360 Capital Financial Services Group Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2015

DATE OF REPORT: November 30, 2015

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements of 360 Capital Financial Services Group Inc. ("360 Capital" or "Company") for the nine months ended September 30, 2015. All amounts are expressed in Canadian dollars unless otherwise stated. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). References to notes are with reference to the consolidated financial statements.

FORWARD-LOOKING INFORMATION

This report, including the MD&A, may contain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Company, which involve risks and uncertainties. These risks and uncertainties may cause the Company's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Company's required financial statements and filings.

It is the Company's policies that all forward-looking statements, if any, are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements are subject to change, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements that may be contained in this MD&A, may include, but are not limited to, information or statements concerning management's expectations for the Company's ability to raise capital and meet our obligations.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

DESCRIPTION OF BUSINESS

360 Capital, formerly Global MGA Financial Inc. ("Global") was incorporated in British Columbia on February 19, 2009. On September 30, 2013 pursuant to a Plan of Arrangement and Amalgamation Agreement (the "Plan"), Global amalgamated with Carnelian Strategic Capital Corp. ("Carnelian"), which was incorporated in British Columbia on May 3, 2013. Following the Plan, the amalgamated company was named 360 Capital Financial Services Group Inc. The transaction is accounted for as a reverse takeover and the resulting entity is deemed to be a continuation of Global.

On November 27, 2013, shares of 360 Capital were listed on the Canadian Securities Exchange ("CSE") for trading under the trading symbol TSZ.

The Company, through its subsidiaries, are developing, growing and operating financial services businesses and distribution through acquisition, partnership, joint-venture, and strategic alliance and cooperation – in Canada and Asia Pacific. These financial services include insurance, merchant banking and Advisory services for companies seeking a public listing in Canada.

DESCRIPTION OF BUSINESS (continued)

The Company has subsidiaries in Hong Kong and China, operates, in Canada, a life insurance brokerage through its subsidiary, Mega Bright Financial Incorporated ("MBF"), and a financial services company, 360 Securities Ltd.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries as follows:

	Place of Incorporation	Principal Activity
Global MGA (Hong Kong) Limited	Hong Kong	Holding Company
Zhaoying (Shanghai) Management Consulting Co. Ltd. (China WOFE)	China	Holding Company
Mega Bright Financial Incorporated	British Columbia, Canada	Insurance Agency
360 Securities Ltd.	British Columbia, Canada	Financial Services Company

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

SELECTED ANNUAL FINANCIAL INFORMATION

The financial information below is presented in Canadian dollars (except where noted) and is prepared in accordance with IFRS:

	2014	2013
	$	$
Revenues	46,469	12,954
Net loss	(512,020)	(968,495)
Total assets	462,177	961,524
Working capital	341,436	938,628
Shareholders' equity	426,608	938,628
Loss per share	(0.01)	(0.02)

OUTLOOK

During 2015 the Company will continue to grow its financial services operations in Canada through acquisitions, partnerships, joint-ventures, and strategic alliances and cooperation opportunities. The company will also focus efforts to development strategic partnership in Asia Pacific.

Another focus in 2015 will be to look for business opportunities by expanding our financial services offerings into areas that are synergistic and vertically integrated with the company's current business activities and business model. In 2014 the company invested in Silver Maple Ventures, which is focused on developing its online Equity Crowfunding business across Canada. In 2015 the Company's subsidiary, 360 Securities was registered as an Exempt Market Dealer (EMD) business. The Company plans to be become a fully integrated financial services solutions provider in the area of corporate finance, merchant banking and insurance services.

RESULTS OF OPERATIONS

During this quarter, the Company continued development of its strategic initiatives. It is in discussion with a number of companies to provide services for corporate finance and capital raising through its recently approved Exempt Market Dealer. On July 30, 2015 the Company announced its wholly-owned subsidiary has been engaged to act as advisor by AStar Design Service Technologies Co., Ltd, a leading provider of Internet of Things Smart Platform Solutions.

The Company started to showcase its pipeline of technology company projects to interested parties and potential customers and investors. These activities include providing a demonstration of these technologies and posting them on the Equity Crowd Funding platform of our strategic partner, Frontfundr.

RESULTS OF OPERATIONS (continued)

The following table presents the Company's condensed consolidated statement of comprehensive loss for the nine months ended September 30, 2015 and 2014. The financial information is presented in Canadian dollars (except where noted) and was prepared in accordance with International Financial Reporting Standards (IFRS).

	Nine months ended September 30, 2015 $	Nine months ended September 30, 2014 $
Revenues	22,746	33,980
Operating expenses	417,821	423,729
Loss from operations	(395,075)	(389,749)
Interest and other income	5,313	7,244
Comprehensive loss	(389,762)	(382,505)

Nine months ended September 30, 2015
The Company's net loss totaled $389,762 for the nine months ended September 30, 2015 (2014: loss of $382,505), with basic and diluted loss per share of $0.01 (2014: -$0.01).

Net loss primarily related to salaries expense $154,646 (2014: $144,541), professional fees of $102,190 (2014: $118,245), office expenses of $140,734 (2014: $124,367), regulatory and transfer fee expense of $16,990 (2014: $17,944), and other income of $5,313 (2014: $7,244).

SELECTED QUARTERLY RESULTS

The quarterly results have been restated to reflect accounting policies consistent with International Financial Reporting Standards ("IFRS"). A summary of selected information for each of the quarters presented below is as follows:

Three Months Ended	Revenues $	Net Loss $	Basic and Diluted Loss $
September 30, 2015	6,770	(136,487)	(0.00)
June 30, 2015	5,668	(127,271)	(0.00)
March 31, 2015	10,308	(126,004)	(0.00)
December 31, 2014	12,489	(129,515)	(0.00)
September 30, 2014	10,148	(135,490)	(0.00)
June 30, 2014	12,245	(145,702)	(0.00)
March 31, 2014	11,587	(101,313)	(0.00)
December 31, 2013	3,231	(283,545)	(0.01)
September 30, 2013	3,474	(484,824)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

	Nine months ended September 30, 2015 $	Nine months ended September 30, 2014 $
Cash used in operating activities	(386,938)	(402,399)
Cash provided by (used in) investing activities	127,044	261,518
Cash provided by financing activities	147,243	4,230
Increase (decrease) in cash	(112,651)	(136,652)
Cash, beginning	206,622	221,731
Cash, ending	93,972	85,079

Cash and Working Capital

As at September 30, 2015, the Company had cash of $93,972 (2014 - $85,079), and a working capital of $125,104 (2014 - $470,023).

OUTSTANDING SHARE DATA

Authorized Share Capital

As at the date of this report, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Issued Share Capital

As at September 30, 2015, the issued share capital comprised 48,854,112 common shares.

Amalgamation of Global and Carnelian

On September 30, 2013, pursuant to the Plan, Global amalgamated with Carnelian to form 360 Capital. Effective on that date, a total of 43,854,112 common shares of 360 Capital were issued to the former shareholders of Global and Carnelian, of which 41,854,115 common shares of 360 Capital were issued to the former shareholders of Global and 1,999,997 common shares of 360 Capital were issued to the former shareholders of Carnelian.

Share Purchase Option Compensation Plan

As at September 30, 2015, the Company has 3,333,333 options outstanding with a weighted average exercise price and contractual remaining life of $0.11 and 2.76 years, respectively.

Warrants

As at September, 2015, the Company has 6,250,000 warrants outstanding with a weighted average exercise price and contractual remaining life of $0.20 and 0.67 years, respectively.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off balance sheet arrangements.

RELATED PARTIES TRANSACTIONS AND BALANCES

Details of outstanding balances with related parties including key management personnel are as follows:

	September 30, 2015	September 30, 2014
	$	$
Due to an officer	(9,114)	(9,666)
	(9,114)	(9,666)

Balances due from (to) related parties are unsecured, do not bear any interest and have no fixed terms of repayments.

Included in accounts payables and accrued liabilities is $582 due to officers and directors for consulting fees and expense reimbursements.

Compensation of the executive management team and directors

The company has identified its directors and senior officers as its key management personnel.

During the nine months ended September 30, 2015, the total compensation of $112,500 (2014: $112,500), all relating to short-term employment benefits, was paid to the Company's executive management team and directors.

During the nine months ended September 30, 2015, the Company paid consulting fees of $50,346 (2014: $45,000) to an officer who is also a director of the Company in lieu of salaries.

During the nine months ended September 30, 2015 the Company paid marketing fees of $18,000 to a director of the Company (2014: $18,000).

For the nine months ended September 30, 2015, the Company prepaid marketing fees of $47,000 to a director of the Company for a company-wide rebranding, marketing and communications program. $33,500 of the prepaid marketing fees has been accrued for the nine months ended September 30, 2015 (2014: $Nil).

SUBSEQUENT EVENTS

None

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which affect the application of accounting policies and the reported amounts of assets, liabilities 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 estimates include:

- the assumptions used in valuing options in share-based payment calculations;
- the determination of deferred income tax assets and liabilities;
- the determination of the useful life of the intangible asset;
- the determination and measurement of the Company's interest in an associate's identifiable net assets at fair value at the date of acquisition of the associate.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include the following:

- the determination of functional currency of the Company;
- the determination of revenue recognition policy;
- the determination of the nature, extent and financial effects of its interests in associates;
- the assessment of impairment of promissory notes and loan receivable
- the evaluation of the Company's ability to continue as a going concern;
- the determination to apply the pronouncements of IFRS 2 to the accounting for the transaction described in Note 2.
- the consideration of the factors determining the acquisition of the book of agency relationships described in Note 7 as an intangible asset.

Provisions

Provisions represent liabilities of the Company for which the amount or timing is uncertain. A provision is recognized when, as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where appropriate, the future cash flow estimates are adjusted to reflect risks specific to the liability. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

NEW ACCOUNTING PRONOUNCEMENTS ADOPTED DURING THE YEAR

Effective January 1, 2014, the Company adopted the following new accounting standards and interpretations. The company determined that the adoption of these standards and interpretations did not result in any material changes in the consolidated financial statements.

<u>IAS 32 Financial Instruments: Presentation</u>

In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement.

<u>IAS 36 Impairment of Assets</u>

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

<u>IAS 39 Financial Instruments: Recognition and Measurement</u>

In June 2013, the IASB issued a narrow scope amendment to IAS 39. Under the amendment, there would be no need to discontinue hedge accounting if a hedging derivative was novated, provided that certain criteria are met.

<u>IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets</u>

In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the IFRIC that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The following standard will be effective for annual periods beginning on or after January 1, 2017:

IAS 15 Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 and specifies how and when an entity will recognize revenue as well as requiring such entities to provide users of consolidated financial statements with more informative, relevant disclosures. The standard provides a single, principle based five-step model to be applied to all contracts with customers.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

IFRS 9 Financial Instruments

In November 2009, as part of the IASB project to replace IAS 39, the IASB issued the first phase of IFRS 9 that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in July 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

FINANCIAL INSTRUMENTS

Management of capital

The Company's objectives for managing capital (defined as all components of shareholders' equity) are to safeguard its ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders. The Company manages capital by issuing new shares or new debt.

Fair values

The Company's financial instruments consist of cash, short-term investments, promissory notes, accounts payable and due to related parties. The fair values of the Company's financial assets and liabilities approximate their carrying amounts because of their current nature.

	September 30, 2015	September 30, 2014
	$	$
Assets:		
Fair value through profit or loss (i)	93,972	439,027
Loans and receivables (ii)	68,036	54,489
Liabilities:		
Other financial liabilities (iii)	53,778	36,526

(i) Cash and short-term investments
(ii) Other receivable and promissory notes
(iii) Accounts payable and due to related parties

FINANCIAL INSTRUMENTS (continued)

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets measured at fair value on a recurring basis were calculated as follows:

	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	$	$	$	$
As at September 30, 2015				
Cash	93,972	93,972	-	-
Short-term Investments	-	-	-	-
As at September 30, 2014				
Cash	85,079	85,079	-	-
Short-term Investments	353,948	353,948	-	-

Currency Risk

It is management's opinion that the Company is not exposed to significant currency risk as its short-term investments are all denominated in Canadian dollars.

Interest Rate Risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company has minimal exposure to interest rates fluctuations on its cash and short-term investment balances due to current low market interest rates.

Credit, Liquidity, and Market Risks

Credit risks associated with cash are minimal as the Company deposits the majority of its cash with a large Canadian financial institution with high credit ratings. As the majority of the Company's receivables relates to taxes recoverable from governments, its credit risks associated with receivables are inherently managed and exposure to potential loss is assessed as minimal. Market risks associated with short-term investments are assessed as minimal as they are considered short-term in nature.

FINANCIAL INSTRUMENTS (continued)

All of the Company's financial liabilities have maturities of one year or less:

	Carrying Amount	Contractual Cash Flow	Within 1 year	Within 2 year	Within 3 year
	$	$	$	$	$
As at September 30, 2015					
Account Payable	44,664	(44,664)	(44,664)	-	-
Due to related parties	9,114	(9,114)	(9,114)	-	-
Total	53,778	(53,778)	(53,778)	-	-
As at September 30, 2014					
Account Payable	26,860	(26,860)	(26,860)	-	-
Due to related parties	9,666	(9,666)	(9,666)	-	-
Total	36,526	(43,064)	(43,064)		

RISKS FACTORS

Need for funds to implement our business plan

The Company will require external capital to implement its business plan of developing, growing and operating insurance and financial services business and distribution in Canada and Asia-Pacific through acquisitions, partnerships, joint-ventures and strategic alliances and cooperation and for its proposed business units. There can be no certainty that the Company can obtain these funds.

Dependence on Management Team

The Company currently depends on certain key senior managers to identify business opportunities and acquisitions. Management who has developed key relationships in the industry is also relied upon to oversee the core marketing, business development, operational and fund raising activities. As the insurance and financial services industries continues to become more competitive, the Company expects the competition for management and other skilled personnel to intensify. Competition for experienced senior management is intense and other companies with greater financial resources may offer a higher and more attractive compensation package to recruit our senior managers. If one or more of our senior managers are unable or unwilling to continue their positions with the company, we may not be able to replace them easily. Failure to attract and retain qualified employees or the loss or departure in the short-term of any member of the senior management may result in a loss of organizational focus, poor operating execution or an inability to identify and execute potential strategic initiatives. This could, in turn, materially and adversely affect the Company's business, financial condition and results of operations.

Attracting and retaining productive sales professionals or agents.

MBF sales are conducted through its individual sales professionals or agents who are independent contractors. If MBF are unable to attract and retain productive sales professionals or sales agents, our business could be materially and adversely affected. Competition for sales personnel from insurance companies, other insurance Agencies and intermediaries may also force us to increase the compensation and commission of our sales professionals or sales agents, which would increase expenses, operating costs and reduce our profitability.

Insurance and Exempt Market Dealer regulations

Insurance and Exempt Market product distribution are regulated industries in Canada and in the growth markets the company plans to enter. The regulatory framework is undergoing significant changes in these markets. Some of these changes and the further development of regulations applicable to us may result in additional restrictions on our activities and impede our acquisitions, partnerships, joint-ventures and strategic alliances plans.

RISKS FACTORS (continued)

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other companies, or companies involved in mineral resource exploration and development, and consequently, the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

Competition

The insurance intermediary and financial advisory industry in is highly competitive, and the Company expects competition to persist and intensify. In insurance product distribution, the Company faces competition from insurance companies that use their in-house sales force and exclusive sales agents to distribute their products, and from business entities that distribute insurance products on an ancillary basis, such as commercial banks as well as from other professional insurance intermediaries and other Insurance Agencies. The Company competes for customers on the basis of product offerings, customer services and reputation. Many of its competitors have greater financial and marketing resources and history than our Company and may be able to offer products and services that the Company does not currently offer. If the Company is unable to compete effectively against those competitors, the Company may lose customers and agents and its financial results may be negatively affected.

This Company is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the common shares.