month period ended June 30, 2017 and 2016 is based on unaudited condensed interim consolidated financial statements:

	Three month period ended		Six months period ended June	
	2017	2016	2017	2016
Revenue	$ 179,235	$ 1,964	$ 186,238	$ 5,633
Cost of goods sold	127,945	-	127,945	-
	51,290	1,964	58,293	5,633
Expenses				
Amortization	242,771	-	485,542	-
Corporate development	-	85,000	-	85,000
Foreign exchange loss	4,358	852	4,365	552
General and administration	6,611	2,032	11,838	17,239
Insurnace	6,705	-	6,705	-
Interest	6,799	-	13,251	-
Investor relations	949	87,604	2,949	87,604
Management fees	54,167	106,200	114,417	132,700
Professional fees	50,011	2,028	86,739	59,164
Rent	16,800	-	30,000	-
Research and development	343	-	73,443	-
Sales and marketing	1,645	4,554	40,328	49,445
Transfer agents and regulatory	17,119	41,758	29,522	41,758
Wages	87,760	13,252	158,482	25,310
Website expenses	-	55,630	-	76,944
Total expenses	(496,038)	(398,910)	(1,057,581)	(575,716)
Net loss for the period	(444,748)	(396,946)	(999,288)	(570,083)

REVENUE

The revenue for the three months ended June 30, 2017, was $179,235 compared to $1,964 for the period ended June 30, 2016. Fantasy 360 was engaged to build various immersive-technology escape rooms.

The revenue for the six months ended June 30, 2017, was $186,238 compared to $5,633 for the six month ended June 30, 2016. Fantasy 360 was engaged to build various immersive-technology escape rooms.

EXPENSES

For the quarter ended June 30, 2017, total expenses were $496,038 compared to $398,910 recorded during the same period in 2016.

For the six month ended June 30, 2017, total expenses were $1,057,581 compared to $575,716 recorded in the six month ended June 30, 2016.

Included in expenses is a non-cash charge of $485,542 (six months ended June 30, 2016 - $nil) for amortization of FansUnite and website development costs. After deducting these noncash items, expenses totalled $572,039 for the six month ended June 30, 2017 compared to $575,716 for the six months ended June 30, 2016, representing a decrease of $3,677. Material variances over the comparable period are discussed below.

Investor relations

During the three months ended June 30, 2017, the Company incurred $949 in investor relations compare to $87,904 for the three months ended June 30, 2016. The costs in the prior year were related to various investor relations strategies upon going public in May 2016.

Investor relations fees were $2,949 for the six month ended June 30, 2017 compared to $87,904 in the same period in the prior year. The costs in the prior year were related to various investor relations strategies upon going public in May 2016.

Management fees

During the three-month period ended June 30, 2017, $54,167 was incurred in management fees compared to $106,200 in the prior year period. The management fees in the three month ended June 30, 2016, included one time payments for services performed.

During the six month ended June 30, 2017, $114,417 was incurred in management fees compared to $132,700 in the prior year, the decrease is a result of the Chief Operating Officer resigned from the Company in the current year.

Professional Fees

During the three months ended June 30, 2017, professional fees were $50,011 compared to $2,028 for the quarter ending June 30, 2016 representing a increase of $47,983. In the quarter ended June 30, 2017, legal fees related to the costs of the various investments.

Professional fees for the six month period June 30, 2017, were $86,739 compared to $59,164 in the six month period

June 30, 2016. The increase is a result of legal fees related to the various investments made by the Company.

Wages

During the quarter ended June 30, 2017, the Company spent $87,760 on wages compared to $13,252 spent in the quarter ending June 30, 2016. This is directly related to the acquisition of FansUnite in August 2016 as well as the hiring of one additional staff member in the second half of 2016.

Wages for the six month ended June 30, 2017, the Company spent $158,482 compared to $25,310 incurred in the same period in the prior year. The increase is related to the additional staff in the current year.

4. SUMMARY OF QUARTERLY FINANCIAL OPERATIONS

The following information is derived from unaudited interim consolidated financial statements:

Fiscal quarter ended	Revenue	Net loss for the Period	Basic and Diluted Loss Per Share
	$	$	$
June 30, 2017	179,235	(444,748)	(0.01)
March 31, 2017	7,003	(554,540)	(0.01)
December 31, 2016	(156,920)	(1,301,887)	(0.03)
September 30, 2016	584,783	(845,100)	(0.02)
June 30, 2016	1,964	(396,946)	(0.01)
March 31, 2016	3,669	(173,137)	0.00
December 31, 2015	19,123	(198,637)	0.00
September 30, 2015	9,666	(281,405)	(0.01)

5. TRANSACTIONS WITH RELATED PARTIES

RELATED PARTY TRANSACTIONS

During the period ended June 30, 2017 and 2016, the Company entered into the following transactions with related parties:

	June 30, 2017	June 30, 2016
Interest	$ 12,380	$ -
Management fees **	$ 114,416	$ 43,333
Professional fees	$ 31,500	$ 12,000
Rent *	$ 30,000	$ -
Sales and marketing	$ -	$ 36,000

* Rent a company controlled by the Chief Operating Office who resigned May 31, 2017

** Includes $49,417 (2016 - $43,333) in management fees charged from a company controlled by the Chief Operating officer who resigned May 31, 2017

Related party balances

As at June 30, 2017, the Company had $5,570 (June 30, 2016 - $203,711) due to related parties included in trade payables and accrued liabilities. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

During the six months ended June 30, 2017, 1,687,867 common shares at a deemed price of $0.84 per common share (the "Common Shares"). As such, an aggregate obligation of $1,417,809 was settled, including $1,261,183 to CEO Shafin Tejani, who received 1,501,409 of the Common Shares and $156,625 to a company controlled by the former Chief Operating officer, who received of the 186,458 Common shares.

Key management compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's executive leadership team. Such compensation was comprised of:

- $31,500 (2016 - $12,000) in professional fees, to companies controlled the Chief Financial Officer, for full cycle bookkeeping, corporate secretarial and CFO services,
- $65,000 (2016 - $Nil) in management fees to the Chief Executive Officer and,
- $49,417 (2016 - $43,333) in management fees to the Chief Operation Officer who resigned May 31, 2017.

Related party loans

As at June 30, 2017, the Company has $55,159 (2016 - $698,581) in related party loans, which includes $21 (2016 - $10,861) in accrued interest. The related party loans are due on or before October 16, 2017 and are unsecured. The related party loans bore interest at 3% compounded semi-annually.

6. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

7. PROPOSED TRANSACTIONS

As of the date of this document, the Company has no proposed transactions approved by the Board of Directors.

8. CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting estimates are presented in Note 2 in the notes to the annual financial statements. The preparation of these audited financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period presented, and reported amounts of expenses during the same period. Actual outcomes could differ from these estimates. The financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates may require accounting adjustments based on future occurrences. Any revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects the future. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made include, but are not limited to, the following:

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The 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 if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements are made in particular with regard to assessment of impairment to the carrying value of the Company's assets.

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss for the period.

Changes in any of the assumptions used in impairment testing could materially affect the result of the analysis

As at June 30, 2017, the Company reviewed the carrying value of its remaining assets and determined that there were no indicators of impairment.

9. NEW ACCOUNTING STANDARDS

Certain pronouncements were issued by the IASB or IFRIC that are mandatory for accounting periods after June 30, 2017.

Pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from the discussion below. The Company is currently evaluating the potential impacts of these new standards.

The following standards, interpretations and amendments, which have not been applied in these consolidated financial statements, may have an effect on the Company's future consolidated financial statements. The Company is in the process of evaluating these new standards.

IFRS 9, Financial Instruments (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39. IFRS 15 Revenue from Contracts with Customers provides a single principle-based framework to be applied to all contracts with customers.

IFRS 15, Revenues (effective January 1, 2018), replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service.

IFRS 16, Leases (effective January 1, 2019), provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value.

10. FINANCIAL INSTRUMENTS

The Company classifies its financial instruments in the following categories: loans and receivables and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost.

The Company has classified its cash and cash equivalents and other receivable as loans and receivables. Related party loans, trade payables and player deposits are classified as other financial liabilities.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset has been impaired.

Other financial liabilities are initially recognized at fair value adjusted for directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

11. RISKS RELATED TO THE COMPANY'S BUSINESS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's receivables consist of input tax credits and investment tax credits receivable from government institutions. As a result, the Company is not exposed to significant credit risk.

b) 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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's main source of funding has been the issuance of equity securities through private placements and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

c) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company is not exposed to significant foreign exchange risk.

d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risks.

e) Fair value

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies, as disclosed below. However, considerable judgment is required to develop certain of these estimates. Accordingly, these estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of each class of financial instruments are discussed below.

The different levels for valuation of financial instruments carried at fair value have been 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 (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Quoted market prices for an identical asset or liability represent a Level 1 valuation. When quoted market prices are not available, the Company maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the use of significant unobservable inputs are considered Level 3. There were no financial instruments carried at fair value as at June 30, 2017 and December 31, 2016.

The Company's financial instruments consist of cash, other receivable, trade payables, player deposits and related party loans. The carrying value of these financial instruments approximates their fair values due to the short-term nature of these instruments.

12. OTHER MD&A DISCLOSURE REQUIREMENTS

INFORMATION AVAILABLE ON SEDAR

As specified by National Instrument 51-102, Fantasy 6 advises readers of this MD&A that important additional information about the Company is available on the SEDAR website www.sedar.com .

DISCLOSURE OF INTERNAL CONTROLS

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

OUTSTANDING SHARE DATA

Capitalization as of August 28, 2017:

The Company is authorized to issue an unlimited number of common shares.

At August 28, 2017, 2017, there were 55,301,505 issued and fully paid common shares.

Warrants

At the date of this report the Company has 721,301 warrants outstanding with exercise prices from $0.10 to $0.50.

Vancouver, British Columbia
August 28, 2017

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.