Eyecarrot Innovations Corp.
(Formerly Nanton Nickel Corp.)
Management Discussion and Analysis
For the six months ended August 31, 2016

Introduction

Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Eyecarrot Innovations Corp.'s, formerly Nanton Nickel Corp., ("the Company") consolidated financial statements for the six months ended August 31, 2016. This MD&A should be read in conjunction with the consolidated interim financial statements of the Company and the notes thereto for the six months ended August 31, 2016. The effective date of this report is October 31, 2016. The consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars which is the Company's functional and presentation currency. On July 10, 2015, the Company began trading as Eyecarrot Innovations Corp. under the symbol "EYC". Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and economic return; the need for cooperation of government agencies; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; uncertainty related to the completion of the amalgamation.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of October 31, 2016 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning our expectations regarding the ability to raise additional funds, results of the research and development performed in relation to the products and services of the Company, positive result due to the change in business model, possibility of entering into strategic alliance, distribution agreements and other arrangements to market their products and services and possibility of producing viable products through the use of the new technologies purchased and developed.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to early stage of technology and product development; uncertainties as to fluctuation of the stock market; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

Description of Business and Overview

Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.), (the "Company") was incorporated under the laws of British Columbia on September 7, 2011. The registered and records office is located at 800 – 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

The Company was a mineral exploration company involved in the identification, acquisition and exploration of mineral properties located in British Columbia. On February 3, 2014 and August 15, 2014, the Company announced it has entered into an asset purchase agreement for the acquisition of all of the assets, intellectual property, trademarks and copyrights of Wayne Engineering, an unincorporated sole proprietorship, the intellectual property and patents of Dr. Selwyn Super, and patents/trademarks of Eyecarrot Innovations Corp. (the "Acquisitions"). The Acquisitions was finalized on June 30, 2016 and changed the business of the Company to focus on the development and commercialization of visual and neuro-cognitive processing products.

On October 19, 2015, the Company announced that it has entered into a Letter of Intent ("LOI") to acquire the Guelph Vision Therapy Center (GVTC) from the Patrick Quaid Family Trust (the "Trust"). GVTC is the first clinic in Canada to integrate Occupational Therapy, Psychology, Speech and Language Pathology and Vision Therapy in a collaborative care effort. Together with GVTC, Eyecarrot is well positioned to improve the integration of vision care through a growing network of practitioners, thought leaders and community partners while leveraging innovative, cloud-based technologies. This strategic relationship brings together two companies with complementary strengths and cultures to achieve the ultimate goal of enabling the engineering of vision science through big data and innovation while growing revenues.

The agreement dated Oct. 16, is binding on GVTC as to exclusivity and non-solicitation and remains subject to completion of final due diligence by Eyecarrot. Eyecarrot has paid a deposit of $250,000 to the trust, of which 50 per cent is refundable should Eyecarrot determine not to proceed. The aggregate purchase price of $2.5-million will consist of $1,875,000 in cash and $625,000 paid through the issuance of common shares of Eyecarrot, as well as an instalment determined as the average EBITDA of the first two years post transaction, all payable over approximately 30 months. The transaction is subject to customary closing conditions, including necessary due diligence, regulatory clearance. On March 11, 2016, the Company terminated the LOI.

On June 30, 2015, upon completion of the Acquisitions and change in the business of the Company, John Walther and Anthony Jackson resigned as directors of the Company, though Mr. Jackson continued to act as the Company's Corporate Secretary and Chief Financial Officer. Dr. John

Flanagan was appointed as a new director of the Company. Dr. Selwyn Super has been appointed as Chief Scientific Director and Dr. Patrick Quaid has been appointed as the Chief Scientific Officer - BV for the Company.

On July 15, 2015, Dr. Brent Norton M.D., M.B.A., ICD.D was appointed as President, CEO and Director of the company. Adam Cegielski will move to Chief Product Officer, and Director of the company.

On March 2, 2016, the Company has appointed Adam Cegielski, founder of Eyecarrot, as president and chief executive officer.

On July 10, 2015, the Company began trading as Eyecarrot Innovations Corp. under the symbol "EYC".

On May 1, 2015 (the "Effective Date"), the Company completed its proposed plan of arrangement ("Arrangement") to spin-out the Murray Ridge (MR) Property to a newly incorporated wholly owned subsidiary company, 1031216 B.C. Ltd ("Spinco"). The purpose of the Arrangement is to preserve the interests of the shareholders in the Murray Ridge (MR) property following completion of the Acquisitions by transferring them to Spinco, a stand-alone corporate entity focused on the exploration and development of the Murray Ridge (MR) Property. Pursuant to the Arrangement, shareholders of the Company on record on the Effective Date will receive one common share of Spinco for every one common share of the Company that they own while retaining their shares of the Company.

Acquisitions

On June 30, 2015, the Company closed the asset purchase agreements for the acquisition of all the assets, trademarks and copyrights of Wayne Engineering (the "Wayne Business"), an unincorporated sole proprietorship, the intellectual property and patents of Dr. Selwyn Super (the "Super Assets"), and the acquisition of the shares of Eyecarrot Innovations Corp. ("Eyecarrot") (the "Acquisitions"). The Acquisitions constitute a change in business of the Company pursuant to the policies of the TSX Venture Exchange. Deferred acquisition costs of $108,653 were incurred as at February 28, 2015. During the year ended February 29, 2016, additional acquisition costs of $24,760 were incurred.

The following represents the consideration for the Acquisitions:

i) as consideration for the acquisition of all of the issued and outstanding securities of Eyecarrot, the Company issued to the Eyecarrot security holders 4,500,000 common shares of the Company and 500,000 warrants to acquire common shares of the Company, each such warrant being exercisable at a price of $0.25 per share until June 30, 2017;

ii) as consideration for the acquisition of the Super Assets, the Company paid to the owners of the Super Assets US$250,000 in cash and grant of a 2% royalty based on the annual revenues of the Company. The royalty will have a six year term; and

iii) as consideration for the acquisition of the Wayne Business, the Company paid to the owners of Wayne Engineering an aggregate of US$78,000 payable in cash and will issue 250,000 common shares of the Company as follows;

- 50,000 shares issuable on May 4, 2016;
- 100,000 shares issuable upon the Wayne Business achieving yearly gross sales of $250,000; and
- 100,000 shares issuable upon the Wayne Business achieving 1,000,000 users of digital programs created from such business.

Wayne Business Acquisition

The acquisition of the Wayne Business meets the definition of a business combination and has been accounted for using the acquisition basis of accounting. The purchase price comprises cash of $99,444 (US$78,000) and management's estimate of the fair value of the contingently issuable shares using a probability weighted average of the number of shares to be issued using a fair value market price of $0.25 per common share, for a total value of $25,000.

The purchase price consideration has been allocated to the fair value of the net assets and liabilities of the Wayne Business as follows:

Current assets	$	3,548
Current liabilities		(4,443)
Goodwill*		125,339
Purchase price consideration	$	124,444

*Goodwill is primarily related to the growth expectations, expected future profitability and expertise related to the Wayne products for further development of the visual and neuro-cognitive processing products.

Eyecarrot Acquisition

The acquisition of the shares of Eyecarrot does not meet the definition of a business. The purchase price comprises 4,500,000 common shares of the Company using an estimated fair value market price of $0.25 per common shares for a total fair value of $1,125,000. The fair value of the 500,000 warrants issued has been estimated using the black scholes option pricing model in the amount of $60,010.

The purchase price consideration has been allocated to the fair value of the Eyecarrot assets as follows;

Intellectual property	$	1,229,481
Purchase price consideration		1,185,010
Transaction costs to be capitalized		44,471
	$	1,229,481

The Eyecarrot intellectual property amount of $1,229,481 is estimated to have a useful life of 10 years and is being amortized on a straight line basis.

Super Assets Acquisition

The acquisition of the Super Assets does not meet the definition of a business combination. The purchase price comprised cash of $305,069 (US$250,000). The consideration is allocated to intellectual property representing the purchase price of the Super intellectual property. In addition, the Company capitalized transaction costs of $44,471. The Super intellectual property amount of $349,540 is estimated to have a useful life of 10 years and is being amortized on a straight line basis.

Acquisition of Guelph Vision Therapy Center

On October 16, 2015, the Company entered into a Letter of Intent ("LOI") to acquire the Guelph Vision Therapy Center (GVTC) from an entity controlled by an officer of the Company. GVTC is the first clinic in Canada to integrate Occupational Therapy, Psychology, Speech and Language Pathology and Vision Therapy in a collaborative care effort. This strategic relationship planned to bring together two companies with complementary strengths with respect to engineering of vision science.

The closing of the agreement was subject to completion of final due diligence by the Company and regulatory approvals. The Company had paid a deposit of $250,000 to owners of GVTC, of which 50 per cent is refundable should the Company determine not to proceed. The aggregate purchase price of $2,500,000 will consist of $1,875,000 in cash and $625,000 paid through the issuance of common shares of the Company. On March 11, 2016, the Company terminated the LOI and has expensed $125,000 of the non-refundable portion of the deposit.

Selected Annual Information

The following table sets forth selected audited financial information of the Company for the last three completed financial periods:

	February 29, 2016	**February 28, 2015**	**February 28, 2014**
Revenue	$67,629	$Nil	$Nil
Net Loss	($3,843,532)	($865,971)	($700,699)
Loss Per Share – basic and diluted	($0.09)	($0.05)	($0.05)
Total Assets	$2,596,593	$174,979	$107,415

The increase in net loss from 2014 to 2016 was due to the significant increase in costs, which includes consulting fees, management fees, professional fees and travel and promotion expenses, related to the potential transactions and change of business. In addition, the Company's loss on forfeited deposit of $125,000 during 2016.

The increase in revenue from $nil in prior year to $67,629 is due to the acquisition of Wayne Engineering resulting from the sale of visual and neuro-cognitive processing products.

During the year ended February 29, 2016, the Company's net loss was $3,843,532 compared to $865,971 in February 28, 2015. Professional fees increased from $84,384 in February 28, 2015 to $297,896, bank charges and interest increased from $1,276 in February 28, 2015 to $15,255, management fees increased from $120,150 in February 28, 2015 to $342,012, office and rent increased from $93,147 in February 28, 2015 to $199,634, travel and promotion increased from $168,002 in February 28, 2015 to $306,618, registration and filing fees increased from $25,364 in February 28, 2015 to $83,630, salaries increased from $Nil in February 28, 2015 to $144,580, software engineering and research costs increased from $178,522 in February 28, 2015 to $916,361, and consulting fees increased from $193,541 in February 28, 2015 to $1,373,457. The increase in most expenses was mainly due to the Company's effort in searching for suitable technologies to acquire as a mean to change business focus to become a technology development company and the completion of its plan of arrangement ("Arrangement") to spin-out the Murray Ridge (MR) Property to a newly incorporated wholly owned subsidiary company, 1031216 B.C. Ltd ("Spinco"), on May 1, 2015 (the "Effective Date"). Pursuant to the Arrangement, shareholders of the Company on record on the effective date will receive one common share of Spinco for every one common share of the Company that they own while retaining their shares of the Company.

Summary of Quarterly Results

The following table sets forth selected information from the Company's unaudited quarterly financial statements prepared in accordance with IFRS for the most recent eight quarters.

For the quarters ended:

	August 31, 2016	**May 31, 2016**	**February 29, 2016**	**November 30, 2015**
Total Revenue	$14,962	$30,017	$49,531	$18,098
Net Loss	($571,045)	($1,463,791)	($955,437)	($1,055,693)
Loss Per Share (Basic & Diluted)	($0.01)	($0.03)	($0.02)	($0.02)

	August 31, 2015	**May 31, 2015**	**February 28, 2015**	**November 30, 2014**
Total Revenue	$Nil	$Nil	$Nil	$Nil
Net Loss	($1,230,526)	($601,876)	($389,186)	($252,207)
Loss Per Share (Basic & Diluted)	($0.03)	($0.02)	($0.02)	($0.01)

Results of Operations

During the three months ended August 31, 2016, the Company's net loss was $571,045 compared to $1,230,526 in 2015. Professional fees decreased from $88,821 in 2015 to $17,309, bank charges increased from ($2,692) in 2015 to $1,390, management fees decreased from $60,000 in 2015 to $53,250, office and rent increased from $42,422 in 2015 to $215,249, travel and promotion increased from ($1,674) in 2015 to $26,699, product development increased from $nil in 2015 to $12,800, registration and filing fees decreased from $39,681 in 2015 to $6,609, software engineering and research costs decreased from $323,796 to $87,555, and consulting fees decreased from $679,973 in 2015 to $131,840. The decrease in most expenses was mainly due to the Company's effort in searching for a suitable technology to acquire as a mean to change business focus to become a technology development company.

During the three months ended August 31, 2016, the increase in revenue from $nil in 2015 to $14,962 is due to the acquisition of Wayne Engineering resulting from the sale of visual and neuro-cognitive processing products.

During the six months ended August 31, 2016, the Company's net loss was $2,034,836 compared to $1,832,402 in 2015. Professional fees decreased from $249,042 in 2015 to $163,901, bank charges decreased from $4,137 in 2015 to $2,932, management fees increased from $155,850 in 2015 to $242,100, office and rent increased from $57,995 in 2015 to $344,962, travel and promotion increased from $49,441 in 2015 to $79,112, product development increased from $nil in 2015 to $12,800, registration and filing fees decreased from $55,326 in 2015 to $16,513, software engineering and research costs decreased from $528,344 to $102,546, and consulting fees increased from $762,628 in 2015 to $1,021,061. The increase in most expenses was mainly due to the Company's effort in searching for a suitable technology to acquire as a mean to change business focus to become a technology development company.

During the six months ended August 31, 2016, the increase in revenue from $nil in 2015 to $49,979 is due to the acquisition of Wayne Engineering resulting from the sale of visual and neuro-cognitive processing products.

Capital Resources and Liquidity

At August 31, 2016, the Company had cash of $501,671 (February 29, 2016 - $566,983) and working capital of $332,712 (February 29, 2016 - $667,805). The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management has evaluated the Company's alternatives to enable it to pay its liabilities as they become due and payable in the next twelve-month period, including reducing or postponing expenditures and obtaining additional financing in order to advance the proposed transaction. The Company believes it will raise additional equity to provide liquidity for it to continue as a going concern throughout fiscal 2017. Refer to Financing Activities.

On May 4, 2015, the Company completed the initial tranche of the private placement raising gross proceeds of $3,404,000 through the sale of 13,616,000 shares at a price of $0.25 per share. In relation to this initial trance, finders fees of $53,400 were paid in cash along with the issuance of 40,000 finder's warrants, each exercisable to acquire an additional common share of the Company at a price of $0.25 per share until May 4, 2017. Subscribers of the private placement were not entitled to receive Spinco shares pursuant to the Arrangement and the initial tranche was closed on the next business day following the completion of the Arrangement. A second tranche of the private placement is expected to be completed during 2015. The securities issued pursuant to the initial tranche of the private placement bear a four month hold period expiring on September 5, 2015. The proceeds from the private placement will be used primarily for the furtherance of the Company's business plan following the completion of its proposed Acquisitions, for general working capital, administrative expenses, and to pay the expenses of the Acquisitions and Arrangement.

On July 8, 2015, the Company announced closing of second tranche of financing, raising additional gross proceeds of $1,856,000 through the sale of 7,424,000 common shares at a price of 25 cents per share. The total gross proceeds from the financing amount to $5,260,000 through the sale of 21,040,000 million common shares at a price of 25 cents per share. Aggregate finders' fees of

$55,257.50 were paid in cash and an aggregate of 540,000 finders' warrants, each exercisable to acquire one common share of the company at a price of 25 cents per share for a period of two years, were issued. The proceeds from the financing will be used primarily for the furtherance of the company's business plan following the transaction, for general working capital and administrative expenses, and to pay the expenses of the transaction.

On May 11, 2016, the Company closed a non-brokered private placement of 4,037,500 common shares at $0.40 per share, for total gross proceeds of $1,615,000.

The Company’s cash are highly liquid and held at a major Canadian financial institution.

	Increase (Decrease) in Cash & Cash Equivalents for the Six Months Ended			
		August 31, 2016		**August 31, 2015**
Operating Activities	$	(1,685,312)	$	(2,573,075)
Investing Activities		-		(471,211)
Financing Activities		1,620,000		5,468,279
Total Change in Cash		(65,312)		2,423,993
Cash, Beginning of the Period		566,983		7,766
Cash, End of the Period	$	501,671	$	2,431,759

Operating Activities

Cash used in operating activities primarily consist of general and administrative expenditures. The $887,763 decrease in the use of cash for operating activities for the six months ended August 31, 2016 is mainly attributable to the decreased corporate activities related to the proposed technology transactions.

Investing Activities

There was no cash used in investing activities for the six months ended August 31, 2016.

Financing Activities

The Company currently has no revenues from operations and has been dependent on equity financing to fund its operations.

Cash from financing activities is chiefly attributed to the completion of the initial tranche of the private placement raising gross proceeds of $3,404,000 through the sale of 13,616,000 shares at a price of $0.25 per share, and the completion of the second tranche of the private placement through the issuance of 7,424,000 shares for a net proceeds of $1,793,612.

Other transactions which affected the financing activity include the exercise of 2,556,667 warrants to acquire the same amount of common shares at the price of $0.10, $255,667, and the issuance of 550,000 shares to 2015 subscriptions, $55,000 during the year ended February 29, 2016.

During the six months ended August 31, 2016 cash from financing activities is mainly attributed to the issuance of 4,037,500 common shares at $0.40 per share, for total gross proceeds of $1,615,000.

Management has been successful in accessing the equity markets in the current and prior periods, but there is no assurance that such sources will be available, on acceptable terms, or at all in the future. Factors which could impact management's ability to access the equity markets include the state of capital markets, market prices and market interest for the Company's new direction as a technology company.

Related Party Transactions

Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management:

	Six month period ended August 31, 2016	Six month period ended August 31, 2015	Three month period ended August 31, 2016	Three month period ended August 31, 2015
Management fees	$ 242,100	$ 72,500	$ 53,250	$ 30,000
Consulting fees	224,000	-	-	-
Professional fees	-	61,850	-	30,000
	$ 466,100	**$ 134,350**	**$ 53,250**	**$ 60,000**

The Company entered into the following transactions with related parties for the six months ended August 31, 2016:

a) Paid or accrued management fees of $Nil to former CEO/Chief Product Officer of the Company.
b) Paid or accrued management fees of $173,100 to President and CEO of the Company.
c) Paid or accrued professional fees of $15,750 to CFO of the Company; and
d) Paid or accrued consulting fees of $224,000 to directors and officers of the Company and personnel related to directors and officers of the Company.

As at August 31, 2016, $85,231 (February 29, 2016 - $143,804) is included in accounts payable and accrued liabilities owing to those directors and officers for consulting fees and expense reimbursements.

As at August 31, 2016, accounts receivable includes $14,063 (February 29, 2016 - $14,063) paid to an officer of the Company.

As at August 31, 2016, $4,669 (February 29, 2016 - $130,126) is included in prepaid expenses and deposits to a director for expense reimbursements.

Commitments

The Company is committed to payments for consulting fees over the next three years as follows:

2017	$ 171,258
2018	51,217
2019	12,000
	$ 234,475

The Company has entered into an investor and financial relations agreement with Sigorex Management GmbH ("Sigorex") for a period of twelve months. Under the agreement, the Company has paid Sigorex a total amount of $37,326. The Company is also required to grant Sigorex 250,000 options to acquire common shares of the Company at an exercise price of $1.62 per common share for a period of five years. The issuance of the options is subject to Exchange approval. As at August 31, 2016, the Company has not issued any of the 250,000 options.

The Company has agreements with employees of the Company to issue 40,000 common shares of the Company at $1.62 per common share for a period of three years. The common shares will be in issued in stages. As at August 31, 2016, the Company has not issued any of the 40,000 common shares to employees of the Company.

The issuances of stock options are subject to TSX Venture Exchange approval.

Share Capital and Disclosure of Outstanding Share Data

As at August 31, 2016, the authorized share capital was an unlimited number of common shares and there were 53,906,300 common shares issued and outstanding (February 29, 2016 - 49,818,800). As at the date of this MD&A, the Company had 53,906,300 common shares issued and outstanding.

Stock Options and Warrants

The following summarizes information on the number of stock options outstanding at August 31, 2016 and October 31, 2016:

Expiry Date	Exercise Price	**August 31, 2016**	**August 31, 2015**
August 28, 2017	$ 0.15	400,000	400,000

The remaining contractual life for the outstanding options at August 31, 2016 is 0.99 (August 31, 2015 - 1.99) years.

The following summarizes information on the number of warrants outstanding at August 31, 2016:

Expiry Date	Exercise Price	**August 31, 2016**	**August 31, 2015**
May 4, 2017(1)	$ 0.25	40,000	40,000
June 30, 2017(2)	$ 0.25	500,000	500,000
July 8, 2017(1)	$ 0.25	500,000	540,000
		1,040,000	1,080,000

(1) The fair value of these agent warrants of $64,080 were recorded as share issuance costs calculated using the Black-Scholes option pricing model with the following assumptions: volatility of 90%, risk-free rate of 0.62%, expected life of 2 years and expected dividend yield of 0.00%.

(2) The fair value of the Eyecarrot warrants of $60,010 were recorded as consideration for the Wayne Business acquisition calculated using the Black-Scholes option pricing model with the following assumptions: volatility of 90%, risk-free rate of 0.49%, expected life of 2 years and expected dividend yield of 0.00%.

Outstanding Share Data

As at the date of this report, the Company's fully diluted shares outstanding is as follows:

Common shares	53,906,300
Options	400,000
Warrants	1,040,000
Fully diluted shares outstanding	55,346,300

As at August 31, 2016, 7,650,000 shares and 200,000 warrants are held in escrow.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions except for the transaction described in the Description of Business and Overview.

Subsequent Events

No subsequent event.

Critical Accounting Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the statement of financial position, and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates appear throughout the financial statements and may require adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other relevant factors that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- recoverability of accounts receivable and deposits;
- completeness of accounts payables and accrued liabilities;
- estimated useful lives of equipment and intangible assets;
- the assumptions used in assessing the fair value of non-cash consideration and the assets and liabilities acquired from business combination and asset acquisitions;

- the recognition, recoverability and measurement of deferred income tax assets; and
- the assumptions used in the calculation of the fair value assigned to share-based payments including options and warrants.

Critical accounting judgments

Management must make judgments for items included in the financial statements. Judgments involve a degree of uncertainty and could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made. A summary of items involving management judgment include, but are not limited to:

- the determination of the Company's and its subsidiary's functional currency are determined based on management's assessment of the primary economic environment in which the entities operate;
- the determination of the categories in which financial assets and liabilities are classified;
- the assessment of the Company's ability to continue as a going concern involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances; and
- the determination whether there are any indicators, both internal and external, of impairment for goodwill and intangible assets held by the Company.

New Accounting Standards and Interpretation Not Yet Adopted

The Company will be required to adopt certain standards and amendments issued by the IASB, as described below, for which the Company is currently assessing the impact on its financial statements:

IFRS 9 *Financial Instruments* (2014)

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement*. 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 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.

Applicable to the Company's annual period beginning January 1, 2018.

IFRS 15 *Revenue from Contracts with Customers*

IFRS 15 provides a single, principles based five-step model to be applied to all contracts with customers. The five steps in the model are as follows:

- Identify the contract with the customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contracts
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Guidance is provided on topics such as the point in which revenue is recognized, accounting for variable consideration, costs of fulfilling and obtaining a contract and various related matters. New disclosures about revenue are also introduced.

Applicable to the Company's annual period beginning January 1, 2018.

Clarification of Acceptable Methods of Depreciation and Amortization (Amendments to IAS 16 and IAS 38)

Amends IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment;
- introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated;
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

Applicable to the Company's annual period beginning January 1, 2017.

Financial Instruments

The Company has classified its cash as financial assets at FVTPL, and accounts payable and accrued liabilities, as other financial liabilities. The carrying value of accounts payable and accrued liabilities approximates fair value due to the short-term nature of this financial instrument. The types of risk exposure and the Company's methods of managing the risks remain consistent and are as follows:

(a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(i) Interest rate risk

The Company is not subject to significant interest rate risk with respect to its financial instruments.

(ii) Currency risk

The Company is not exposed to significant currency risk on its financial instruments at year-end. The Company's reported earnings include gain/losses on foreign exchange, largely reflecting revaluation of its foreign operations. The future foreign exchange gain or loss would change based on the level of foreign operating activities.

As at August 31, 2016 and February 29, 2016, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Held in US dollars (stated in Canadian dollars)	
	August 31, 2016	**February 29, 2016**
Cash	$ 14,562	$ 125,308
Other receivables	14,063	14,063
Accounts payable	(48,310)	(38,513)
Financial assets and liabilities	$ (19,685)	$ 100,858

Based upon the above net exposure as at August 31, 2016, a 22% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in approximately $4,300 (2015 - $nil) change in the Company's consolidated net loss and comprehensive loss.

(iii) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices. The Company is not exposed to significant other price risk on its financial instruments.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. The Company is not exposed to significant credit risk on receivables, as these amounts are due from government agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing and financing activities, and through management of its capital structure. All of the Company's financial liabilities have contractual maturities of less than 90 days.

Risks and Uncertainties

The Company has currently changed its business from mineral exploration and development to technologies development. It has not commenced commercial operations and has no assets other than cash, GST/HST receivable, prepaid expenses and deposits, loan receivable and deferred acquisition costs and the intangible assets acquired from the Acquisitions. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

During the year, the Company completed its plan of arrangement ("Arrangement") to spin-out the Murray Ridge (MR) Property to a newly incorporated wholly owned subsidiary company, 1031216 B.C. Ltd ("Spinco").

Business Strategy

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. However, with the proposed transaction, the Company is transitioning to a technology development company. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

Early Stages of Product Development and Uncertain Success

The Company is a development stage company and are in the early stages of developing their products and services. The Company has not yet successfully developed any of their products and services to the final completion stage. The Company may fail to develop any products or services, to implement their business model and strategy successfully or to revise their business model and strategy should industry conditions and competition change. The Company cannot make any assurances that any of the product candidates, if successfully developed, would generate sufficient revenues to enable it to be profitable. Furthermore, The Company cannot make any assurances that it will be successful in addressing these risks. If the Company is not, the Company`s business, results of operations and financial condition will be materially adversely affected.

Establishment of Sales and Marketing Capabilities of Enter into Agreements

The Company does not currently have an organization for the sales, marketing and distribution of software products and related services. The Company anticipates that it will seek to enter into strategic alliances, distribution agreements or other arrangements with third parties to market any products or services the Company develops. If the Company is unable to enter into such agreements, it would have to build sales, marketing, managerial and other non-technical capabilities and develop, train and or manage a sales force, all of which would cause the Company to incur substantial additional expenses. If the Company is unable to establish adequate sales, marketing and distribution capabilities, whether independently or with third parties, the Company may not be able to generate product revenue and may not become profitable.

Unproven and Developmental Nature of Technology
Because the Company`s software is and will be based on new technologies, it is subject to risk of failure. These risks include the possibility that:

(i) The Company`s new approaches will not result in any products or services that gain market acceptance;
(ii) The Company`s software will unfavourably interact with other types of commonly used software, thus restricting the circumstances in which it may be used;
(iii) Proprietary rights of third parties will preclude the Company from marketing a new product; or
(iv) Third parties will market superior or more cost-effective products or services.

As a result, the Company`s activities, either directly or through corporate partners, may not result in any commercially viable products or services.

Title to Assets
Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding
The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Agreements with Other Parties
The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties

to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

Potential Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public and private companies, and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

General Economic Conditions

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold and silver mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

Substantial Volatility of Share Price

In recent years, the securities markets have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

Potential Dilution of Present and Prospective Shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

Management's Responsibility for Financial Information

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.