ROYAL LIFESCIENCE CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015

Background

The following Management's Discussion and Analysis ("MD&A") is prepared as at June 1, 2015, and should be read in conjunction with the unaudited interim financial statements of Royal Lifescience Corp. (the "Company" or "Royal Lifescience") and the accompanying notes for the interim financial statements of the Company for the three and six months ended March 31, 2015, as well as the audited financial statements for the year ended September 30, 2014. Additional information regarding the Company is available on SEDAR at www.sedar.com.

As of February 23, 2011, date of inception, the Company adopted International Financial Reporting Standards ("IFRS"). All dollar figures included herein and in the following MD&A are quoted in Canadian dollars unless otherwise stated. The interim financial statements for the three and six months ended March 31, 2015 have been prepared in accordance with International Financial Reporting Standard ("IFRS") as issued by the International Accouning Standards Board. Readers of this MD&A should refer to "Change in Accounting Policies" below for a discussion of IFRS and its effect on the Company's financial presentation.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of focused common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A may contain forward looking statements based on assumption and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Company Overview and Overall Performance

The Company was incorporated as "Royal Lifescience Corp." under the Business Corporations Act (British Columbia) on February 23, 2011. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The Company was listed its common shares on the TSXV under the symbol RLS.P. The Company has transferred the listing of its common shares to the NEX board of the TSXV due to the Company's failure to complete a Qualifying Transaction within the time period allotted by the TSXV policies, under the trading symbol RLS.H. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to acceptance by regulatory authorities and receipt of shareholder approval.

On February 28, 2011, the Company issued its initial seed shares of 2,000,000 common shares for gross proceeds of $100,000. On April 30, 2012, the Company completed its initial public offering (the "Offering") of 4,000,000 common shares (the "Offering Shares") issued at a price of $0.10 per offered Share resulting in gross proceeds to the Company of $400,000.

Upon completion of the Offering, the Company had 6,000,000 common shares issued and outstanding, and which common shares has commenced trading on the TSXV on April 30, 2012 under the symbol "RLS.P"

The Company has no business operations and its only significant asset is cash. Future operations are dependent upon the Company's ability to identify and complete its Qualifying Transaction ("QT") within 24 months from the date the Company's share are listed for trading on the Exchange as defined in the CPC Policy. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of Non Arm's Length Qaulifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company may raise significant funds through share offerings, debt, or operations to support current and future expenditures.

On August 31, 2012, the Company entered into a term-sheet with Nanocrystal Technology Inc. (the "Nanocrystal"), for the arm's length acquisition of all of the issued and outstanding shares of Nanocrystal (the "Transaction").

On February 27, 2014 the Company announced termination of its Qualifying Transaction due to a variety of factors, including volatile and declining economic conditions and a significant delay in the due diligence review of Nanocrystal. The Company will continue to pursue other opportunities with a view to completing a Qualifying Transaction under the CPC policy of the TSXV.

Pursuant to the policy 2.4 of the TSXV, the Company has transferred the listing of its common shares to the NEX board of the TSXV due to the Company's failure to complete a Qualifying Transaction within the time period allotted by the TSXV policies, under the trading symbol RLS.H. In connection with the transfer to NEX, an aggregate of 1,000,000 seed shares of the Company held in escrow by certain non-arm's length parties have been cancelled in accordance with the policies of the TSXV. The Company obtained the requisite shareholder approval for both the transfer to NEX and the cancelling of certain escrow shares at its annual and special meeting of its shareholders held on July 9, 2014.

The Company's ability to continue as a going concern is dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses while listed on the NEX. Such an acquisition will be subject to regulatory approval and may be 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 available means. There is no assurance that the Company will be able to identify or complete QT, obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These unaudited interim financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the statement of operations and comprehensive loss and financial position classifications that would be necessary were the going concern assumption not appropriate.

Selected Annual Information

The following financial data, which has been prepared in accordance with International Financial Reporting Standards ("IFRS"), is derived from the Company's audited financial information for the years ended September 30, 2014, 2013 and 2012. The Company prepares financial information according to International Financial Reporting Standards ("IFRS") and all information is reported in Canadian Dollars.

	Year ended September 30, 2014	Year ended September 30, 2013	Year ended September 30, 2012
	$	$	$
Total Revenue	-	-	-
Net Income (loss) in total	(160,840)	(49,159)	(67,530)
Net Income (loss) per share	(0.03)	(0.01)	(0.02)
Cash held in trust	186,335	220,683	277,096
Total assets	186,335	343,673	376,128
Shareholders' equity	136,611	297,451	346,611

Summary of Quarterly Results

A summary of quarterly results is included in the table below. The financial information is derived from the Company's interim unaudited financial statements:

	Three months ended March 31, 2015	Three months ended December 31, 2014	Three months ended September 30, 2014	Three months ended June 30, 2014
Net loss ($)	17,786	2,828	14,222	5,355
Comprehensive loss	17,786	2,828	14,222	5,355
Net loss per share -basic & diluted ($)	(0.00)	(0.00)	(0.00)	(0.00)
Weighted avg. common shares -basic & diluted	5,000,000	5,000,000	5,241,758	6,000,000

	Three months ended March 31, 2014	Three months ended December 31, 2013	Three months ended September 30, 2013	Three months ended June 30, 2013
Net loss ($)	139,660	1,603	4,236	21,331
Comprehensive loss	139,660	1,603	4,236	21,331
Net loss per share -basic & diluted ($)	(0.02)	(0.00)	(0.00)	(0.00)
Weighted avg. common shares -basic & diluted	6,000,000	6,000,000	6,000,000	6,000,000

Fluctuations in reported earnings/losses during the periods noted above are primarily due to changes in general and administration expenses, accounting fee, stock transfer agent and filing fees, travel expenses, incorporation expense and stock-based payment. The Company had incurred an accumulated deficit of $299,087 from its incorporation date to March 31, 2015.

Results of Operations

Due to the Company's status as a CPC, there are no revenues to report from its current operations. The Company does not have any operations and will not conduct any business other than the identification and evaluation of businesses and assets for potential Qualifying Transactions.

Disclosure for Venture Issuers without Revenue

The Company did not have revenue from operations since inception. The components of the Company's expenses are as follows:

	Three Months Ended March 31, 2015	Three Months Ended March 31, 2014
Audit and accounting fees	12,814	13,165
Due diligence expenses	-	118,000
General administration expenses	349	-
Stock transfer agent and filing fees	4,593	8,495
Total Operating Expenses	$ (17,786)	$ (139,660)

For the three months ended March 31, 2015

The Company incurred a net loss of $17,786 for the three months ended March 31, 2015. Operating expenses consisted of $12,814 for year end audit and accounting fees, $349 for general administration expenses and $4,593 for transfer agent and filing fees related to maintenance status of SEDAR filing and TSX-V filing fees. Compared with the same period ended March 31, 2014, the Company incurred a net loss of $139,660. Operating expenses consisted of $13,165 for year end audit and accounting fees, $118,000 for due diligence expenses in connectioin with qualified transaction $8,495 for stock transfer agent and filing fees related to maintanence status of SEDAR filing and TSX-V filing.

For the six months ended March 31, 2015

The Company incurred a net loss of $20,614 for the six months ended March 31, 2015. Operating expenses consisted of $12,844 for audit and accounting fees, $349 in general administration expenses and $7,421 for transfer agent and filing fees related to maintanence status of SEDAR filing and TSX-V filing fees. Compared with the same period ended March 31, 2014, the Company incurred a net loss of $141,263. Operating expenses consisted of $13,165 for year end audit and accounting fees, $118,000 for due diligence fees in connection with qualified transaction and $10,098 for stock transfer agent and filing fees related to maintanence status of SEDAR filing and TSX-V filing.

Financing Activities and Liquidity

During the six months ended March 31, 2015, the Company has no investing activity.

The Company has no assets other than cash held in trust, sales tax refund receivable and has not pledged any of its assets as security for loans or otherwise and is not subject to any debt covenants. Management believes that the Company has sufficient working capital to meet its anticipated current financial obligations until a Qualifying Transaction is identified. However, the Company requires additional funds to complete the Qualifying Transaction.

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company does not own or have an interest in any business operations and does not derive any revenues from operations. The Company's activities have been funded through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it completes a Qualifying Transaction. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of finance cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available and can be obtained.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. As of March 31, 2015, the Company had cash of $115,675 available to meet short-term business requirements and $559 in payables and accrued liabilities for a working capital position of $115,997 compared to a working capital position of $136,611 as at September 30, 2014. The decrease in working capital was primarily due to net loss of $20,614.

The Company has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the completion of a qualifying transaction. The Company did not have any investing activities and has no long term debt.

Capital Resources

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at March 31, 2015, the Company's shareholders' equity was $115,997 (2014 - $136,611) and it had no outstanding long-term debt. The capital was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

As at March 31, 2015, the Company did not have any commitments for capital expenditures, and the Company does not anticipate any such commitments until it consummates a Qualifying Transaction.

Cash Flow from Operating Activities

The Company recorded a net loss for the six months ended March 31, 2015 of $20,614, which when adjusted for working capital items totaling $50,046, resulted in cash usage of $70,660 in operating activities compared to a net loss of $141,263 and cash usage of $24,924 in operating activities for the six months ended March 31, 2014.

Expenses incurred during the six months ended at March 31, 2015 were primarily due to year end audit and accounting fees, the stock transfer agent and filing fees of its monthly status.

Cash Flows Used in Investing Activities

During the six months ended March 31, 2015 and 2014, no investing activity occurred.

Cash Flow from Financing Activities

During the six months ended March 31, 2015 and 2014, no financing activity occurred.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

As of March 31, 2015, included in the accounts payable and accrued liabilities, $Nil (2014 - $49,134) was due to Thomas, Rondeau LLP, for legal services provided by a law firm of which a director and an officer of the Company was a partner prior to 2013. Management did not receive any compensation during the three and six months ended March 31, 2015. The directors and officers currently own 13% of the issued and outstanding common shares on a non-diluted basis.

Cash held in trust with the Company's counselat March 31, 2015 represented $115,675 (2014 - $186,335) from the proceeds of $500,000, of which $100,000 in seed share issuance and $400,000 in initial public offering.

Proposed Transactions

At the present time the Company has no proposed transactions that are required to be disclosed. All current transactions are fully disclosed in the interim unaudited financial statements for the three and six months ended March 31, 2015.

Critical Accounting Estimates

The preparation of these financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements is described below:

- the inputs used in accounting for share based payments expense in the statements of operations and comprehensive loss;
- the composition of deferred tax assets and liabilities included in the notes to the financial statements;
- the inputs used in determining the various commitments accrued in the statements of financial position.

Information about significant areas of critical judgments in preparing the financial statement is described below:

- management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements for the three and six months ended March 31, 2015. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management has considered potential source of future funding and the Company's ability to locate a qualifying transaction.

FINANCIAL INSTRUMENTS

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had a cash balance which is held in trust of $115,675 to settle current liabilities of $559.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

Fair Value

The fair value of the Company's cash held in trust and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

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.

The fair value of cash held in trust is based on level 1 inputs of the fair value hierarchy.

Changes in Accounting Policies

The Company adopted the following policies for accounting periods beginning on or after October 1, 2013.

Amendments to IFRS 13 Fair Value Measurement

On May 12, 2011 the IASB issued IFRS 13 Fair Value Measurement. IFRS 13, which is effective from January 1, 2013, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). The adoption of this amendment did not impact the Company's financial statements.

IAS 1 Presentation of Financial Statements

The amendments to IAS 1 Financial Statement Presentation require entities to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future. Items that will not be recycled, such as remeasurements resulting from the amendments to IAS 19, will be presented separately from items that may be recycled in the future, such as deferred gains and losses on cash flow hedges. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. Amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2013. The adoption of this amendment did not impact the Company's financial statements.

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for our accounting periods beginning on or after October 1, 2014. These include:

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation

Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014. The Company is currently evaluating the impact of this standard and does not expect the impact of such changes on the financial statements to be material.

IFRS 9 Financial instruments

IFRS 9 was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primary unchanged from IAS 39, other than the fair value measurement option which now addresses an entity's own credit risk. Additional amendments are expected with respect to de-recognition of financial instruments, impairment and hedge accounting.

This new standard will also impact disclosures provided under IFRS 7 Financial instrument: disclosures. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company has not yet assessed the impact of this standard or determined whether it will early adopt this standard.

IAS 24 Related party disclosures

The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key arrangement personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014. The Company has not yet assessed the impact of this amendment on its financial statements.

Financial and Other Instruments

The Company's financial assets and liabilities consist of cash held in trust, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these instruments approximates their carrying value due to the short term nature of their maturity.

Outstanding Share Data

a) The Company is authorized to issue an unlimited number of common shares at no par value.

b) Issued and outstanding common shares as of filing date of MD&A were 5,000,000, out of which 1,000,000 common shares are escrowed shares.

c) Stock options

As at March 31, 2015 and the date of this MD&A, 600,000 stock options were outstanding and exercisable with a remaining life of 2.08 years and no options were exercised.

d) Agent's options

As at March 31, 2015 and the date of this MD&A, 400,000 agent's options expired exercised.

Additional Disclosure for Venture Issuers without Significant Revenue

The Company had no revenue from operations since inception on February 23, 2011. The following is a breakdown of the material costs incurred:

	Three Months ended March 31, 2015	Three Months ended March 31, 2014	Six Months ended March 31, 2015	Six Months ended March 31, 2014
	$	$	$	$
Audit and accounting fees	12,814	13,165	12,844	13,165
Due diligence expenses	-	118,000	-	118,000
General administration expenses	349	-	349	-
Stock transfer agent and filing fees	4,593	8,495	10,098	10,098
Total	17,786	139,660	20,614	141,263

The following table sets forth a breakdown of the share issuance costs of $158,324 incurred in preparation for the Company's IPO and the lising of its common shares on the Exchange from September 30, 2012 to March 31, 2015.

	Six Months ended March 31, 2015	Year ended September 30, 2013	Year ended September 30, 2012
	$	$	$
Agent's commission and disbursements	-	-	77,600
Legal fees and disbursements	-	-	43,502
Listing and related filing fees	-	-	21,542
Audit fees	-	-	15,680
Total	-	-	158,324

Risks and Uncertainties

To date, the Company has not completed its Initial Public Offer nor has it identified a Qualifying Transaction in which to participate. The Company has limited funds with which to identify a Qualifying Transaction upon completion of their Initial Public Offering, and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction within the time period permitted.

Cautionary Statement on Forward-Looking Information

This MD&A may contain certain statements that may be deemed "forward-looking statements." All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," "interprets," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Forward-looking statements in this document include statements regarding liquidity and effects of accounting policy changes, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking statements are based on various assumptions including, without limitation, the expectations and beliefs of management that the Company can access financing. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law.

Disclosure Controls and Procedures

The Company has established disclosure controls, procedures and corporate policies so that the financial results are presented accurately, fairly and in a timely manner in all material respects.

The disclosure controls and procedures are designed to provide a reasonable assurance that all material information required to be disclosed in reports filed or submitted under applicable securities regulation is accumulated and communicated to our management, as appropriate. Management recognizes that internal control systems, no matter how well designed, have inherent limitations. Any control system, no matter how well conceived or operated, can provide only reasonable and not absolute assurance that the objectives of the control system are met.

Management confirms there have been no changes in the Company's internal controls over financial reporting that occurred during the most recent interim period that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Material Event

On April 28, 2015, the Company held its Annual General and Special Meeting of Shareholders (the "Meeting"). The Company's shareholders approved all the resolutions, including the election of directors, the appointment of MNP LLP as the auditors of the Company and amendment of the Company's incentive stock option plan in accordance with TSX Venture Exchange policies,. The Company's board of directors for the next year is formed by three members:

Messrs. Craig D. Thomas,
Minaz Dhanani and
Pradeep Varshney

In connection with the election of Mr. Varsheny, the Company and one of the Company's current directors has agreed to transfer a total of 100,000 common shares of the Company (the "Seed Shares") which are currently held in escrow pursuant to the TSX Venture Exchange requirements to Mr. Varsheny at a price of $0.05 per Seed Share (the "Escrow Transfer"). The current directors of the Company retain an aggregate of 650,000 Seed Shares which are subject to escrow. The Escrow Transfer is subject to the approval of the TSX Venture Exchange.

Other Matters

Legal Proceedings

There are no ongoing legal proceedings of any kind initiated by the Company or third parties against the Company.

Contingent Liabilities

As at the date of this MD&A, management was unaware of any outstanding contingent liability relating to the Company's activities.

Outlook

Now that the Company has successfully completed its IPO and is a listed issuer on the Exchange, the Company's primary focus for the foreseeable future will be on reviewing its financial position to search out suitable acquisition opportunities for a Qualifying Transaction.

Directors and Officers

The Company currently has three directors, two of whom are considered to be independent.

Craig D. Thomas – CEO, CFO, Secretary and Director

Minaz Dhanani – Director

Pradeep Varshney – Director

<u>Additional Information</u>

Additional information about the Company is available on SEDAR at www.sedar.com.