

# SCORP ENERGY LTD.

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## MANAGEMENT'S DISCUSSION & ANALYSIS

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Accompanying the March 31, 2015 Condensed Interim Financial Statements

*This Management's Discussion & Analysis ("MD&A"), prepared as of June 19, 2015, is intended to be read in conjunction with the Company's condensed interim financial statements for the three months period ending March 31, 2015, and related notes thereto, which have been reported in Canadian dollars, and prepared in accordance with International Financial Reporting Standards ("IFRS").*

This discussion relates to the operations of Scorp Energy Ltd. (the "**Company**"), during the period up to the date of this MD&A, being *June 19, 2015*.

Additional information, including press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and is available under the Company's profile at [www.sedar.com](http://www.sedar.com).

### *FORWARD LOOKING INFORMATION*

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. Readers should be aware the Company is under no obligation to publicly release the results of any revision to these forward-looking statements, which may not reflect circumstances, or occurrences of unanticipated events after the date of this document.

## **OVERVIEW**

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Scorp Energy Ltd. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on October 30, 2014 as a spinout company from Web Watcher Systems Ltd. (“Web Watcher”). The Company received the final approval of the Supreme Court of British Columbia on February 5, 2015. On May 29, 2015, the Company changed its name to Stompy Bot Corporation (“Stompy”).

The Company’s registered office is located at Suite 202, 5626 Larch Street, Vancouver, British Columbia, V6M 4E1, Canada

## **OVERALL PERFORMANCE**

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### **PLAN OF ARRANGEMENT**

Pursuant to the Plan of Arrangement (the “Arrangement”) dated December 9, 2014, and on the effective date of the Arrangement, Web Watcher will transfer to SCorp Energy the Letter of Intent entered into with Stompy Bot Productions Inc., a private company located at 1216 Sandy Cove Road, Saint John, New Brunswick E2M 5V8, dated November 18, 2014 recorded as no value to Web Watcher for accounting purposes in consideration for the same number of each subsidiary shares as the number of Web Watcher Shares that are issued on the Distribution Record Date multiplied by the Conversion Factor.

On May 29, 2015, the Company consolidated its share capital on a three old for one new and changed its name to Stompy Bot Corporation (“Stompy”). Pursuant to a Letter of Intent, dated November 18, 2014, SCorp Energy will amalgamate with Stompy Bot Productions Inc. to form the Issuer comprised of SCorp Energy and its one direct wholly-owned subsidiary, Stompy Bot. Stompy Bot will carry on its business as a wholly owned operating subsidiary of SCorp Energy, which will then file articles of amendment to change its name to Stompy Bot Productions, Inc. (the “Issuer”). In addition, the Company issued a total of 4,801,233 common shares of Stompy under the plan of arrangement (the “Arrangement”) to Web Watcher shareholders, on a pro-rata basis, for the LOI.

## SELECTED ANNUAL INFORMATION

	Year Ended Dec. 31, 2014 \$
Revenues	Nil
Net Income loss	Nil
Net loss per share basic and diluted	Nil
Total Assets	100
Total Long-term Debt	Nil
Cash dividends per share	Nil

## RESULTS OF OPERATIONS

*Year Ended December 31, 2014*

The Company did not have any revenues. General and administration expenses during the year ended December 31, 2014.

## SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the most recently completed quarters as follows:

Three Months Ended	General, administrative expenses (\$)	Net Income (Net Loss) (\$)	Loss per Share (\$)
31 Mar 2015	5,068	(5,068)	50.68
31 Dec 2014*	-	(-)	-

\* The Company was incorporated on October 30, 2014. Period is from date of incorporation October 30, 2014 to December 31, 2014

*Three Months Period Ended March 31, 2015*

The Company did not have any revenues. For the three months period ended March 31, 2015 the Company incurred a loss of \$5,068. The Company was incorporated on October 30, 2014, its expenses were limited to legal and accounting fees associated with incorporation and regulatory filing requirements as a result of the plan of arrangement between Web Watcher and the Company.

*Fourth Quarter Results in 2014*

The Company did not have any revenues or expenses from date of incorporation to the period ended December 31, 2014.

## **RELATED PARTY TRANSACTIONS**

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Pursuant to a Letter of Intent, dated November 18, 2014, SCorp Energy will amalgamate with Stompy Bot Productions Inc. to form the Issuer comprised of SCorp Energy and its one direct wholly-owned subsidiary, Stompy Bot. Stompy Bot will carry on its business as a wholly owned operating subsidiary of SCorp Energy, which will then file articles of amendment to change its name to Stompy Bot Productions, Inc. (the "Issuer").

On March 24, 2015, the Company issued a loan in the principal amount of \$347,500 to Stompy Bot Productions Inc. ("Stompy Bot Productions Inc."). The loan is non-interest bearing with no set repayment terms. The loan is secured against the assets of Stompy Bot Productions Inc.

As at March 31, 2015, the Company had \$1,068 in advances payable to Web Watcher.

## **LIQUIDITY AND CAPITAL RESOURCES**

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As of March 31, 2015, the Company had total share subscription receivable of \$100, compare to \$100 at December 31, 2014. For the period ended March 31, 2015, the Company had no cash flow from operations.

Up to the date of this report, the Company completed the Plan of Arrangement and issued a total of 4,801,233 common shares to Web Watcher's shareholders, on a pro-rata basis, pursuant to the Plan of Arrangement.

The Company's continued existence is dependent upon its ability to raise additional capital, the continuing support of its creditors, and ultimately, the attainment of profitable operations and positive cash flows. While management has been successful in obtaining additional sources of finance in the past, there can be no assurance that it will be able to do so in the future. Based on current market conditions management is aware that material uncertainties exist that could adversely affect the Company's ability to continue as a going concern. Recognizing that there are insufficient cash reserves to conduct planned programs and continue operations for the ensuing twelve months, in order to carry out its operations and administration, management is fully aware that the Company will need to generate working capital through additional equity financing.

## **FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

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### **(a) Capital Management:**

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

(b) Risk Disclosures and Fair Values:

The Company's financial instruments, consisting of share subscription receivable approximate fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

## **SHARE CAPITAL**

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The Company's authorized share capital consists of an unlimited number of common shares without par value. Up to date of this report, 4,801,333 shares were issued and outstanding.

## **CHANGES IN ACCOUNTING POLICIES INCULDING INITIAL ADOPTION**

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### **Use of Estimates and Judgments**

The preparation of the financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the deferred income tax asset valuation allowances.

There are no judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current fiscal year.

### **Cash**

The Company considers cash to include amounts held in bank. The Company places its cash with major financial institutions in Canada.

### **Share-based Compensation**

The Company accounts for all stock-based compensation awarded to directors and officers and non-employees using the fair value method. Under this method, cost is measured at the grant date at fair value using an option pricing model that takes into account the exercise price, the expected life of the option, the current price of the underlying stock, the expected volatility, the expected dividends and the risk-free interest rate for the expected term of the option. The compensation cost will be expensed in the statement of operations over the service period, which is the vesting period for directors and officers and over the performance period for awards provided to non-employees in exchange for goods and services.

## **Loss per Share**

Basis earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

## **Comprehensive Income (Loss)**

Comprehensive income (loss) is defined as the change in net assets that results from transactions and other events from non-owner sources and includes items that are not included in net profit (loss), such as unrealized gains and losses related to available for sale securities, gains and losses on certain derivative instruments and foreign currency and gains and losses resulting from the translation of self-sustaining foreign operations.

## **Income Taxes**

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for table temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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### **Financial Instruments**

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available for sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Share subscriptions receivable	Loans and Receivable
Accrued Liabilities	Financial liabilities measured at amortized cost
Due to a related company	Financial liabilities measured at amortized cost

The Company's financial instruments measured at fair value on the balance sheet consist of Share subscriptions receivable.

### **Comparative Figures**

The Company has no comparative figures for the same interim reporting period.

### **OFF BALANCE SHEET ARRANGEMENTS**

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The Company has no off balance sheet arrangements.