

STOMPY BOT CORPORATION (formerly, SCorp Energy Ltd.)

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MANAGEMENT'S DISCUSSION & ANALYSIS

Accompanying the September 30, 2015 Condensed Interim Financial Statements

This Management's Discussion & Analysis ("MD&A"), prepared as of November 27, 2015, is intended to be read in conjunction with the Company's condensed interim financial statements for the three and nine months ending September 30, 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 StompY Bot Corporation, formerly SCorp Energy Ltd. (the "**Company**"), during the period up to the date of this MD&A, being November 27, 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.

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

The Company was incorporated under the *Business Corporations Act* (British Columbia) on October 30, 2014, as a wholly-owned subsidiary of a reporting issuer, Web Watcher Systems Ltd. (“Web Watcher”). On November 18, 2014, the Company and Web Watcher entered into a letter of intent (the “LOI”) providing for the amalgamation of the Company and Stompy Bot Productions Inc. (“Stompy Bot”) to form the resulting issuer.

The Company’s registered office is located at 1216 Sand Cove Road, Saint John, New Brunswick, E2M 5V8, Canada

CORPORATE UPDATE

The Company is an independent video game and digital media publisher. The Company provides technical support, guidance and marketing support to assist independent video game developers to develop and publish video games. The video games published by the Company can be played by consumers on a variety of platforms, including: personal computers, mobile and console platforms and the Internet.

In addition to publishing video games, the Company provides independent cooperative publishing for independent video game development studios, as well as socially oriented solutions for connecting independent content creators to their consumers and end users, through its gamer relation management technology On-Net.

The Company is currently involved in four video game projects: Heavy Gear Assault; Armored Cock; Sabotage; and Locke & Key.

In early August 2015, representatives of the Company attended the Gamescom convention in Cologne, Germany. During the event the Company:

- Announced its flagship title Heavy Gear Assault was entering Early Access. This announcement was disseminated by the Company’s public relations firms.
- Gained visibility among some of the most significant press outlets in the video games industry including PC Gamer, Kotaku, and Worth Gaming.
- Reached international European press outlets in Germany, Italy, Spain, and Asia.
- Reached Bloggers, Youtubers, Streamers, and professional gamers interested in doing email and video interviews in the weeks to come.

This new exposure produced over 29,000 unique page impressions within 24 hours at HeavyGear.com.

Heavy Gear Assault – The Company has transitioned Heavy Gear Assault to Early Access, allowing consumers to purchase and access the product without having to sign a Non-Disclosure Agreement. Players can now share their experiences, screenshots and videos to their friends and the public. This major milestone was accompanied by the launch of the Gear Bay Module and one of Heavy Gear Assault’s most significant patches to date. With the Gear Bay Module, players can customize nearly every aspect of their Gears and experience their vehicle’s new performance in-game. Additional updates include more weapons and Gears, a whole new user interface, improved environments, a new movement mode, performance optimizations, and much more.

Armored Cock – Troll Inc. is nearing completion of their second development Sprint of Armored Cock. This Sprint focuses on additional armor designs, the taunt system, the item system, and new special powers.

Sabotage – Having successfully completed the licensing of the Sabotage license from author, Matthew Cook, the title is now going through its pre-production phase. During pre-production, MekTek Studios will be producing a game design document which will describe the game's selling points, target audience, gameplay, art, level design, story, characters, UI, assets, etc. This document will be used as a guiding vision throughout the development process of Sabotage.

Locke & Key – The Company is in the process of finalizing the license agreement for the Locke & Key IP with IDW Publishing.

OVERALL PERFORMANCE

PLAN OF ARRANGEMENT

On December 9, 2014, Web Watcher entered into an arrangement agreement (the “Arrangement Agreement”) with its wholly-owned subsidiaries: Cdn BVentures Ltd.; Cdn DCorp Ventures Ltd.; Cdn WCorp Holdings Ltd.; G Corp Discovery Ltd.; the Company; and SebCorp Technology Ltd. Under the terms of the Arrangement Agreement, Web Watcher would complete a plan of arrangement (the “Plan of Arrangement”) which would divest Web Watcher of various assets, including the LOI, which would be divested to the Company in consideration of 14,403,698 common shares (each, a “Common Share”) of the Company being issued to Web Watcher. Upon the completion of the Plan of Arrangement, the Company became a reporting issuer.

To replace the LOI, the Company, Stompy Bot and 682147 N.B. Ltd. (“Subco”) entered into an amalgamation agreement (the “Amalgamation Agreement”) dated as of May 5, 2015 (as amended on May 31, 2015), pursuant to which the parties completed a business combination by way of a three-cornered amalgamation (the “Transaction”). Under the terms of the Amalgamation Agreement, the Company completed a consolidation of its Common Shares, resulting in the Company having 4,801,233 Common Shares prior to closing (the “Closing”) of the Transaction. Stompy Bot amalgamated with Subco on June 18, 2015 and the Company commenced carrying on the business of Stompy Bot on that date. Upon completion of the Transaction, Stompy Bot became a wholly-owned operating subsidiary of the Company.

On June 1, 2015, the Company filed articles of amendment to change its name to “Stompy Bot Production Inc.” and on June 3, 2015, the Company filed articles of amendment to change its name to “Stompy Bot Corporation”.

Prior to completion at of the Transaction, the Company had not commenced any commercial operations other than entering into the LOI and the Amalgamation Agreement and until completion of the Transaction, the Company did not have a business, business operations, or any material assets other than cash and cash equivalent.

Transaction Mechanics

Pursuant to the Amalgamation Agreement, and as a condition of completion of the Transaction, the following transactions occurred in the order set out in the Amalgamation Agreement on or before the completion of the Transaction:

Private Placement

The Company completed a private placement (the "Private Placement") of an aggregate of 14,287,138 Special Warrants of the Company for gross proceeds of \$500,050. The Private Placement was completed in tranches: as to 9,929,996 Special Warrants on March 19, 2015; 3,000,000 Special Warrants on May 31, 2015; and 1,357,142 on June 18, 2015. Each Special Warrant entitles the holder to acquire one Common Share, without additional payment or further action on the part of the holder, upon satisfaction of all of the following conditions: the satisfaction or waiver of all conditions precedent to the Transaction as set out in the Amalgamation Agreement; and the receipt of all required regulatory, shareholder and third party approvals necessary for the Company to complete the Transaction (the "Conditions"). In the event the Conditions were not satisfied on or before 5:00 p.m. (Toronto time) on June 30, 2015, the holders of the Special Warrants were entitled to a return of their full subscription price. The conditions were satisfied on June 18, 2015, and the 14,287,138 issued and outstanding Special Warrants were converted into 14,287,138 Common Shares.

Share Exchange upon Completion of the Transaction

Pursuant to the terms of the Amalgamation Agreement, each shareholder of Stompy Bot received one (1) Common Share for every 2.1323 common shares of Stompy Bot held by such shareholder. Stompy Bot had 75,310,891 common shares outstanding prior to the completion of the Transaction resulting in 35,319,086 common shares being issued to the former shareholders of Stompy Bot.

Treatment of Stompy Bot Options

All of the holders ("Stompy Bot Optionholders") of stock options ("Stompy Bot Options") of Stompy Bot that were not duly exercised prior to the Closing, whether vested or unvested, were exchanged for stock options of the Company ("Exchange Options") pursuant to an Option Exchange Agreement entered into between the Company, Stompy Bot and each of the Stompy Bot Optionholders on a basis of one (1) Exchange Option for each 2.1323 Stompy Bot Options. The Exchange Options are subject to the terms and conditions of the Company's Stock Option Plan. Stompy Bot had 6,350,000 Stompy Bot Options outstanding prior to the completion of the Transaction, resulting in 2,978,004 Exchange Options being granted.

Conditions to Closing the Transaction and Required Approvals

The Transaction was subject to a number of approvals, which were obtained, and Conditions, which were met, prior to its implementation, including, but not limited to the following:

- (a) completion of the Private Placement of up to \$500,050 but not less than \$150,000;
- (b) the approval of the Transaction by the shareholders of Stompy Bot;
- (c) the election and appointment of certain directors and officers of the Issuer (see below);
- (d) the entry into the exchange agreements by the holders of Stompy Bot Options pursuant to which the holders of Stompy Bot Options will receive Exchange Options;
- (e) all conditions precedent set forth in the Amalgamation Agreement, having to be satisfied or waived by the appropriate party; and

- (f) the receipt of all necessary corporate, regulatory and third party approvals and compliance with all applicable regulatory requirements and conditions in connection with the Transaction.

Following the Consolidation, the Company had 4,801,333 Common Shares issued and outstanding immediately prior to the completion of the Transaction. Upon the completion of the Transaction, and after conversion of the Special Warrants, the Issuer had 54,407,457 Common Shares issued and outstanding, with former shareholders of Stompy Bot holding 35,319,086 Common Shares.

The board of directors (the "Board") of the Company was reconstituted in conjunction with the completion of the Transaction such that it consists of six directors: James Taylor, John Nguyen, Chris Irwin, Vince McMullin, Michael Soloman and David Garland. In addition the Company's senior management was changed to: James Taylor, as President; Vince McMullin, as Chairman; David Garland, as Chief Financial Officer; and John Nguyen as Vice-President and Marketing Director.

The selected results of operations now reflect commercial operations of the consolidated companies now that the Transaction has been completed.

SELECTED RESULTS OF OPERATIONS

A summary of financial results for the three and nine months ended September 30, 2015 as follows:

<i>(all amounts in Cdn\$)</i>	Three months ended		Nine months ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Net revenue	\$ 56,062	\$ 19,965	\$ 92,986	\$ 74,573
Operating expenses (income)	235,875	(912)	1,305,195	170
Net (loss) income and comprehensive (loss) income	\$ (179,813)	\$ 20,877	\$ (1,212,209)	\$ 74,403

For the three and nine months ended September 30, 2015, the Company recorded a loss of \$179,813 and \$1,212,209 respectively compared to income of \$20,877 and \$74,403 respectively for the same period in the prior year. The increase in the current period loss of \$200,690 and \$1,286,612 respectively was attributable mainly to an increase in operating expenses related to the continued development of the games and expenses related to the Transaction.

RELATED PARTY TRANSACTIONS

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. As at the date hereof, the Company has not paid any compensation to its directors or key executives.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or

indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the board of directors of the Company. It is not expected that any directors or key executives will receive any remuneration prior to completion of the Transaction.

On March 24, 2015, the Company issued a loan in the principal amount of \$347,500 to Stompy Bot. The loan is non-interest bearing with no set repayment terms. The loan is secured against the assets of Stompy Bot. On completion of the Transaction the loan remains outstanding, but now represents an inter-company debt.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2015, the Company had working capital of \$419,298, compared to \$186,040 at December 31, 2014. For the nine months ended September 30, 2015, the Company had cash used in operations of \$687,940 compared to cash used in operations of \$31,094 for the nine months ended September 30, 2014. For the nine months ended September 30, 2015, cash provided by financing activities was \$691,837 compared to \$68,384 for the same period in 2014.

Included in working capital are certain advance royalty payments. Management believes these will be recovered from future royalties earned as a percentage on all sales once the video games are commercially released.

The Company completed a private placement (the "Private Placement") of 14,287,138 special warrants (each, a "Special Warrant") of the Company for gross proceeds of \$500,050, in three tranches: as to 9,929,996 Special Warrants on March 19, 2015; 3,000,000 Special Warrants on May 21, 2015; and 1,357,142 on June 18, 2015. Each Special Warrant entitles the holder to acquire a Common Share in the capital of the Company, without additional payment or further action on the part of the holder, upon satisfaction of all of the following conditions: the satisfaction or waiver of all conditions precedent to the Transaction as set out in the Amalgamation Agreement; and the receipt of all required regulatory, shareholder and third party approvals necessary for the Company to complete the Transaction (the "Conditions"). In the event the Conditions are not satisfied on or before 5:00 p.m. (Toronto time) on June 30, 2015, the holders of the Special Warrants will be entitled to a return of their full subscription price. All of the Conditions were satisfied on June 18, 2015, and the 14,287,138 Special Warrants were converted into 14,287,138 Common Shares.

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.

On November 25, 2015, the Company announced that it intends to issue up to 25,000,000 units of the Company (the "Units") at a price of \$0.08 per Unit, for total gross proceeds of approximately \$2,000,000. Each Unit will be comprised of one Common share and one Common share

purchase warrant, each Warrant entitling the holder thereof to acquire a Common share at a price of \$0.12 per share for a period of eighteen (18) months from date of issuance. This financing is scheduled to close in early December and is subject to certain conditions and approvals.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(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

The Company's authorized share capital consists of an unlimited number of Common Shares without par value. Up to date of this report, 54,578,457 Common Shares were issued and outstanding.

CHANGES IN ACCOUNTING POLICIES INCULDING INITIAL ADOPTION

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.

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 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.

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:

<u>Financial Instrument</u>	<u>Classification</u>
Share subscriptions receivable	Loans and receivable
Note receivable	Loans and receivable
Accrued Liabilities	Financial liabilities measured at amortized cost
Due to a related company	Financial liabilities measured at amortized cost

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.