MANAGEMENT DISCUSSION AND ANALYSIS FOR
HEYBRYAN MEDIA INC.

FOR THE SIX MONTHS ENDED JUNE 30, 2019

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MANAGEMENT DISCUSSION AND ANALYSIS

This discussion and analysis of financial position and results of operations is prepared as at August 29, 2019, and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended June 30, 2019 of HeyBryan Media Inc. (the "Company"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company's ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Financial information in this MD&A has been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has incurred a net loss of $1,643,161 during the six months ended June 30, 2019, and has incurred an accumulated deficit of $3,461,834 as at June 30, 2019. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. The unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

CORPORATE OVERVIEW

HeyBryan Media Inc. (the "Company") was incorporated under the laws of British Columbia, Canada, on December 3, 2010. On May 18, 2017, the Company changed its name from Morvin Holdings Inc. to Sativio Holdings Inc. On June 28, 2018, the Company changed its name from Sativio Holding Inc. to HeyBryan Media Inc. On July 11, 2018. The Company changed its name from HeyBryan Media Inc. to Fasttask Technologies Inc. On October 18, 2018, the Company changed its name from Fasttask Technologies Inc. to HeyBryan Media Inc. The address of the Company's corporate office and principal place of business is Suite 200, 1238 Homer Street, Vancouver B.C., V6B 2Y5.

The Company has two wholly-owned subsidiaries, HeyBryan Inc. and Fasttask Inc., which it acquired through a Share Purchase Agreement which closed on September 28, 2018.

The Company's principal business focus is the matching of prospective customers with qualifying home service professionals utilizing the HeyBryan application.

OVERALL PERFORMANCE

The Company initially launched its HeyBryan Application (the "HeyBryan App" or "App") in the Vancouver area as a test launch during the fourth quarter of 2018.

In March 2019, the Company completed its commercial launch of the App in the Greater Toronto Area.

Net loss was $1,643,161 for the six months ended June 30, 2019, which mainly consisted of operating expenses to support the launch of the HeyBryan App and for the preparation of the company's initial public offering, as compared to a net loss of $75,214 for the prior period which primarily consisted of consulting expenses to sustain the corporate status and develop go-forward business strategies.

DISCUSSION OF OPERATIONS

Revenue:

As noted above, the Company initially launched its HeyBryan App in the Vancouver area as a test launch during the fourth quarter of 2018 and completed its commercial launch of the App in the Greater Toronto Area in March 2019.

The Company realized revenue of $4,632 for the six months ended June 30, 2019, which included 20% fees on expert service charges and 7.5% on payment processing support. The Company did not generate revenue in the period ended June 30, 2018.

Expenses:

Advertising and promotion:

The Company completed its commercial launch of the HeyBryan App in the Greater Toronto Area during the first quarter of 2019, and incurred advertising and promotion expenses of $83,662 to market the App, as compared to $Nil for the prior period. The Company plans to launch the HeyBryan App across Canada and the Western United States within the next 15 months and, thus, expects to spend more on advertising and promotion.

Consulting fees:

Consulting fees were paid to part-time consultants. As an early stage business, the Company relied on part-time consultants to carry out certain functions without having to commit to full-time employments. For the six months ended June 30, 2019, the Company incurred consulting fees of $507,395, as compared to $75,000 for the prior period. The increase was driven by an increase in business activities including the launch of HeyBryan App and preparation of the Company's initial public offering. Included in consulting fees for the six months ended June 30, 2019 was $85,714 for consulting services provided by Cor Capital Inc. ("Cor Capital") pursuant to a Strategic Advisory Agreement entered into on February 1, 2019. Under the Strategic Advisory Agreement, Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with the Company's initial public offering (the "Services"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, the Company agreed to pay a fee of $600,000 plus $30,000 on account of GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units, such units valued at $0.25 per unit and each consisting of one common share and one common share purchase warrant exercisable at a price of $0.90 per common share for a period of 24 months from the date of issuance. These units were issued during the six months ended June 30, 2019.

Other functions that the Company incurred consulting fees on during the period are as follows:

- Certain technological maintenance and improvement relating to the HeyBryan App and website;
- Financial planning and accounting; and
- Certain creative and graphic development.

The Company will continue to deploy the strategy of relying on part-time consultants for the near future. As the business continues to grow, the company expects consulting fees to increase.

General and administrative:

For the period ended June 30, 2019, the Company incurred general and administrative expenses of $59,007, as compared to $214 for the prior period. The Company recently expanded its team and office capacity to support the App's launch and expect such activities to continue to increase. The Company expects to incur more general and administrative expenses as the team continues to expand.

Professional fees:

Professional fees primarily related to legal expenses and financial expertise the Company retained to support its App launch and for the preparation of its initial public offering. For the six months ended June 30, 2019, the Company incurred professional fees of $145,337, as compared to $Nil in the prior period. The increase in professional fees was mainly driven by the preparation of its initial public offering. The Company expects professional fees to increase reasonably to support its initial public offering and listing on the Canadian Securities exchange.

Rent:

The Company incurred office rent of $9,674 for the six months ended June 30, 2019, as compared to $Nil in the prior period. As the team continues to expand to carry out business activities, rent expenses will be incurred accordingly.

Royalties:

The Company incurred royalties of $13,059 for the six months ended June 30, 2019, as compared to $Nil in the prior period. The royalties relate to an Endorsement and License Agreement (the "Agreement"), whereby the Company receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler. On May 8, 2019, the Company entered into an amendment to the Agreement, whereby the royalty payments for the first 12-month period following October 1, 2018 be deferred until October 1, 2019.

Share-based compensation:

Share-based compensation related to stock options granted to directors, officers, employees and consultants. For the six months ended June 30, 2019, the Company incurred share-based compensation of $386,015, as compared to $Nil in the prior period. The Company will continue to use stock options as a compensation method to conserve cash and to develop loyalty, and expects share-based compensation to slightly increase in the near future.

Travel:

The Company incurred travel expenses of $18,425 for the six months ended June 30, 2019, primarily related to organizing fundraising for App-launch activities, as compared to $Nil in the prior period. The Company expects travel expenses to increase with increasing business activities.

Net loss:

The Company had a net loss of $1,643,161 and net loss per share of $0.03, as compared to a net loss of $75,214 and net loss per share of $0.01 per share in the prior period. The loss was primarily driven by initial expenses to activate its business for the launch of the App and in preparation for the Company's initial public offering.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's eight most recently completed fiscal quarters:

	June 30, 2019 $	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $
Total Assets	4,976,702	5,161,740	4,959,307	4,804,358
Working Capital (Deficiency)	(463,777)	48,639	(574,129)	163,559
Revenue	4,086	546	519	–
Net Loss	(781,263)	(861,898)	(1,527,263)	(152,306)
Loss per Share	(0.01)	(0.01)	(0.05)	(0.01)

	June 30, 2018 $	March 31, 2018 $	December 31, 2017 $	September 30, 2017 $
Total Assets	103,757	1,875	–	–
Working Capital (Deficiency)	60,895	(63,952)	(26,391)	(30,080)
Revenue	–	–	–	–
Net Loss	(37,652)	(37,561)	(33,809)	(22,561)
Loss per Share	(0.00)	(0.00)	(0.03)	(0.00)

Factors causing significant variations in quarterly results are as follows:

During the three months ended September 30, 2017, the Company did not earn any revenue, and incurred operating expenses of $22,561, comprised mainly of $22,500 of consulting fees.

During the three months ended December 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $33,809, comprised mainly of $33,750 of consulting fees.

During the three months ended March 31, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended June 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended September 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $152,306, comprised mainly of $99,350 of consulting fees, $24,657 of professional fees, $16,747 of share-based compensation, and other expenses totaling $11,552.

During the three months ended December 31, 2018, the Company earned revenue of $519, and incurred operating expenses of $1,468,651, comprised mainly of $54,110 of advertising and promotion, $1,038,709 of consulting fees, $108,050 of professional fees, $212,606 of share-based compensation, and other expenses totaling $55,176.

During the three months ended March 31, 2019, the Company earned $546 in revenue, and incurred operating expenses of $862,444, comprised mainly of $384,222 of consulting fees, $94,858 of amortization of intangible assets, $170,856 of share-based compensation, $64,062 of professional fees, $47,123 of salaries and wages, and other expenses totaling $101,323.

During the three months ended June 30, 2019, the Company earned $4,086 in revenue, and incurred operating expenses of $785,349, comprised mainly of $123,173 of consulting fees, $101,873 of amortization of intangible assets, $215,159 of share-based compensation, $81,275 of professional fees, $169,946 of salaries and wages, and other expenses totaling $93,923.

LIQUIDITY

As at June 30, 2019, the Company held assets totaling $4,976,702, consisting of $32,620 in cash, $144,329 in amounts receivable, $81,226 in prepaid expenses, $28,413 in property and equipment, and $4,690,114 in intangible assets. As at June 30, 2019, the Company had total liabilities of $721,952, comprised of accounts payable and accrued liabilities of $496,312, advance received of $50,000, due to related parties of $48,310, lease liability of $24,484, and convertible debentures of $102,846.

As at June 30, 2019, the Company had a working capital deficiency of $463,777 as compared to a working capital deficiency of $574,129 at December 31, 2018. During the six months ended June 30, 2019, the Company was able to raise $769,700 in net proceeds from the issuance of units, $105,000 in net proceeds from the issuance of convertible debentures, $50,000 in proceeds from advanced received, and $56,000 in proceeds from related party loans.

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

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

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

TRANSACTIONS WITH RELATED PARTIES

a) During the six months ended June 30, 2019, the Company incurred salary and wages of $55,000 (2018 - $nil) to the Chief Executive Officer ("CEO") of the Company. As at June 30, 2019, the Company owed $13,310 (December 31, 2018 - $3,563) to the CEO of the Company, and former owner of HBI and Fasttask, Lance Montgomery, for loans provided to the Company and for expenses paid on behalf of the Company. The balance is unsecured, non-interest bearing and due on demand.

b) During the six months ended June 30, 2019, the Company incurred consulting fees of $nil (2018 - $75,000) to a Director and former President and CEO of the Company, Penny Green. As at June 30, 2019, the Company owed $35,000 (December 31, 2018 - $280) to the Director and former President and CEO of the Company for loans provided to the Company. The balance is unsecured, non-interest bearing and due on demand.

c) During the six months ended June 30, 2019, the Company incurred consulting fees of $4,800 (2018 - $nil) to a Director of the Company, Spiros Margaris, pursuant to a Director Agreement. At June 30, 2019, the Company has prepaid director's fees of $nil (December 31, 2018 - $4,800).

d) During the six months ended June 30, 2019, the Company incurred salaries and wages of $40,000 (2018 - $nil) to the Chief Technology Officer ("CTO") of the Company, Nevin Petersen.

e) During the six months ended June 30, 2019, the Company incurred development costs of $204,500 (2018 - $nil), and consulting fees of $242,474 (2018 - $nil) to an affiliated company, Thrive Activations Inc. As at June 30, 2019, the Company owed $267,368 (December 31, 2018 - $220,760) to the affiliated company, which is included in accounts payable and accrued liabilities. In addition, as at June 30, 2019, the Company has paid a deposit of $10,000 (December 31, 2018 - $10,000) to the affiliated company, which is included in prepaid expenses.

f) During the six months ended June 30, 2019, the Company incurred share-based compensation of $121,112 (2018 - $nil) to officers and directors of the Company.

SHARE DATA

Capitalization as of June 30, 2019 and August 29, 2019:

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

As at June 30, 2019 and August 29, 2019, there are 62,926,200 common shares issued and outstanding.

Stock Options

As at June 30, 2019 and August 29, 2019, there are 4,080,000 stock options outstanding.

Share Purchase Warrants

As at June 30, 2019, and August 29, 2019, there were 48,017,000 warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

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

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the collectability of amounts receivable, the useful lives and carrying values of property and equipment and intangible assets, the measurement of share-based compensation, the fair value of warrants issued as compensation, and the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

CHANGES IN ACCOUNTING POLICIES

Recently Adopted Accounting Standards

The Company has adopted new accounting standard IFRS 16, *Leases*, effective January 1, 2019. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

IFRS 16, Leases ("IFRS 16")

On January 13, 2016, the IASB published a new standard, IFRS 16, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. Effective January 1, 2019, the Company adopted this standard using the modified retrospective approach under which the cumulative effect of initial application was recognized in retained earnings at January 1, 2019. The Company did not have any lease contracts at January 1, 2019. As a result, there was no impact of the initial adoption of IFRS 16.

For contracts entered into subsequent to January 1, 2019, at inception of the contract, the Company assesses whether a contract is, or contains, a lease by evaluating if the contract conveys the right to control the use of an identified asset. For contracts that contain a lease, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted by any initial direct costs, and costs to dismantle and remove the underlying asset less any lease incentives. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term. Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36, *Impairment of Assets*. This replaced the previous requirement to recognize a provision for onerous lease contacts.

The lease liability is initially measured at the present value of lease payments to be paid subsequent to the commencement date of the lease, discounted either at the interest rate implicit in the lease or the Company's incremental borrowing rate. The lease payments measured in the initial lease liability include payments for an optional renewal period, if any, if the Company is reasonably certain that it will exercise a renewal extension option. The liability is measured at amortized cost using the effective interest method and will be remeasured when there is a change in either the future lease payments or assessment of whether an extension or other option will be exercised. The lease liability is subsequently adjusted for lease payments and interest on the obligation. Interest expense on the lease obligation is included in the consolidated statement of earnings.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months and low value assets, and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term, as permitted by IFRS 16.

FINANCIAL INSTRUMENTS AND RISKS

a) Fair Value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at June 30, 2019, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, June 30, 2019 $
Cash	32,620	–	–	32,620

As at June 30, 2019, the fair value of financial instruments measured on a recurring basis includes cash based on level 1 inputs, consisting of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

DISCLOSURE OF INTERNAL CONTROLS

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