

BLUEROCK VENTURES CORP.

Interim MD&A - Quarterly Highlights

For the nine months ended November 30, 2017 and 2016

The Quarterly Highlights of Bluerock Ventures Corp. (the “Company” or “Bluerock”) provide a summary of the activities, results of operations and financial condition of the Company as at and for the nine months ended November 30, 2017. The Quarterly Highlights have been prepared by management as of January 18, 2018 and should be read in conjunction with the condensed interim financial statements and related notes thereto of the Company for the nine months ended November 30, 2017 and 2016, the audited financial statements and related notes thereto of the Company for the years ended February 28, 2017 and 2016, which were prepared in accordance with International Financial Reporting Standards (“IFRS”), and the annual Management Discussion and Analysis (“MD&A”) of the Company prepared by management as of June 23, 2017.

The Company was incorporated on February 3, 2011 under the laws of British Columbia. The Company was listed on the TSX-V under the symbol “BCR.P” and on September 27, 2013 the Company’s listing was transferred from the TSX-V to the NEX board of the TSX-V. Effectively, the trading symbol for the Company changed from “BCR.P” to BCR.H”.

As at March 3, 2017, Mr. Karamveer Thakur and Mr. Ravinder Kang were appointed as directors of the Company and Praveen Varshney has been appointed President, CEO and CFO for the Company. The Company has accepted the resignations of Mr. Clifford B. Mah and Mr. Kenneth Schneider from the Board of Directors.

The Company continues to review and investigate potential business opportunities for possible acquisition.

Forward-looking statements

Certain statements contained in the following Quarterly Highlights constitute forward-looking statements. Such forward-looking statements include, but are not limited to statements regarding the Company’s ability to identify and pursue a suitable business opportunity and its ability to raise sufficient financing to continue its operations. These forward-looking statements involve a number of known and unknown risks, uncertainties and other factors including financial, operational, environmental and political risks, general equity and market conditions. The outcome of these factors may cause the actual results and performance of the Company to be materially different from any plans or results expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Analysis of the Company’s financial performance and conditions

During the nine months ended November 30, 2017, the Company reported a net loss of \$23,225 compared to a net loss of \$39,157 during the same period last year, a decrease in net loss of \$15,932.

The decrease in net loss was primarily a result of decreases in consulting fees of \$10,598 as the Company did not incur costs for due diligence on potential business opportunities, transfer agent fees of \$2,274 as the Company incurred higher costs in the prior year in connection to its share consolidation, private placement and AGM whereas the Company had no such costs incurred in the current fiscal period, and travel and promotion of \$3,363 due to promotional and sponsorship activities during the period in the prior year.

An increase in professional fees of \$1,477 resulted from legal fees associated to the escrow transfer from a former director who is a US resident and the balance of audit fees for its 2017 fiscal year-end audit.

During the three months ended November 30, 2017, the Company reported a net loss of \$6,458 compared to \$9,484 in the third quarter of 2016, a decrease in loss of \$3,026. The decrease in loss was a result of decreases in consulting fees and travel and promotion.

As at November 30, 2017, the Company reported working capital of \$22,130 compared to a working capital of \$45,355 at February 28, 2017, representing a decrease in working capital of \$23,225.

As at November 20, 2017, the Company had net cash on hand of \$22,462 compared to \$55,807 as at February 28, 2017, representing a decrease of \$33,345.

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Current liabilities as at November 30, 2017 of \$769 (February 28, 2017 - \$11,335) consisted of trade payables and accrued liabilities of \$769 (February 28, 2017 - \$9,551) and due to related parties of \$Nil (February 28, 2017 - \$1,784).

The Company has an accumulated deficit of \$468,951 including a net loss for the nine months ended November 30, 2017 of \$23,225 (2016 - \$39,157).

During the nine months ended November 30, 2017, the Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

The Company is exposed in varying degrees to a variety of financial instrument related risks, including liquidity risk and market risks with respect to its ability to raise capital through equity markets under acceptable terms and conditions. Management monitors its activities and various factors that could impact the risks in order to manage risks and make timely decisions. For further discussion of financial risks, please refer to Note 6 of the condensed interim financial statements for the nine months ended November 30, 2017.

These uncertainties and risks may cast significant doubt upon the Company's ability to continue as a going concern.

Transactions with Related Parties

On July 1, 2014, the Company entered into an administrative agreement with Varshney Capital Corp. ("VCC"), a company with a director in common, whereby the Company agreed to pay administrative services fees of \$500 per month plus tax.

During the nine months ended November 30, 2017, the Company incurred \$4,725 (2016- \$4,725) for administrative fees to VCC.

As at November 30, 2017, \$Nil (February 28, 2017 - \$1,784) was owed to a director for reimbursement of expenses.

Summary of outstanding share data as at January 18, 2018:

Authorized: Unlimited common shares without par value

Issued and outstanding: 5,085,000 (including 585,000 held in escrow)

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors, thank you for your continued support.

"Praveen Varshney"

Praveen Varshney
President, CEO, CFO and Director