

**BEXAR VENTURES INC.**

**Management Discussion and Analysis  
of  
Financial Position and Results of Operations  
for the  
Year ended September 30, 2018**

This report is dated February 8, 2019.  
(The "Report Date")

### ***Introduction***

The following information should be read in conjunction with the audited financial statements of Bexar Ventures Inc. (“Bexar” or the “Company”) for the years ended September 30, 2018 and 2017.

The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”).

Note 3 to the audited financial statements at September 30, 2018 describes the Company’s significant accounting policies, as well as new accounting pronouncements not yet effective. During the year ended September 30, 2018, the Company’s critical accounting estimates and significant accounting policies have remained substantially unchanged.

All amounts presented in this document are stated in Canadian dollars, except where otherwise noted.

### ***Forward Looking Statements***

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This Management’s Discussion and Analysis is intended to supplement and complement the audited financial statements of the Company as of September 30, 2018, and the notes thereto (the “Financial Statements”). Readers are encouraged to review these Financial Statements in conjunction with a review of this Management’s Discussion and Analysis. Certain notes to the Financial Statements are specifically referred to in this Management’s Discussion and Analysis and such notes are incorporated by reference herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. These forward-looking statements are based on, but not limited to, material assumptions including: the attainment of certain sales targets and company performance; the ability of the Company to successfully execute on its growth and new business strategies, including attracting new higher education clients; continuation of support from existing higher education clients; the demand for its products continuing to increase; stable currency valuations; a sufficiently stable and healthy global economic environment; and other expectations, intentions and plans contained in this MD&A that are not historical fact. When used in this MD&A, the words “plan,” “expect,” “believe,” and similar expressions generally identify forward looking statements. These statements reflect current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and general market conditions. In light of the many risks and uncertainties, readers should understand that the Company cannot offer assurance that the forward-looking statements contained in this analysis will be realized. **Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***Corporate Overview and Description of Business***

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Bexar Ventures Inc. (the “Company”) was incorporated under the provisions of the Company Act of British Columbia on February 1, 2017, as a wholly-owned subsidiary of Kona Bay Technologies Inc. (“Kona Bay”)

On December 13, 2017, Kona Bay completed its reorganization, and the Company became a reporting issuer. On March 27, 2018, the Company obtained a listing on the Canadian Stock Exchange under the symbol “BXV”.

The Company is a software development company that specializes in online testing platforms for training and high-stakes applications. The Company designs, develops and manages the platform for higher education clients with multiple campus locations and complex requirements.

The address of the Company's corporate office and its principal place of business is 200 – 375 Water Street, Office 8186, Vancouver, BC, V6B 0M9.

### **Corporate Restructuring**

On February 28, 2017, the Company entered into an Arrangement Agreement (the "Agreement") with Kona Bay, ACT360 Media Ltd. ("ACT360") and Hapuna Ventures Inc. ("Hapuna") for the purposes of carrying out a corporate restructuring by way of a Plan of Arrangement (the "Arrangement" or the "POA") pursuant to Section 288 of the Business Corporations Act (British Columbia). On April 24, 2017, the shareholders of Kona Bay unanimously approved the POA. On April 28, 2017, the Supreme Court of British Columbia granted the final order approving the POA.

On December 13, 2017, the POA closed and the software-as-a-service assets were transferred to the Company by Kona Bay and ACT360 and 4,761,199 common shares of the Company were issued to Kona Bay. In conjunction with the closing of the POA, the Company consolidated its common shares on the basis of one post-consolidation common share for every two pre-consolidation common shares.

On December 14, 2017, Kona Bay exchanged the 4,761,199 common shares of the Company for the Class A shares outstanding as of December 13, 2017. Pursuant to the Arrangement, Kona Bay distributed 100 per cent of the common shares of Bexar to shareholders of record of Kona Bay as of December 13, 2017. In conjunction with closing the arrangement Bexar consolidated its common shares on the basis of one post-consolidation common share of Bexar for every two pre-consolidation common shares of Bexar (the "Consolidation"). Accordingly, holders of common shares of Kona Bay received, on a pro rata basis, one post-consolidation Bexar common share for every two Kona Bay common shares. A total of 2,380,601 shares of Bexar were distributed. As a result of the spin-out, Bexar is a reporting issuer.

As of March 27, 2018, the Company obtained a listing on the Canadian Securities Exchange.

### **Description of the Business**

Bexar is a technology company specializing in selling software-as-a-service business services ("SAAS") to corporate customers. The Company specializes in online testing platforms for training and high-stakes applications. Bexar designs, develops, and manages an online testing platform for higher education clients with multiple campus locations and complex requirements. The testing platform is highly flexible and supports a wide range of question content types incorporating multimedia elements for reading, writing, speaking, and listening assessments. Higher education clients use the platform to deliver practice tests, high-stakes assessments, and professional training.

### **Results of Operations**

***As the Company was not incorporated until February 2017, and the Agreement was completed on December 13, 2017, the audited financial statements of the Company from incorporation to September 30, 2017 are limited in their presentation of the business operations of the Company prior to completion of the Arrangement. The reader is referred to the discussion of the Discontinued Operation disclosed by Kona Bay for the year ended September 30, 2017 which are summarized below.***

During the year ended September 30, 2018, the Company had revenues of \$336,198, consisting of \$168,800 of custom software development revenue and \$167,398 of hosting revenue (2017: \$31,632 of software development revenue and \$nil hosting revenue), and operating expenses of \$430,880 (2017: \$30,289). Accordingly, the loss from operations was \$94,682 (2017: income of \$1,343). A \$199,999 (2017: \$nil) write down of intangible assets and \$48,875 (2017: \$51,440) in restructuring expenses resulted in a comprehensive loss of \$343,556 (2017: \$50,097).

The most significant elements of the Company's expenses are:

- Accounting and legal expenses were \$40,234 (2017: \$8,344) as a result of obtaining a Canadian Securities Exchange listing and corporate financing activities during the year;
- Consulting expenses of \$56,300 (2017: \$nil) were paid as the Company reviewed a number of business proposals related to its operations and engaged an outside advisor to assist in these reviews;
- Corporate development expenses of \$7,937 (2017: \$nil) were similarly incurred
- A foreign exchange gain of \$8,793 (2017: a loss of \$121) was recognized during the year based on the currency of client receipts;
- Interest expense of \$9,577 (2017: \$nil) was recorded on the promissory note issued to acquire the business of the Company;
- Management fees of \$48,000 (2017: \$nil) were recorded for services rendered by Kona Bay, the former parent company;
- Project development costs of \$26,250 (2017: \$nil) were incurred as the Company worked with an outside provider to develop an application for a major client;
- Regulatory and filing fees of \$21,222 (2017: \$nil) were incurred as part of obtaining a listing on a stock exchange in Q2, and ongoing listing fees subsequent to the listing;
- Selling, office and general expenses of \$52,785 (2017: \$45) were incurred to run the operations of the Company;
- Wages and benefits were \$177,368 (2017: \$21,779) relating to contract and employee compensation directly related to the operations of the Company;
- The intangible assets acquired from Kona Bay were written down to \$1 from their acquisition cost of \$200,000 due to the general reduction in revenues during the year and uncertainty surrounding future revenues for the client base. There were no similar write-downs in 2017; and
- Restructuring expense of \$48,875 (2017: \$51,440) were recognized as part of the billing of the costs of the POA to be paid by the Company to Kona Bay.

**History as a “Discontinued Operation of Kona Bay for the year ended September 30, 2017**

Kona Bay reported the results of the Bexar business segment as discontinued operations held for sale in its 2017 annual audited consolidated financial statements. The business segment reported revenues of \$423,387, and expenses of \$246,003. An income tax expense of \$18,903 was also recorded. Accordingly, the business segment reported income of \$158,481. The reader is referred to Note 11 of the 2017 audited financial statements of Bexar and Note 17 of the audited financial statements of Kona Bay for further details.

**Three Year History 2015-2017**

Over the three year from 2015 to 2017, the SAAS Assets generated revenue from three major multinational clients to fund operations. The Company charges an annual hosting/service fee and separate service agreements for software development. The following table sets forth the annual revenues for the fiscal years ended 2015, 2016 and 2017.

	<b>Year Ended Sept 30, 2017 (Audited)</b>	<b>Year Ended Sept 30, 2016 (Audited)</b>	<b>Year Ended Sept 30, 2015 (Audited)</b>
Revenue	\$423,387	\$434,642	\$190,282

The results presented for the years 2015 to 2017 are those of the operations of the business segment when it was part of the operations of ACT360 Media, a subsidiary of Kona Bay, the results of which were reported in the consolidated financial statements of Kona Bay.

**Selected Annual Information**

The following table summarizes selected audited financial information of the Company for the fiscal years ended September 30, 2018, 2017 and 2016. The information should be read in conjunction with the Company’s audited annual financial statements and related notes.

	<b>Year ended 09/30/2018 (audited)</b>	<b>Year ended 09/30/2017 (audited) (1)</b>	<b>Year ended 09/30/2016 (audited pro forma)</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Statement of Operation</b>			
Revenue	336,198	31,632	435,081
Operating Expenses	430,880	30,289	(231,219)
Other Items	(248,874)	(51,440)	(91,000)
Net Income (Loss)	(343,556)	(50,097)	83,009
<b>Financial Position</b>			
Current Assets	141,470	90,685	210,537
Total Assets	141,471	90,685	220,037
Total Liabilities	(242,423)	(108,281)	(85,097)
Shareholders’ Equity (Deficiency)	(100,952)	(17,596)	134,940

- (1) A significant portion of the business segment operations were completed prior to transfer of the business operations, assets and liabilities to the Company by ACT360, a subsidiary of Kona Bay. Kona Bay disclosed discontinued operations related to this business segment in Note 17 of the audited consolidated financial statements as of September 30, 2017 as follows:

Revenues	\$423,287
Expenses	(246,003)
Other items	(18,903)
Income from operations	\$158,481

**Summary of Quarterly Results (Unaudited)**

As the Company was an inactive subsidiary, and commenced operations during the first quarter, there are no quarterly comparisons.

The results are summarized as follows:

	<b>Fiscal 2017-2018</b>			
	<b>Q4 Sept. 30, 2018</b>	<b>Q3 June 30, 2018</b>	<b>Q2 March 31, 2018</b>	<b>Q1 Dec. 31, 2017</b>
Sales	88,591	77,008	76,085	94,514
Expenses	(64,051)	(153,447)	(146,097)	(67,285)
Net income (loss)	80,316	(80,094)	(77,981)	(16,923)
Comprehensive income (loss)	(168,558)	(80,094)	(77,981)	(16,923)
Income (loss) per share	(0.02)	(0.02)	(0.02)	(0.04)
Total Assets	141,471	431,370	440,441	332,600
Working capital	108,624	21,460	98,562	(23,926)

**Fiscal 2016-2017**

	<b>Q4 Sept. 30, 2017</b>
Sales	31,632
Expenses	(30,289)
Net income (loss)	1,343
Comprehensive income (loss)	(50,097)
Income (loss) per share	-
Total Assets	90,685
Working capital	(17,596)

**Q4 Results**

Operationally, the results in Q4 were similar to those of the preceding quarters, however certain reclassifications and the write-down of the intangible assets resulted in a significantly higher comprehensive loss. Most of the quarterly expenses were comparable or slightly reduced in the quarter.

Net Loss

Net loss varies based on normal corporate expenditures and certain periodic expenses, such as share-based compensation and gains on foreign exchange.

Working Capital

Working Capital for all quarters presented varies significantly due to the liabilities of the Company and the timing of the collection of client receipts.

***Financing Activities***

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As part of the closing of the Arrangement, the Company issued a note payable to Kona Bay for \$200,000 for a term of three years bearing interest at the rate of 6% per annum. The note was consideration for the acquisition of the business segment, including customer relationships. Accrued interest as of September 30, 2018 was \$9,577.

In conjunction with closing the Arrangement on December 13, 2017, Bexar consolidated its common shares on the basis of one post-consolidation common share of Bexar for every two pre-consolidation common shares of Bexar. Accordingly, holders of common shares of Kona Bay received, on a pro rata basis, one post-consolidation Bexar common share for every two Kona Bay common shares. On January 4, 2018, a total of 2,380,601 shares of Bexar were distributed to Kona Bay shareholders of record.

On February 28, 2018, the Company completed a non-brokered private placement of 2,400,000 Units at a price of \$0.10 per unit for gross proceeds of \$240,000. Each Unit is comprised of one post-Consolidation Common Share and one post-Consolidation Common Share purchase warrant, with each warrant entitling the holder to purchase one additional post-Consolidation common share at \$0.10 per share for a period of five years from the date of the issue. The proceeds of the financing will be used to fund the business operations of the Company.

On July 23, 2018, the Company completed a non-brokered private placement of 550,000 Units (the "Units") at a price of \$0.10 per Unit for gross proceeds of \$55,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant entitling the holder to purchase one additional common share at \$0.10 per share for a period of five years from the date of the issue. Share issue costs of \$2,300 were incurred in connection with this private placement.

Subsequent to the year end, on November 20, 2018, the Company closed a private placement consisting of 1,663,330 units for gross proceeds of \$166,333. Each unit consisted of one common share of the company and one common share purchase warrant entitling the holder to purchase one additional share at \$0.10 per share for a period of one year from the date of the issue.

***Liquidity and Capital Resources***

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The Company's aggregate operating, investing and financing activities for the year ended September 30, 2018 resulted in a cash decrease of \$11,842 (2017: increase of \$12,555). As at September 30, 2018, the Company's cash and cash equivalents balance was \$713 (September 30, 2017: \$12,555) and the Company had working capital of \$108,624 (September 30, 2017: deficiency of \$(17,596)).

During the year ended September 30, 2018, the Company paid \$nil (year ended September 30, 2017 - \$nil) to acquire equipment. \$22,750 was expense as project development costs (2017: \$nil). No other capital expenditures were incurred.

***Transactions with Related Parties***

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The Company has identified its directors and certain senior officers as its key personnel and the compensation costs for key personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties.

The remuneration of the Company's directors and other key management was as follows during the years ended September 30, 2018 and 2017:

		<b>2018</b>	<b>2017</b>
Management salary	(a)	\$ 40,774	\$ 6,822
Consulting fees	(b)	13,500	-
Accounting fees	(c)	7,500	-
		<b>\$ 61,774</b>	<b>\$ 6,822</b>

- (a) Management salary of \$40,774 (2017 - \$6,822) was allocated by ACT360 with respect to the Company's VP of Development.
- (b) Consulting fees of \$13,500 (2017 - \$nil) were paid or accrued to a company controlled by a director of the Company.
- (c) Accounting fees of \$7,500 (2017 - \$nil) were paid or accrued to a company controlled by the Chief Financial Officer of the Company.

On December 15, 2017, the Company entered into a Management Administrative Services Agreement (the "MASA") with Kona Bay for the purpose of providing certain management and administrative services to the Company. Pursuant to the MASA:

- The Company will pay a monthly service fee that will be reviewed and mutually agreed upon prior to the start of each fiscal year on October 1<sup>st</sup>;
- Unless otherwise agreed in writing, the MASA will terminate on September 30, 2019;
- For the period to September 30, 2018, the monthly service fee would range from \$4,000 to \$8,000 commensurate with corporate activity; and
- \$95,000 would be paid as reimbursement for Arrangement spin-out expenses.

During the year ended September 30, 2018, the Company paid \$48,000 (2017 - \$nil) to Kona Bay.

The balance due from ACT360 at September 30, 2018 consists of revenue collected by ACT360 from the Company's clients on the Company's behalf, net of expenses incurred by ACT360 on the Company's behalf.

The balance due to Kona Bay at September 30, 2018 consists of expenses incurred by Kona Bay on behalf of the Company. The balance due to Kona Bay at September 30, 2017 was the result of issuing the incorporation share to Kona Bay and the allocation of share subscriptions received by the Company to Kona Bay.

The balance due to Hapuna, a company with the CEO and directors in common, was the result of the allocation of share subscriptions received by the Company to Hapuna.

These balances are unsecured, non-interest bearing and have no specific terms of repayment.

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### ***Off Balance Sheet Arrangements***

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To the best of management's knowledge, there are no other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the company.

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### ***Critical Accounting Estimates***

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The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and 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. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

#### **Critical Judgments**

##### *Going concern of operations*

Management has made the determination that the Company will continue as a going concern for the next year.

##### *Intangible assets*

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an intangible asset is capitalized, information becomes available suggesting that the recovery of the value of the asset is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

##### *Revenue Recognition*

The application of the Company's accounting policy for revenue recognition for customer software development requires judgement in determining the percentage of completion.

#### **Estimates**

##### *Allocation of expenses*

Kona Bay and ACT360 incur, either directly or indirectly, wages, benefits and other costs on behalf of the Company. Judgement is required in determining the amounts that are allocated to the Company.

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

### **Accounting Policies**

*Foreign currency translation* – The functional and presentation currency of the Company is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

*Cash and cash equivalents* - The Company considers deposits with banks or highly liquid short-term interest-bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less when acquired to be cash equivalents. The Company did not have any cash equivalents at September 30, 2018 and 2017.

*Intangible assets* - intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of operations and comprehensive loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of operations and comprehensive loss when the asset is derecognized.

A summary of the policies applied to the Company's intangible assets is as follows:

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	Customer Relationships – Software Development	Customer Relationships - Hosting
Useful lives	Finite	Finite
Amortization method used	Amortized on a straight- line basis over three years	Amortized on a straight- line basis over three years

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*Share issuance costs* - Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issuance costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

*Income taxes* - The Company provides for income taxes using the liability method of tax allocation. Under this method deferred income tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities and are measured using enacted or substantially enacted tax rates expected to apply when these differences reverse. Deferred income tax assets are recognized to the extent that management has determined it is probable to be realized.

*Revenue recognition* – The Company develops and hosts software products for customers. Revenues from the development of custom software products is recognized by the stage of completion of the arrangement determined using the percentage of completion method or as such services are performed as appropriate in the circumstances. The revenue and profit of contracts is recognized on a percentage of completion basis when the outcome of a contract can be estimated reliably. When the outcome of the contract cannot be estimated reliably, the amount of revenue recognized is limited to the cost incurred in the period. Losses on contracts are recognized as soon as a loss is foreseen by reference to the estimated costs of completion. Hosting revenues are recognized on a monthly basis if collection is probable.

*Share-based payments* - The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period. Agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based compensation.

*Earnings (Loss) per share* - The Company uses the treasury stock method in computing earnings (loss) per share. Under this method, basic earnings (loss) per share is computed by dividing earnings (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding using the treasury stock method, to reflect the potential dilution of securities that could result from the exercise of in-the-money stock options and warrants. For the years presented, the existence of stock options affects the calculation of loss per share on a fully diluted basis.

*Development costs* – Development costs are expensed as incurred, except in cases where development costs meet certain identifiable criteria for deferral. The Company has not capitalized any product development costs during the year.

*Financial instruments* - All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise cash and cash equivalents, trade accounts receivable, accounts payable and accrued liabilities, promissory note payable and due to/from related parties. At initial recognition management has classified financial assets and liabilities as follows:

a) Financial assets

The Company has classified its cash as FVTPL. A financial instrument is classified as FVTPL if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company’s documented risk management or investment strategy. Financial instruments classified as FVTPL are measured at fair value and changes therein are recognized in income. The Company has classified its trade accounts receivable as loans and receivables. Loans and receivables are measured at amortized cost using the effective interest method. The Company has not classified any financial assets as held to maturity or as available for sale.

b) Financial liabilities

The Company has classified its accounts payable and accrued liabilities and promissory note payable as other financial liabilities. Accounts payable and accrued liabilities are recognized at the amount required to be paid, less, when material, a discount to reduce the payable to fair value. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

***Changes in Accounting Policies***

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During the Year ended September 30, 2018, the Company applied the accounting policies referred to in Note 3 to the annual audited financial statements as of September 30, 2017, on a consistent basis with the previous year. The reader is referred to those notes for a detailed discussion of the Company’s accounting policies.

The Company did not adopt any new or amended standards for the year beginning October 1, 2017 that had a material impact on the consolidated financial statements.

Numerous new standards, amendments and interpretations to existing standards have been issued but are not yet effective. Below is the list of new standards that are likely to be relevant to the Company:

Standard	Title	Applicable for financial years beginning on/after
IFRS 9	Financial instruments	January 1, 2018
IFRS 15	Revenue from contracts with customers	January 1, 2018
IFRS 16	Leases	January 1, 2019

The Company has not early adopted the new standards.

Under IFRS 9, financial assets are required to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

IFRS 9 provides a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are required to be recognized when financial instruments are initially recognized, and the amount of expected credit losses recognized are required to be updated at each reporting date to reflect changes in the credit risk of the financial instruments.

On initial recognition, IFRS 9 requires financial liabilities to be classified as subsequently measured at amortized cost except for when one of the specified exceptions applies.

Under IFRS 15, there is a requirement to apply a five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied.

Under IFRS 16, virtually all leases are required to be accounted for as finance leases rather than operating leases, where the required lease payments are disclosed as a commitment in the notes to the financial statements. As a result, leased assets ("right-of-use" assets) and the related lease liability will be required to be recognized on the statement of financial position.

### ***Financial Instruments***

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The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

#### **General Objectives, Policies, and Processes**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

### **Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

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### **Foreign Currency Risk**

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar or other foreign currencies will affect the Company's operations and financial results. The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company holds balances in United States dollars which could give rise to exposure to foreign exchange risk. Sensitivity to a plus or minus 10% change in the foreign exchange rate of the United States dollar to the Canadian dollar would affect the reported loss and comprehensive loss by approximately \$2,500, as detailed below:

<b>United States Dollar Denominated Balances</b>	<b>September 30, 2018</b>	<b>September 30, 2017</b>
Trade accounts receivable	\$ 25,399	\$ 27,388
<b>10% change in exchange rate impact</b>	<b>\$ 2,540</b>	<b>\$ 2,739</b>

### **Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents and trade accounts receivable. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand.

The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at September 30, 2018 relating to cash and cash equivalents of \$713 held in deposits at a Canadian chartered bank. The Company considers this credit risk to be minimal for all cash and cash equivalent assets based on changes that are reasonably possible at the reporting date. The Company has gross credit exposure at September 30, 2018 relating to trade accounts receivable of \$32,854. Trade accounts receivable at September 30, 2018, were due from two (2017 - one) customers. The Company considers this credit risk to be minimal.

### **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 policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

The Company's objective is to ensure that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company will prepare annual capital expenditure budgets which will be regularly monitored and updated as necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable. The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

	<b>Up to 3 months</b>	<b>Between 3 &amp; 12 months</b>	<b>Between 1 &amp; 3 years</b>	<b>Total</b>
<b>September 30, 2018</b>				
Accounts payable and accrued liabilities	\$ 19,018	\$ -	\$ -	\$ 19,018
Due to Kona Bay	-	3,559	-	3,559
Promissory note payable	-	9,577	200,000	209,577
	<b>\$ 19,018</b>	<b>\$ 13,136</b>	<b>\$ 200,000</b>	<b>\$ 232,154</b>
<b>September 30, 2017</b>				
Accounts payable and accrued liabilities	\$ 8,734	\$ -	\$ -	\$ 8,734
Due to Kona Bay	-	50,099	-	50,099
Due to Hapuna	-	25,000	-	25,000
Due to ACT360	-	21,779	-	21,779
	<b>\$ 8,734</b>	<b>\$ 96,878</b>	<b>\$ -</b>	<b>\$ 105,612</b>

***Outstanding Share Data***

As at September 30, 2018 and the Report Date, the following table summarizes the outstanding share capital of the Company:

	<b>September 30, 2018</b>	<b>Report Date</b>
Common Shares	5,330,601	6,993,931
Stock Options	-	-
Warrants (1)	2,950,000	4,613,330
<b>Total, Fully Diluted</b>	<b>8,280,601</b>	<b>11,607,261</b>

1) Consists of:

- 2,400,000 warrants exercisable at a price of \$0.10 per share until February 28, 2023
- 550,000 warrants exercisable at a price of \$0.10 per share until July 26, 2020
- 1,663,330 warrants exercisable at a price of \$0.10 per share until November 21, 2019.

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***Risks and Uncertainties***

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An investment in the Company's shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development. In evaluating the company and its business, the Reader should carefully consider the following risk factors in addition to the other information contained in this management discussion and analysis. These risk factors are not a definitive list of all risk factors associated with the Company. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Investors should not rely upon forward-looking statements as a prediction of future results.

**Business Model**

The industry in which the Company operates is characterized by rapidly-changing Internet media, evolving industry conditions and standards, and changing user and client demands. Any evaluation of the Company's business and its prospects must be considered in light of these factors and the risks and uncertainties often encountered by companies in an evolving industry.

Some of these risks and uncertainties relate to the Company's ability to maintain and expand client relationships, sustain and increase the number of visitors to the Company's websites, respond effectively to competition and potential negative effects of competition on profit margins, and respond to government regulations relating to the Internet and personal data protection. If the Company is unable to address these risks, its business, results of operations and prospects could suffer.

**Government Regulation of the Internet**

The Company's online products and student recruitment services may be subject to various laws relating to internet access, usage, and privacy. New regulations affecting copyright, content, privacy, and the quality and nature of online products and services may negatively affect the Company's planned expansion of its student recruitment services into countries outside of Canada. Changes in the regulatory environment may decrease future demand for its products and services and increase the cost of doing business. The extent and applicability of laws with respect to the internet are uncertain and may in the future expose the Company to significant liabilities.

**Dependence on Data Center Providers**

The Company relies on Internet bandwidth and data center providers and other third parties for key aspects of the process of providing services to its clients, and any failure or interruption in the services and products provided by these third parties could harm the Company's business. Any financial or other difficulties the Company's providers' face may have negative effects on the Company's business, the nature and extent of which the Company cannot predict. The Company exercises little control over these third-party vendors, which increases the Company's vulnerability to problems with the services they provide. The Company licenses technology and related databases from third parties to facilitate analysis and storage of data and delivery of offerings. The Company has experienced interruptions and delays in service and availability for data centers, bandwidth and other technologies in the past. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies and services could adversely affect the Company's business and could expose it to liabilities to third parties.

**Technological Change**

The Company operates in business segments that are entirely dependent on technology and the internet. As such, technological change will impact the ability of the Company to expand and grow its business and will also affect the costs and expenses incurred by the Company, including capital requirements. The online software applications market continues to experience rapid technological change. The Company's products and services rely heavily on

Microsoft Windows and Linux. There is a risk that new technologies and standards may render the Company's software applications obsolete. The Company may be required to invest significant capital in new technology and software development to remain competitive. Failure to do so may adversely affect demand for the Company's products and services.

### **Global Economic Conditions**

Global economic conditions could have a negative effect on the Company's business and results of operations. Economic activity throughout much of the world has been volatile. Market disruptions have included extreme volatility in securities prices, as well as severely diminished liquidity and credit availability. The economic crisis may adversely affect the Company in a variety of ways. Access to lines of credit or the capital markets may be severely restricted, which may preclude the Company from raising funds required for operations and to fund continued expansion. It may be more difficult for the Company to complete strategic transaction with third parties. Such developments could decrease the Company's ability to obtain financing and could expose it to risk that one of its customers or banks will be unable to meet their obligations under agreements with them.

### **Reliance on Key Customers**

The Company relies on key customers and B2B relationships. Our ability to maintain our network and attract additional customers will depend on a number of factors, many of which are outside of our control. A significant portion of the Company's revenues have come from three large customers. While the Company is actively seeking to diversify its customer base, the loss of any one of its large customers will result in a material adverse effect on the business and may adversely affect revenues going forward. The Company's clients can generally terminate their contracts at any time, with limited prior notice or penalty. The Company's clients may also reduce their level of business with the Company, leading to lower revenue. The Company expects that a limited number of clients will continue to account for a significant percentage of the Company's revenue, and the loss of, or material reduction in, their marketing spending with the Company could decrease the Company's revenue and adversely affect the Company's business.

### **Additional Requirements for Capital**

Substantial additional financing may be required if the Company is to be successful at developing its business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

### **Management of Growth**

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train,

motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the levels of operating expenses associated with this growth.

#### **Dependence on Management Team**

The Company will depend on certain key senior managers to oversee the core marketing, business development, operational and fund-raising activities and who have developed key relationships in the industry. Their loss or departure in the short-term would have an adverse effect on the Company's future performance.

#### **Competition**

The Company faces competition in the markets in which it operates. Some of the Company's competitors may also be better positioned to develop superior product features and technological innovations and able to better adapt to market trends than the Company. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations. Any decrease in the quality of the Company's products or level of service to customers may adversely affect the business and results of operations.

#### **Exchange Rate**

The reporting currency of the Company is the Canadian Dollar. A significant portion of the Company's revenues, however, are remitted in United States Dollars. Future fluctuations in the value of the Canadian Dollar relative to these currencies will likely have a material impact on the Company's overall financial results. Appreciation of the Canadian dollar will decrease revenues and increase expenses.

#### **Smaller Companies**

Market perception of junior companies may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds through the issue of further Common Shares or otherwise. The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.

#### ***Events Subsequent to the Reporting Date***

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The Company has evaluated its activities subsequent to September 30, 2018 and has determined that there are no material events to be reported, except as noted above and described as follows:

On November 20, 2018, the Company closed a private placement consisting of 1,663,330 units for gross proceeds of \$166,333. Each unit consisted of one common share of the company and one common share purchase warrant entitling the holder to purchase one additional share at 10 cents per share for a period of one year from the date of the issue. The CEO of the Company purchased 150,000 units, and his participation is considered to be a related-party transaction as defined under Multilateral Instrument 61-101.