

LIGHTNING VENTURES INC.

(FORMERLY HIGHMARK MARKETING INC.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE
THREE MONTHS ENDED JUNE 30, 2016**

INTRODUCTION

The following Management Discussion and Analysis (“MD&A”) of Lightning Ventures Inc. (formerly Highmark Marketing Inc.) (the “Company”) has been prepared by management in accordance with the requirements of National Instrument 51-102 as of August 26, 2016. This MD&A should be read in conjunction with the condensed consolidated interim financial statements as at June 30, 2016 and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words “*anticipate*”, “*believe*”, “*estimate*”, “*expect*” and similar expressions, as they relate to our company or our 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 our 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 our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

COMPANY OVERVIEW

Background

Lightning Ventures Inc. (formerly Highmark Marketing Inc.) (the “Company”) was incorporated under the laws of British Columbia on April 2, 2014. Its registered and records office is located at Suite 1820 – 925 West Georgia, Vancouver, British Columbia V6C 3L2. The Company is a nutraceutical company which is focused on bringing the health benefits of natural and herbal remedies to the market. The Company has also entered into a share exchange agreement with BCBud Producers Inc. and Blue Moon Advertising Inc. to acquire 100% of the issued and outstanding shares of BCBud Producers Inc. from its shareholder, Blue Moon Advertising Inc. BCBud Producers Inc. has submitted an application to Health Canada to become a licensed producer of medical marijuana under Canada’s *Marijuana for Medical Purposes Regulations*.

Significant Events

- a) On August 12, 2015, the Company announced that it has entered into a non-binding letter of intent (“LOI”) with Mr. Donald Rainwater setting out the proposed terms for a joint venture between the parties. The joint venture will target acquiring, marketing, and facilitating the use of water rights within the Jiminez District of Mexico for use by energy companies in the exploitation of Oil and Gas within the region. Monetary payments will be made by Highmark to Mr. Rainwater to enter into a joint venture agreement, with the payment terms to be negotiated prior to entering into the joint venture. No shares of Highmark will be issued under the joint venture. Activity in this venture had not begun as of August 26, 2016.
- b) On September 1, 2015, the Company is pleased to announce that it has entered into a non-binding letter of intent (“LOI”) with Blue Moon Advertising Inc. (“Blue Moon”) for the sale of BCBud Producers Inc. (“BCBud”) in which the Company will cancel 9,000,000 previously issued shares to Blue Moon, and maintain a 10% interest in BCBud and its Marijuana for Medical Purposes Regulations (“MMPR”) application.
- c) On September 3, 2015, the Company entered into a non-binding letter of intent with Lightning Industries Inc. to acquire 100% of Lightning’s authorized share capital. Lightning is wholly owned by Domenari Capital LLC.

The agreement to acquire Lightning contains the following key terms:

- Highmark will issue 40 million common shares to Domenari for the acquisition of Lightning;
 - Highmark will issue a bonus of two million common shares to Domenari if Lightning records \$3-million in revenues in a single calendar year;
 - Highmark will issue a second bonus two million common shares to Domenari if Lightning records \$6-million in revenues in a single calendar year;
 - Upon closing, Highmark will designate the board of directors to be Marc Branson, Donald Rainwater, Marc Branson and Tim Isaacs and the officers to be Mr. Rainwater (chief executive officer), Mr. Branson (president), and the chief financial officer will be jointly appointed;
 - The purchase shares will be subject to a stock restriction agreement
- d) On October 13, 2015, the Company announced that further to the letter of intent announced on September 1, 2015, it has entered into a share purchase agreement with Blue Moon Advertising Inc. (“Blue Moon”) and BCBud Producers Inc. (“BCBud”) pursuant to which the Company will cancel 9,000,000 previously issued shares to Blue Moon as consideration for the sale of 90% of Highmark’s interest in BCBud to Blue Moon. The Company will receive a pre-emptive right to maintain its 10% interest in BCBud during any future distribution of BCBud securities. On

October 20, 2015, the Company has closed the share purchase agreement with Blue Moon Advertising Inc. and BCBud Produces Inc.

- e) On October 29, 2015, the Company announced that it has finalized terms which will form the basis of its joint venture for the development of water rights announced on August 12, 2015. The joint venture is seeking to provide water and related services to oil and gas companies at drilling facilities in the Jiminez District in Mexico. The proposed business is to sell water directly to oil and gas companies for use as in fracking fluid, and provide further ancillary services, including water delivery, on site storage, cleaning, disposal, and further transportation. Activity in this venture had not begun as of August 26, 2016.

The Company has agreed to a non-binding term sheet with Tadhham S.A. de C.V., an entity which has access to water resources in the Jiminez District. Tadhham has secured the right to 1,000,000 gallons of water per day from regional aquafer systems and recently entered into a letter of intent for the provision of an additional 800,000 gallons per day. Tadhham has agreed to provide the Company distribution rights to its water resources for fracking purposes. In return, the Company will market and develop a business of water supply and ancillary water cycle services associated with oil and gas extraction. The Company will receive full water distribution rights in exchange for providing Tadhham 40% of any profits generated under the water distribution business. Activity in this venture had not begun as of August 26, 2016

- f) On December 16, 2015, the Company announced that its Tadhham Services has launched a website and has begun the process of marketing its services.
- g) On December 14, 2015, the Company announced that it has entered into an investor relations agreement (“Agreement”) with R & R Consulting (“R & R”) for a term of 12 months commencing on December 14, 2015 (the “Effective Date”). The Agreement may be renewed or terminated by either party on thirty days written notice.

R & R will carry out on behalf of the Company the development of an investor relations program, dissemination of corporate information, and assistance with broker and investor presentations and communications.

As consideration for services provided, the Company will pay R & R a onetime fee of \$50,000 and an ongoing fee of \$3,500 per month. The Company will also grant R & R, in accordance with the policies of the Canadian Securities Exchange, an incentive stock option to purchase 500,000 common shares in the capital of the Company. These options may be exercised for a period of 12 months from the grant date, unless the Agreement is terminated by either party at an earlier date, at an exercise price of \$0.05 per common share.

- h) On February 1, 2016, the Company entered into a definitive share exchange agreement (“**Agreement**”) with Lightning Industries Inc. (“**Lightning**”) to acquire 100% of Lightning’s authorized share Capital. Lightning is wholly owned by Domenari Capital, LLC (“**Domenari**”).

Key terms of the agreement

The agreement to acquire Lightning contains the following key terms:

- The Company will issue 40 million common shares to Domenari for the acquisition of Lightning.
- The Company will issue a bonus of two million common shares to Domenari if Lightning records a profit for a single fiscal year, in either the first or second full fiscal year starting Jan. 1, 2015.

- The Company will issue a second bonus of two million common shares to Domenari if Lightning records \$3-million in revenues in the first, second or third full fiscal year immediately following the effective date.
- Upon closing, the Company will designate the board of directors to be Marc Branson, Donald Rainwater and David Taylor, and the officers to be Donald Rainwater (president and chief executive officer), Marc Branson (vice-president of corporate development) and a chief financial officer who will be jointly nominated at a later date.

The purchase shares will be subject to a stock restriction agreement which will contain the following vesting schedule. The Company closed this arrangement on June 1, 2016 as described in the *Financing* section.

Vesting date	Proportion of vested shares
On the closing date of the agreement (effective date)	10 per cent of the purchase shares
Six months after the effective date	15 per cent of the purchase shares
12 months after the effective date	15 per cent of the purchase shares
18 months after the effective date	15 per cent of the purchase shares
24 months after the effective date	15 per cent of the purchase shares
30 months after the effective date	15 per cent of the purchase shares
36 months after the effective date	the remainder of the purchase shares

Select financial information about Lightning

The Company's management is relying expressly on the information provided to it by Lightning in the following discussion, and it should be considered as such. For the nine months ended Sept. 30, 2015, Lightning had gross sales of \$1,569,269 (U.S.), gross profit of \$697,880 (U.S.) and a net income of \$150,465 (U.S.).

Private placement

The Company has also approved a private placement to offer up to five million units at a price of five cents per unit for gross proceeds of up to \$250,000. Each unit consists of one common share and one full share purchase warrant. Each warrant will be exercisable into one common share for a period of 36 months from the date of issuance at a price of 7.5 cents per share. The common shares and warrants comprising the units will be subject to a four month and one day hold period in accordance with the policies of the Canadian Securities Exchange and applicable securities regulation.

The Company may pay a cash commission to certain finders equal to 10 per cent of the gross proceeds raised and may issue to the finders that number of finder's warrants that will entitle the holder thereof to purchase that number of common shares that is equal to 10 per cent of the number of units issued under the private placement for a period of 36 months from issuance at an exercise price of 7.5 cents per common share.

The proceeds are intended to be allocated toward associated costs of closing the proposed transaction with Lightning, further developing Tadhams Energy (joint venture partnership in Mexico) and general working capital.

Trading halt

In connection with the Lightning acquisition, the shares of the Company have been halted from trading, and management expects they will do so until such time that there is sufficient information in the public domain for current shareholders, potential investors and other related stakeholders to adequately review the merits and the validity of the transaction. The Company's management is

currently preparing an information circular that will address this disclosure and anticipates that, upon filing this document on SEDAR, the company should, within a reasonable time frame, resume trading.

Completion of the Lightning acquisition is subject to a number of conditions, including CSE acceptance and shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Lightning acquisition, any information released or received with respect to the acquisition of Lightning may not be accurate or complete and should not be relied upon. Trading in the securities of Highmark should be considered highly speculative.

The Company has been pursuing a number of new business opportunities as part of a strategic process to enhance shareholder value, including advanced discussion with companies within the natural resource, technology, and manufacturing sectors.

Financing

- a) On March 19, 2014, the Company issued 2,000,000 common shares at a price of \$0.005 per common share for total proceeds of \$10,000.
- b) On March 31, 2014, the Company issued 7,425,000 common shares at a price of \$0.02 per share for total proceeds of \$148,500.
- c) On April 2, 2014 the Company issued 1,000,000 common shares at a price of \$0.05 per share for total proceeds of \$50,000.
- d) On April 16, 2014, the Company issued 1,600,000 common shares at a price of \$0.10 per common share for total proceeds of \$160,000.
- e) On May 29, 2014, the Company and Highmark International exchanged securities on a 1:1 basis, such that all issued and outstanding common shares of Highmark International were exchanged by their holders for the same number of shares of the Company.
- f) On July 7, 2014, the Company completed the first tranche of a non-brokered private placement by issuing 999,607 units at a price of 35 cents per unit for gross proceeds of \$349,862. Each unit consists of one common share and one full share purchase warrant.
- g) On August 5, 2014, the Company issued 30,000 common shares at a price of \$0.33 per share as a deposit for a pending acquisition. The acquisition did not proceed and total value of \$9,900 was expensed.
- h) On August 9, 2014, the Company issued 300,000 common shares at a price of \$0.45 per share for consulting services.
- i) On October 15, 2014, the Company closed the acquisition of MobiWeed. Pursuant to the asset purchase agreement, the Company paid \$35,000 and issued 250,000 common shares Intelliserve for the acquisition of MobiWeed. Intelliserve is also eligible for a performance bonus of 250,000 common shares if the MobiWeed website lists 1,000 dispensaries and has at least 20,000 individually requested pages from the website.
- j) On November 13, 2014, the Company entered into an addendum to the share exchange agreement with BCBud Producers Inc. and Blue Moon Advertising Inc. Pursuant to the addendum, the Company issued 250,000 common shares to Blue Moon Advertising Inc. On November 18, 2014

prior to closing the share exchange agreement. The total consideration for the acquisition remains the same: the Issuer will issue a total of 2,500,000 common shares to Blue Moon.

- k) On December 1, 2014, The Company completed a four-for-one forward split utilizing the “push out method” with a record date of December 1, 2014 (the “Record Date”). Shareholders of record as of the close of business on the Record Date hold four common shares for every one common share held on the Record Date. The additional common shares were issued to shareholders on December 4, 2014. The Issuer had 13,868,607 issued and outstanding common shares prior to the forward split and upon completion of the forward split had 55,474,428 issued and outstanding common shares.
- l) On December 30, 2014 the Company completed the first tranche of a non-brokered private placement by issuing 589,000 units at a price of \$0.085 per unit for gross proceeds of \$50,065. Each unit consists of one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of 36 months from the date of issuance at a price of \$0.15 per share. The Issuer paid an aggregate finder’s fee of \$5,006.50 and issued an aggregate of 58,900 warrants to finders.
- m) On January 12, 2015 the Company entered into a debt conversion agreement with Richard Penn, the debt conversion agreement provides that of the total amount owed to Richard Penn, \$47,500 be converted to 500,000 common shares of Highmark at a deemed price per share of \$0.095.
- n) On February 19, 2015, the Company closed the share exchange agreement with BCBud Producers Inc. and Blue Moon Advertising Inc. and completed the acquisition of BCBud. Highmark, BCBud and Blue Moon entered into the share exchange agreement on Aug. 5, 2014, whereby Highmark agreed to acquire 100 per cent of the authorized share capital of BCBud from its shareholder, Blue Moon. Upon closing the Share Exchange Agreement, Highmark issued an additional 9,000,000 common shares to Blue Moon. The common shares will be held in escrow and will be released as follows:

Release Date	Number of Shares Released
On receipt by the Company of a Ready to Build letter from Health Canada confirming that the Company has approval from Health Canada to build a facility pursuant to the Marihuana for Medical Purposes Regulations (the “MMRT”)	1,000,000 common shares (the “ Ready to Build Shares ”)
On receipt by the Company of a license to produce marijuana pursuant to the MMRT	8,000,000 common shares (the “ License Shares ”)

The acquisition of BCBud Producers Inc. was determined to be the acquisition of assets and expertise related to the approval of Health Canada for a facility pursuant to the Marihuana for Medical Purposes Regulations, which is still in the development stage. Accordingly, the acquisition costs were expensed. An expense of \$650,000 in shares was expensed during the year ended March 31, 2015. During the year ended March 31, 2016, the Company cancelled the 9,000,000 common shares for the acquisition of assets and recovered \$540,000 for asset investigation costs.

- o) On September 28, 2015, the Company announced the closing of the first tranche of its previously announced non-brokered private placement (the “Private Placement”) for total gross proceeds of \$48,350.

The Company issued 552,000 units at a price of \$0.05 per share in connection with the Private Placement, with each unit comprising one common share and one purchase warrant. Each purchase warrant is exercisable for one common share at a price of \$0.06 for a period of twelve

months from the grant date. The Company also issued 415,000 common shares at a deemed price of \$0.05 per share in connection with the settlement of outstanding debts with various creditors.

In connection with the Private Placement, the Company paid a finder's fee of \$2,670 cash and issued 55,200 finder's warrants. Each finder's warrant is exercisable into one common share of the Company at \$0.06 per share for a period of one year from the closing date of the Private Placement.

The Company intends to use the proceeds from the Private Placement for general working capital purposes. All the newly issued securities are subject to a four month and one day hold period from today's closing date.

- p) On March 7, 2016, the Company announced the closing of the first tranche of a private placement of 700,000 units at a price of \$0.05 per unit for gross proceeds of \$35,000. Each unit consists of one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of 36 months from the date of issuance at a price of \$0.075 per share. The common shares and warrants comprising the units will be subject to a four month and one day hold period in accordance with the policies of the Canadian Securities Exchange (the "CSE") and applicable securities regulation.

In connection with the Private Placement, the Company paid a cash commission of \$2,500 to a finder equal to 10% of the gross proceeds raised, and issued 50,000 finder's warrants that entitles the holder thereof to purchase 50,000 common shares that is equal to 10% of the number of units issued under the Private Placement for a period of 36 months from issuance at an exercise price of \$0.075 per common share.

- q) On May 5, 2016, the Company entered into a series of debt conversion agreements with creditors in order to settle \$117,325 in outstanding debt through the issuance of 2,346,500 the Company units at a deemed price of \$0.05 per unit (the "Debt Conversion"). The closing of the Debt Conversion will occur on May 6, 2016.

Each unit issued under the Debt Conversion consists of one common share and one purchase warrant. Each purchase warrant entitles the holder thereof to acquire one common share for a period of 36 months from the date of issue at an exercise price of \$0.075 per common share.

- r) On June 1, 2016, the Company has closed the share exchange agreement entered into on February 1, 2016 with Lightning Industries, Inc. and Domenari Capital LLC (the "**Agreement**"), whereby the Company acquired Lightning Industries.

In connection with the share exchange agreement, the Company will issue 40,000,000 common shares to Domenari Capital, LLC, in exchange for 100% of the shares in Lightning. Further details of the Acquisition can be found in the Company's press release dated February 1, 2016.

Subsequent Events

On July 18, 2016, the Company announced that it has completed its launch of the pilot Auto Loader EX-25 soap stick dispenser installations in Mexico for Pemex. As described in the press release dated June 20, 2016, Auto Loaders are a Lightning product designed to automate soap stick dispensing in oil and gas wells to improve production efficiency. The Pemex Auto Loader pilot represents one of two installations that mark the Company's entrance into the Mexican market.

On July 21, 2016, the Company entered into a series of debt conversion agreements with creditors in order to settle \$152,500 in outstanding debt through the issuance of 3,050,000 Lightning units at a deemed price of \$0.05 per unit (the "Debt Conversion"). The closing of the Debt Conversion occurred on July 19, 2016.

Each unit issued under the debt conversion consists of one common share and one purchase warrant. Each purchase warrant entitles the holder thereof to acquire one common share for a period of 36 months from the date of issue at an exercise price of \$0.075 cents per common share.

Asset Purchase Agreement

During the year ended March 31, 2016 the Company's wholly owned subsidiary, Highmark International, entered into an asset purchase agreement with RMDC Holdings Corp. ("RMDC").

Pursuant to the Asset Purchase Agreement with RMDC, Highmark International acquired, for a total price of \$10,000, the following:

- (1) a license agreement to distribute Vitapect™ products in North America and beyond;
- (2) ownership of domain names: www.vitapect.ca, www.vitapect.org and www.vitapect.co.uk;
- (3) online traffic from www.vitapect.com;
- (4) a corporate website;
- (5) prepaid expenses; and
- (6) Vitapect™ inventory.

A director of the Company and Highmark International, David Taylor, is a principal shareholder of RMDC, therefore, these payments constitute transactions with a related party. As at March 31, 2015, the amount of \$10,000 has been paid. As of March 31, 2016, the \$10,000 asset has been written-off as no cash-flows are expected from the asset.

The Company's wholly owned subsidiary, Highmark International, acquired, as a part of the asset purchase agreement, inventory of Vitapect™ product with a fair market value of \$3,316. During the year ended March 31, 2015, the inventory has expired and has been wholly written off.

The Company paid \$15,000 as a deposit and entered into a letter of intent with Intelliserve Software Inc. of North Vancouver to acquire Mobiweed, an on-line website, and related assets. Mobiweed hosts marijuana mapping software and related educational content, enabling visitors to search the location and details of marijuana dispensaries and pharmacies in North America. In 2015, the related assets were transferred as part of the MJ Biosciences spin out as described in Note 1.

On October 15, 2014, the Issuer closed the acquisition of MobiWeed. Pursuant to the asset purchase agreement, the Issuer paid \$35,000 and issued 250,000 common shares, with a deemed total value of \$120,000 to Intelliserve for the acquisition of MobiWeed. Intelliserve is also eligible for a performance bonus of 250,000 common shares if the MobiWeed website lists 1,000 dispensaries and has at least 20,000 individually requested pages from the website.

On October 13, 2015, the Company to announced that further to the letter of intent announced on September 1, 2015, it has entered into a share purchase agreement with Blue Moon Advertising Inc. ("**Blue Moon**") and BCBud Producers Inc. ("**BCBud**") pursuant to which the Company will cancel 9,000,000 previously issued shares to Blue Moon as consideration for the sale of 90% of Highmark's interest in BCBud to Blue Moon. The Company will receive a pre-emptive right to maintain its 10% interest in BCBud during any future distribution of BCBud securities. On October 20, 2015, the Company has closed the share purchase agreement.

On October 29, 2015, the Company has finalized terms which will form the basis of its joint venture for the development of water rights. The joint venture is seeking to provide water and related services to oil and gas companies at drilling facilities in the Jiminez district in Mexico.

Highmark has agreed to a term sheet with Tadhram SA de CV, an entity which has access to water resources in the Jiminez district. Tadhram has secured the right to one million gallons of water per day

from regional aquifer systems and recently entered into a letter of intent for the provision of an additional 800,000 gallons per day. Tadham has agreed to provide Highmark distribution rights to its water resources for fracking purposes. In return, Highmark will market and develop a business of water supply and ancillary water cycle services associated with oil and gas extraction. Highmark will receive full water distribution rights in exchange for providing Tadham 40 per cent of any profits generated under the water distribution business.

Plan of Arrangement

On January 20, 2015, the Company announced that the statutory plan of arrangement entered into on October 16, 2014 with Highmark Technologies Corp. (“Highmark Technologies”) and MJ Bioscience Corp. (“MJ Bioscience”) (the “Arrangement”) received approval from the Company shareholders on January 15, 2015 and approval from the Supreme Court of British Columbia on January 19, 2015, in accordance with Part 9 of the *Business Corporations Act* (British Columbia). The Company closed the Arrangement on January 29, 2015.

Upon the closing of the Arrangement, the Company will reorganize its business by completing a spin-off of certain assets by distributing all the shares in MJ Bioscience and Highmark Technologies to its shareholders as a return of paid in capital. MJ Bioscience will receive all of the Company’s cannabis research assets, while Highmark Technologies will received the Company’s Mobiweed platform.

Lightning Acquisition and Transaction Costs

On February 1, 2016, the Company entered into a share purchase agreement with Domenari Capital, LLC, pursuant to which the Company has acquired all of the issued and outstanding common shares of Lightning Industries Inc., representing a 100% interest in exchange for issuance of up to 40,000,000 common shares of the Company based on certain key terms.

The table below summarizes the consideration exchanged for control and the determination of transaction costs.

Consideration paid		
40,000,000 common shares	\$	600,000
Less: Fair value of identifiable net assets		
Cash		(10,005)
Amounts receivable		(15,220)
Property, plant and equipment		580,883
Trade and other payables		(392,715)
Notes payable		(582,739)
		(419,796)
Transaction costs	\$	(1,019,796)

SELECTED FINANCIAL INFORMATION

	Year ended March 31, 2016	Year ended March 31, 2015	Period from March 19, 2014 (date of incorporation) to March 31, 2014
Working capital (deficit)	\$ (166,124)	\$ (6,765)	\$ 143,890
Current assets	\$ 32,360	\$ 57,986	\$ 147,390
Total liabilities	\$ 198,484	\$ 64,751	\$ 3,500
Share capital and shares subscribed	\$ 590,901	\$ 1,056,500	\$ 158,500
Deficit	\$ 1,021,388	\$ 1,218,524	\$ 14,610

RESULTS OF OPERATIONS

For the three month period ended June 30, 2016, the Company has \$71,657 revenue generated from product sales (2015 - \$Nil).

For the three month period ended June 30, 2016, the Company incurred a loss and comprehensive loss of \$1,166,664 (2015 - \$38,157), which resulted from investor relations and promotion costs of \$Nil (2015 - \$3,950), office costs of \$36,258 (2015 - \$3,765), consulting fees of \$100,000 (2015 - \$7,619), filing fees of \$1,085 (2015 - \$1,964), professional fees of \$4,500 (2015 - \$20,859), transaction costs of \$1,019,796 (2015 - \$Nil), travel costs of \$600 (2015 - \$Nil) and salaries and wages of \$111,358 (2015 - \$Nil), which is partially offset by gain on debt settlement of \$46,930 (2015 - \$Nil).

Summary of Quarterly Results

Results for the most recent completed financial period are summarized in the table below:

	Three months ended June 30, 2016	Three months ended March 31, 2016	Three months ended December 31, 2015	Three months ended September 30, 2015	Three months ended June 30, 2015	Three months ended March 31, 2015	Three months ended December 31, 2014	Three months ended September 30, 2014
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	71,657	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (Loss)	(1,166,664)	317,879	(49,689)	(32,897)	(38,157)	(266,429)	(172,620)	(393,383)
Earnings (Loss) per Share	(0.02)	0.00	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)
Total Assets	606,923	32,360	115,011	61,157	40,051	117,070	397,674	283,836
Working Capital (Deficit)	(869,121)	(166,124)	(59,487)	(32,229)	(44,922)	(6,765)	179,883	244,128

Liquidity and Capital Resources

As at June 30, 2016, the assets of the Company were represented by \$11,000 in receivables, \$15,040 in prepaid expenses and \$580,883 in property, plant and equipment.

As at June 30, 2015, the assets of the Company were represented by \$5,375 in receivables, \$35,000 in prepaid expenses, \$10,000 in intellectual property, \$48,984 due from related parties and \$100 in investment in subsidiaries.

The Company has to rely upon the sale of equity securities, primarily through private placements for

cash, for general operating activities. All completed private placement arrangements are described in the *Significant Events* section above.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Based on current information, the Company anticipates that its working capital is sufficient to meet its expected ongoing obligations for the coming year.

Transactions with Related Parties

Related party transactions were in the normal course of business and amounts due to related parties are unsecured, non-interest bearing and without specific terms of repayment.

Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management:

	Three months ended June 30, 2016	Three months ended June 30, 2015
Professional fees	\$ -	\$ 6,952
	\$ -	\$ 6,952

For the three month period ended June 30, 2016, the Company paid \$Nil (2015 - \$5,524) for professional services to GSS, a company with a common director.

For the three month period ended June 30, 2016, the Company paid \$Nil (2015 - \$1,428) for professional services to RMDC, a director of the company is a significant shareholder.

As at June 30, 2016, \$90,187 (March 31, 2016 - \$44,690) is included in accounts payable and accrued liabilities and due to related parties owing to those officers and directors for fees and expense reimbursements.

As at June 30, 2016, \$143,085 (March 31, 2016 - \$Nil) is included in notes payable received from related parties, the notes are unsecured and bear interest.

Outstanding Share Data

On June 30, 2016 the Company had 100,836,928 shares of its common stock issued and outstanding. The Company also had 1,584,000 options and 4,351,600 warrants outstanding.

On August 26, 2016 the Company had 103,886,928 shares of its common stock issued and outstanding. The Company also had 1,584,000 options and 7,401,600 warrants outstanding.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

All significant accounting policies adopted by the Company have been described in the notes to the audited consolidated financial statements for the period ended June 30, 2016.

New accounting standards and interpretations

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards and does not anticipate any material changes to the financial statements upon adoption of these new and revised accounting pronouncements.

IFRS 9 – Financial Instruments (effective January 1, 2015) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

RISKS AND UNCERTAINTIES

The Company's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including the Company's ability to (i) create brand recognition for the Products; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for the Company's business in the future, or will generate awareness of the Company's technologies or services. In addition, no assurance can be given that the Company will be able to manage the Company's advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

The Company may become subject to liability for risks against which the Company cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Conflicts of Interest Risk

Certain of the Company's directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the products the Company intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with the BCBCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to The Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavorable to us.

Key Personnel Risk

The Company's success will depend on its directors and officers to develop the Company's business and manage its operations, and on the Company's ability to attract and retain key technical, sales and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the Company's business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future, which may adversely impact the Company's operations.

Speculative Nature of Investment Risk

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has not paid dividends, and are unlikely to pay dividends in the immediate or near future. The Company is in the development and planning phases of its business and has not started commercialization of the Company's products and services. The Company's operations are not yet sufficiently established such it can mitigate the risks associated with its planned activities.

No Established Market for Shares Risk

There is currently no established trading market through which common shares in the Company's authorized capital may be sold. Even if a trading market develops, there can be no assurance that such market will continue in the future. As a result, investors in the Company may lose their entire investment.

Liquidity and Future Financing Risk

The Company may require additional financing to fund future operations and expansion plans. The Company needs to raise at least \$1,000,000 further funds to carry out its business plan, but it does not yet have a commitment from anyone to invest the funds. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that The Company will be successful in the Company's efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional financing is raised by issuing common shares in the Company's authorized capital, control of the Company's company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, The Company may be required to scale back its business plan or cease operating.

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 an 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.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. The Company will be dependent upon the

capital markets to raise additional financing in the future, while The Company establish a user base for the Products. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, The Company is subject to liquidity risks in meeting the Company's development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's common shares on the Canadian Securities Exchange (the "Exchange").

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expect to retain the Company's earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

It is anticipated that the Company's common shares will be listed for trading on the Exchange. As such, external factors outside of the Company's control such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward technology sector stocks may have a significant impact on the market price of the Company's common shares. Global stock markets, including the Exchange, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology sector. There can be no assurance that an active or liquid market will develop or be sustained for the common shares.

Increased Costs of Being a Publicly Traded Company

As a company with publicly-traded securities, the Company will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase the Company's legal and financial compliance costs.

Financial Instruments

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Cash is carried at a level 1 fair value measurement. Trade and other payables and due to shareholder are measured using level 3 measurements. The carrying amount of trade and other payables and due to shareholder approximates their fair value due to the short-term maturities of these items.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

1) Fair value

The carrying value of cash amounts, and accrued liabilities approximated their fair value because of the relatively short-term nature of these instruments.

2) Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

3) Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

4) Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Capital Management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The Company expects its capital resources, which include a share offering, will be sufficient to carry its research and development plans and operations through its current operating period.

The Company is not subject to externally imposed capital requirements.

CONTINGENCIES

There are no contingent liabilities.

DIRECTORS AND OFFICERS

As of the date of this report, August 26, 2016, the Company's directors and officers are following:

David Taylor – Director
Donald Rainwater – Director and CEO
Kevin Slichter – Director
Marc Branson – Director
Kenneth Tollstam – CFO