CANNVAS MEDTECH INC.

Management's Discussion and Analysis

For the Year Ended December 31, 2018

(Unaudited – prepared by Management)

(Expressed in Canadian Dollars)

CANNVAS MEDTECH INC.

MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2018

INTRODUCTION

This management discussion and analysis ("**MD&A**"), prepared on April 30, 2019, should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Cannvas MedTech Inc. ("the **Company**").

Management of the Company is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, are complete and reliable. The Company's board of directors (the "**Board**") follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Company's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating and internal control matters. The read is encouraged to review the Company's statutory filing on www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions or results "will", "may", "could", or "should" occur or be achieved. The forward-looking statements may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainty of estimates in capital and operating costs, recovery rates, production estimates and economic return; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; uncertainty regarding the legalization of Marijuana for Medical Purposes Regulations license from Health Canada; uncertainty regarding changes in laws, regulations and guidelines issued by Health Canada; and uncertainty as to timely availability of licenses, permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policy that all forward-looking statements are based on the Company's beliefs and assumptions, which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as at December 31, 2018 and are subject to change after this dated and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is a significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties, and other factors such as those described above. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company's head office in Vancouver.

DESCRIPTION OF BUSINESS

The Company was incorporated on November 24, 2014 pursuant to the Canada Business Corporations Act on June 23, 2017. On September 11, 2017, the name of the Company was changed from Vapetronix Holdings Inc. to Weed Points Loyalty Inc. and on December 13, 2017, the name of the Company was changed to Cannvas Medtech Inc. On January 18, 2018, the Company completed a statutory arrangement under a plan of arrangement (the "**Arrangement**") with AgraFlora Organics International Inc. ("**Agra**"). The registered and records office of the Company is located at 804-750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7.

As a result of completing the Arrangement, the Company became a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Completion of the Arrangement, as set forth in the arrangement agreement and plan of arrangement dated September 7, 2017, as amended on October 11, 2017 (the "**Arrangement Agreement**"), between Agra and then Vapetronix Holdings Inc. (formerly, Weed Points Loyalty Inc., now Cannvas Medtech Inc.), was approved by the shareholders of Agra on November 24, 2017 and by a Final Order granted by the Supreme Court of British Columbia on November 30, 2017 in accordance with Part 9 of the Business Corporations Act (British Columbia).

The Company is a business technology company within the health sciences sector and is currently developing a patient-centric data-enabled learning platform for the cannabis space. The Company's platform service aims to empower its partners to scale and succeed as global industry leaders.

Business Mission: To encapsulate a highly personalized data communications platform in a global scalable solution, enabling clients to deploy turnkey sales and marketing tactics across brands and markets with maximal speed and cost-effectiveness.

Audience Mission: To empower patients by placing their needs in the driver's seat of their health care treatment, education and end-to-end journey of a healthy and responsible lifestyle through their use of cannabis.

The Company's core platform is pioneering to be the largest online repository of medical cannabis related information globally by leveraging enterprise technology to create an Al-enabled learning platform that will allow medical practitioners, licensed producers, patients and consumers to interact and define the future face of cannabis education. To become that disruptor, the Company harnesses the power of data to design and build cannabis customer-centric initiatives in the medical technology ("**medtech**") sector that puts the end user in the driver's seat.

The Company endeavors to serve as the first loyalty program that targets the emerging cannabis markets penetrating both the B2B and B2C marketplaces. By leveraging the use of technology and expertise of its management team to create a service offering that will allow producers, patients and consumers to interact and define the future face of cannabis commerce globally.

As part of its proprietary service offering, the Company's executive team has been cultivating experts in the field of health sciences, pharmacovigilance, consumer analysis and purchase behaviour, omni-channel consumer-centric marketing, distribution and inventory supply chain management, technical platform architecture, and other subject matter experts that bring decades of experience in their craft to ensure the Company is positioned as a top contender in the loyalty space with its service offerings. Each field expert has been asked to join the team because of their unique lens on how to curate the orchestration of their craft to elevate the status quo of current day industry. Each field expert works in tandem with one another to amplify their integrated effects upon one another to clearly articulate the consumer centric value offering in the Company's platform. The Company is a service with the needs and wants of patients first and a company that brings the business enablement of such a service to the fingertips of the industry.

On July 4, 2018, the Company announced that it has engaged Michael Bluestein of CC Corporate Counsel Professional Corporation to support and enhance the Issuer's strategic partnership efforts, corporate governance directives and general legal requirements.

On July 5, 2018, the Company announced that it has received significant support and assistance through a partnership with Tech West Canada, a leading western Canadian organization that provide international opportunities for Canadian startups. Funded by Western Economic Diversification and in collaboration with the provincial governments of Alberta, British Columbia, Manitoba and the Saskatchewan, the mission of Tech West Canada is to make a global impact by providing tactical and practical support to Canadian tech companies, like the Issuer, to key international events, such as Web Summit, CES and Mobile World Congress.

Over the past 14 months, the Company was part of important delegations from Canada that were showcased by Tech West at three international trade events: Web Summit in Lisbon, Portugal, CES in Los Angeles, California, Mobile World Congress in Barcelona, Spain. On an annual basis Tech West promotes a team of innovative tech companies making a global impact at conferences around the world under a unified Canada brand.

On July 6 and 9, 2018, the Company announced that its first cannabis-centric service offering to the public will be Cannvas.me. An innovative approach at placing cannabis education at the forefront of this service offering, Cannvas.me is a scalable and comprehensive solution for the global cannabis community offering interactive tools and physician backed content to all audiences who wish to learn about healthcare through cannabis. Representing the voice of its audience's needs, the Company intends to work with the global academic, government, and policy making communities to help inform educators on the future face of consumers needs and wants within the cannabis space. The platform was officially launched on October 1, 2018.

The free to use platform utilizes machine learning algorithms and artificial intelligence (AI) to contextualize and adapt to users of the platform, ensuring that the content they are served will be geographically and personally relevant to them. Furthermore, the contextual AI-supported service ensures that each customer's journey is built upon their last interaction, giving individuals a uniquely progressive experience. The site will feature innovative tools such as educational learning modules in its Cannvas University, an interactive Cannvas Strain Matcher service that educates audiences with specific ailments, and Cannvas Culinary, for those wishing to learn about the culinary approach to treatments

On July 10, 2018, the Company announced the introduction of three additional standalone business divisions which will operate separately within the Issuers group of companies and provide support to the recently introduced innovative Cannvas.me platform, an unbiased educational resource for the cannabis sector.

Cannvas Creative Inc.

Cannvas Creative is a results-driven, full-service design and marketing agency that delivers on three core business drivers: strategy, design, and technology. Every project begins with a blank canvas, and Cannvas Creative delivers expertise and creativity to create masterpieces that speak to our clients' uniqueness and flair for beautifully designed solutions.

Made up of like-minded individuals that love to collaborate, innovate and venture outside the lines, Cannvas Creative is a trusted partner for brands with the need for strategy driven, results-oriented design and marketing solutions. For more information visit: www.cannvascreative.com.

Cannvas Data Inc.

Pioneering to be the census data of the Cannabis industry, Cannvas Data couples machine learning algorithms with scientific and medical research data to provide meaningful insights to the global cannabis community. Operating as part of the Cannvas.me platform, Cannvas Data analyzes a multitude of data points.

Our platform is LP/REC agnostic which means we are not biased by the personal drivers of any one company or institution, and it is continuously evolving adapting to the Issuer's users and recognizing learning from trends. For more information visit: www.cannvasdata.com.

Cannvas Connect Inc.

An enterprise secure data bridge, ensuring the utmost security and privacy for the flow of sensitive data. As the world is starting to understand the many benefits of medical cannabis, more and more people are joining the conversation. Cannvas Connect facilitates the connection and conversation is a safe and secure environment with people from the four corners of the world.

On July 16, 2018, the Company announced that it has entered into a letter of intent (the "**LOI**") with Natures Hemp Corp. ("**Natures Hemp**"), a biotechnology and consumer products company focused on unlocking the true value of the hemp for both B2B and B2C markets. The parties will negotiate, in good faith, a data analytics agreement, for which the Company will provide industry insight and analytical modelling capabilities to Natures Hemp business models and Key Performance Indicators (KPIs).

Under the terms of the LOI, the Company will develop specific parameters within its existing Cannvas Data framework to collect data and analytics from Natures Hemp and their strategic partnerships, and Natures Hemp gains access to a broad data set as they press forward in the hemp sector and become a stand-alone public company. The LOI will allow Natures Hemp to bring the right products to market, at the right time, to the right individuals that will maximize Natures Hemp customer conversion funnel.

The LOI comes after a wide-ranging agriculture and food policy legislation known as the Farm Bill, passed in the U.S. Senate by a vote of 86 - 11 on June 28, 2018. The Bill contains provisions to legalize the cultivation, processing and sale of industrial hemp. In April, Senate Majority Leader Mitch McConnell (R-KY) introduced standalone legislation to legalize hemp and make hemp plants eligible for crop insurance, the Hemp Farming Act, which were included in the larger Farm Bill. If and when receiving final approval, the non-psychoactive form of cannabis would finally become legal to grow in the United States after a long absence.

On August 8, 2018, the Company announced the completion of its Machine Learning integration milestone within the CANNVAS.ME platform. The platform officially launched October 1, 2018.

As customers engage with the online Cannvas.me platform and interactions continue to increase, our Machine Learning technology is also learning from each interaction. Utilizing this proprietary form of artificial intelligence, the education platform is able to learn from user's interactions and engagement behaviour in a continuous fashion. The intelligent use of this data allows for a highly relevant and immersive user experience that is based on each individual's unique set of behavioural data. This allows Cannvas.me to serve personalized content and educational materials from its Cannvas Academy that are tailored to the individuals' cannabis journey of education.

On August 20, 2018, the Company announced that it has entered into a letter of intent (the "LOI") with CanvasRx, a wholly owned subsidiary of Aurora Cannabis Inc. operating 29 clinics across Canada, to negotiate, in good faith, a patient aggregation agreement after an exploratory period of up to six months during which the Issuer and CanvasRx agree to mutually create data models through the Cannvas.me platform suited for CanvasRx's B2B and B2C businesses.

With strong partnerships, a network of clinics, and access to, and information on hundreds of strains of medical cannabis from the top Licensed Producers in Canada, CanvasRx has developed a powerhouse of education and information for the cannabis industry. People use CanvasRx to learn about medical cannabis, find knowledgeable doctors, select strains and track their outcomes with Patient Reporting tools developed by physicians.

During the exploratory period, the Company will develop specific parameters within its existing Cannvas Data framework to collect data and analytics from CanvasRx and their strategic partnerships, and provide CanvasRx with access to the Cannvas.me dataset. CanvasRx will benefit from using Cannvas.me proprietary databases and algorithms to gain insights to their existing and future membership base. The two companies will work together to enhance user experiences across each respective online platform and explore ways to improve the overall education of visitors in a nonbiased and independent method, including positioning the Cannvas.me educational platform within the CanvasRx chain of medical cannabis clinics.

On September 27, 2018, the Company announced the formation of Cannvas Cannabis Acquisitions Corp., a wholly-owned subsidiary with a focus on investment and acquisition in the expanding global cannabis sector.

Cannvas Cannabis Acquisitions seeks to complement Cannvas' current product offering through continuous development, strategic investments and acquisitions in the cannabis sector. Related companies may include, but are not limited to:

- Technology
- Marketing and design
- Packaging
- Food and nutraceuticals
- Regulation and enforcement
- New product development
- Cultivation related equipment
- Gear and paraphernalia
- Retail stores & dispensaries
- Testing labs

Cannabis research sources calculate legal pot sales in North America climbed approximately 33% in 2017 to almost $10 billion, and project annual sales will grow to $25 billion by 2021. In a 2017 study, Deloitte estimates the size of the ancillary cannabis market to be approximately 2.5 times the size of the actual cannabis cultivation market.

On October 9, 2018, the Company announced that it has launched Cannvas.Me, its first cannabis-centric service offering to the public, at http://Cannvas.Me. Cannvas.Me is an unbiased educational resource for medicinal and adult-use cannabis users. It is a comprehensive solution for the global cannabis community offering innovative tools and physician-backed content to all audiences wishing to learn about health care through cannabis.

On October 10, 2018, the Company entered into a letter of intent with Loop Media Group, to negotiate, in good faith, an agreement whereby the two companies will share data and insights to improve customer experiences on each respective platform and Cannvas will become the exclusive provider of cannabis information and education to Loop Media's Hi-Jane mobile marketing platform and on December 20, 2018, the Company announced that it has signed a definitive agreement with Loop Media Group.

On October 16, 2018, the Company announced that it intends, operating under its newly-formed Cannvas Cannabis Acquisitions brand, to create a network of high-tech learning and fulfillment centres across Canada, improving accessibility to free and unbiased education about the potential benefits of medical and adult-use cannabis while providing curious consumers with on-site retail options from leading cannabis brands. Operating under the brand Cannvas Marché, each location will feature on-site medical and educational staff, digital learning resources and a fulfillment program.

On November 6, 2018, the Company announced that it entered into an agreement with MOOD™, a premium-focused cannabis storage brand, to join Cannvas Marché, a network of high-tech learning and fulfillment centres across Canada. The revenue sharing agreement calls for the MOODTM product line to be integrated into the Cannvas Kiosk platform and featured in Cannvas Marché locations on digital marketing screens with fulfillment opportunities.

On November 13, 2018, the Company announced that it has entered into a letter of intent with Medical Marihuana Patient Relief Inc. **("MMPatient Relief")**, a private late-stage Access to Cannabis for Medical Purposes Regulations ("**ACMPR**") license applicant, to negotiate, in good faith, a joint marketing agreement whereby the two companies will work together to market and promote cannabis education, Cannvas will become the exclusive provider of cannabis information and education to the MM Patient Relief website and the MM Patient Relief product line will be integrated into the Cannvas Kiosk platform and featured in Cannvas Marché locations on digital marketing screens with fulfillment opportunities.

MM Patient Relief lnc. will be using proprietary technology to increase the crop yield and quality of cannabis produced in a newly renovated stand-alone 10,000 sq.ft. building in Tecumseh, Ontario. It is planning to market to sophisticated customers seeking superior strains and alternatives to long-term pharmaceutical pain relief. MM Patient Relief is a l00% private and locally-owned business.

MM Patient Relief products will be featured in Cannvas Kiosks, a network of digital cannabis education kiosks powered by the Cannvas.Me platform and installed in high-traffic medical and retail areas. Products will also be placed in Cannvas Marché locations, a brick-and-mortar education hub with digital learning resources, on-site medical and educational staff and a fulfillment program. Each Marché also offers hands-on education sessions on a variety of cannabis-related topics with no pressure to purchase or consume.

On November 22, 2018, the Company announced that it has formed a charitable partnership with Sistema Toronto, a social development program providing musical and intellectual opportunities to children in vulnerable communities, wherein registered Cannvas.Me users will have the option of converting reward points accumulated on the platform into monetary donations to the non-profit organization. As registered Cannvas.Me users navigate the platform, they can earn points for completing learning modules and leaving reviews on news articles and cannabis strains. Points can be exchanged for a catalog of lifestyle rewards including Cannvas merchandise and retail gift cards. Users will be able to exchange points for monetary donations to Sistema Toronto. While the conversion is still being determined, it is expected users will have the option to donate in increments of $5 dollars. Cannvas will present Sistema with a cheque at the end of each year with the total donations collected from users.

Sistema Toronto is an intensive social program transforming the lives of children through ensemble-based music, with a vision of using the global language of music to help children grow to realize their full potential as engaged and responsible citizens. Sistema provides students with a safe place to go after school, instruction with professional musicians, a daily nutritious snack, and musical instruments all at no cost to participants' families.

On December 4, 2018, the Company announced that it is proceeding with a revenue share partnership with Namaste Technologies Inc. (“Namaste”) (TSXV: N, FRA: M5BQ, OTCMKTS: NXTTF), a leading technology company operating the largest global cannabis e-commerce platform. Cannvas and Namaste are deploying technologies to drive customer integration and value-added services between company platforms.

Namaste is the world’s largest and most comprehensive cannabis-focused e-commerce platform with a fully-integrated e-commerce network spanning across the globe offering everything from rolling papers to vaporizers. In Canada, Namaste has developed the country’s first telemedicine app, available on iPhone and Android devices, allowing patients to connect to doctors or nurse practitioners and have access to a wide range of high-quality cannabis products and services.

On December 6, 2018, the Company announced that it will be partnering with Pancreatic Cancer Canada to provide free educational content to patients and caregivers across the country curious to learn whether cannabis can be a beneficial part of their treatment.

Pancreatic Cancer Canada and Cannvas worked together to launch the first round of content on Cannvas.Me to mark National Pancreatic Cancer Awareness Month in November. It remains online at Cannvas.Me/PancreaticCancer as part of the Cannvas Health Advocacy Team (CHAT) initiative, designed to delve deeper into health conditions and provide clarity on lesser-known medical ailments affecting large swaths of the population.

The two organizations also plan to collaborate and share resources to create original content contextualized to fit the needs of pancreatic cancer patients and their caregivers. Additional content will be created regularly by both organizations based on community feedback received by Pancreatic Cancer Canada.

Cannvas will enable the wellness and education of the Pancreatic Cancer Canada community through access to its free and unbiased cannabis education resource, Cannvas.Me. The platform features physician-backed content overseen by certified educators for all audiences wishing to learn about whether the benefits of medical or therapeutic cannabis fit their lifestyle.

Pancreatic cancer patients and caregivers will be able to access physician testimonials, patient stories, research papers and educational courses about the potential benefits of medical cannabis. Those interested in enriching their knowledge on the subject will be able to continue their cannabis education with Cannvas through a variety of targeted courses and articles.

SELECTED ANNUAL INFORMATION

	Year ended December 31, 2018 - $ -	Year ended December 31, 2017 - $ -	Year ended December 31, 2016 - $ -
Total revenues	130,920	Nil	138,850
Net loss	4,737,755	514,993	260,218
Net loss per share	0.12	0.07	0.04
Total assets	657,775	1,368,944	Nil
Total liabilities	246,386	185,504	353,126

RESULTS OF OPERATIONS

YEAR ENDING DECEMBER 31, 2018

For the year ended December 31, 2018, the Company recorded a net loss of $4,737,755 (2017 – $514,993). The increase was primarily due to the development of our platform, continued efforts in promoting the company and achieving additional financing to continue the development of our platform and attain overall business goals.

YEAR ENDING DECEMBER 31, 2017

For the year ended December 31, 2017, the Company recorded a net loss of $514,993 (2016 – $260,218). The increase was primarily due to a refocus and rebranding by removing involved from the vaporizer and e-cigarette market into our new business mission of providing turnkey sales and marketing tactics across brands and markets.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements for the eight quarters ending December 31, 2018:

Quarter Ended	Loss for the Period ($)	Loss per Share ($) (Basic and Diluted)
December 31, 2018	(1,593,168)	(0.03)
September 30, 2018	(1,847,062)	(0.05)
June 30, 2018	(918,712)	(0.03)
March 31, 2018	(378,813)	(0.01)
December 31, 2017	(464,993)	(0.00)
September 30, 2017	(15,000)	(0.00)
June 30, 2017	(20,000)	(0.00)
March 31, 2017	(15,000)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash on hand decreased to $217,505 at December 31, 2018 from $1,229,903 as at December 31, 2017.

The Company had a working capital surplus of $338,008 at December 31, 2018 compared to a working capital surplus of $1,120,923 at December 31, 2017.

As at the date of this MD&A, the Company does not have sufficient working capital to meet its ongoing financial obligations for the coming year. We draw your attention to Note 1 to the financial statements, which indicate that Company incurred a net loss of $4,737,755 during the year ended December 31, 2018 and, as of that date, the Company has a cumulative deficit of $5,670,811. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

During the year ended December 31, 2018, the Company issued a total of 11,967,761 common shares in the capital of the Company, as detailed below:

a) On January 11, 2018, the Company cancelled 7,000,000 common shares previously held by Agra (note 7) with fair value of $350,000.

b) On January 16, 2018, the Company and Agra completed the Arrangement and issued 7,034,281 common shares with fair value of $350,000 to the shareholders of Agra (note 7).

c) On May 4, 2018, the Company issued 4,261,480 units pursuant to a private placement at a price of $0.25 per unit for gross proceeds of $1,065,370. Each unit consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of $0.50 per share for a period of 2 years.

d) On May 4, 2018, the Company issued 202,000 common shares with a fair value of $50,500 for settlement of $50,500 of accounts payable.

e) On July 3, 2018, the Company issued 60,000 common shares with a fair value of $15,000 for settlement of $15,000 of accounts payable.

f) On July 3, 2018, the Company issued 1,800,000 common shares upon exercise of stock options at a price of $0.25 for proceeds of $450,000.

g) On July 3, 2018, the Company issued 3,500,000 common shares with a fair value of $1,225,000 to directors and officers for milestone achievements attained during the year (note 8).

h) On October 22, 2018, the Company issued 1,360,000 common shares upon exercised of stock options at a price of $0.51 for proceeds of $694,200.

i) On November 19, 2018, the Company issued 750,000 common shares with a fair value of $236,250 to directors and officers for milestone achievements attained during the year (note 8).

j) As at December 31, 2018, totaling $744,475 of proceeds from option exercise were outstanding. $62,500 were due from a third party consultant and $681,975 were due from the directors and officers.

Stock options

The Company has a stock option plan that allows it to grant options to its directors, officers, employees and consultants, provided that the aggregate number of options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company.

On February 6, 2018, the Company granted 1,892,500 stock options to directors, officers and consultants of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On February 13, 2018, the Company granted 800,000 stock options to consultants of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On April 3, 2018, the Company granted 200,000 stock options to a consultant of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On May 4, 2018, the Company granted 292,500 stock options to directors, officers and consultants of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On May 4, 2018, the Company granted 80,000 stock options to a consultant of the Company, exercisable at $0.25 for a period of two years. The options vest equally over four quarters starting June 1, 2018 through March 1, 2019.

On June 6, 2018, the Company granted 10,000 stock options to a consultant of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On July 1, 2018, the Company granted 250,000 stock options to a consultant of the Company, exercisable at $0.25 for a period of two years. All options vest immediately on the date of grant.

On August 15, 2018, the Company granted 325,000 stock options to consultants of the Company, exercisable at $0.34 for a period of two years. All options vest immediately on the date of grant.

On October 15, 2018, the Company granted 1,360,000 stock options to directors and officers of the Company, exercisable at $0.51 for a period of five years. All options vest immediately on the date of grant.

On November 6, 2018, the Company granted 630,000 stock options to directors and consultants of the Company, exercisable at $0.05 for a period of two years. All options vest immediately on the date of grant.

On December 18, 2018, the Company granted 150,000 stock options to consultants of the Company, exercisable at $0.275 for a period of one year. All options vest immediately on the date of grant.

As at December 31, 2018, there were 2,804,500 stock options outstanding for the purchase of common shares.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2018, $665,194 was incurred to related parties relating to consulting fees, advertising and marketing fees. In addition, $2,118,573 was incurred to related parties in stock based compensation during the year consisting of $657,323 in stock based compensation and $1,461,250 in milestone performance compensation.

During the year ended December 31, 2018, the full balance of the debt owed to Agra was forgiven by Agra. The Company recognized a gain on forgiveness of debt in the amount of $129,662 during the year.

Included in subscriptions receivable was $681,975 (2017 - $Nil) due from directors and officers of the Company. Included in prepaids was $Nil (2017 - $53,333) prepaid to a company controlled by a director. Included in accounts payable was $5,000 (2017 - $4,501) due to directors and officers of the Company. Included in accrued liabilities was $26,250 (2017 - $Nil) due to a director of the Company. Amounts due to and due from related parties are unsecured, non-interest bearing and due on demand.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of the Company 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:

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. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at December 31, 2018 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. The Company requires funding through equity or debt financing, entering into joint venture agreements or a combination thereof. Liquidity risk is assessed as high.

Market risk

Market risk is a risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and current financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. At December 31, 2018, the Company was not affected by interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

SUBSEQUENT EVENTS

On January 14, 2019, the Company granted 1,500,000 stock options to directors and officers of the company, exercisable at $0.28 for a period of five years. These options vest immediately on the date of grant.

On January 18, 2019, the Company issued 1,500,000 common shares to directors and officers of the Company on exercise of stock options for proceeds of $420,000.

On January 21, 2019, the Company issued 1,000,000 common shares to directors and officers of the Company for milestone achievements attained after the year.

On January 18, 2019, the Company issued 58,703 common shares with a fair value of $17,611 for settlement of $17,611 of accounts payable to consultants.

On January 24, 2019, the Company issued 487,500 common shares with a fair value of $146,250 for settlement of $146,250 of accounts payable to directors and consultants.

On February 4, 2019, the Company granted 1,450,000 stock options to a consultant of the Company, exercisable at $0.30 for a period of five years. 18% of the options vest on date of grant, with 12% of the options vesting ever quarter thereafter with the final quarter vesting the remaining 10%.

On February 6, 2019, the Company granted 75,000 stock options to consultants of the Company, exercisable at $0.30 for a period of one year. These options vest immediately on the date of grant.

On February 6, 2019, the Company granted 62,500 stock options to consultants of the Company, exercisable at $0.30 for a period of one year. 40% of the options vest on date of grant, with 20% of the options vesting every quarter thereafter.

On March 14, 2019, the Company granted 200,000 stock options to a consultant of the Company, exercisable at $0.29 for a period of one year. These options vest immediately on the date of grant.

On March 26, 2019, the Company issued 38,000 common shares to a consultant of the Company with a fair value of $10,070 as settlement for services rendered

On March 27, 2019, the Company issued 750,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $187,500.

On March 27, 2019, the Company granted 1,000,000 stock options to directors and officers of the company, exercisable at $0.275 for a period of five years. These options vest immediately on the date of grant.

Subsequent to the year ended December 31, 2018, the Company received $400,000 in proceeds from the management with respect to the exercise of options.

Subsequent to the year ended December 31, 2018, 50,000 stock options with exercise price of $0.25 expired, and $30,000 stock options with exercise prices between $0.25 and $0.34 were cancelled,

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at the date of this MD&A, the Company had no off-balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at the date of this MD&A, the Company had 49,258,664 common shares outstanding.

As at the year ended December 31, 2018, the Company had 45,424,461 common shares outstanding.

Stock Options

As at the date of this MD&A, the Company had 4,762,000 stock options outstanding.

As at the year ended December 31, 2018, the Company had 2,804,500 stock options outstanding.

Warrants

As at the date of this MD&A and as at the year ended December 31, 2018, the Company had 4,261,480 warrants outstanding.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently reactivated and acquired a business, which will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.
Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MD&A, the directors of the Company are Shawn Moniz, Steve Loutskou, Marco Contardi and Lindsay Hamelin.