

MACCABI VENTURES INC.
Management Discussion and Analysis
For the nine months ended September 30, 2015

The Management Discussion and Analysis (“MD&A”), prepared October 28, 2015 should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2014 include in the Company’s prospectus and the notes thereto of Maccabi Ventures Inc. (“Maccabi”) 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 November 13, 2014.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company is currently focusing its financial resources on conducting an exploration program on the Copper King Project. The Company has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts shown for resource property and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, December 31, 2014	5,000	5,850	10,850
Acquisition costs	–	–	–
Other exploration costs	–	111	111
Balance, September 30, 2015	5,000	5,961	10,961

Copper King Project

Pursuant to an option agreement dated November 28, 2014, with Rich River Exploration Ltd. (the “Optionor”), the Company was granted an option to acquire a 100% undivided interest in the Copper King Project property (the “Property”) located near the Olsen Lake north of Powel River, British Columbia.

To earn the 100% interest, the Company agreed to issue 625,000 common shares of the Company to the Optionor, make cash payments totalling \$50,000, and incur a total of \$400,000 in exploration expenditures as follows:

	Common Shares	Cash	Exploration Expenditures
	#	\$	\$
Upon execution of the agreement (paid)	-	5,000	-
Upon listing of the Company's common shares on the Canadian Securities Exchange (the "Listing")	50,000	-	-
On or before the first anniversary of the Listing	75,000	-	-
On or before the second anniversary of the Listing	100,000	-	-
On or before the third anniversary of the Listing	200,000	10,000	100,000
On or before the fourth anniversary of the Listing	200,000	15,000	100,000
On or before the fifth anniversary of the Listing	-	20,000	200,000
Total	625,000	50,000	400,000

The Optionor will retain a 3% Net Smelter Returns royalty on the Property. The first 1% of the royalty may be purchased by the Company at \$750,000 and the 2% remaining can be purchased for \$900,000.

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

	December 31, <u>2014</u>
Revenue	\$ 0
Net Loss	\$ (53)
Basic and Diluted Loss Per Share	\$ (0.01)
Total Assets	\$ 95
Long-Term Debt	\$ 0
Dividends	\$ 0

OPERATIONS

Three month period ended September 30, 2015

During the three months ended September 30, 2015 the Company reported a net loss of \$35,790. Included in the determination of operating loss was \$9,000 spent on rent, \$21,000 on management and administration, \$4,480 on professional fees, \$Nil on transfer agent and filing fees, \$Nil on advertising and promotion and \$1,310 on office and miscellaneous.

Nine month period ended September 30, 2015

During the nine months ended September 30, 2015 the Company reported a net loss of \$162,737. Included in the determination of operating loss was \$27,000 spent on rent, \$63,000 on management and administration, \$41,964 on professional fees, \$17,601 on transfer agent and filing fees, \$2,819 on advertising and promotion and \$7,131 on office and miscellaneous.

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

	September 30, <u>2015</u>	June 30, <u>2015</u>	March 31, <u>2015</u>	December 31, <u>2014</u>
Revenue	\$ 0	\$ 0	\$ 0	\$ 0
NET LOSS	\$ (20)	\$ (57)	\$ (69)	\$ (53)
Basic and diluted Loss per share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at September 30, 2015 were \$1,736 compared to \$68,817 at December 31, 2014.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

RELATED PARTY TRANSACTIONS

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 are due to related parties and have been included in accounts payable and accrued liabilities:

	September 30, 2015	December 31, 2014
	\$	\$
Accounts payable and accrued liabilities	42,158	2,565

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

Key management personnel receive compensation in the form of short-term employee benefits. Key management personnel include the directors of the Company. The remuneration of key management for the three months ended September 30, 2015 is as follows:

	September 30, 2015
	\$
Management fees	47,000
Professional fees	10,440
Rent	27,000
	84,440

COMMITMENTS

The Company is obligated to make certain payments and issue shares in connection with the acquisition of its mineral property.

SUBSEQUENT EVENTS

On July 22, 2015, the Company filed a prospectus (the "Prospectus") with the British Columbia, Alberta, Saskatchewan, Manitoba and Ontario Securities Commissions in respect of an Initial Public Offering (the "Offering"). The Company has agreed to offer 4,000,000 common shares of the Company at a price of \$0.10 per share for gross proceeds of \$400,000. In connection with the financing the Company entered into an Agency Agreement with Mackie Research Capital Corporation (the "Agent"). The Company will pay the agent a cash commission of 8% of the gross proceeds of the Offering and will pay corporate finance fee consisting of \$20,000 cash and all reasonable out-of-pocket costs. In addition, the Company has also agreed to grant non-transferable agent's warrants to the Agent entitling the Agent to purchase 8% of the number of common shares sold under the Offering at a price of \$0.10 for a period of two years from the date of closing the offering. In connection with the Prospectus, the Company has prepaid \$20,550 to the Agent as of September 30, 2015 which comprises of \$10,500 for finance fee and \$10,050 for out of pocket expense. The Company has received regulatory approval and completed the offering subsequent to September 30, 2015.

APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

Standards issued, but not yet effective, up to the date of issuance of the Company's condensed interim financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

The following accounting standards were issued but not yet effective as of September 30, 2015:

IFRS 9 – Financial Instruments

The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments ("IFRS 9") which is intended to reduce the complexity in the classification and measurement of financial instruments. In February 2014, the IASB tentatively determined that the revised effective date for IFRS 9 would be January 1, 2018. The Company is currently evaluating the impact the final standard is expected to have on its condensed interim financial statements.

IFRS 7 Financial instruments: Disclosure

IFRS 7 was amended to require additional disclosures on transition from IAS 39 to IFRS 9. The standard is effective on adoption of IFRS 9, which is effective for annual periods commencing on or after January 1, 2018.

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

Stock-based Compensation

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.

Financial Instruments

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 does not have any assets classified as FVTPL assets.

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. The Company classifies cash as AFS.

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 has 7,400,001 shares issued and outstanding as at September 30, 2015 and 11,450,001 as at October 28, 2015.

Share Purchase Options

The Company has Nil stock options outstanding at September 30, 2015 and October 28, 2015.

Warrants

The Company has 2,500,000 share purchase warrants outstanding at September 30, 2015 and 2,820,000 as at October 28, 2015.

Escrow Shares

The Company has 2,900,000 shares held in escrow as at September 30, 2015 and 2,610,000 as at October 28, 2015.