UNIVERSAL VENTURES INC.
Management Discussion and Analysis
For the six month period ended June 30, 2016

The Management Discussion and Analysis ("MD&A"), prepared August 19, 2016 should be read in conjunction with the audited financial statements and notes thereto for the year ended June 30, 2016 of Universal Ventures Inc. ("Universal") which were prepared in accordance with International Financial Reporting Standards.

This management discussion and analysis 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 the 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.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the Province of British Columbia on December 21, 2010.

The Company was an exploration stage company. At June 30, 2016, the option agreement for the TIB property has lapsed. It has been determined that amounts shown for exploration and evaluation assets are not recoverable. The Company is pursuing the proposed acquisition of Promitheas Int'l Ltd. ("Promitheas"), a privately-held construction company focussed on securing construction contracts for projects in Qatar and throughout the Gulf Cooperation Council (the "Proposed Transaction"). Completion of the Proposed Transaction is subject to a number of conditions precedent, including stock exchange acceptance and shareholder approval.

The Company entered into a letter of intent (the "Letter of Intent") on July 15, 2015 with Promitheas a private company incorporated pursuant to the laws of the United Kingdom, and two principal shareholders of Promitheas, Thomas Georgakis and Vasileios Bougioukos, in respect of a proposed business combination of the two companies (the "Proposed Transaction"). Promitheas is an independent construction development company focused on bidding for construction contracts for projects in Qatar and throughout the countries constituting the Gulf Cooperation Council (Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and United Arab Emirates).

The Proposed Transaction is subject to the Company arranging an equity financing on a best efforts basis for gross proceeds of between $1,200,000 and $1,600,000 (the "Financing"). It is anticipated that, in connection with the Proposed Transaction, the net proceeds from the Financing will be used for: (a) developing Promitheas' assets and construction opportunities; and (b) general working capital purposes.

The Company, Promitheas and the shareholders of Promitheas have executed a definitive acquisition agreement (the "Acquisition Agreement") dated June 22, 2016. Pursuant to the Acquisition Agreement, the Company is to acquire all of the 100 issued and outstanding shares of Promitheas (the "Promitheas Shares") for a price of $68,469.20 per Promitheas Share, satisfied by the issuance to each Promitheas Shareholder of 171,173 common shares of the Company ("Universal Shares") in exchange for each Promitheas Share. In addition, Thomas Georgakis and Vasileios Bougioukos, the founders of Promitheas, are to be paid additional consideration of (a) 200,000 Euros each (one half of which is to be paid in cash at closing with the remaining one-half to be paid within one year from closing), and (b) in the case of (i) Mr. Georgakis, an additional 636,218 Universal Shares; and (ii) Mr. Bougioukos, an additional 424,146 Universal Shares.

The Proposed Transaction is also subject to regulatory, shareholder and such other approvals as may be required. The Proposed Transaction is to be completed by way of ashare exchange, whereby Promitheas shareholders will acquire control of the Company in transaction that would constitute a reverse takeover of the Company.

EXPLORATION PROJECT

The Company exploration and evaluation assets were written off during the year ended December 31, 2015.

SELECTED ANNUAL INFORMATION
($000's except loss per share)

	December 31, 2015	December 31, 2014	December 31, 2013
Revenue	$ 0	$ 0	$ 0
Net Loss	$ (597)	$ (148)	$ (130)
Basic and Diluted Loss Per Share	$ (0.07)	$ (0.02)	$ (0.02)
Total Assets	$ 58	$ 653	$ 698
Long-Term Debt	$ 0	$ 0	$ 0
Dividends	$ 0	$ 0	$ 0

OPERATIONS

Three month period ended June 30, 2016
During the three months ended June 30, 2016 the Company reported a net loss of $40,649 (2015 – $49,901). Included in the determination of operating loss was $2,485 (2015 - $2,648) spent on rent, $18,000 (2015 - $15,000) on management and administration, $16,100 (2015 - $24,491) on professional fees, $1,044 (2015 - $4,059) on transfer agent and filing fees, $130 (2015 - $469) on advertising and promotion, and $1,561 (2015 – $1,105) on office and miscellaneous.

Six month period ended June 30, 2016
During the six months ended June 30, 2016 the Company reported a net loss of $74,246 (2015 – $84,120). Included in the determination of operating loss was $4,973 (2015 - $5,839) spent on rent, $36,000 (2015 - $30,000) on management and administration, $23,550 (2015 - $33,398) on professional fees, $5,012 (2015 - $10,490) on transfer agent and filing fees, $209 (2015 - $616) on advertising and promotion, and $3,173 (2015 – $1,648) on office and miscellaneous.

SUMMARY OF QUARTERLY RESULTS
($000's except earnings per share)

	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015
Revenue	$ 0	$ 0	$ 0	$ 0
Net loss	$ (74)	$ (34)	$ (462)	$ (51)
Basic and diluted Loss per share	$ (0.01)	$ (0.01)	$ (0.06)	$ (0.01)

	June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014
Revenue	$ 0	$ 0	$ 0	$ 0
Net income or (loss)	$ (50)	$ (34)	$ (18)	$ (32)
Basic and diluted Loss per share	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.01)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at June 30, 2016 were $48,682 compared to $37,551 at December 31, 2015.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.
The following amounts included in accounts payable and accrued liabilities are due to related parties as at June 30, 2016 and 2015:

	2016	2015
	$	$
Accounts payable and accrued liabilities	36,330	4,830

The amounts are due to companies controlled by directors of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions during the periods ended June 30, 2016 and 2015:

	2016	2015
	$	$
Professional fees	12,050	13,400
Rental Income	(8,581)	(8,242)

The acquisition costs and professional fees are paid to directors or companies they control. Rental income is received from a company with directors in common. The rental income has been offset against rental expense on the statements of comprehensive loss.

Key management personnel receive compensation in the form of short-term employee benefits. Key management personnel include the CEO and a director of the Company. The remuneration of key management during the periods ended June 30, 2016 and 2015 is as follows:

	2016	2015
	$	$
Management fees	36,000	30,000
Share-based payments	–	–
Total	36,000	30,000

SUBSEQUENT EVENTS

There were no material subsequent events.

APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

ADOPTION OF NEW PRONOUNCEMENTS

The Company adopted the following accounting policies effective January 1, 2015:

IFRIC 21 ***Levies*** - In May 2013, the IASB issued IFRIC 21, an interpretation of IAS 37 - *Provisions, Contingent Liabilities and Contingent Assets* ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past activity or event ("obligating event") described in the relevant legislation that triggers the payment of the levy.

IAS 32– Financial Instruments: Presentation- In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

IAS 36 ***Impairment of Assets*** - In May 2013, the IASB issued amendments to IAS 36 which restricts the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal.

The adoption of the above new standards and the amendments to other standards did not have a significant impact on the Company's consolidated financial statements.

ACCOUNTING STANDARDS ISSUED BUT NOT YET IMPLEMENTED

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

New accounting standards effective for annual periods on or after January 1, 2017:

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.

IAS 16 – ***Property, Plant and Equipment*** **and IAS 38 –** ***Intangible Assets***
In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

IFRS 9 ***Financial Instruments*** - In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

CRITICAL ACCOUNTING POLICIES

<u>Stock-based Compensation</u>

The Company has a stock option plan, which is described in to the financial statements. The Company applies the fair value method to all stock-based payments and to all grants that are direct awards of stock that call for settlement in cash or other assets. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, share capital is credited for the consideration received and the related contributed surplus is decreased. The Company uses the Black Scholes option pricing model to estimate the fair value of stock based compensation.

<u>Financial Instruments</u>

Financial assets are classified into one of four categories:

- Fair value through profit or loss;
- Held-to-maturity;
- Available for sale and;
- Loans and receivables

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

Financial assets at fair value through profit or loss ("FVTPL")

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVTPL if

- It has been acquired principally for the purpose of selling in the near future;
- It is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or;
- It is a derivative that is not designated and effective as a hedging instrument.

The Company's cash is classified as FVTPL asset.

Held-to-maturity ("HTM")

HTM investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as HTM investments.

Available-for-sale financial assets ("AFS")

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as (i) loans and receivables, (ii) held-to-maturity investments or (iii) financial assets as at FVTPL. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on AFS monetary items, are recognized in other comprehensive income or loss. When an investment is derecognized, the cumulative gain or loss in the investment revaluation reserve is transferred to profit or loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less and impairment losses.

Derecognition of financial assets

A financial asset is derecognized when:

- The contractual right to the asset's cash flows expire; or
- If the Company transfer the financial assets and substantially all risks and rewards of ownership to another entity.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of all financial assets is directly reduced by the impairment loss. With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

SHARE CAPITAL

Issued

The Company had 8,118,443 common shares issued and outstanding as at June 30, 2016 and August 19, 2016.

Share Purchase Options

The Company had 300,000 stock options outstanding as at June 30, 2016 and August 19, 2016.

Warrants

The Company had no share purchase warrants outstanding as at June 30, 2016 and August 19, 2016.

Escrow Shares

The Company had no common shares held in escrow as at June 30, 2016 and August 19, 2016.