CABBAY HOLDINGS CORP.

MANAGMENTS'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three and Nine Months Ended September 30, 2020

Overview

This MD&A has been prepared as of November 27, 2020 and the following information should be read in conjunction with the Issuer's un-audited financial statements for the three and nine months ended September 30, 2020 together with the notes thereto. The Issuer's financial statements for the period have been prepared in accordance with International Financial Reporting Standards (IFRS).

This discussion contains forward-looking statements that involve certain risks and uncertainties. Statements regarding future events, expectations and beliefs of management and other statements that do not express historical facts are forward-looking statements. In this discussion, the words "believe", "may", "will", "estimate", "continue", "anticipate", "intend", "expect", "plan", "predict", "potential" and similar expressions, as they relate to the Issuer, its business and management, are intended to identify forward looking statements. The Issuer has based these forward-looking statements largely on its current expectations and projections about future events and financial trends affecting the financial condition of the business. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Except as may be required by applicable law or regulation, the Issuer undertakes no obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements. If the Issuer updates one or more forward-looking statements, no inference should be drawn that additional updates will be made with respect to those or other forward-looking statements. Additional information relating to the Issuer, is available by accessing the SEDAR website at www.sedar.com.

Business Overview and Strategy

Cabbay Holdings Corp. (the "**Issuer"** or **"Company"** or **"Cabbay**") was incorporated as a wholly owned subsidiary of Tower One Wireless Corp. ("**Tower One**") in order to facilitate a plan of arrangement with Tower One, a public company whose common shares trade on the CSE. As part of the Plan of Arrangement which closed on October 3, 2016, Tower One transferred its interest in an asset purchase agreement with ForwoRx Therapeutics Inc. (the **"ForwoRx Agreement"**) and $1,000 to the Issuer. As a result of the Plan of Arrangement, the Issuer became a reporting issuer in British Columbia. In connection with the Plan of Arrangement, $435,360 of indebtedness was assigned to and assumed by the Issuer. The Issuer recorded a financing fee of $435,359 as a result of the transaction. Also, in connection with the Arrangement during the fiscal year ended December 31, 2017 $5,929 of indebtedness was assigned to and assumed by the Issuer and fiscal year ended December 31, 2018 $4,179 of indebtedness was assigned to and assumed by the Issuer.

On closing of the Plan of Arrangement, the Issuer was a holding company with its major holding being the ForwoRx Agreement regarding the purchase of therapies to treat fibrosis, erectile dysfunction and pulmonary arterial hypertension. The ForwoRx Agreement covered the lead compound for Fibrosis, PTL-202, a combination of already approved drugs which have well established safety profiles. PTL-202 has completed a phase 1 drug/ drug interaction clinical trial. In addition, the agreement covers the purchase of a sublingual formulation of sildenafil citrate for use as a treatment for erectile dysfunction and pulmonary arterial hypertension. Neither of these programs is currently being funded. This agreement was terminated on September 18, 2020.

The ForwoRx Agreement was originally entered into between Tower One (formerly Pacific Therapeutics Ltd., "**PT**") and ForwoRx (formerly Forge Therapeutics Inc.) on July 23, 2015 pursuant to which Tower One agreed to sell certain of its technology assets (the "**Assets**") to ForwoRx. In consideration, ForwoRx agreed to issue to Tower One 15,000,000 of ForwoRx shares (the "**ForwoRx Shares**"). Pursuant to the terms of the ForwoRx Agreement, subject to certain conditions, between the closing of the asset sale, which occurred on September 18, 2015, and the issuance of the ForwoRx Shares, ForwoRx is to pay to Tower One an annual maintenance fee of $50,000 until the ForwoRx Shares have been issued. Currently ForwoRx is in arrears $200,000 of these maintenance fees. If the ForwoRx Shares are not issued before September 18, 2018, Tower One may at any time prior to September 18, 2020 [the fifth anniversary of the Closing Date], provide notice to ForwoRx of its election to trigger the issuance of the ForwoRx Shares (in whole and not in part), in which case ForwoRx will issue the ForwoRx Shares to the Vendor within 10 business days of receipt of such notice. If ForwoRx has not issued the ForwoRx Shares to Tower One on or before September 18, 2020 [the fifth anniversary of the Closing Date], and Tower One has not earlier provided notice of its election to receive the ForwoRx Shares, ForwoRx is required to promptly transfer and assign the Assets back to Tower One, free and clear of all encumbrances other than permitted encumbrances. As at the date of this MD&A, the Issuer has not received any ForwoRx Shares or Maintenance Payments

Since the finalization of the plan of arrangement that spun out the Company from PT, the Company has been engaged in improving its balance sheet and seeking additional business opportunities. Initially the Company focused on business opportunities primarily related to the cultivation, marketing and/or distribution of medicinal cannabis and cannabis products for recreational purposes. Given the current state of financial markets with respect to cannabis, the Company has expanded its search for a viable business to additional industries. Subsequent to September 30, 2020 the Company entered into an option agreement to acquire mining claims in British Columbia know as the Topley Property.

On March 26, 2018, the Issuer incorporated a British Columbia corporation Alta-Sun Samson Holdings Corp. ("Alta-Sun"). Alta-Sun pursued the licensing, construction and operation of a cannabis growing facility. Given the current financial markets lack of interest in financing cannabis cultivation operations, and the lessor not meeting its obligations under the lease, Alta-Sun has terminated lease of 5 acres of Enoch First Nation's land for the cultivation of cannabis. Alta-Sun prepared an application for a standard cultivation license under the Cannabis Act for the terminated location. This application may be transferred to a new location with little updating. During the quarter ended September 30, 2020, the ForwoRx Agreement was transferred to Alta-Sun at its carrying value of $1.00. As per the ForwoRx Agreement Alta-sun gained control of the Assets on September 18, 2020. Subsequent to September 30, 2020, the Company lost control of Alta-Sun. The Company no longer has a direct interest in the Assets.

Overall Performance

The Issuer has in the past focused on Cannabis production in Alberta, Canada in partnership with First Nations leaders and communities and the development of cannabis infused products. These partnerships were to develop cannabis facilities and utilize low cost inputs into cannabis cultivation with the goal of being a low-cost producer in the cannabis industry. The Issuer, through its subsidiaries and partnerships with indigenous peoples, was to apply for a cannabis production licenses on First Nations lands in Alberta beginning with the Enoch Cree First Nation. The issuer will not follow thru with plans to build a 5 acre outdoor cannabis cultivation facility on land it had leased on the Enoch First Nation lands as the lease has been terminated due to the Lessor not meeting its obligations under the lease.

Subsequent to September 30, 2020 the Company entered into an option agreement to acquire mining claims in British Columbia know as the Topley Property.

Corporate Highlights

During the nine-month period ended, September 30, 2020 the Issuers business was severely curtailed due to the Corona virus pandemic, however the Issuer accomplished the following. The Issuers activities were limited to searching out additional business opportunities

- On February 25, 2020 Mr. Harold Forzley resigned from the Company's board of Directors.
- On April 12, 2020, the Company's Board of Directors passed a resolution to modify the terms of its 1,614,358 outstanding warrants expiring April 12, 2020, subject to securities regulations. The warrants expiration date will be extended by 3 years to April 12, 2023 and the exercise price will be decreased from $0.35 to $0.10.
- On August 7, 2020, the board passed a resolution to consolidate the Company's common shares on the basis of one new share for every 2.5 existing shares up to one new share for every four existing shares.
- On August 30, 202 the Company transferred the ForwoRx agreement to its wholly owned subsidiary Alta-sun Samson Holdings Corp. ("**Alta-Sun**").
- On September 18, 2020 the ForwoRx Agreement terminated and the Assets were transferred to Alta-Sun.

Selected Financial Information

The financial information reported here has been prepared in accordance with IFRS. The Issuer uses the Canadian dollar (CDN) as its reporting currency. Selected un-audited financial data for interim operations of the Issuer for the three months and nine months ended September 30, 2020 and for the three months and nine months ended September 30, 2019 are presented:

Selected Statement of Operations Data

Period ended	**Three Months Ended September 30, 2020**	**Three Months Ended September 30, 2019**	**Nine Months Ended September 30, 2020**	**Nine Months Ended September 30, 2019**
Total revenues	$Nil	$Nil	$Nil	$Nil
Net Income / (Loss)	$(13,575)	$(119,390)	$(107,842)	$(406,554)
Basic Income/(loss) per share	$(0.00)	$(0.01)	$(0.01)	$(0.03)
Diluted loss per share (Unaudited)	$(0.00)	$(0.01)	$(0.01)	$(0.03)
Weighted average shares	12,779,340	12,775,824	12,779,340	11,990,781

Selected Balance Sheet Data

Period ended	**September 30, 2020**	**September 30, 2019**	**December 31, 2019**
Cash & Equivalents	$1,109	$9,414	$53
Current Assets	$17,172	$142,629	$96,657
Total Assets	$255,071	$482,419	$334,557
Current liabilities	$145,968	$125,398	$123,190
Non-Current liabilities	$117,726	$109,476	$112,148
Total liabilities	$263,694	$234,874	$235,338
Working Capital	$(128,796)	$17,231	$(26,533))

Comparison of the Quarters ending September 30, 2020 and September 30, 2019

Revenues

Under the ForwoRx Agreement, ForwoRx was to pay to the Issuer $50,000 per year in maintenance fees. This fee for 2020, 2019, 2018, 2017 and 2016 has not been paid and the company will not recognize it as revenue until such time that management is confident of its payment. As at September 30, 2020, $200,000 is due from ForwoRx (September 30, 2019 - $200,000). This fee will no longer be accrued by the Company as the ForwoRx agreement was transferred to Alta-Sun.

Expenses

As operations for the second and third quarter of 2020 were curtailed due to the COVID-19 pandemic, expenses were reduced in all categories

For the three months ended September 30, 2020 expenses totaled $13,575 compared to expenses of $119,390 for the three month period ended September 30, 2019. Consulting fees for the three months ended September 30, 2020 decreased to $3,000 from $50,401 when compared to the three months ended September 30, 2019, accounting and audit fees also decreased to $2,500 for the three months ended

September 30, 2020 from $5,625 when compared to the three months ended September 30, 2019. The change was due to decreased fees to deal with Canada Revenue Agency on a GST audit. Management Fees and wages decreased to $3,000 and $Nil for the three months ended September 30, 2020 when compared to $24,000 and $7,500 for the three months ended September 30, 2019. Share based compensation decreased to $Nil for the three months September 30, 2020 from $22,375 for the three months and nine months ended September 30, 2019. The decrease was due to no options being issued to insiders during the period.

During the three months ended September 30, 2018 the issuer wrote off $20,500 in deposits for future land acquisition at the Samson Nation as the Issuer decided not to purse this project, there were $Nil write-offs during the three months ended September 30, 2019. During the period ended September 30, 2020 $375 in accounts payable was written off.

Research & Development Expense

For 2019 the company begun a cannabis genetics research and development program. Working with a federally licensed grower the company completed characterization studies on a number of strains that it felt may be well suited for the Enoch location. The end goal of the research was to short list a few strains to maximize the yield from the Enoch facility. The Company contracted these services in 2019 for $10,000. This research expense has been capitalized as an intangible asset.

The company did not incur any expense associated with research and development under the ForwoRx Agreement.

No research and development expense was incurred for the period ended September 30, 2020.

General and Administrative Expenses

General and administrative costs for the period ended September 30, 2019 consist primarily of consulting fees, management fees, accounting costs and other professional and administrative costs associated with maintenance of the Issuer's reporting status and general corporate activities such as pursuing the development of opportunities to grow cannabis and develop cannabis products under the new Cannabis Act regulations which came into force October 17, 2019.

The General and administrative costs for the 3 month period ended September 30, 2020 was $13,950. The General and administrative costs for the three months ended September 30, 2019 was $119,390. For additional discussion of the expenses please *see "Expenses"*.

Intellectual Property and Intangible Assets

The company had no costs associated with the maintenance of patents or intellectual property under the ForwoRx Agreement. ForwoRx did not pay the fees to the United States Patent and Trademark Office in 2019, resulting in the patent for the Assets lapsing. The Company carried the ForwoRx Agreement on its books for $1.00 up until the Agreement was transferred to Alta-Sun.

The balance of intangible assets remained at $237,899 at September 30, 2020 compared to December 31, 2019. In 2019, the Company wrote-down license costs of $74,390 on termination of the Enoch Cree Nation Lands lease as these costs are not transferrable to another property. The Company also recorded a loss of $9,500 on termination of the lease of land resulting from derecognition of the right-of-use asset and lease liability in the year ended December 31, 2019.

On June 4, 2018 the Company entered into a binding agreement with Cannabis Compliance Inc. ("CCI"). CCI will provide the Company with consulting services related to an Access to Cannabis for Medical Purposes ("ACMPR") / Cannabis Act license application and construction of a cannabis cultivation facility. The costs incurred to complete the license application have been capitalized as an intangible asset. The Company also classified certain consulting charges associated with obtaining the standard cultivation license.

Costs incurred to obtain the standard cultivation license are listed below:

		September 30, 2020		December 31, 2019
Application costs	$	128,125	$	128,125
Other capitalized charges		109,774		109,774
Total	**$**	**237,899**	**$**	**237,899**

Interest Expense/(Income)

The interest expense in the nine month period ended September 30, 2020 was $7,475 (September 30, 2019 $8,337, September 30, 2018, $9,493). On September 26, 2019 the Company signed an agreement whereby the principal of the loan from an arms length party in the amount of $58,015 became due on September 30, 2022. The loan accrues interest at 1% per month and interest is payable quarterly. Interest expense for the period ended September 30, 2020 was $5,040 (2019: $5,040, 2018: $5,040).

Convertible notes due to related parties have a face value of $65,000, are payable on July 10, 2022, bear interest at 5% annually, and are convertible into common shares at the option of the holder at a conversion price of $0.25 per share.

Profits

At this time, the Issuer is not anticipating profit from operations. The Issuer will report an annual deficit and quarterly deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations. For information concerning the business of the Issuer, please see "*Business Overview and Strategy*".

Stock Based Compensation

For the 3 month period ended September 30, 2020 stock based compensation was $Nil (September 30, 2019, $22,375, September 30, 2018, $Nil) The increase in 2019 was due to the issuance of stock options to directors and consultants..

Selected Quarterly Information

	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018
	$		$	$	$	$	$	$
Total Revenues	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Net Income (Loss)	**(13,575)**	**(26,839)**	**(48,018)**	**(152,085)**	**(119,,390)**	**(103,922)**	**(183,233)**	**(138,160)**
Income (Loss) per Share basic and diluted	**(0.00)**	**(0.00)**	**(0.01)**	**(0.01)**	**(0.01)**	**(0.01)**	**(0.02)**	**(0.01)**
Cash	**1,109**	**3,441**	**20**	**53**	**9,414**	**14,056**	**6,999**	**40,250**
Total Assets	**255,071**	**258,681**	**277,766**	**334,557**	**482,629**	**521,099**	**367,833**	**364,074**
Non-Current Liabilities	**117,726**	**115,869**	**114,009**	**112,148**	**109,476**	**Nil**	**Nil**	**Nil**

Liquidity and Capital Resources

At September 30, 2020, the Issuer had cash and cash equivalents of $1,109 and a working capital deficit of $128,796. The working capital deficit increased by $102,263 when compared to the year ended December 31, 2019. This increased deficit was due to the loss in operating activities of $107,842 during the nine month period ended September 30, 2020. Working capital is defined as current assets less current liabilities.

The principal changes to the working capital as at September 30, 2020 compared to June 30, 2020 are due to: with respect to the current assets, a decrease in cash from $3,441 as at June 30, 2020 to $1,109 as at September 30, 2020; a decrease in GST receivable from $10,369 as at June 30, 2020 to $8,651 as at September 30, 2020, due to payments received from Canada Revenue Service; an increase in advances from $4,971 as at June 30, 2020 to $5,412 as at September 30, 2020 due to accruals, and with respect to current liabilities, an increase in amounts due to related parties of $6,245 for the period ended September 30, 2020 as well as the addition of unpaid interest to outstanding loan amounts as compared to the period ended September 30, 2019.

The Issuer's Cash flows from financing activities for the nine months ended September 30, 2020 consisted of an increase in amounts due to related parties of $15,511. The increase is due to accounting fees of $12,511 and management fees of $3,000.

Cash utilized in operating activities during the nine months ended September 30, 2020 was $78,186 (September 30, 2019: $257,781, September 30, 2018: $302,622). The decrease in cash utilized in operations was mainly due to a decrease in the net loss for the nine month period ending September 30, 2020 of $107,842 from a net loss of $406,544 for the nine month period ended September 30, 2019.

During the nine month period ended September 30, 2020 the issuer assumed debt of $Nil (2019 - $Nil, 2018 - $4,179) in relation the plan of arrangement with Tower One. During the nine month period ended September 30, 2019, the Issuer had a loss on the conversion of long term debt of $Nil (2018 - $17,268). This loss is attributed to the unamortized discounts on long-term debt balances that were converted to common shares. Long-term debts totaling $95,000 were converted to 380,000 common shares. The $4,063 loss on repayment of long-term debt for the nine month period ended September 30, 2018 relates to the unamortized discount on a long-term debt balance due to a related party that was paid off early (2019 - $Nil).

Share based compensation due to issuance of stock options under the Issuers stock option plan for the nine month period ended September 30, 2020 was $Nil (2019 - $22,375, 2018 - $Nil).

For the nine month perioded ended September 30, 2020 the Issuer did not incur any financing fee. For the nine month period ended September 30, 2019 the Issuer paid a $125,000 finance fee in shares on the initiation of the lines of credit (2018 - $Nil).

At September 30, 2020 share capital remained unchanged at $1,608,675 comprised of 12,779,340 issued and outstanding Common Share as compared to December 31, 2019 and September 30, 2019 (December 31, 2018: $1,184,675 comprised of 11,083,340 shares).

Warrant and Option Reserves at September 30, 2019 were $176,491, an increase of $22,375 as compared to the year ended December 31, 2018. On September 16, 2019 the Issuer's board of directors approved the issuance of 100,000 options to purchase securities which may be exercised for up to 5 years at a price of $0.25 Pursuant to the private placement on April 12, 2018, the Company issued 1,614,358 share purchase warrants. Each whole warrant entitles the holder to purchase one common share at a price of $0.35 per share for a period of two years from the date of issue. The warrants were assigned a value of $39,045 using the residual value method.

During the period ended September 30, 2020 the Company amended the terms of its 1,614,358 warrants by extending the expiry date by 3 years from April 12, 2020 to April 12, 2023. The exercise price was revised from $0.35 per share to $0.10 per share. The modification resulted in an additional allocation of $312,078 to contributed surplus for the period ended September 30, 2020 as compared to the year ended December 31, 2019.

As a result of the net loss for the nine months ended September 30, 2020 of $107,842, the deficit at September 30, 2020 increased to $1,820,120 from $1,702,278 for the year ended December 31, 2019 (December 31, 2018 - $1,143,649).

Total equity decreased from of $99,219 at December 31, 2019 to a deficit of $8,623 at September 30, 2020. Total equity improved from of $196,142 at December 31, 2018 to $247,545 at September 30, 2019.

At present, the Issuer's operations do not generate cash inflows and its financial success after September 30, 2020 is dependent on Issuers ability to enter into a business that may create a profit. As at September 30,2020 the Issuer is assessing potential business opportunities and is unable to estimate when it may generate any revenues.

On March 15, 2019 the Company entered into agreements to access lines of credit of up to $1.2 million to finance the construction of the Enoch facility and provide working capital. The Lines of Credit have a maturity date of March 31, 2022. Any amount borrowed on the lines of credit is subject to interest at 12% annually. Interest is payable quarterly beginning 365 days from the date the Company receives a standard cultivation license from Health Canada to grow Cannabis. Interest may be paid in cash or shares at the Lender's discretion. Any amount in default will be subject to interest at 18% annually. Advances are available to the Company until March 31, 2022. An administrative fee of 500,000 common shares valued at $125,000 was paid to the lenders. Of this amount $31,250 was paid to Robert Charlton a director of the Company. The shares were issued on April 26, 2019. As of the date of this Management Discussion and Analysis the Company has borrowed $NIL on the lines of credit.

In order to finance the Issuer's future development plans, administrative and overhead expenses in the coming years the Issuer may raise money through equity sales. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. Should those risks fully materialize, it may not be able to raise adequate funds to continue its operations.

Off Balance Sheet Arrangements

There are currently no off -balance sheet arrangements which could have an effect on current or future results or operations or the financial condition of the Company.

Transactions with Related Parties

Transactions with related parties are as follows:

		September 30, 2020		September 30, 2019
Accounting fees to a Company controlled by a director	$	7,500	$	9,000
Consulting fees to a Company controlled by a director		-		6,000
Consulting fees to a director		9,000		-
Consulting fees to a Company controlled by a former director		-		30,000
Management fees to the CEO and director		3,000		48,000
Wages to the CEO and director		-		15,000
Finance fee to a director (Note 11)		-		31,250
	$	19,500	$	139,250

Balance due to the CEO and director:

As of September 30, 2020, the Company has $5,828 (December 31, 2019: $6,717) of short-term debt owing to the CEO and director of the Company. The balance has no set terms of repayment and does not bear interest.
On April 26, 2019 the CEO and director converted $12,500 of debt into 50,000 shares at a price of $0.25 per share.

On July 10, 2019, the CEO and director signed an agreement to convert $23,000 of outstanding debt to a long-term, convertible promissory note (Note 8).

Balance due to the CFO and director:

As of September 30, 2020, the Company has $24,638 (December 31, 2019: $17,138) of short-term debt owing to a company controlled by the CFO and director, and $11,000 (December 31, 2019: $2,000) owing to that director. The amounts do not bear interest and has no set terms of repayment.

On April 26, 2019 the director converted $31,250 of debt related to the finance fee on the line of credit into 125,000 shares (Note 11).

On July 10, 2019, the CFO and director signed an agreement to reclassify $20,000 of outstanding debt as a long-term, convertible promissory note.

Balance due to a former director:

As of September 30, 2020, the Company has a balance of $11,249 (December 31, 2019: $11,248) of short-term debt owing to a Company controlled by a former director. The amount does not bear interest and has no set terms of repayment.

On April 26, 2019 the former director converted $15,750 of debt into 63,000 shares at a price of $0.25 per share.

On July 10, 2019, the former director signed an agreement to reclassify $22,000 of outstanding debt as a long-term, convertible promissory (Note 8).

Other balances due to related parties:

As of September 30, 2020, the Company has $nil (December 31, 2019: $100) owing to a former director of the Company. The amount does not bear interest and has no set terms of repayment.

Subsequent Events

There have been no subsequent events from September 30, 2020 to the date of this Management Discussion and Analysis other than:

Loss of control of subsidiary

On October 16, 2020, Alta-Sun issued 100,000 common shares at a price of $0.001 per share to an arm's-length party. As a result of the transaction, the Company lost control of its wholly owned subsidiary. Alta-Sun holds the intellectual property for the development of therapies for fibrosis and erectile dysfunction and the ACMPR license assets.

Option agreement

On October 19, 2020, the Company entered into an option agreement to earn a 100% interest in the Topley Copper-Gold Project. Under the terms of the agreement, the Company must make aggregate cash payments of $55,000 over four years, issue 1,000,000 common shares by December 31, 2023, and incur exploration expenditures of $150,000 by December 31, 2021. A $5,000 payment was made on signing the agreement.

The option is subject to a 2% net smelter return royalty, of which 1% can be repurchased by the Company for $1,000,000.

The agreement was amended on October 28, 2020 to add an additional mineral claim to the optioned property.

Forfeiture and Cancellation of Options

Subsequent to September 30, 2020, three directors forfeited their share purchase options totaling 770,000 which had been issued under the Company's Stock Option Plans.

Other MD&A Requirements

Additional Information relating to the Issuer may be found in the Issuer's audited financial statements for the fiscal year ended December 31, 2020, the fiscal year ended December 31, 2019, and the fiscal year ended December 31, 2018 as well as the unaudited interim financial statements for the nine months ended September 30, 2020 and the nine month period ended September 30, 2019.

Additional Disclosure for Venture Issuers Without Significant Revenue

The following table sets forth material cost for the Issuer, which has been derived from the Issuer's unaudited financial statements for the nine months ended September 30, 2020 and the nine month period ended September 30, 2019. This summary should be read in conjunction with the Issuer's un-audited financial statements for the three and nine months ended September 30, 2020 and the three and nine month periods ended September 30, 2019 and September 30, 2018.

Material Costs	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Consulting fees	$56,619	$110,211	$136,263
Legal fees	$2,699	100	16,011
Management fees	3,000	72,000	70,850
Finance Fee	Nil	125,000	Nil
Capitalized Research	Nil	10,000	Nil
Share-based compensation	Nil	22,375	Nil
Total Expenses	88,807	406,544	(306,929)
Net loss and comprehensive loss	(107,842)	(406,544)	$(352,939)

Proposed Transactions

As at the date of this Management Discussion and Analysis there are no transactions currently contemplated by the Issuer other than those described above in *Subsequent Events*.

Financial Instruments and Other Instruments

The Issuer's financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and amounts due to shareholders. Unless otherwise noted, it is management's opinion that the Issuer is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of, cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity or capacity for prompt liquidation.

Disclosure of Outstanding Share Data

As at September 30, 2020, the Issuer had an unlimited number of authorized common shares with 12,779,340 common shares issued and outstanding.

As at September 30, 2020 the issuer had 875,000 options outstanding. Each option has an exercise price as detailed in the table below. During the period ended September 30, 2020, 120,000 options were forfeited on the resignation of directors and consultants.

As at December 31, 2019 the Issuer had 1,614,358 warrants outstanding. Pursuant to the private placement on April 12, 2018, the Company issued 1,614,358 share purchase warrants. Each whole warrant entitles the holder to purchase one common share at a price of $0.35 per share for a period of two years from the date of issue. The warrants were assigned a value of $39,045 using the residual value method. During the nine months ended September 30, 2020 the Company amended the terms of its 1,614,358 warrants by extending by 3 years the expiry date to April 12, 2023 and the changing exercise price from $0.35 per share to $0.10 per share. The modification resulted in an additional allocation of $312,078 to contributed surplus.

The following table shows the details for the outstanding warrants and options:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants 1 whole warrant exercisable at $0.10 up until April 12, 2023	1,614,358	1,614,358
Options expiring October 31, 2021 with an exercise price of $0.10	100,000	100,000
Options expiring January 18, 2022 with an exercise price of $0.10	25,000	25,000
Options expiring July 10, 2022 with an exercise price of $0.10	280,000	280,000
Options expiring September 21, 2022 with an exercise price of $0.10	170,000	170,000
Options expiring October 18, 2023 with an exercise price of $0.25	220,000	220,000
Options expiring August 23, 2024 with an exercise price of $0.25	20,000	20,000
Options expiring September 16, 2024 with an exercise price of $0.25	60,000	60,000