

# **ORD MOUNTAIN RESOURCES CORP.**

## **Interim Report Management Discussion and Analysis**

For the Three Months Ended  
May 31, 2017

### **Description of Business**

Ord Mountain Resources Corp. (formerly Sino Environ-Energy Tech Corp.) (the "Company") was incorporated on January 7, 2010 under the *Business Corporations Act* (British Columbia) . The Company is a Capital Pool Company ("CPC") as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). The Company's Prospectus, dated May 7, 2010 was filed and accepted by the Exchange and the British Columbia and Alberta Securities Commissions effective May 12, 2010 pursuant to the provisions of the British Columbia and Alberta Securities Acts. The common shares of the Company were listed on the Exchange effective at the opening of trading on Friday, May 28, 2010. The gross proceeds of the offering were \$300,000 (1,500,000 common shares at \$0.20 per share) (the "Offering"). The Sponsoring Member and Agent for the Offering was Canaccord Genuity Corp.

The Company's principal business activity is the identification and evaluation of business opportunities with the objective of completing a qualifying transaction (a "Qualifying Transaction") under Exchange rules. A Qualifying Transaction must be entered into within 24 months of listing under the Policy and is subject to shareholders' approval and the acceptance by regulatory authorities.

The Company did not complete its Qualifying Transaction within the prescribed time frame and in accordance with the TSX Venture Exchange (the "Exchange") Policy 2.4. Effective June 1, 2012, the Company's tier classification was changed from Tier 2 to NEX.

The head office and principal address of the Company is located at 758 Riverside Drive, Unit 46, Port Coquitlam, British Columbia, Canada V3B 7V8.

The Company is a reporting issuer in the provinces of British Columbia and Alberta and trades on the Exchange under the trading symbol OMR.H. The Company had 2,370,000 common shares issued and outstanding at May 31, 2017 and as of the date of this MD&A.

The Company's continuing operations as intended are dependent upon the Company's ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or a business. Such an acquisition will be subject to regulatory approval and may be also subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other avail-able means. There is no assurance that the Company will be able to identify, obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. As such, there is material uncertainty related to these events and conditions that may cast significant doubt on the Company's ability to continue as a going concern.

### **Forward-Looking Information and Report Date**

This Management Discussion and Analysis ("MD&A") may contain forward-looking statements that involve risks and uncertainties. When used in this MD&A, the words "anticipate", "believe", "estimates", "expects" and similar expressions are intended to identify such forward-looking statements. Readers are cautioned that these statements, which describe the Company's proposed plans, objectives, and budgets, may differ materially from actual results. These forward looking statements speak only as of the date of this document, or as of the date specified in the documents incorporated into this document by reference, as the case may be.

The forward looking statements contained in the document and documents incorporated by reference are expressly qualified by this cautionary statement. Management and the Company do not undertake any obligation to publicly update or revise any forward looking statements except as required by securities law.

The following discussion and analysis of the financial position and results of operations for the Company is dated July 28, 2017 (the "Report Date") and should be read in conjunction with the condensed interim financial statements and the notes thereto for the three months ended May 31, 2017 which are prepared in accordance with International Financial Reporting Standards ("IFRS").

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**Overall Performance**

The Company did not complete a Qualifying Transaction within the prescribed time frame in accordance with Exchange Policy 2.4. Consequently the Company's tier classification was changed from Tier 2 to NEX and its common shares commenced trading on the NEX board of the Exchange under the symbol "OMR.H" effective June 1, 2012.

**Results of Operations**

The Company is a CPC and has no business operations or sales revenue. Until such time as the Company completes a Qualifying Transaction, corporate expenditures will be restricted to costs associated with the raising of equity financing, administrative costs to maintain the Company in good standing and costs to identify and evaluate potential business acquisitions. Public company costs include audit and legal fees, Exchange listing and filing fees, transfer agent fees, and costs of preparing, printing, filing and mailing quarterly and annual reports and general meeting materials and other continuous disclosure documents to shareholders as applicable.

The major expenses incurred during the period ended May 31, 2017 are related to the on-going maintenance costs associated with a Public Company and the proposed qualifying transaction.

Set forth below is a summary discussion of selected financial data in respect of the period ended May 31, 2017.

**- Three months Ended May 31, 2017**

The Company had no revenue for the three months ended May 31, 2017. General and administrative expenses amounted to \$7,452 of which \$3,639 was for legal fees, \$1,250 for filing fees, \$799 for transfer agent services, \$1,500 for administration, \$204 for office expenses, and \$60 for other expenses.

**- Three months ended May 31, 2017 compared with three months ended May 31, 2016**

The Company had cash and cash equivalents amounting to \$9,103 on May 31, 2017 (February 28, 2017 \$13,201). The Company had no revenue for the period ended May 31, 2017. Operating expenses for the period amounted \$7,452 (May 31, 2016 - \$5,468) and consisted of \$3,639 for legal fees (May 31, 2017 - \$Nil) mainly relating to the potential qualifying transaction, \$1,250 for filing fees (May 31, 2016 - \$2,929), \$799 for transfer agent services (May 31, 2016 - \$802), \$1,500 for administration (May 31, 2016 - \$1,500), \$204 for office expenses (May 31, 2016 - \$6), and \$60 for other expenses (May 31, 2016 - \$231).

**Summary of Quarterly Results**

| In accordance with<br>IFRS               |                           |                                |                                |                              |                           |                                |                                |                              |
|------------------------------------------|---------------------------|--------------------------------|--------------------------------|------------------------------|---------------------------|--------------------------------|--------------------------------|------------------------------|
|                                          | May 31<br>2017<br>Q1 2018 | February 28<br>2017<br>Q4 2017 | November 30<br>2016<br>Q3 2017 | August 31<br>2016<br>Q2 2017 | May 31<br>2016<br>Q1 2017 | February 29<br>2016<br>Q4 2016 | November 30<br>2015<br>Q3 2016 | August 31<br>2015<br>Q2 2016 |
| G&A (incl. stock comp.)                  | \$ 7,452                  | \$ 42,960                      | \$ 18,824                      | \$ 48,374                    | \$ 5,468                  | \$ 10,400                      | \$ 7,648                       | \$ 15,065                    |
| Share-based payments                     | \$ -                      | \$ -                           | \$ -                           | \$ -                         | \$ -                      | \$ -                           | \$ -                           | \$ -                         |
| Adjusted G&A (less share-based payments) | \$ 7,452                  | \$ 42,960                      | \$ 18,824                      | \$ 48,374                    | \$ 5,468                  | \$ 10,400                      | \$ 7,648                       | \$ 15,065                    |
| Income (loss)                            | \$ (7,452)                | \$ (42,960)                    | \$ (18,824)                    | \$ (48,374)                  | \$ (5,468)                | \$ (10,400)                    | \$ (7,648)                     | \$ (15,065)                  |
| Income (loss) per share                  |                           |                                |                                |                              |                           |                                |                                |                              |
| -basic & diluted                         | (0.00)                    | (0.02)                         | (0.01)                         | (0.02)                       | (0.00)                    | (0.00)                         | (0.00)                         | (0.01)                       |
| Weighted avg. common shares              |                           |                                |                                |                              |                           |                                |                                |                              |
| -basic & diluted                         | 2,370,000                 | 2,370,000                      | 2,370,000                      | 2,370,000                    | 2,370,000                 | 2,370,000                      | 2,370,000                      | 2,370,000                    |

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**Liquidity**

At May 31, 2017, the Company had \$(60,960) (February 28, 2017 - \$53,508) in working capital. The Company did not pledge any of its assets as security for loans, or otherwise and is not subject to any debt covenants.

At May 31, 2017, the Company had sales tax receivable of \$4,524 (February 28, 2017 - \$4,252) which will be recovered upon the annual filing of the GST return with the CRA and accounts payable of \$63,554 (February 28, 2017 - \$70,961).

**Capital Resources**

Capital resources include all of the Company's shareholders' equity. As at May 31, 2017, the Company had made no commitments for capital expenditures.

**Off-Balance Sheet Arrangements**

The Company has not entered into any Off-Balance Sheet Arrangements.

**Related Party Transactions**

Mr. Valent Chan was appointed chief financial officer & corporate secretary of the Company effective September 18, 2015. Mr. Chan received fees for administration services as follows:

|                | <b>Three Months ended</b> |       | <b>Three Months ended</b> |       |
|----------------|---------------------------|-------|---------------------------|-------|
|                | <b>May 31, 2017</b>       |       | <b>May 31, 2016</b>       |       |
| Administration | \$                        | 1,500 | \$                        | 1,500 |
|                | \$                        | 1,500 | \$                        | 1,500 |

There were no other related party transactions during the period ended May 31, 2017 and May 31, 2016.

As at May 31, 2017, \$1,500 (February 28, 2017 - \$1,000) was due to the CFO. There was no other accounts receivable from nor accounts payable to any director or officer of the Company.

Other than related party transactions mentioned above, key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits.

**Name Change**

The Company changed its name to "Ord Mountain Resources Corp." in accordance with the SW Tech Letter of Intent. The Company received Exchange and the Company's shareholders approval for the name change on December 16, 2011.

**Significant Accounting Judgments, Estimates and Assumptions**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's estimates and judgment have been applied include:

- **Going Concern**

The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as, expectations of future events that are believed to be reasonable under the circumstances.

- **Deferred taxes**

Deferred tax assets are recognized for all deductible temporary differences, to the extent it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. In addition, the valuation of tax credits receivable requires management to make judgments on the amount and timing of recovery.

## **New accounting standards and interpretations**

### New accounting standards effective January 1, 2016

- (i) IAS 1 – Presentation of Financial Statements

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements. This amendment does not have a significant impact on the Company's consolidated financial statements.

## **Accounting Standards Issued But Not yet Effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

### Standard effective for annual periods beginning on or after January 1, 2018

- (ii) IFRS 9 Financial Instruments

This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39. The standard contains requirements in the following areas:

- **Classification and measurement** - Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.
- **Impairment** - The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- **Hedge accounting** - Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- **Derecognition** - The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 with early adoption permitted, and must be applied retrospectively with some exemptions permitted. The Company does not anticipate this amendment to have a significant impact on its consolidated financial statements.

### **Financial Instruments**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

As at May 31, 2017, the Company's financial instruments consist of cash and cash equivalents, restricted cash and accounts payable, and deposit. The fair values of financial instruments approximate their carrying values due to the relatively short-term to maturity. The fair value of financial instruments is based on level 1 inputs of the fair value hierarchy.

### **FINANCIAL RISK MANAGEMENT**

#### Credit risk

The Company is exposed to credit risk with respect to its cash.

The Company's maximum exposure to credit risk is its cash balance of \$9,103 (February 28, 2017 - \$13,201) and restricted cash of \$59,204 (February 28, 2017 - \$50,000). The Company manages credit risk with respect to its cash by maintaining deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution. The restricted cash was held in trust by the Company's lawyers.

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company has cash at May 31, 2017 in the amount of \$9,103 (February 28, 2017 - \$13,201).

At May 31, 2017, the Company had accounts payable of \$63,554 (February 28, 2017 - \$70,961), which are due in the short term (under 90 days).

#### Market risk

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

##### a) 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 the prevailing market interest rates, the Company is exposed to interest rate risk on cash and cash equivalents; and

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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.

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to foreign currency risk as its monetary assets and liabilities are denominated in Canadian dollars.

c) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

**Controls and Procedures**

The Chief Executive Officer and the Chief Financial Officer of the Company have reviewed the financial statements and MD&A for the period ended May 31, 2017 and have certified that based on their knowledge, having exercised reasonable diligence that:

(1) the filings do 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 period covered by the annual filings.

(2) the financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

The Company disclosed that:

(1) it is not required to certify the design and evaluation of the Company's disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR) and has not completed such an evaluation, and

(2) inherent limitations on the ability of certifying officers of the Company to design and implement on a cost effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

**Authorized share capital**

The Company is authorized to issue an unlimited number of common shares without nominal or par value. The holders of common shares are entitled to dividends, if, as, and when declared by the board of directors to be approved at meetings of shareholders of the Company and, upon dissolution, to share equally in such assets of the company that are distributable to the holders of common shares.

The Company is authorized to issue an unlimited number of preferred shares without nominal or par value.

**Issued Share Capital**

As at May 31, 2017 and the date of this MD&A, the Company had 2,370,000 common shares issued and outstanding.

### **Shares held in Escrow**

600,000 issued and outstanding common Shares are held in escrow pursuant to the requirements of the Exchange. The Shares will be released in stages over a period up to three years from the date of the Final Exchange Bulletin accepting the completion of the Qualifying Transaction.

### **Stock Options**

The Company has a stock option plan for its directors, officers, consultants and employees under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding shares of the Company.

As at May 31, 2017, the Company had no unexercised stock options.

### **Warrants**

As at May 31, 2017 and as at the date of this MD&A, the Company had no Warrants.

### **Risks and Uncertainties**

The Company had not completed its Qualifying Transaction within the prescribed time frame and in accordance with Exchange Policy 2.4. Therefore, effective at the opening on June 1, 2012, the Company's tier classification was changed from Tier 2 to NEX.

Until the Company enters into a Qualifying Transaction and the Transaction is completed, the Shares of the Company should be considered highly speculative. There can be no assurances that shareholders will realize any returns from their investment and may lose their entire investment in the Company.

The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities given the Company's limited history of operations.

**Dilution** - There will be an additional number of common shares which will be issued in the future pursuant to a Qualifying Transaction which will result in further dilution to the Company's shareholders.

**Revenue and Dividends** - The Company has no meaningful revenues and does not expect to have any meaningful revenues in the near future.

Trading in the Company's Shares may or will be halted for an extended period of time if and when the Company enters into a new Qualifying Transaction. Trading of the Company's Shares will not be reinstated until completion of any subsequent Qualifying Transaction in accordance with Exchange policies.

The Company did not complete its Qualifying Transaction within the prescribed time frame in accordance with Exchange Policy 2.4. The Company's tier classification was changed from Tier 2 to NEX on June 1, 2012.

The Company does not have any full time employees and does not maintain liability insurance. If the Company completes a Qualifying Transaction it may add appropriate coverage to minimize the risks associated with its new business activities.

### **Factors that may affect future results**

Future financial performance will be influenced by a successful evaluation and acquisition of a potential business and the completion of a Qualifying Transaction.

## **Qualifying Transaction**

On June 24, 2016 the Company announced that it had entered into a business combination agreement dated June 22, 2016 (the "Definitive Agreement") with Penta 5 Packaging Inc. ("Penta 5") and 1080199 B.C. Ltd., being a wholly owned subsidiary of the Company, ("Subco") whereby the Company has agreed to acquire all of the issued and outstanding shares of Penta 5 (the "Transaction"). The Company is a capital pool company ("CPC") and intends the Transaction to constitute a qualifying transaction under the TSX Venture Exchange (the "Exchange" or "TSX-V") Policy 2.4 – *Capital Pool Companies*. Upon successful completion of the Transaction, The Company is expected to be a Tier 2 industrial issuer.

On June 22, 2016, The Company entered into a Definitive Agreement with Penta 5 and Subco whereby The Company has agreed to acquire all of the issued and outstanding common shares of Penta 5. Under the terms of the Agreement each shareholder of Penta 5 will receive one common share of The Company at a deemed price of USD \$0.50 per share in exchange for each common share of Penta 5. The Transaction, if completed, will be structured as a three-cornered amalgamation whereby Penta 5 will amalgamate with Subco (the "Amalgamation").

Completion of the Transaction is subject to certain conditions, including the following:

1. An interim non-brokered private placement consisting of (a) 1,000,000 shares of Penta 5 at a price of USD \$0.25 per share for gross proceeds of USD \$250,000, and (b) 1,000,000 shares of Penta 5 at a price of CAD \$0.25 per share for gross proceeds of CAD \$250,000;
2. a non-brokered private placement of 10,000,000 shares of Penta 5 at a price of USD \$0.50 per share for gross proceeds of USD \$5,000,000; and
3. the acquisition of Penta 5 USA and, in consideration of which, Penta 5 will issue 41,000,000 shares to the members of Penta 5 USA.

Proceeds of the non-brokered private placement financing are anticipated to be used for product development and marketing of the Penta 5 Business, expenses incurred under the Transaction and general working capital purposes.

Following closing of the above financings of Penta 5 and its acquisition of Penta 5 USA, Penta 5 is expected to have issued and outstanding of 67,000,000 common shares. Immediately prior to the Amalgamation, the issued and outstanding common shares of the Company are expected to be 2,370,000. Following the Amalgamation, the issued and outstanding of the Company is expected to be 69,370,000.

## **Closing Date**

The closing of the Transaction is expected to occur on the fifth business day following the date on which all of the conditions precedent to the completion of the transactions contemplated in the Definitive Agreement, but no later than September 30, 2016, or such other date as may be agreed to by the parties in writing.

## **Expenses**

Generally, each of The Company, Subco and Penta 5 agreed to bear its own respective professional fees and expenses incurred in connection with the Transaction. Penta 5 has paid CAD \$30,000 as a non-refundable deposit to The Company's legal counsel in trust (the "Deposit"), which will be released to The Company in the event of the termination of the Definitive Agreement. In addition, in the event of the termination of the Definitive Agreement, Penta 5 agreed to be responsible for the payment of the fees and expenses of The Company's legal counsel incurred in connection with the Continuation, i.e. change of the Company's jurisdiction of incorporation from the Cayman Island to the province of British Columbia.

On October 6, 2016 the Company announced that, further to its the press release dated June 24, 2016, it had entered into an amendment agreement dated as of September 30, 2016 (the "Amendment Agreement") to the business combination agreement dated June 22, 2016 (the "Definitive Agreement") with Penta 5 Packaging Inc. ("Penta 5") and

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1080199 B.C. Ltd., being a wholly owned subsidiary of the Company, whereby the parties agreed to extend the completion deadline to February 28, 2017 and Penta 5 agreed to pay an additional CAD \$20,000 as a non-refundable deposit to the Company, which will be held by the Company's legal counsel in escrow and released to the Company in the event of the termination of the Definitive Agreement, as amended. Such amount has been received by the Company's legal counsel as of the date the MD&A was filed.

In addition, pursuant to the Amendment Agreement, the definition of the "Interim Financing" was amended to mean the private placement financing of (i) 887,200 shares of Penta 5 at a price of USD \$0.25 per share for gross proceeds of USD \$221,800, and (ii) 1,810,000 shares of Penta 5 at a price of CAD \$0.25 per shares for gross proceeds of CAD \$452,500 and the definition of the "Transaction Financing" was amended to mean the private placement financing of 11,000,000 units of Penta 5 at a price of USD \$0.50 per unit for proceeds of USD \$5,500,000 with each unit consisting of one share of Penta 5 and one half of one share purchase warrant of Penta 5 (the "Penta 5 Warrant") entitling the holder to purchase one share of Penta 5 at a price of USD \$1.00 per share for a period of one year from the date of issue. The Amendment Agreement also provides that all Penta 5 Warrants outstanding as at the effective time of the amalgamation will be deemed to be amended to grant the holder the right to acquire a number of shares of the Company equal to the number of shares of Penta 5 that could previously be acquired pursuant to the Penta 5 Warrants with an exercise price equal to the exercise price of the Penta 5 Warrants for a period of one year from the date of issue of the Penta 5 Warrants.

On October 5, 2016, the additional CAD \$20,000 as non-refundable deposit was received, which will be held by the Company's legal counsel in escrow and released to the Company in the event of the termination of the Definitive Agreement, as amended.

On December 29, 2016, the Company announced that it has received conditional acceptance from the TSX Venture Exchange (the "Exchange") relating to its proposed reverse takeover with Penta 5 USA LLC. A filing statement prepared in accordance with the requirements of the Exchange in connection with the Transaction has been filed with the Exchange and the applicable Canadian securities regulators on SEDAR.

On March 29, 2017, the Company, announced that it had entered into an extension agreement with Penta 5 Packaging Inc. ("Penta 5") whereby the Company had agreed to extend the completion deadline for closing of the acquisition of Penta 5 (the "Transaction") to May 31, 2017 (the "Extension"). In consideration of the Extension, Penta 5 paid an additional non-refundable deposit of USD \$15,000 to the Company.

On May 5, 2017, the Company, announced that, further to its news release of March 29, 2017, it was advised by Penta 5 Packaging Inc. ("Penta5"), with whom Ord had entered into a business combination agreement as the Company's Qualifying Transaction, had engaged Giving Back Finance Inc. (the "Investor") to provide funding in the amount of USD \$5,400,000 (the "Financing") to satisfy the financing condition relating to the Qualifying Transaction. It was contemplated that after completion of the Qualifying Transaction, the Investor will also provide guidance to Penta5 on potential strategic joint ventures and potential partners in regards to the expansion and development of Penta5.

The Financing would consist of 18,000,000 units of Penta5 securities ("Units") at a price of USD \$0.30 per Unit for gross proceeds of USD \$5,400,000. Each Unit would consist of one common share of Penta 5 and one-half of one share purchase warrant (each a "Warrant"), with each whole Warrant entitling the holder to purchase one additional common share of Penta 5 at a price of \$0.60 per share for a period of one year from the date of issue. It was contemplated under the business combination agreement that the Units would be exchanged for units of the Company's securities pursuant to a three-cornered amalgamation.

The Financing and the amendments to the Qualifying Transaction remain subject to the approval of the TSX Venture Exchange.

**Other MD&A Requirements**

Additional information relating to the Company is available on SEDAR at [www.Sedar.Com](http://www.Sedar.Com).

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(FORMERLY SINO ENVIRON-ENERGY TECH CORP.)**

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**MAILING ADDRESS**

Ord Mountain Resources Corp. (formerly  
Sino Environ-Energy Tech Corp.)  
#203 – 601 North Road  
Coquitlam, BC  
V3J 1P1

**OFFICERS & DIRECTORS**

Gong (Michael) Chen  
*Chief Executive Officer, President,  
Director and Promoter*

Valent Chan  
*Director, Chief Financial Officer and  
Secretary*

Steve Paquin  
*Director*

Charles Desjardins  
*Director*

**LISTING**

TSX Venture Exchange: OMR.H

**CAPITALIZATION**

(as at May 31, 2017)

Shares Authorized: Unlimited  
Shares Issued: 2,370,000

**REGISTRAR & TRANSFER AGENT**

Computershare Investor Services Inc.  
3rd Floor  
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Canada V6C 3B9

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**LEGAL COUNSEL**

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