TELESCOPE INNOVATIONS CORP.
(formerly Culmina Ventures Corp.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

Dated: May 28, 2021

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of Telescope Innovations Corp., for the three months ended March 31, 2021 and is prepared as at May 28, 2021. Throughout this MD&A, unless otherwise specified, "Telescope" or "Company" refer to Telescope Innovations Corp. This MD&A should be read in conjunction with the Company's condensed interim financial statements for the period ended March 31, 2021 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that this MD&A does not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the periods covered. The financial statements together with the other financial information included in this MD&A fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date hereof and for the periods presented herein. The Board of Directors' approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successful negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

CORPORATE OVERVIEW AND OUTLOOK

Telescope was incorporated under the British Columbia Business Corporations Act on March 25, 2019. The head office and records and registered office is located at 1600 – 609 Granville Street, Vancouver, British Columbia V7Y 1C3.

The Company is currently managing its investment portfolio and is investigating and evaluating business opportunities to either acquire or in which to participate.

On May 29, 2019, ECC Diversified Inc. ("ECC") completed a strategic reorganization of its assets in which it spun out certain assets into Telescope. The transaction was carried out by way of statutory plan of arrangement (the "Arrangement") pursuant to the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, shareholders of ECC received one common share of the Company for every common share of ECC they held as of April 17, 2019. See Plan of Arrangement section for further details of this transaction.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. To date, COVID-19 has not had an adverse impact on the Company.

On April 28, 2021, the Company announced that Jason Hein, Robert Mintak and James Andrew Robinson were appointed as directors of the Company, replacing Scott Ackerman, Rick Cox and Brent Ackerman. In addition, Jason Hein was appointed as the Company's Chief Executive Officer and Robert Chisholm was appointed Chief Financial Officer and Corporate Secretary.

PROPOSED TRANSACTION

On April 29, 2021, the Company entered into a definitive share exchange agreement with ClearMynd Technology Solutions Corp ("ClearMynd") and its securityholders in respect of its proposed acquisition of all the issued and outstanding securities of ClearMynd (the Proposed Transaction).

Pursuant to the share exchange agreement, the Company will issue an aggregate of 37,786,070 Telescope shares in exchange for all the issued and outstanding securities of ClearMynd. Upon completion of the Proposed Transaction, ClearMynd will be a wholly-owned subsidiary of the Company and will continue to carry on the business currently conducted by it.

ClearMynd Technology Solutions Corp. is a chemical technology company developing scalable, widely deployable synthetic processes to access pharmaceuticals for the treatment of mental health. Research and development efforts are led by a globally recognized chemistry team with industrial experience in deploying advanced chemical technology to solve pharmaceutical problems. ClearMynd is building an IP portfolio of chemical syntheses for existing and emerging pharmaceuticals in the mental health space. The chemical processes captured involve simple, commercially available starting materials and efficient scalability.

Completion of the Proposed transaction is subject to a number of conditions, including but not limited to, customary closing conditions and deliveries. There can be no assurance that the proposed transaction will be completed as proposed or at all.

SELECTED ANNUAL INFORMATION[1]

	For the year ended December 31, 2020	For the period from incorporation on March 25, 2019 to December 31, 2019
Loss and comprehensive loss	$144,652	$230,193
Basic/diluted loss per share	$0.01	$0.01
Total assets	$9,506	$10,140

[1] *Financial information prepared in accordance with IFRS.*

SUMMARY OF QUARTERLY RESULTS[1]

	For the three months ended March 31, 2021	For the three months ended December 31, 2020	For the three months ended September 30, 2020	For the three months ended June 30, 2020
Revenue	$-	$-	$-	$-
Income/(loss) and comprehensive income/(loss) for the period	$160,736	$(38,780)	$(34,206)	$(36,750)
Basic/diluted income/ (loss) per share	$0.01	$(0.00)	$(0.00)	$(0.00)

	For the three months ended March 31, 2020	For the three months ended December 31, 2019	For the three months ended September 30, 2019	For the three months ended June 30, 2019
Revenue	$-	$-	$-	$-
Loss and comprehensive loss for the period	$(34,916)	$(113,727)	$(40,361)	$(73,969)
Basic/diluted loss per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)

[1] Unaudited financial information prepared in accordance with IFRS

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2021 AND FOR THE COMPARATIVE PERIOD OF THREE MONTHS ENDED MARCH 31, 2020

Changes in fair value of investment for the three months ended March 31, 2021 were $Nil compared to $1,350 the three months ended March 31, 2020. The unrealized losses resulted from investing activities of the Company in its publicly traded securities portfolio.

Administration expenses for the three months ended March 31, 2021 were $3,018 compared to $3,021 for the three months ended March 31, 2020. These charges were incurred for maintenance of the Company's bank account and rent.

Finance expenses for the three months ended March 31, 2021 were $627 compared to $500 for the three months ended March 31, 2020. Finance expense is comprised of accrued interest on the promissory notes payable.

Professional fees for the three months ended March 31, 2021 were $30,000 compared to $30,000 for the three months ended March 31, 2020. These fees were incurred for accounting and administrative services.

Shareholder communication and filing fees for the three months ended March 31, 2021 were $Nil compared to $45 for the three months ended March 31, 2020. These are expenses related to the incorporation costs and annual filing requirements of the Company.

Recovery of expenses for the three months ended March 31, 2021 were $194,381 compared to $Nil for the three months ended March 31, 2020. The recovery of expenses resulted from a write down of the accounts payable balance due to Emprise Management Services Corp.

Net Income/(Loss) and comprehensive income/(loss) for the period
As a result of the activities discussed above, the Company experienced net income for the three months ended March 31, 2021 of $160,736 compared to a loss of $34,916 for the three months ended March 31, 2020.

PLAN OF ARRANGEMENT

On May 29, 2019, ECC completed a strategic reorganization of its assets by way of a plan of arrangement (the "Arrangement") in which it spun out Telescope and other investee subsidiaries. This Arrangement involved the transfer of certain assets into Telescope. The Arrangement was approved by the shareholders of ECC on May 17, 2019 and the Supreme Court of British Columbia issued its final order approving the Arrangement on May 28, 2019.

Pursuant to the terms of the Arrangement, ECC distributed to each shareholder of ECC, as of April 17, 2019, one common share in the capital of Telescope and its other investee subsidiaries for every common share in the capital of ECC held. As a result, 9,965,250 common shares of the Company were issued. The value associated with these shares is $0.01 per share for a total of $99,653 recorded to transaction costs.

INVESTING ACTIVITIES

Changes in the Company's investments at fair value were as follows:

	March 31, 2021	December 31, 2020
	$	$
Opening Balance	**-**	3,105
Acquisition of marketable securities	**-**	-
Changes in fair value of investment	**-**	(2,160)
Disposal of investment	**-**	(945)
Ending Balance	**-**	-

Publicly traded securities

The Company's publicly traded securities can be sold at any time at the Company's discretion subject to market conditions and from time to time hold period restrictions of not more than four months pursuant to the terms of each respective private placement subscription agreement, as well as escrow restrictions, if applicable. As at March 31 2021 and December 31, 2020, the Company did not own any investments in publicly traded securities.

On December 10, 2020 the Company sold 4,500 common shares of MedMen Enterprises Inc. (CSE: MMEN) for aggregate proceeds of $945, payable by an offset of an equal amount against a promissory note between ECC and the Company dated March 25, 2019.

PROMISSORY NOTES

ECC DIVERSIFIED INC.

Pursuant to an agreement dated March 25, 2019, the Company purchased 4,500 common shares of MedMen from ECC for an aggregate price of $20,070, payable by promissory note. The principal outstanding under this promissory note bears interest at the simple rate of 10% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand of ECC. The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty. On December 10, 2020, the Company sold its investment in MedMen back to ECC. As consideration for the transfer, the promissory note was reduced by $945, which was the fair value of the investment at the time. As of March 31, 2021, a total of $23,149 (2020 - $22,677) including a total of $4,024, (December 31, 2020 - $3,552) was recorded as interest payable relating to the promissory note. On April 28, 2021 ECC Diversified Inc. agreed to write off the full amount of principal and interest due to it totalling $23,149.

THE EMPRISE SPECIAL OPPORTUNITIES FUND (2017) LIMITED PARTNERSHIP (“ESOF2017”)

On April 27, 2020, the Company received $5,250, payable by a promissory note. The principal outstanding under this promissory note bears interest at the simple rate of 10% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand of ESOF2017. The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty. As at March 31, 2021, $583, (December 31, 2020 - $428) has been recorded as interest payable. On April 2, 2021, ESOF2017 loaned the Company an additional $,5000. On April 28, 2021 ESOF2017 agreed to write off the amount due to it at March 31, 2021 totalling $5,833 and as at May 28, 2021 the amount due to ESOF2017 was $5,000.

SHARE CAPITAL

Authorized

Unlimited number of common and preferred shares without par value. There are no preferred shares issued or outstanding.

Issued and outstanding

As at March 31, 2021 the Company had 12,465,250 common shares issued and outstanding and as at the date of this MD&A 10,000,000 common shares issued and outstanding.

On March 25, 2019, the Company received $25,000 through the issuance of 2,500,000 common shares at $0.01 per share.

On May 29, 2019, ECC completed a strategic reorganization of its assets in which it spun out certain assets into Telescope. The transaction was carried out by way of an Arrangement pursuant to the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, shareholders of ECC received one common share of the Company for every common share of ECC they held as of April 17, 2019; as a result, 9,965,250 common shares of the Company were issued.

	Number of Shares	Amount
		$
Balance, (incorporation) - March 25, 2019	-	-
March 25, 2019 – share issuance	2,500,000	25,000
May 29, 2019 – share issuance re Arrangement	9,965,250	99,653
Balance, December 31, 2019, 2020 and March 31, 2021(1)	**12,465,250**	**124,653**

(1) On April 19, 2021, certain shareholders of the Company agreed to cancel an aggregate of 2,465,250 common shares registered in their name and return them to treasury. Consequently, as of this date of the MD&A, there are 10,000,000 shares issued and outstanding.

Stock options

On March 25, 2019, the Company adopted a stock option plan (the "Stock Option Plan") whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price (if any) of the Company's common shares.

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of the issued and outstanding common shares, if the individual is a director or officer, or 2% of the issued and outstanding common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

On May 29, 2019 the Company granted stock options to officers and a consultant of the Company to acquire up to an aggregate of 1,245,000 common shares. Each option is exercisable to acquire one common share at a price of $0.04 any time prior to May 29, 2024.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted average Exercise Price
Balance, as at March 25, 2019	**-**	**$ -**
Granted	1,245,000	0.04
Balance, December 31, 2019, 2020 and March 31, 2021(1)	**1,245,000**	**$0.04**

At March 31, 2021, stock options outstanding and exercisable are as follows:

Grant Date	Number of options Outstanding and Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
May 29, 2019	1,245,000	$0.04	May 29, 2024	3.16
Total(1)	**1,245,000**	**$0.04**		

(1) On April 27, 2021, all stock options were cancelled, and as of the date of this MD&A, there are no stock options outstanding.

LIQUIDITY AND CAPITAL RESOURCES

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

A summary of the Company's cash flows during the three months ended March 31, 2021 and the three months ended March 31, 2020 is as follows:

	For the three months ended March 31, 2021		For the three months ended March 31, 2020	
Cash flows (used)/provided by operating activities	**$**	**(18)**	$	2,154
Increase (decrease) in cash for the period		**(18)**		2,154
Cash, beginning of the period		**2,377**		3,095
Cash, end of the period	**$**	**2,359**	$	5,249

Cash flows used by operating activities were $18 during the three months ended March 31, 2021 and $2,154 was provided for the three months ended March 31, 2020. Cash was received from a GST refund, a portion of which was used to pay for administrative expenditures.

As a result of the above activities, at March 31, 2021, the Company has $2,359 of cash to settle current liabilities of $85,123. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year.

For the foreseeable future, the Company will remain dependent upon the financial support of its shareholders and debt holders. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

The Financial Statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The accompanying interim financial statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these financial statements. Such adjustments could be material.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

Amounts due to related parties included in promissory notes payable:

Nature	**Relationship**	**March 31, 2021**[1]	December 31, 2020
Promissory note (ECC)	Shareholder of the Company	**$ 23,149**	$22,677
Promissory note (ESOF (2017))	Shareholder of the Company	**$ 5,833**	$ 5,678
		$ 28,982	$28,355

[1] On April 28, 2021 both ECC Diversified Inc. and ESOF2017 agreed to write off the full amount of principal and interest due at March 31, 2021. On April 1, 2021, ESOF2017 loaned the Company $5,000, which remains due and outstanding at the date of this MD&A.

During the year ended December 31, 2020, the Company secured a promissory note with a related party (March 31, 2021 - $nil); ESOF2017 is a shareholder of the Company. See Promissory Notes section for details relating to this promissory note.

During the year ended December 31, 2020, the Company repaid a portion of a secured a promissory note (March 31, 2021 - $nil) with a related party; ECC is a shareholder of the Company. See Promissory Notes section for details relating to this promissory note.

RISKS AND UNCERTAINTIES

Strategic Risk

At present, the Company has very limited sources of funding from which to repay its existing obligations and fund on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

There is also no guarantee that the Company will be able to complete the acquisition of or participation in a new business opportunity. If an acquisition of or the participation in corporations, properties, assets or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

Lack of Dividend Policy
The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at March 31, 2021, the Company is not exposed to currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company's promissory notes have fixed rates. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Management closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Given the Company's limited market exposure at this time it has assessed there to be a low level of price rate risk.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At March 31, 2021, the Company has no revenue and has a cash balance of $2,359 to settle current liabilities of $85,123. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year.

The Company will remain dependent upon the financial support of its shareholders and debt holders. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Consequently, the Company is exposed to liquidity risk as at March 31, 2021.

Fair Value Risk

When participating in investment activities, the Company may incur losses if it is unable to resell the securities it has purchased or if it is forced to liquidate its holdings at less than their respective carrying values. The Company is also exposed to fair value risk as a result of its trading activities in publicly traded securities. All of the Company's investments are carried on a FVTPL basis and are recorded at their fair value. As such, changes in fair value affect earnings as they occur.

The fair value of cash, accounts payable and accrued liabilities, and promissory notes and loan payable at March 31, 2021 approximate their carrying values due to their short term to maturity.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year included:

Deferred tax assets and liabilities

The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company’s ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Company. To the extent that management’s assessment of the Company’s ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

Valuation of share-based payments

Management uses the Black-Scholes model to determine the fair value of stock options granted to officers and directors. This model requires assumptions of the expected future price volatility of the Company’s common shares, expected life of options, future risk-free interest rates, and the dividend yield of the Company's common shares.

CRITICAL ACCOUNTING JUDGEMENT

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

Going Concern

The assessment of the Company's ability to continue as a going concern as discussed in Note 1 of the Financial Statements involves judgment regarding future funding available for its operations and working capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.