HAPUNA VENTURES INC.

Management Discussion and Analysis
of
Financial Position and Results of Operations
for the
Three-month Period ended December 31, 2017

This report is dated March 1, 2018.
(The "Report Date")

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Introduction

The following information should be read in conjunction with the audited consolidated financial statements of Hapuna Ventures Inc. ("Hapuna" or the "Company") for the three-month period ended December 31, 2017, as well as the annual audited consolidated financial statements of the Company for the years ended September 30, 2017 and 2016.

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

Note 3 to the audited consolidated financial statements at September 30, 2017 describes the Company's significant accounting policies, as well as new accounting pronouncements not yet effective. During the three-month period ended December 31, 2017, the Company's critical accounting estimates and significant accounting policies have remained substantially unchanged.

All amounts presented in this document are stated in Canadian dollars, except where otherwise noted.

Forward Looking Statements

This Management's Discussion and Analysis is intended to supplement and complement the audited consolidated financial statements and notes thereto for the year ended September 30, 2017, and the notes thereto (the "Financial Statements"). Readers are encouraged to review these Financial Statements in conjunction with a review of this Management's Discussion and Analysis. Certain notes to the Financial Statements are specifically referred to in this Management's Discussion and Analysis and such notes are incorporated by reference herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. These forward-looking statements are based on, but not limited to, material assumptions including: a continuing or increased need for student recruitment services; the attainment of certain sales targets and company performance; the ability of the Company to successfully execute on its growth and new business strategies, including attracting new higher education clients; continuation of support from existing higher education clients; the demand for its products continuing to increase; stable currency valuations; a sufficiently stable and healthy global economic environment; and other expectations, intentions and plans contained in this MD&A that are not historical fact. When used in this MD&A, the words "plan," "expect," "believe," and similar expressions generally identify forward looking statements. These statements reflect current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and general market conditions. In light of the many risks and uncertainties, readers should understand that the Company cannot offer assurance that the forward-looking statements contained in this analysis will be realized. **Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.**

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Corporate Overview and Description of Business

Hapuna Ventures Inc. (the "Company") was incorporated under the provisions of the Company Act of British Columbia on January 31, 2017, as a wholly-owned subsidiary of Kona Bay Technologies Inc. ("Kona Bay")

On December 13, 2017, Kona Bay completed its reorganization, and the Company became a reporting issuer. The Company is not currently listed on any stock exchange. See "Corporate Restructuring" below.

The Company's principal business activity consists of digital customer acquisition primarily for higher education institutions that promote campus and online degree programs to consumers through digital media such as websites, mobile apps, social media networks and direct e-mail.

The address of the Company's corporate office and its principal place of business is 1116-207 West Hastings Street, Vancouver, BC, V6B 1H7.

Corporate Restructuring

On February 28, 2017, the Company entered into an Arrangement Agreement (the "Agreement") with Kona Bay, ACT360 Media Ltd. ("ACT360") and Bexar Ventures Inc. ("Bexar") for the purposes of carrying out a corporate restructuring (the "Arrangement") pursuant to Section 288 of the Business Corporations Act (British Columbia). Under the Agreement, the Arrangement was to be effected pursuant to a Plan of Arrangement (the "POA") and the Arrangement provisions. On April 24, 2017, the shareholders of Kona Bay unanimously approved the POA. On April 28, 2017, the Supreme Court of British Columbia granted the final order approving the POA.

The POA closed on December 13, 2017, and the Kona Bay closed the legal transfer of the on-line advertising business into Hapuna Ventures Inc. and the software-as-a-service business into Bexar Ventures Inc. Subsequent to the formation of Bexar and Hapuna as wholly owned subsidiaries, the Company had commenced an internal transfer of the business segments into the new subsidiaries as contracts were signed or reassigned with applicable clients, and completed the transfer of assets and liabilities as of September 30, 2017.

Pursuant to the Arrangement, on January 4, 2018 Kona Bay distributed 100 per cent of the common shares of Bexar and of Hapuna to shareholders of record of Kona Bay as of December 13, 2017. In conjunction with closing the arrangement: (A) Bexar consolidated its common shares on the basis of one post-consolidation common share of Bexar for every two pre-consolidation common shares of Bexar, and (B) Hapuna consolidated its common shares on the basis of one post-consolidation common share of Hapuna for every three pre-consolidation common shares of Hapuna (the "Consolidations"). Accordingly, holders of common shares of Kona Bay received, on a pro rata basis: (A) one post-consolidation Bexar common share for every two Kona Bay common shares, and (B) one post-consolidation Hapuna common share for every three Kona Bay common shares. A total of 2,380,601 shares of Bexar and 1,587,068 shares of Hapuna were distributed.

As a result of the spin-out, Hapuna is a reporting issuer, however as of the date of this report, the Company is not listed on a stock exchange. Management will attempt to list the Company as soon as practicable, however there is no assurance that a listing can be successfully obtained.

Description of the Business

Hapuna is a technology company specializing in digital customer acquisition. Hapuna's customers are primarily higher education institutions that promote campus and online degree programs to consumers through digital media such as websites, mobile apps, social media networks, and direct e-mail. Hapuna's vision is to expand beyond the education industry into other vertical markets to deliver qualified inquiries to advertiser clients at scale and according to the client's targeted return on investment. Hapuna manages and optimises its customers' digital marketing campaigns using a proprietary inquiry management platform and database of over 5 million international prospects. Hapuna's performance-based business model enables its customers to acquire new consumers based on specific characteristics such as age, education level, and location. Hapuna typically charges a customer only if the digital marketing campaign achieves certain measurable actions which are pre-defined by the customer. Such actions include qualified inquiries and conversions into service or product sales.

History of Operations

The discussion below includes and summarizes the operations of the business segment when it was part of the operations of ACT360 Media, a subsidiary of Kona Bay, the results of which were reported in the consolidated financial statements of Kona Bay.

Products and Services

Hapuna's Student Marketing Services business unit is focused on generating high quality international inquiries for its higher education clients and has historically been the key driver of Hapuna's revenue growth.

Hapuna's Global Study Advisor is a proprietary software application for the delivery of digital ads that are placed on partner websites. In-bound students are directed to take a short 30-minute English exam. The purpose of the exam is to engage student prospects and to assess their English language capability.

After the test is completed, students are asked a series of qualifying questions to help plan their international education journey. Through the strategic placement of digital ads, Hapuna is able to capture a steady flow of inquiries for its clients who are seeking qualified prospects for English as a Second Language programs, bachelor degree programs, and online masters' programs.

Because of the unique user engagement points within the partner websites, Hapuna is able to reach international students in South America, Europe, Africa, the Middle East, South Asia, and Southeast Asia early in their decision process. This is a key value proposition for Hapuna's higher education clients who wish to expose their brands to new market segments and build a pipeline for future enrollments. Because of marketing data derived over three years of operations, Hapuna is able to provide its clients with insights into which countries will be profitable for them to target.

The Global Study Advisor platform collects key qualifying data points from prospective students and then matches them with a university program. Engaged students who wish to be contacted by the university will then complete an inquiry form which is transmitted in real-time to the university's student recruiting team.

Hapuna's digital operations are conducted primarily in Canada, with clients that are located in the United States.

MyWorld Mobile Partnership

During the quarter ended December 31, 2017, the Company partnered with a mobile applications software company to develop the MyWorld student travel mobile application ("MyWorld App") targeting the Company's user database of 5 million international students. It is envisioned that the MyWorld App will educate student travelers on various destination cities before they depart and provide a social platform for them to meet new friends, engage with their host city, and discover places, venues, and events that may be of interest to them.

As part of the partnership, the Company expects to contribute 50% of the software engineering cost to develop the MyWorld App in addition to providing customer acquisition services to on-board international students from the Company's database. The Company recorded $10,000 in the quarter as initial development expenses with respect to this project.

Changes in Directors and Management

The directors of the Company are:

- Vincent Wong
- Dickson Hall
- Frank Harley

Results of Operations

The results presented for the years 2014 to 2017 are those of the operations of the business segment when it was part of the operations of ACT360 Media, a subsidiary of Kona Bay, the results of which were reported in the consolidated financial statements of Kona Bay.

Three Year History – 2014-2016

Over the past three years, Hapuna has focused on the education sector to derive the majority of its revenues. The table set forth below shows the increase in Hapuna's annual revenues for the period from fiscal 2014 to fiscal 2016.

	Year Ended Sept 30, 2014	Year Ended Sept 30, 2015	Year Ended Sept 30, 2016
Revenue	$556,797	$693,252	$798,284

History as a "Discontinued Operation of Kona Bay for the year ended September 30, 2017

Kona Bay reported the results of the Hapuna business segment as discontinued operations held for sale in its annual audited consolidated financial statements.

The business segment reported revenues of $169,184, and expenses of $203,939. A gain of $108,140 was reported due to a debt settlement and a further gain of $210,000 was reported due to a recovery of previously recorded commissions that were recovered. An income tax expense of $40,232 was also recorded. Accordingly, the business segment reported income of $243,153. The reader is referred to Note 9 of the audited financial statements of Hapuna and the audited financial statements of Kona Bay for further details.

Results for the three-month period ended December 31, 2017.

As the Company was not incorporated until January 2017, there is no comparative information as of December 31, 2016.

During the three-month period ended December 31, 2017 2016 the Company had revenues of $29,450.

The most significant elements of the Company's operating loss are:

- Selling, office and general expenses of $38,731 include:
  - Office expenses of $19,632;
  - Development costs of $10,000 as discussed under MyWorld above; and
  - Selling expenses of $9,099.

- Wages and salaries of $12,395, paid to contract staff.
- Interest expense of $962 accrued with respect to the note payable; and
- Restructuring expense of $43,560 as part of the interim billing of the costs of the POA to be paid by the Company to Kona Bay. Total restructuring costs to date over the last two quarters were $95,000.

Summary of Quarterly Results (Unaudited)

As the Company was an inactive subsidiary, and commenced operations during the quarter, there are no quarterly comparisons.

The results are summarized as follows:

	Fiscal 2017-2018	Fiscal 2016-2017
	Q1 Dec. 31, 2017	Q4 Sept.. 30, 2017
Sales	29,450	-
Expenses	(95,648)	(51,481)
Net income (loss)	(66,198)	(51,481)
Comprehensive income (loss)	(66,198)	(51,481)
Income (loss) per share	(0.21)	-
Total Assets	385,208	25,059
Working capital	(86,715)	(26,480)

Financing Activities

Pursuant to the Arrangement, on January 4, 2018 Kona Bay distributed 100 per cent of the common shares of Hapuna to shareholders of record of the Company as of December 13, 2017.

In conjunction with closing the arrangement, Hapuna consolidated its common shares on the basis of one post-consolidation common share of Hapuna for every three pre-consolidation common shares of Hapuna. Accordingly, holders of common shares of Kona Bay received, on a pro rata basis, one post-consolidation Hapuna common share for every three Kona Bay common shares. A total of 1,587,068 shares of Hapuna were distributed.

As part of the closing arrangements the Company issued a note payable to Kona Bay for $325,000 for a term of three years bearing interest at the rate of 6% per annum. The note was consideration for the acquisition of the business segment, including customer lists, software and other intangible assets.

On February 21, 2018, the Company completed the following private placements:

- 1,000,000 Units (the “Units”) at a price of $0.10 per Unit for gross proceeds of $100,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to purchase one additional common share at $0.10 per share for a period of five years from the date of the issue; and

- 795,000 Common Shares at a price of $0.10 per common share for gross proceeds of $79,500.

Liquidity and Capital Resources

The Company's aggregate operating, investing and financing activities for the three-month period ended December 31, 2017 resulted in a cash increase of $4,995 (2016: increase of $59). As at December 31, 2017, the Company's cash and cash equivalents balance was $5,054 (September 30, 2017: $59) and the Company had working capital deficit of $(86,715) (September 30, 2016: deficit of $(26,480)).

During the three-month period ended December 31, 2017, the Company paid $nil (year ended September 30, 20176 - $nil) to acquire equipment. No other capital expenditures were incurred.

The Company anticipates that additional financing will be required in fiscal 2018, both for working capital purposes and for capital and operating expenditures related to its growth strategies. The Company may be dependent on future equity financings to take advantage of these initiatives.

Transactions with Related Parties

The Company has identified its directors and certain senior officers as its key personnel and the compensation costs for key personnel and companies related to them will be recorded at their exchange amounts as agreed upon by transacting parties if, as and when the Company pays any compensation. No remuneration has been paid to any of the Company's directors and other key management to date.

Included in accounts receivable is $25,000 (September 30, 2017: $25,000) due from Bexar, a formerly related company which has directors in common. This is as a result of the allocation of share subscriptions received by Bexar to the Company by the proposed shareholder.

The balance due of $99,066 (September 30, 2017: $27,539) is to the former parent, Kona Bay, as a result of restructuring costs incurred by Kona Bay on the Company's behalf. $12,395 is due to ACT360 Media due to expenses paid on behalf of the Company.

The shareholder loans of $34,500 (September 30, 2017: $24,000) are due to a related party is the result of advances from a Company director.

These balances are unsecured, non-interest bearing and have no specific terms of repayment.

Off Balance Sheet Arrangements

To the best of management's knowledge, there are no other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the company.

Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Revenue Recognition

The Company sells marketing information to higher education institutions. Revenues are recorded when the customer accepts the marketing information and collection is probable.

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

Share Based Payments

The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period and agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based compensation.

Changes in Accounting Policies

During the three-month period ended December 31 2017, the Company applied the accounting policies referred to in Note 3 to the annual audited financial statements as of September 30, 2017, on a consistent basis with the previous year. The reader is referred to those notes for a detailed discussion of the Company's accounting policies.

The Company did not adopt any new or amended standards for the year beginning October 1, 2017 that had a material impact on the consolidated financial statements.

Numerous new standards, amendments and interpretations to existing standards have been issued but are not yet effective. Below is the list of new standards that are likely to be relevant to the Company. However, management has yet to assess the impact on the Company's operations:

Standard	Title	Applicable for financial years beginning on/after
IFRS 9	Financial instruments	January 1, 2018
IFRS 15	Revenue from contracts with customers	January 1, 2018

IFRS 16	Leases	January 1, 2019
IFRIC 22	Foreign currency transactions and advance consideration	January 1, 2018

The Company has not early adopted the new standards and does not expect the impact of IFRS 9, IFRS 15, IAS 7 and IFRIC 22 on the Company's consolidated financial statements to be material.

Under IFRS 15, there is a requirement to apply a five-step model to determine when and what amount of revenue to recognize. Revenue will either be recognized over time or at a point in time, when control transfers to the customer.

Under IFRS 16, virtually all leases are required to be accounted for as finance leases rather than operating leases, where the required lease payments are disclosed as a commitment in the notes to the financial statements. As a result, the Company will be required to recognize leased assets ("right-of-use" assets) and the related lease liability on the statement of financial position.

Financial Instruments

The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General Objectives, Policies, and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

Foreign Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar or other foreign currencies will affect the Company's operations and financial results. The Company is exposed

to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents and accounts receivable. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Company considers this risk to be minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. They key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

The Company's objective is to ensure that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company will prepare annual capital expenditure budgets which will be regularly monitored and updated as necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

	Up to 3 months	Between 3 & 12 months	Between 1 & 3 years	Total
December 31, 2017				
Due to shareholders	$ 34,500	$ -	$ -	$ 34,500
Accounts payable	112,395	-	-	112,395
Notes payable	-	-	325,962	325,962
	$ 146,895	$ -	$ 325,962	$ 472,855
September 30, 2017				
Due to shareholders	$ -	$ 24,000	$ -	$ 24,000
Accounts payable	-	27,539	-	27,539
	$ -	$ 51,539	$ -	$ 51,539

Outstanding Share Data

As at December 31, 2017 and the Report Date, the following table summarizes the outstanding share capital of the Company:

	December 31, 2017	Report Date
Common Shares	1,587,068	3,382,068
Stock Options	-	-
Warrants (1)	-	1,000,000
Total, Fully Diluted	**1,587,068**	**4,382,068**

1) Consists of:
   - 1,000,000 warrants exercisable at a price of $0.10 per share until February 21, 2023.

Risks and Uncertainties

An investment in the Company' shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development. In evaluating the company and its business, the Reader should carefully consider the following risk factors in addition to the other information contained in this management discussion and analysis. These risk factors are not a definitive list of all risk factors associated with the Company. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Investors should not rely upon forward-looking statements as a prediction of future results.

Business Model

The industry in which the Company operates is characterized by rapidly-changing Internet media, evolving industry conditions and standards, and changing user and client demands. Any evaluation of the Company's business and its prospects must be considered in light of these factors and the risks and uncertainties often encountered by companies in an evolving industry.

Some of these risks and uncertainties relate to the Company's ability to maintain and expand client relationships, sustain and increase the number of visitors to the Company's websites, respond effectively to competition and potential negative effects of competition on profit margins, and respond to government regulations relating to the Internet and personal data protection. If the Company is unable to address these risks, its business, results of operations and prospects could suffer.

Government Regulation of the Internet

The Company's online products and student recruitment services may be subject to various laws relating to internet access, usage, and privacy. New regulations affecting copyright, content, privacy, and the quality and nature of online products and services may negatively affect the Company's planned expansion of its student recruitment services into countries outside of Canada. Changes in the regulatory environment may decrease future demand for its products and services, and increase the cost of doing business. The extent and applicability of laws with respect to the internet are uncertain and may in the future expose the Company to significant
liabilities.

Dependence on Internet Search

The Company depends upon Internet search companies to attract a significant portion of the visitors to its websites, and any change in the search companies' search algorithms or perception of the Company could result in its websites being listed less prominently in either paid or algorithmic search result listings, in which case the number of visitors to the Company's websites and our revenue could decline.

The Company depends in significant part on various Internet search companies, such as Google, Microsoft, and Yahoo!, and other search websites to direct a significant number of visitors to its websites so that the Company can provide its online marketing services to its clients. Search websites typically provide two types of search results, algorithmic and paid listings. Algorithmic, or organic, listings are determined and displayed solely by a set of formulas designed by search companies. Paid listings can be purchased and then are displayed if particular words are included in a user's Internet search. Placement in paid listings is generally not determined solely on the bid price, but also takes into account the search engines' assessment of the quality of the website featured in the paid listing and other factors. The Company relies on both algorithmic and paid search results, as well as advertising on other websites, to direct a substantial share of the visitors to its websites.

The Company's ability to maintain the number of visitors to its websites from search websites and other websites is not entirely within its control. For example, Internet search websites frequently revise their algorithms in an attempt to optimize their search result listings or to maintain their internal standards and strategies. Changes in the algorithms could cause the Company's websites to receive less favorable placements, which could reduce the number of users who visit its websites.

In addition, the Company's business model may be deemed similar to those of its competitors and others in the industry that Internet search websites may consider to be unsuitable or unattractive. Internet search websites could deem the Company's content to be unsuitable or below standards or less attractive or worthy than those of other or competing websites. In either such case, the Company's websites may receive less favorable placement in algorithmic or paid listings, or both.

Additionally, the Company may make decisions that are suboptimal regarding the purchase of paid listings which could reduce the number of visitors to its websites or cause the Company to incur additional costs. The Company may also make decisions that are suboptimal regarding the placement of advertisements on other websites and pricing, which could increase its costs to attract such visitors or cause the Company to incur unnecessary costs. A reduction in the number of visitors to the Company's websites could negatively affect the Company's ability to earn revenue. If visits to the Company's websites decrease, the Company may need to resort to more costly sources to replace lost visitors, and such increased expense could adversely affect the Company's business and profitability.

Dependence on Data Center Providers

The Company relies on Internet bandwidth and data center providers and other third parties for key aspects of the process of providing services to its clients, and any failure or interruption in the services and products provided by these third parties could harm the Company's business. Any financial or other difficulties the Company's providers' face may have negative effects on the Company's business, the nature and extent of which the Company cannot predict. The Company exercises little control over these third-party vendors, which increases the Company's vulnerability to problems with the services they provide. The Company licenses technology and related databases from third parties to facilitate analysis and storage of data and delivery of offerings. The Company has experienced interruptions and delays in service and availability for data centers, bandwidth and other technologies in the past. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies and services could adversely affect the Company's business and could expose it to liabilities to third parties.

Technological Change

The Company operates in business segments that are entirely dependent on technology and the internet. As such, technological change will impact the ability of the Company to expand and grow its business, and will also affect the costs and expenses incurred by the Company, including capital requirements. The online software applications market continues to experience rapid technological change. The Company's products and services rely heavily on Microsoft Windows and Linux platforms. There is a risk that new technologies and standards may render the Company's software applications obsolete. The Company may be required to invest significant capital in new technology and software development to remain competitive. Failure to do so may adversely affect demand for the Company's products and services.

Global Economic Conditions

Global economic conditions could have a negative effect on the Company's business and results of operations. Economic activity throughout much of the world has been volatile. Market disruptions have included extreme volatility in securities prices, as well as severely diminished liquidity and credit availability. The economic crisis may adversely affect the Company in a variety of ways. Access to lines of credit or the capital markets may be severely restricted, which may preclude the Company from raising funds required for operations and to fund continued expansion. It may be more difficult for the Company to complete strategic transaction with third parties. Such developments could decrease the Company's ability to obtain financing and could expose it to risk that one of its customers or banks will be unable to meet their obligations under agreements with them.

Reliance on Key Customers

The Company relies on key customers and B2B relationships. Our ability to maintain our network and attract additional customers will depend on a number of factors, many of which are outside of our control. A significant portion of the Company's revenues have come from three large customers. While the Company is actively seeking to diversify its customer base, the loss of any one of its large customers will result in a material adverse effect on the business and may adversely affect revenues going forward. The Company's clients can generally terminate their contracts at any time, with limited prior notice or penalty. The Company's clients may also reduce their level of business with the Company, leading to lower revenue. The Company expects that a limited number of clients will continue to account for a significant percentage of the Company's revenue, and the loss of, or material reduction in, their marketing spending with the Company could decrease the Company's revenue and adversely affect the Company's business.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful at developing its business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While

management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the levels of operating expenses associated with this growth.

Dependence on Management Team

The Company will depend on certain key senior managers to oversee the core marketing, business development, operational and fund raising activities and who have developed key relationships in the industry. Their loss or departure in the short-term would have an adverse effect on the Company's future performance.

Competition

The Company faces competition in the markets in which it operates. Some of the Company's competitors may also be better positioned to develop superior product features and technological innovations and able to better adapt to market trends than the Company. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations. Any decrease in the quality of the Company's products or level of service to customers may adversely affect the business and results of operations.

Exchange Rate

The reporting currency of the Company is the Canadian Dollar. A significant portion of the Company's revenues, however, are remitted in United States Dollars and Great Britain Pounds. Future fluctuations in the value of the Canadian Dollar relative to these currencies will likely have a material impact on the Company's overall financial results. Appreciation of the Canadian dollar will decrease revenues and increase expenses.

Smaller Companies

Market perception of junior companies may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds through the issue of further Common Shares or otherwise. The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.

Events Subsequent to the Reporting Date

On January 4, 2018 0ursuant to the closing of the Arrangement, Kona Bay distributed 100 per cent of the common shares of Hapuna to Kona Bay shareholders of record as of December 13, 2017.

On February 21, 2018, the Company completed the following private placements:

- 1,000,000 Units (the "Units") at a price of $0.10 per Unit for gross proceeds of $100,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant, with each

warrant entitling the holder to purchase one additional common share at $0.10 per share for a period of five years from the date of the issue; and

- 795,000 Common Shares at a price of $0.10 per common share for gross proceeds of $79,500.