STEM 7 CAPITAL INC.
(Formerly Canada Gold Corp.)

MANAGEMENT DISCUSSION & ANALYSIS

For the three and six months ended June 30, 2015

INTRODUCTION

The following management's discussion and analysis ("MD&A") of Stem 7 Capital Inc. has been prepared as of August 20, 2015. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements ("Financial Statements") of Stem 7 Capital Inc. and the notes thereto for the three and six month periods ended June 30, 2015, which have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). The Financial Statements have been prepared using the accrual basis of accounting except for cash flow information. All figures are expressed in Canadian dollars except where otherwise indicated. These documents and additional information are available on SEDAR at www.sedar.com.

This MD&A may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

DESCRIPTION OF BUSINESS

STEM 7 Capital Inc. (formerly Canada Gold Corp.) was incorporated under the *Company Act* of British Columbia on November 8, 1984. The Company is a reporting issuer in British Columbia and Alberta, and is listed on the NEX Board of the TSX Venture Exchange in Canada (STS.H), the Frankfurt Stock Exchange in Germany (T9NB) and the OTC Bulletin Board in the United States (CNGZF).

On May 29, 2013, the Company announced that it was changing its business from a Mining Issuer to an Investment Issuer and intended to become a Canadian, publicly traded, global investment company. As part of this change in business, on July 9, 2013, the Company changed its name to STEM 7 Capital Inc. On November 7, 2013, the Company announced the termination of the Change of Business. At present, the Company intends to revert to its previous business as a junior mineral exploration company.

On January 12, 2015, the Company consolidated its issued and outstanding common shares on a ten (10) existing shares for one (1) new share basis. Following the share consolidation, the Company had 2,633,342 common shares issued and outstanding. Numbers in this MD&A have been retroactively adjusted to reflect the share consolidation

EXPLORATION AND EVALUATION ASSETS

Northern Arm Gold Property, Ontario

On January 30, 2013, the Company entered into a letter of intent to acquire up to a 75% interest in the 155km^2 Northern Arm Gold property from Entourage Metals Inc. (TSX.V: EMT). The Northern Arm property is located within the Hemlo Greenstone Belt in north central Ontario, approximately 10 kilometers north of Barrick Gold Corporation's Hemlo deposit. During the year ended December 31, 2014, this option was canceled.

Arizona Property

On May 1 2014, the Company entered into a Letter of Intent to acquire a 100% interest in 27 unpatented mineral claims comprising 493 acres situated approximately 120km northwest of Phoenix, Arizona in the Bradshaw, Weaver Mountain Range in Yavapai County from a consortium represented by Pacific Empire Venture Ltd., of Vancouver, BC. On June 27, 2014, the company elected not to proceed with the proposed Arizona acquisition.

STEM 7 CAPITAL INC.
(Formerly Canada Gold Corp.)

MANAGEMENT DISCUSSION & ANALYSIS
For the three and six months ended June 30, 2015

OVERALL PERFORMANCE & RESULTS OF OPERATIONS

Three Month Period Ended June 30, 2015
During the three month period ended June 30, 2015 (the "Current Quarter"), the Company incurred a loss of $75,469 or $0.03 per share, an increase of $55,756 when compared to a loss of $19,713 or $0.01 per share during the three month period ended June 30, 2014. During the Current Quarter, the Company reported expenses relating to accounting and audit fees of $11,310 (2014: $4,969), consulting fees of $nil (2014: $-3,287), interest and bank charges $1,619 (2014: $84), investor relations $nil (2014: $nil), legal $7,102 (2014: $3,618), rent and administrative costs $51,074 (2014: $5,819) and transfer agent and listing fees $4,364 (2014: $8,510).

Six Month Period Ended June 30, 2015
During the six month period ended June 30, 2015 ("Current Period"), the Company incurred a loss of $92,845 or $0.04 per share, a an increase of $51,595 when compared to a loss of $41,250 or $0.02 per share during the six month period ended June 30, 2014. During the Current Period, the Company reported expenses relating to accounting and audit fees of $11,890 (2014: $7,467), consulting fees of $nil (2014: $-3,287), interest and bank charges $1,674 (2014: $153), investor relations $nil (2014: $250), legal $13,991 (2014: $5,753), rent and administrative costs $51,835 (2014: $11,612) and transfer agent and listing fees $13,454 (2014: $19,302).

Since the start of fiscal 2014 management has elected to forego management fees while the Company focuses on reducing debt and seeking potential opportunities.

SUMMARY OF QUARTERLY RESULTS

The table below present's selected financial data for the Company's eight most recently completed quarters, all information was prepared in accordance with IFRS.

	June 30, 2015 $	Mar 31, 2015 $	Dec 31, 2014 $	Sept 30, 2014 $	June 30, 2014 $	Mar 31, 2014 $	Dec 31, 2013 $	Sept 30, 2013 $
Financial results								
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Loss for period	75,469	17,375	28,845	5,148	19,713	21,537	63,336	259,576
Basic & diluted loss per share	0.03	0.01	0.01	0.00	0.01	0.01	0.03	0.12
Statement of Financial Position								
Cash	585	522	3,577	Nil	Nil	Nil	Nil	1,206
Exploration & evaluation assets	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total assets	2,606	1,497	3,963	3,598	2,154	1,200	2,370	4,435
Equity	(274,240)	(198,771)	(181,396)	(153,419)	(147,402)	(127,690)	(490,118)	(565,929)

During the quarter ended June 30, 2015, the Company reached a settlement in a dispute with a former landlord over unpaid rent. Under the terms of the settlement the Company agreed to pay the former landlord the amount of $50,000, which was recognized as a rental expense in the quarter.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2015, the Company had current assets totaling $2,606, consisting of $585 in cash and $2,022 in receivables, and working capital deficit of $274,240. The Company does not have cash flow from operations and equity financings have been the sole source of funds.

Current liabilities as at June 30, 2015 consist of accounts payable and accrued liabilities totalling $276,846. During the year ended December 31, 2014, the Company issued an aggregate of 767,930 common shares, at a deemed value of $0.50 per share, to settle outstanding debt to multiple parties in the amount of $383,965.

Additional funds will be required to meet the Company's current commitments, pursue business opportunities and cover general administrative and corporate operating requirements. To date the Company has been funded through equity financings. Given volatility in equity markets, global uncertainty in economic conditions, cost pressures and results of exploration activities there can be no certainty equity funding will be available to the Company or if available funding will be on acceptable terms. Management believes it will be able to raise equity capital as required, but recognizes that there will be risks which may be beyond its control.

GOING CONCERN

The Financial Statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Several material uncertainties may cast a significant doubt on the validity of this assumption. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further property evaluations or pursue other business opportunities as they arise. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to complete its plans by issuance of share capital or other means. As at June 30, 2015, the Company had an accumulated deficit of $16,121,793 and had a working capital deficiency of $274,240. In the opinion of management current working capital is insufficient to support the Company's general administrative and corporate operating requirements on an on-going basis for the next 12 months. Until additional funds are secured, the Company may not have resources to pursue further business opportunities. Management plans to secure necessary financing through the issuance of new equity instruments and/or entering into joint venture arrangements. There is no assurance that the Company will be successful in securing additional funding.

COMMITMENTS

Other than obligations disclosed in the Financial Statements and elsewhere this MD&A the Company does not have any commitments.

OFF - BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere are as follows:

a) During the six months ended June 30, 2015 management fees of $Nil (June 30, 2014: $Nil) were incurred by directors and officers, or companies controlled by directors/officers of the Company.

b) During the six months ended June 30, 2015, accounting fees of $Nil (June 30, 2014: $8,400) were paid to a company controlled by an officer of the Company. As at June 30, 2015, $8,400 (December 31, 2014: $8,400) remains payable and is included in accounts payable and accrued liabilities.

c) During the six months ended June 30, 2015, no debt was settled via issuance of shares. During the year ended December 31, 2014, a total of $117,000 in short-term loans advanced from directors/officers and companies controlled by a directors/officers of the Company was settled by issuance of 234,000 common shares.

d) During the year ended December 31, 2014, a total of $112,558 in amounts owing to directors/officers and companies controlled by directors/officers of the Company was settled by issuance of 225,116 common shares.

e) During the year ended December 31, 2014, a total of $42,060 in amounts owing to former directors/officers and companies controlled by former directors/officers of the Company was settled by issuance of 84,120 common shares.

Included on the statement of financial position at June 30, 2015 is $102,776 (December 31, 2014 - $64,895) due to both current and former officers, directors or companies with a director in common for cash advances, unpaid consulting fees and unpaid expenses.

Key management personnel consist of the officers of the Company and the Company's Board of Directors.

Compensation paid or accrued to key management and/or their related companies during the six months ended June 30, 2015 is as follows:

	Six Months Ended June 30		Three Months Ended June 30	
Key management	**2015**	**2014**	**2015**	**2014**
Fees	-	$8,400	-	$5,900
Share-based payments	-	-	-	-
Total	**-**	$8,400	-	$5,900

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the Financial Statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

CHANGES IN ACCOUNTING POLICIES

A number of new standards, amendments to standards and interpretations are not yet effective as of June 30, 2015. These new standards and interpretation are being evaluated, but not expected to have a material effect on the financial statements of the Company. The Company intends to adopt the following standard and amendments when effective:

New accounting standards effective January 1, 2016

IAS 1 – *Presentation of Financial Statements*
These amendments clarify financial statement presentation requirements. The Company is evaluating the effect, if any, the amendments to IAS 1 will have on the Company's financial statements.

IAS 16 – *Property, plant and equipment*
In May 2014, the IASB amended IAS 16, which is effective for annual periods beginning on or after January 1, 2016. The amendment clarifies that a depreciation method for property, plant and equipment that is based on revenue that is generated by an activity that includes the use of an asset is not allowed. The Company is evaluating the effect, if any, the amendment to IAS 16 will have on the Company's financial statements.

IAS 34 – *Interim Financial Reporting*
The amendment clarifies disclosure requirements and cross-referencing in interim financial reporting. The Company is evaluating the effect, if any, the amendments to IAS 34 will have on the Company's financial statements.

IAS 38 – *Intangible assets*

In May 2014, the IASB amended IAS 38, which is effective for annual periods beginning on or after January 1, 2016. The amendment clarifies that a depreciation method for intangible assets that is based on revenue that is generated by an activity that includes the use of an intangible asset is not allowed. Exceptions are allowed where the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated. The Company is evaluating the effect, if any, the amendment to IAS 38 will have on the Company's financial statements.

New accounting standards effective January 1, 2018

IFRS 9 – Financial instruments, classification and measurement

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics.

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

FINANCIAL AND OTHER INSTRUMENTS

As at June 30, 2015, the Company's financial instruments include cash and accounts payable.

As at June 30, 2015, the classification of the financial instruments, as well as their carrying value and their fair values, with comparative figures for December 31, 2014 are shown below:

	June 30, 2015		December 31, 2014	
	Fair Value	**Carrying Value**	**Fair Value**	**Carrying Value**
Financial Assets				
Cash	$ 585	$ 585	$ 3,577	$ 3,577
Financial Liabilities				
Accounts payable	$ 276,846	$ 276,846	$ 185,359	$ 185,359
Short-term loans	-	-	-	-

FINANCIAL RISK AND UNCERTAINTIES

Interest Rate and Credit Risk
Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places the cash with rated financial institutions.

Currency Risk
The Company may be exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. As at June 30, 2015, the Company did not have any significant monetary assets and liabilities denominated in a foreign currency.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due.

Market Risk
Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The Company is exposed to market risk in holding its marketable securities, and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

NON FINANCIAL RISKS AND UNCERTAINTIES

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The risks and uncertainties described in this section are not inclusive of all risks and uncertainties to which the Company may be subject. For more information of the risks and uncertainties to which the Company may be subject please refer to the Company's MD&A for the financial year ended December 31, 2014.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions.

DIVIDENDS

Stem 7 Capital Inc has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration. Any future determination to pay dividends will be at the discretion of the Board of Directors of Stem 7 Capital Inc and will depend on Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors deem relevant.

SUMMARY OF SHARE CAPITAL

On January 9, 2015 the Company announced effective January 12, 2015 it would be consolidating its issued and outstanding shares such that every ten (10) existing shares would be consolidated into one (1) new share. Post consolidation the Company's shares commenced trading on the NEX Board of the TSX Venture Exchange under the new trading symbol STS.H.

The table below presents the Company's post share consolidation common share data as of August 20, 2015:

	Price	Expiry date	August 20, 2015
Common shares, issued and outstanding			**2,633,342**
Securities convertible into common shares:			
Stock Options			nil
Warrants	$1.00	September 19, 2015	80,000
Total options & warrants			**80,000**

NATURE OF THE SECURITIES

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

STEM 7 CAPITAL INC.
(Formerly Canada Gold Corp.)

MANAGEMENT DISCUSSION & ANALYSIS

For the three and six months ended June 30, 2015

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures "(DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of Stem 7 Capital Inc has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Stem 7 Capital's general and administrative expenses is provided in the Company's Financial Statements as at and for the three and six months ended June 30, 2015. These Financial Statements and additional information on the Company are available on SEDAR at www.sedar.com.

STEM 7 Capital Inc.

"David McMillan"

Executive Chairman & CEO
August 20, 2015