MANAGEMENT DISCUSSION AND ANALYSIS FOR FANSUNITE ENTERTAINMENT INC. (formerly HIC Horizons Investment Capital Ltd.)

Three months ended March 31, 2020

This management's discussion and analysis ("MD&A") of the performance, financial condition and results of operations of FansUnite Entertainment Inc. ("FansUnite" or the "Company"), should be read in conjunction with the Company's unaudited interim consolidated financial statements and the related notes thereto for the periods ended March 31, 2020 and 2019 (the "Financial Statements").

The Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Unless otherwise indicated, the information contained in this MD&A is as of May 31, 2020.

Unless otherwise indicated, references to "$" or "dollars" are to Canadian dollars and references to "US$" are to United States dollars, and references to £ or "pounds" are to UK pounds sterling.

FORWARD-LOOKING STATEMENTS

Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of the date of this report.

INTRODUCTION TO FANSUNITE

The principal business carried on by FansUnite is that of a sports and entertainment company, focusing on technology related to regulated and lawful online sports betting and other related products.

FansUnite is a developer of technology solutions, products and services in the global gaming and entertainment industries. FansUnite focuses on both the regulated Business-to-Consumer ("B2C") and Business-to-Business ("B2B") sales fronts. FansUnite develops, operates and looks to acquire technology platforms and assets with high-growth potential in new regulated markets or developing verticals.

In addition to expanding its existing lawful real-money and play-money sports betting products, FansUnite has recently targeted the acquisition of other licensed and regulated gaming businesses with high-growth potential, including the acquisition of McBookie Ltd. ("McBookie"), which was completed on March 26, 2020, an online sportsbook licensed and regulated by the U.K. Gambling Commission

SUMMARY OF RESULTS

The following information is derived from the audited interim consolidated financial statements for the three month period ending:

Fiscal Quarter Ended	Revenue	Net Loss for the Period	Basic and Diluted Loss Per Share	Total Assets	Total non-current Liabilities
		$	$	$	$
March 31, 2020	4,918	(7,336,057)	0.20	6,385,460	1,051,211
December 31, 2019	-	(577,793)	0.02	1,387,042	855,857
September 30, 2019	-	(656,111)	0.02	1,771,328	841,055

RESULTS OF OPERATIONS

Prior to becoming a reporting issuer, the Company did not prepare quarterly financial statements and until the Company's interim financial statements for the period ended September 30, 2019, no quarterly financial information is available.

The interim unaudited consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiaries FansUnite Holdings Inc., FansUnite Media Inc., FansUnite Limited, McBookie.

On March 26, 2020 the Company finalized three major transactions. The first was the completion of a subscription receipt financing for gross proceeds of $3,131,919 whereby, upon conversion of the subscription receipts, the Company issued 8,948,326 common shares at a price of $0.35 per share. The Company paid finder's fees of 3,361,633 common shares in connection with the financing.

Secondly, the amalgamation between FansUnite Entertainment Inc ("FansUnite") and HIC Horizons Capital Investments Ltd. ("HIC") was completed. The transaction resulted in the shareholders of FansUnite owning 71% of the issued and outstanding common shares of the combined entity. The resulting entity, the Company, continued the financial statements of FansUnite, and all figures represented in this management discussion and analysis are those of FansUnite at their historical values. In connection with this amalgamation, the Company issued 14,314,000 common shares to the shareholders of HIC, and assumed 814,000 warrants issued by HIC.

Lastly, the Company completed the acquisition of McBookie , a United Kingdom domiciled white label sports betting operation. The Company issued 3,497,143 shares, £300,000 in cash ($510,270 CAD) and a £300,000 note payable that is non-interest bearing and payable within 12 months from the date of issuance, in exchange for 100% of the issued and outstanding shares of McBookie. In addition, the former directors of McBookie Ltd are entitled to 10% of the annual EBITDA of McBookie Ltd for three years after acquisition.

REVENUE

The Company has spent the majority of the last two years developing technology that will provide sportsbook operators with the ability to accept fiat, cryptocurrency, or utilize blockchain technology to run a sportsbook that leverages the full suite of BetRadar odds, resolution and risk management. This technology has not yet been released.

McBookie has been in operation for over 10 years and in 2018, the most recent twelve month period for which numbers are available, McBookie earned over £1.1m in revenue. As the company acquired McBookie with 5 days left in the fiscal quarter, minimal revenue was earned during this period.

EXPENSES

For the fiscal quarter ended March 31, 2020, total expenses were $7,357,415 compared to $1,032,069 recorded in the comparable period in 2019.

Material variances over the comparable period are discussed below.

Share-Based Payments

Share-based payments were $6,990,595 for the period ended March 31, 2020 compared to $181,723 for the comparable period of 2019. These non-cash costs are related to share based payments made in connection with the amalgamation of HIC and FansUnite Entertainment Inc., in which $6,760,161 was expensed as share based payments. The remainder of share based payments relate to the vesting of stock options under the Company's stock option plan, and the issuance of 504,490 warrants in connection with the Company's subscription receipt financing that was completed on March 26, 2020.

Fair Value of shares issued on debt settlement

Fair Value of shares issued on debt settlement expenses for the period ended March 31, 2020 were $nil compared to $62,501 for the comparable period of 2019. On March 27, 2019 a shareholder of the Company transferred 125,000 shares with a fair value of $62,501 pursuant to a debt settlement. This transfer was accounted for as a capital contribution to the Company.

Professional Fees

Professional fees were $77,312 for the period ended March 31, 2020 compared to $149,656 for the comparable period of 2019. In 2019, the Company was exploring various entities for a possible acquisition, and incurred legal, accounting and consulting fees in connection with this search. In the three months ending March 31, 2020, however, as the main objective of Company was to complete the subscription receipt financing, professional fees unrelated to this were not a priority. All legal, professional and accounting fees related to the financing have been accounted for as share issuance costs.

Salaries and Wages

Salaries and wages were $88,068 for the period ended March 31, 2020 compared to $267,439 for the comparable period of 2019. The decrease in wages are a result of the bulk of the development of the FansUnite platform being completed in 2019 and adjusting the team size to those members who would continue with the launch and developing of the FansUnite platform and future products.

Sales and Marketing

Sales and marketing costs were $57,221 for the period ended March 31, 2020 compared to $206,698 for the comparable period of 2019.

The higher sales and marketing costs incurred in the prior year are attributable to a branding awareness campaign undertaken in 2019. As the Company was focused on the subscription receipt financing and the acquisition of McBookie in 2020, sales and marketing levels were adjusted to better focus the efforts of employees on pursuits that would better ensure the long term success of the Company.

OUTSTANDING SHARES AND WARRANTS

On February 14, 2020 the Company completed a roll back of its issued shares. All share and per share information in this management discussion and analysis have been retroactively restated to reflect this consolidation.

As at May 31, 2020, the Company has 69,579,459 issued and fully paid common shares outstanding. There were 1,378,439 warrants for the Company outstanding at May 31, 2020, at a weighted average exercise price of $0.17.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial performance or financial condition, including with respect to revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

TRANSACTIONS BETWEEN RELATED PARTIES

Related Party Balances and transactions

At March 31, 2020, the Company had $658,212 (December 31, 2019 - $658,212) owing to Victory Square Technologies (“Victory Square”) and its subsidiaries, as outlined below.

Company	Amount Owing
Victory Square Technologies	$636,224
Draft League Technologies	$15,400
Pro Draft League	$6,588

These amounts relate to cash loaned to FansUnite in order to carry out the operations of the Company. These amounts are carried at cash value, are non-interest bearing, and are unsecured. They are not eligible to be called until FansUnite is sold to a third party in an arms-length transaction. The proposed amalgamation with HIC Horizons Investments Capital Ltd does not meet this criteria. There are no ongoing contractual or other commitments resulting from the balances owing to Victory Square Technologies and its subsidiaries.

Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's executive leadership team. Such compensation was comprised of:

- $30,000 (2019 – $30,000) paid to the CEO, $29,000 (2019 - $29,000) to the CFO, and $6,000 (2019 - $30,000) to the COO recorded in salaries and benefits; and,

- Share-based payments with a fair value of $55,458 (2019 – $139,297) relates to options granted to Officers and Directors of the Company.

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting estimates are presented in Note 2 in the notes to the annual financial statements.

RECENT ACCOUNTING PRONOUNCEMENTS

The following standards have been adopted by the Company: IFRS 16 – Leases In January 2016, the IASB released IFRS 16, Leases, replacing IAS 17, Leases, and related interpretations. The new standard eliminates the classification of leases as either operating or finance leases and requires the recognition of assets and liabilities for all leases, unless the lease term is twelve months or less or the underlying asset has a low value. IFRS 16 is effective for reporting periods beginning on or after January 1, 2019. The adoption of IFRS 16 had no material effect on the Company financial statements.

As the date of authorization of these consolidated financial statements, certain new standards and amendments to existing standards have been published by the IASB that are not yet effective and have not been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. New standards, interpretations and amendments either not adopted are not expected to have a material impact on the Company's consolidated financial statements.

FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's receivables consist of trade receivables, due from related parties and government sales tax receivable. Based on the evaluation of receivables at December 31, 2019, the Company believes that its receivables are collectible and the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's main source of funding has been the issuance of equity securities through private placements and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company is not exposed to significant foreign exchange risk.

OTHER RISKS AND UNCERTAINTIES

The Company is in the investment management business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Company has no material ongoing revenue or income from operations. The Company has limited capital resources and has to rely upon the sale its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Company.

These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely impact the Company's business, results of operations and financial performance. The most significant risks and uncertainties faced by the Company are set out below.

Limited Operating History

The Company has limited operating history as a social sportsbook, and no history as a technology provider. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets. There is no certainty that the Company will be able to operate profitably.

No Profits to Date

The Company has not made profits since its incorporation and it is expected that it will not be profitable in the current year. Its future profitability will, in particular, depend upon its success in marketing the B2B, B2C and the growth of strategic acquisitions.

Going-Concern Risk

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

COVID-19 Risk

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID- 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Negative Cash Flow

The Company has a limited history of operations, and very little history of earnings, cash flow or profitability. The Company has had negative operating cash flow since the Company's inception. No assurance can be given that the Company will ever attain positive cash flow or profitability or that additional funding will be available for operations.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful in developing and marketing a variety of sports betting offerings. 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 investments.

Risks Relating to Existing and Future Investments

The Company may, in the future, make investments that may, in part, be financed by the Company. Existing investments and future investments made by the Company should be considered speculative and there is no guarantee that any such investment will earn any positive return in the short term or long term. Businesses that the Company invests in may also request additional funding from the Company to support their operations and growth, and there is no assurance that such funding will be available to the Company from external sources on acceptable terms or at all.

The Company intends to pursue opportunities outside of the Company's existing business segments that would diversify the asset base, the success of which will depend, in part, on its ability to: identify suitable investments; negotiate the purchase of such investments on terms acceptable to it; complete the investments within expected time frames; and capitalize on such investments. Further, the profitability of such investments will be dependent upon a variety of potential factors depending on the underlying industry, for example, the market price of commodities, the level of interest rates, global economic conditions, political conditions, speculative activities, stability of exchange rates and other factors beyond the control of the Company. Investments in companies with publicly traded securities may experience substantial volatility and would be subject to market trends and macroeconomic conditions generally, notwithstanding any potential success of such companies in creating revenues, cash flows or earnings and may not accurately reflect the long-term value of such companies. There can be no assurance that continual fluctuations in price will not occur in such instances. The Company invests in and may make future investments in securities of private companies. In some cases, the Company may be restricted by contract or by applicable securities laws from selling such securities for a period of time. Such securities may not have a ready market and the inability to sell such securities or to sell such securities on a timely basis or at acceptable prices may impair the Company's ability to exit such investments when the Company considers it appropriate. Foreign investments that may be made by the Company in specific sectors such as natural resource, industrial or technology may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks. The Canadian dollar equivalent of the Company’s net denominated assets and dividends would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar.

The Company invests in and may make future investments in securities of companies that the Company does not control. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments by the Company could decrease and the Company's financial condition and cash flow could suffer as a result.

The due diligence process undertaken by the Company in connection with investments it makes or that it wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such investigation will not necessarily result in the investment being successful.

Blockchain Technology Risk

The Company is subject to blockchain technology risk. Blockchain technology is an entirely new and relatively untested technology. The risks associated with blockchain technology may not emerge until the technology is widely used. Blockchain systems could be vulnerable to fraud, particularly if a significant minority of participants colluded to defraud the rest. Access to a given blockchain requires an individualized key, which, if compromised, could result in loss due to theft, destruction or inaccessibility. There is little regulation of blockchain technology other than the intrinsic public nature of the blockchain system. Any future regulatory developments could affect the viability and expansion of the use of blockchain technology. Because blockchain technology systems may operate across many national boundaries and regulatory jurisdictions, it is possible that blockchain technology may be subject to widespread and inconsistent regulation. Blockchain technology is not a product or service that provides identifiable revenue for companies that implement, or otherwise use it. Therefore, the values of the companies invested in by the Company may not be a reflection of their connection to blockchain technology, but maybe based on other business operations including revenues and other factors relating to their existing primary business operations. Accordingly, in addition to the risks associated with the use or development of products that may benefit from blockchain technology, companies invested in by the Company will continue to be susceptible to the risks associated with their primary business operations. Currently, blockchain technology is primarily used for the recording of transactions in digital currency, which are extremely speculative, unregulated and volatile. Problems in digital currency markets could have a wider effect on companies associated with blockchain technology. Blockchain technology also may never be implemented to a scale that provides identifiable economic benefit to the companies included in the Company's equity portfolio. There are currently a number of competing blockchain platforms with competing intellectual property claims. The uncertainty inherent in these competing technologies could cause companies to use alternatives to blockchain. Finally, because digital assets registered in a blockchain do not have a standardized exchange, like a stock market, there is less liquidity for such assets and greater possibility of fraud or manipulation.

Technology Sector Risk

The Company obtains exposure to the securities of technology companies. General risks of technology companies include the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing and reduced profit margins, loss of patent, copyright and trademark protections, cyclical market patterns, evolving industry standards and frequent new product introductions. Certain technology companies may be smaller and less experienced companies, with markets or financial resources and fewer experienced management or marketing personnel.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact the Company. Approvals, changes in government regulations and policies and practices could have an adverse impact on such businesses' future cash flows, earnings, results of operations and financial condition.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success of any developer of the FansUnite platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high- speed modems for providing reliable internet access and services. Blockchain technology has experienced and is expected to continue to experience significant growth in the number of users, amount of content and bandwidth availability. It cannot be assured that the infrastructure will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make a viable medium will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt the Company's services to changing technologies.

Intellectual Property Rights

Companies involved in the development and operation of emerging technologies may be dependent on intellectual property rights; the loss of which could harm its business, results of operations and its financial condition. There can be no assurance that any company's products will not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Any such claims and disputes arising may result in liability for substantial damages which in turn could harm the underlying business, results of operations and financial condition.

Cyber Security Risks

The Company is dependent on information technologies to conduct its operations, including management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm operations and materially adversely affect operation results, Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error.

The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. There can be no assure that the Company has the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

Competition

The market for sports betting technology is highly competitive on a global level. The current marketplace is dominated by a few companies, but will face substantial competition from and other competitors, which may have greater financial, technical, and marketing resources. Competitors may also have a larger installed base of users, longer operating histories or greater name recognition. There can be no assurance that any company will successfully differentiate its products from its competitors, or that the marketplace will consider one technology to be superior to others.

Key Personnel

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are of significant importance. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

Conflicts of Interest

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Company's directors and officers may result in a material and adverse effect on the Company's results of operations and financial condition.

Share Price Volatility Risk

External factors outside of the Company's control may have a significant impact on the market price of the Company's common shares once listed. Global stock markets have experienced extreme price and volume fluctuations from time to time. There can be no assurance that an active or liquid market will develop or be sustained for the Company's common shares.

Risks Associated with Acquisitions

As part of the Resulting Issuer's overall business strategy, the Resulting Issuer may pursue select strategic acquisitions after the completion of the Listing, which would provide additional product offerings, vertical integrations, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Issuer's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Competition in online gaming and interactive entertainment industries

The industries within which the Resulting Issuer will operate are rapidly evolving and intensely competitive, and are subject to changing technology, shifting user needs, and frequent introductions of new offerings. The Resulting Issuer's potential competitors include large and established companies as well as other start-up companies. Such competitors may spend more money and time on developing and testing products and services, undertake more extensive marketing campaigns, adopt more aggressive pricing or promotional policies or otherwise develop more commercially successful products or services than the Resulting Issuer, which could negatively impact its business. Furthermore, new competitors, whether licensed or not, may enter the Resulting Issuer's key product and/or geographic markets. There is no assurance that the Resulting Issuer will be able to maintain or grow its position in the marketplace.

As a result of the foregoing, among other factors, the Resulting Issuer will have to continually introduce and successfully market new and innovative technologies, product offerings and product enhancements to remain competitive and effectively stimulate customer demand, acceptance and engagement. The process of developing new product offerings and systems is inherently complex and uncertain, and new product offerings may not be well received by customers, even if well-reviewed and of high quality. Furthermore, the Resulting Issuer may not recover the often substantial up-front costs of developing and marketing new technologies and product offerings, or recover the opportunity cost of diverting management and financial resources away from other technologies and product offerings. Additionally, if the Resulting Issuer cannot efficiently adapt its processes and infrastructure to meet the needs of its product offering innovations, its business could be negatively impacted.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.