FANLOGIC INTERACTIVE INC. (FORMERLY SPRIZA MEDIA INC.)

MANAGEMENT DISCUSSION AND ANALYSIS

For the period ended September 30, 2018 and 2017

This MD&A for the period ended September 30, 2018 is prepared by management on November 29, 2018 for Fanlogic Interactive Inc. (the "Company" or "Fanlogic") (Formerly Spriza Media Inc.) in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended December 31, 2017 and 2016, which were prepared in accordance with IFRS.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. Additional information relating to the Company is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at **www.sedar.com.**

OVERVIEW

Results of Operations

In August of 2018 the Company closed the first tranche of a non-brokered private placement issuing 2,000,000 Units at $0.06 per Unit for total gross proceeds of $120,000.

And in September, FanLogic closed the final tranche of a non-brokered private placement issuing 5,825,000 units for proceeds of $349,500. Total issued was 7,825,000 Units at $0.06 per Unit and total gross proceeds of $469,500.

Each Unit is comprised of one (1) Fanlogic Share (an "Offered Share") and one (1) Fanlogic Share purchase warrant (each such warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one (1) Fanlogic Share (a "Warrant Share") at a price of $0.12 per share at any time prior to 4:30 p.m. (Calgary time) on the date that is twenty-four (24) months from the Closing Date. The common shares will bear the appropriate restrictive trading restrictions.

Recent events during the Reporting Period – FanLogic.email

* FanLogic in September announced FIGHT.TV as the first launch, powered by the FanLogic.email platform with yourname@FIGHT.TV. Further, FanLogic is working with other companies identified as potential clients.

The FanLogic.email platform was announced in July of 2018, it enables sports teams, clubs and universities to offer their fans an email at their themed domain and represents a significant commercial revenue opportunity for the team, club or university and a simple way of monetizing fan bases. Example: johnsmith@goroosters.com .

Branded emails allow fans to show support and loyalty to their team, club or school. FanLogic.email gives our customers the power to identify their fans and followers. It also gives the ability to provide opt in opportunities for advertising and marketing with discounts to email holders for merchandise, in stadium purchases, 3rd party sponsor products, season ticket offerings and donor programs, while better understanding their fans. For every one of the millions of fans worldwide who love their team, club or university a branded email lets the world know who they support.

* Further in September FanLogic announced a Representation contract with Fred Robbins for the purpose of introduction of the FanLogic.email product to Professional and Collegiate sports teams, and athletes with widely recognized brands.

Fred Robbins is a former 12-year NFL veteran defensive tackle. Mr. Robbins played for Wake Forest University in College and for the Minnesota Vikings, New York Giants and St. Louis Rams in the NFL. He was a Sports Illustrated All-Pro in 2008 and a Super Bowl Champion in 2008. Mr. Robbins is connected with current and former players and associated clubs, a member of the Deacon Club Board of Directors and founded and operates Mr. Robbins Neighborhood dedicated to providing guidance and mentorship to young athletes on their life journeys.

* Continuing in September the Company announced the completion of a definitive sales representative agreement with T&C Sales Inc. for the purpose of selling the FanLogic.email platform.

Key management at T&C will be working with FanLogic management to aggressively sign up college and pro teams, introducing them to the team-specific email, targeted at loyal fans, who, follow their teams and will want to own a unique digital expression supporting their favorite team. FanLogic anticipates the launch of the full FanLogic.email platform during Q4 of 2018.

Plan of Operations

FanLogic is a platform that allows athletes, actors and social media celebrities to better monetize their audiences by converting them from simple followers to active, engaged fans. Our platform provides influencers with smart and engaging tools such as VIP access, contests and loyalty programs that incentivize fans to pay, participate, and proliferate in a clean, bully free environment. As a result, influencers are able to optimize their audience and build a massive, engaged fan base for the long term.

Over the last 12 months FanLogic has worked to develop a clear operating plan for the future. With the assistance of industry-expert consultants and advisors, the Company has received valuable insights into our sales strategy and client development and marketing processes.

The Company is pleased to announce, after careful analysis, the following changes/enhancements are being implemented:

- Enhanced sales leadership and team development.
- Upgraded FanLogicInteractive.com website.
- Product website, FanLogicConnect.com, to re-launch soon
- Expanding digital development team.
- Improved account management and communication.
- Concentrate on growing the 170,000 plus active current FanLogic Network members.
- Monetizing existing assets.
- Attention to customer feedback, repeat business and referrals.
- Focus on profitability.
- Focus on accountability.

FanLogic is refocusing on the core value-add offering it brings clients:

- Generation of targeted leads through promotional offers
- Elevated brand exposure
- Data insights into current and new customers via segmentation scoping
- Quantifying “influencer marketing” impact

Client feedback clearly suggests they are willing to support this evolved strategy and allocate substantial budgets for these services.

Target Markets/Sales Focus:

- Professional sports leagues/teams
- Influencer marketing groups/individuals
- Large retail clients (physical locations and e-commerce sites)
- Entertainment industry
- Hospitality industry
- Gaming/Casino industry
  Advertising agencies -- Though our advisor, Mark Siciliano, we have mapped out a full SaaS sales launch strategy and will trigger this when we can do so with the proper marketing budget.

The Management and Board of FanLogic are confident these changes will lead to expanded growth for the Company in 2018 and beyond, and would like to thank our stakeholders for their patience during this transitional period. FanLogic's Growth Plan is in place and the Business Development Pipeline is strong. We look forward to sharing the outcomes of our upgraded strategic direction and the successful implementation of these plans in the near future.

Results of Operations

The Company has recently made significant steps forward in its ability to improve its branding, expand its marketing into the US and UK markets and, through the merger in 2017, expanded its development and management teams as well in 2018. The merged Fanlogic offers a proven software platform for customer acquisition utilizing viral sharing of contests, competitions and lotteries. With the integration of a robust social fantasy sports and gaming software, Fanlogic now offers its brands and agencies an even more immersive and interactive platform.

The FanLogic.email License Agreement and the acquisition of Fanlogic's gamification software and expertise enhances our platform, providing agencies and brands a deeper offering and increases Fanlogic's market relevance in branding and in social gaming for advertising and licensed revenue opportunities. Gamification is an effective way to attract an audience, drive brand engagement and deepen lead generation. The gamification market is expected to reach $10.02-billion by 2020.

The system unifies all aspects of a digital campaign in a single management tool; providing creative opportunities, distribution, tracking/reporting, compliance, and fulfilment that results in lead generation, data insights and direct sales. All of these activities are supported by an active subscriber network which allows for deeper engagement.

The combination of these businesses broadens FanLogic's executive leadership team and opens up a physical and personal presence not only in Canada but now both the United States and the United Kingdom. Fanlogic Interactive Inc. retained Dream Factory Agency and Cratos Global to work on all aspects of brand development including advertising, marketing and supporting business development strategic objectives.

Client companies need strategies that not only deliver results, but also deliver high-quality data to improve results over time. Fanlogic is now able to launch products, service offerings and new brand messaging quicker and more effectively. Fanlogic's offerings include contests, coupons, direct-buy offers, data gathering and insights, influencer marketing lead generation and tracking, 50/50 charity draws and social fantasy games.

SaaS

Fanlogic Interactive Inc. continues to improve upon its product, FanLogic Connect. Building on a successful history of developing custom contests for clients in a myriad of industries, Fanlogic has made extensive modifications to its proprietary peer-to-peer referral-based contesting software platform. FanLogic Connect is now available as a fully featured SaaS (software as a service) solution. Management is committed to opening the platform to self-use by customers as one of its strategic objectives.

The new FanLogic Connect platform allows companies of any size to utilize this powerful software platform to create, launch, and manage their own digital social promotional campaigns. The Company believes it has created the most comprehensive digital and social engagement platform to provide brands with deep user data, positive social media engagement and advanced analytics.

FanLogic Connect is currently offering a free trial of its SaaS solution and initial marketing of this product is focused on select agencies. FanLogic will conduct a full launch of this product on a large scale when it has the proper capitalization for marketing and customer support.

SELECTED ANNUAL INFORMATION

	December 31, 2017 (audited)	December 31, 2016 (audited)	December 31, 2015 (audited)
Revenue, net of royalties	$ 34,140	$ 277,976	$ 17,128
Loss from operation	5,436,017	1,678,168	1,002,773
Net comprehensive loss for the year	5,424,130	2,748,828	1,002,773
Loss per share	(0.11)	(0.15)	(0.00)
Total assets	826,625	435,763	546,071
Working capital (deficit)	73,119	(185,346)	(32,921)

SELECTED QUARTERLY INFORMATION

		September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Revenue	$	-	-	21,000	31,190
Net loss for the period	$	(505,919	733,127	1,038,906	(3,673,876)
Loss per share	$	(0.03)	(0.01)	(0.02)	(0.06)

		September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
Revenue	$	1,905	-	1,045	18,022
Net loss for the period	$	(503,050)	(790,212)	(456,992)	(318,773)
Loss per share	$	(0.01)	(0.02)	(0.02)	(0.10)

		Three month			Nine month	
		2018	2017		**2018**	2017
Revenue	**$**	**-**	1,905	**$**	**21,000**	860
Other income		**5,699**	-		**12,172**	-
		5,699	1,905		**31,172**	860
Expenses						
Branding and marketing		**262**	11,519		**19,190**	80,632
Depreciation		**25,371**	19,133		**76,110**	58,835
General and administration		**307,472**	246,445		**1,293,216**	1,105,032
Finance costs (Note 5)		**18,769**	1,754		**34,592**	4,930
Professional fees		**110,868**	92,958		**431,551**	279,574
Share-based payments (Note 4)		**10,825**	151,124		**387,300**	187,691
		473,567	522,933		**2,241,959**	1,716,694
Loss from operations		**(467,868)**	(521,028)		**(2,210,787)**	(1,715,834)
Other comprehensive income		**-**	-			-
Exchange differences on translating foreign operations		**(61,949)**	16,978		**(32,835)**	(37,514)
Loss and comprehensive loss	**$**	**(505,919)**	(504,050)	**$**	**(2,177,952)**	(1,753,348)
Loss from operations per share (Note 7):						
Basic and diluted	**$**	**(0.03)**	(0.01)	**$**	**(0.03)**	(0.04)
Weighted average number of common shares outstanding		**61,962,124**	45,774,594		**61,962,124**	45,774,594

RESULTS OF OPERATIONS – THREE MONTH PERIOD ENDED SEPTEMBER 30, 2018

For the three month period ended September 30, 2018, total expenses amounted to $473,567 compared to $522,933 incurred in the same period of 2017. During the current quarter there was $10,825 charged to Share-based payments, $151,124 in Q2-2017. Other contributors in Q3-2018 are G&A expenses of $307,472 compared to Q3-2017 of $246,445; Professional fees increased by $17,910 to $110,868 in Q3-2018 compared to $92,958 in Q3-2017. The Company utilized consultants to assist management in developing a clear operating plan for the future. With the assistance of industry-expert consultants and advisors, the Company has received valuable insights into our sales strategy and client development and marketing processes. Finance costs rose in Q3-2018 to $18,769 while in Q3-2017 only $1,754 was incurred during the same period.

Also the non-cash charges in Q3-2018 saw Depreciation expenses of $25,371 (Q3-2017 - $19,133) plus the Share-based payment this reporting period of $10,825 (Q3-2017 – $151,124). Branding and Marketing declined in Q3-2018 to $262 from $11,519 for the same period in 2017.

With the merger of the two companies in Q1-2017, Fanlogic has focused on recurring revenue generation through the evolution of the contesting software platform from a managed solution by our staff to a self - managed software tool that can be licensed for use by any size company. We completed the software changes during 2018 along with all the required rebranding, pricing, marketing materials, etc. that support this new approach to the marketplace.

During this interim period we focused all our resources on this new strategy and have not been pursuing the individual managed campaigns that have generated revenue for us in the past. We believe this change in revenue focus will allow the company to thrive in the near future and enjoy the benefits of rapid scalability throughout the balance of 2018 and into 2019.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2018, the Company had a working capital deficit of ($271,648) compared to a working capital deficit of ($237,604) as at September 30, 2017. The working capital deficit is a result of the costs related to ongoing improvements to our operating systems which now allow FanLogic to aggressively pursue sales and revenues going forward through 2018. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

At September 30, 2018 the Company had total assets of $360,242, (Q3-2017 - $3,355,874) against current liabilities of $364,602 (Q3-2017 - $338,796). As a result of impairment testing performed in the year ended December 31, 2017; the Company recognized an impairment of goodwill of $2,901,790 related to the Fanlogic Inc. Inc. CGU. The Company determined the recoverable amount of the CGU based on their estimated fair value less cost of disposal. Subsequent to the transaction date, the Company determined the value of the business acquired would be $nil to a market participant. Thus, goodwill was impaired to $nil as at December 31, 2017.

SUBSEQUENT EVENTS

In November of 2018 the Company announced the launch of a "CEO Verified" Discussion Forum on AGORACOM. The forum will serve as the Company's primary social media platform to interact with both shareholders and the broader investment community in a fully moderated environment.

The Company will also receive significant exposure through millions of content brand insertions on the AGORACOM network and extensive search engine marketing over the next 12 months. In addition, exclusive sponsorships of invaluable digital properties such as AGORACOM TV, the AGORACOM home page and the AGORACOM Twitter account will serve to significantly raise the brand awareness of the Company among small cap investors.

AGORACOM "CEO Verified" provides the first ever identity verification of small cap executives on a finance platform. For the first time ever, small cap CEO's and other company officers can post or communicate within a discussion forum without the risk of impersonation leading to catastrophic consequences. As the ultimate influencers of their own companies, "CEO Verified" Forums will create incredible levels of engagement between companies and investors that have long desired civilized, constructive and factual conversation, with no limitations as to the number of characters.

Posts to AGORACOM are shareable on Twitter, Facebook and LinkedIn, which enables the Company to continue utilizing these channels while making AGORACOM the primary HUB of investor engagement.

There are no log-in requirements for investors to visit the forum and read posts. Those wishing to post questions, comments and interact with company officers can quickly log-in using their Facebook or LinkedIn accounts, or create an anonymous new user account.

SHARES FOR SERVICES

Term and Compensation

TERM: October 22, 2018 – October 31, 2019

FEES: $CDN 50,000 + HST *

- $50,000 + HST to be paid via Shares For Services Under TSX Venture Policy 4.3 (Section 5)

o $10,000 + HST Shares For Services upon Commencement October 22, 2018 for initial set up of HUB, marketing materials and search engine programs.
o $10,000 + HST Shares For Services at end of Third Month January 22, 2018
o $10,000 + HST Shares For Services at end of Sixth Month April 22, 2019
o $10,000 + HST Shares For Services at end of Ninth Month July 22, 2019
o $10,000 + HST Shares For Services at end of Twelfth Month October 31, 2019

Per TSX Venture Policy 4.3 (Section 6.1), the deemed price of the securities to be issued will be determined after the date services are provided to advertiser in each period.

Share issuances to AGORA under this Shares For Services Agreement should be effected pursuant to the "consultant exemption" contained in Section 2.24 of National Instrument 45-106 Prospectus Exemptions. To qualify as a consultant with this exemption, the consultant must be engaged to provide services to the issuer, pursuant to a written contract, other than services provided in relation to a distribution and must spend a significant amount of time and attention on the affairs and business of the issuer.

OUTSTANDING SHARE DATA

On February 22, 2017, the Company received approval to consolidate the common shares outstanding on a basis of one new share for five old shares.

Authorized and Issued Share Capital

a.) Issued:

4. Share capital

a.) Authorized:

Unlimited number of common voting shares and preferred shares.

b.) Issued:

	Number of Shares	Amount
Balance, December 31, 2017	56,842,336	$ 9,455,723
Private placement, net issue costs (i)(ii)(iii)(iv)(v)	**15,009,311**	**1,356,294**
Exercised warrants (Note 4(d))	**726,680**	**20,550**
Balance September 30, 2018	**72,578,327**	**$ 10,832,567**

i. On March 20, 2018, The Company settled consulting expenses of $144,000 through the issuance of 200,000 common shares.

ii. On March 28, 2018, the Company completed a private placement, issuing 916,666 units ("Units") for aggregate proceeds of $142,083. Each Unit consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for $0.24 per common share for a period of 24 months from issuance.

iii. On May 4, 2018, the Company completed a private placement, issuing 3,734,312 units ("Units") for aggregate proceeds of $425,711. Each Unit consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for $0.195 per common share for a period of 36 months from issuance. Of the units issued, 2,686,272 were issued to settle debt of $201,235 and consulting expenses of $105,000.

iv. On June 15, 2018, the Company completed a private placement, issuing 2,333,333 units ("Units") for aggregate proceeds of $175,000. Each Unit consisted of one common share of the Company and onecommon share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for $0.12 per common share for a period of 24 months from issuance. Of the units issued, 333,333 were issued to settle consulting expenses of $25,000.

v. On August 13, 2018 the Company completed a private placement issuing 2,000,000 units ("Units") at $0.06 per unit for total gross proceeds of $120,000. Each unit is comprised of one share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one share at a price of $0.12 per share at any date prior to 24 months from the Closing Date.

vi. On September 10, 2018 the Company completed a private placement issuing 5,825,000 units ("Units") for proceeds of $349,500 at $0.06 per Unit. Each Unit is comprised of one share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one share at a price of $0.12 per share at any date prior to twenty- four months from the Closing Date.

The Company incurred share issue costs of $1,220 which have been netted against the total proceeds from the completed private placements.

Description of Options, Warrants and Convertible securities outstanding.

On February 22, 2017, the Company received approval to consolidate the common shares outstanding on a basis of one new share for five old shares. All competitive references to the number of options, exercise price and weighted average exercise price have been restated for the consolidation.

	As at Sept. 30, 2018		As at December 31, 2017	
	Number	**Weighted Average Exercise Price**	Number	Weighted Average Exercise Price
Balance, beginning of period	**4,870,000**	**$0.22**	1,480,000	$0.50
Granted	**900,000**	**$0.37**	4,050,000	$0.16
Cancelled	**-**	**-**	(660,000)	$0.50
Options outstanding, end of period	**5,770,000**	**$0.24**	4,870,000	$0.22
Options outstanding and exercisable	**3,970,000**	**$0.25**	2,170,000	$0.29

The following table summarizes information about stock options outstanding and exercisable at Sept. e 30, 2018:

Exercise Prices	Number of options exercisable	Weighted Average	Weighted Average Exercise Price
$0.50	820,000	2.466 years	$0.50
$0.15	2,650,000	3.86 years	$0.15
$0.30	200,000	1.13 years	$0.30
$0.49	125,000	2.31 years	$0.49
$0.47	175,000	2.32 years	$0.47
	3,970,000	**3.25 years**	**$0.25**

For the period ended September 30, 2018 the Company recorded share-based payments of $387,300. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model with weighted average assumptions for grants as follows:

Risk-free interest rate	1.85% - 1.88%
Expected life of options	3 years
Expected volatility	183%
Forfeiture rate	0.00%
Weighted average fair value per option	$0.07 - $0.44

Warrants:

	Number of Warrants	Value	Weighted Average Exercise Price
Warrants outstanding, at December 31, 2017	11,321,695	1,630,908	$0.45
Warrants issued on private placement (Note 7(b)(ii-iv)	**14,809,311**	**866,0876**	**$0.06**

Warrants Exercised	**(726,680)**	**20,550**	**$0.25**
Warrants outstanding, at September 30, 2018	**25,404,326**	**2,421,301**	**$0.23**

For the period ended September 30, 2018 the Company recorded a fair value of $790,393 related to the issuance of warrants which has been included in the share capital balance. The fair value of each warrant granted is estimated on the date of grant using the Black-Scholes option pricing model with assumptions for grants as follows:

Risk-free interest rate	1.55%
Expected life of options	2-3 years
Expected volatility	177-194%
Forfeiture rate	0.00%
Weighted average fair value per option	$0.06 - $0.10

RELATED PARTY TRANSACTIONS

Key management personnel are comprised of the Company's Directors and Officers.

During the three and nine months ended September 30, 2018, consulting and salaries in the amount of $24,400 (2017 - $42,289) and $170,223 (2017 – $423,618), respectively, were paid to companies controlled by a director and to officers of the Company.

In addition, the majority of the share based compensation also related to key management. All related party transactions are in the normal course of business. All related party transactions are in the normal course of business.

OFF- BALANCE SHEET TRANSACTIONS

The Company has not entered into any off-balance sheet arrangements.

ACCOUNTING POLICIES

The MD&A and the audited consolidated financial statements have been prepared on a historical cost basis with some exceptions in accordance with IFRS, as detailed in the accounting policies set out in note 3 of the consolidated financial statements for year ended December 31, 2017. These policies have been applied consistently for all years presented in the consolidated financial statements.

Items included in the consolidated financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

FUTURE ACCOUNTING POLICES

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2016 or later periods. The standards issued that are not yet effective that may be applicable to the Company are as follows:

IFRS 9, "Financial Instruments" was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for impairment and hedge accounting. IFRS 9 is effective for reporting periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this standard.

IFRS 15, "Revenue from Contracts with Customers" was issued in May 2014 to replace IAS 18 "Revenue" and IAS 11 "Construction Contracts", and several revenue related interpretations. The new standard establishes a control-based revenue recognition model and provides additional guidance in many areas not covered in detail under existing IFRSs, including how to account for arrangements with multiple performance obligations, variable pricing, customer refund rights, supplier repurchase options and other common complexities. IFRS 15 is effective for reporting periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this standard.

IFRS 16, "Leases" was issued in January 2016 to replace IAS 17 "Leases" and related interpretations. IFRS 16 eliminates the distinction between operating leases and financing leases for lessees. The new standard is effective January 1, 2019 with earlier adoption permitted providing that IFRS 15 has been adopted. The new standard is required to be applied retrospectively, with a policy alternative of restating comparative prior periods or recognizing the cumulative adjustment in opening retained earnings at the date of adoption. The Company is currently assessing the impact of this standard on its consolidated financial statements.

IAS 7 – "Statement of Cash Flows" was amended in April 2016. The IASB issued amendments for the annual period beginning on or after January 1, 2017, with earlier application permitted. The amendments require entities to provide disclosure that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company has evaluated the impact of the standard on its consolidated financial statements and determined the impact will not be significant.

IAS 12 – "Income Taxes" was amended for the annual period beginning on January 1, 2017. The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of a reporting period, and is not affected by possible future changes in the carrying amount or expected recovery of the asset. The Company has evaluated the impact of the standard on its consolidated financial statements and determined the impact will not be significant.

CRITICAL ACCOUNTING ESTIMATES

The Company has made estimates and assumptions regarding certain assets, liabilities, revenues and expenses in the preparation of the consolidated financial statements. Such estimates primarily relate to unsettled transactions and events as of the date of the consolidated financial statements. Accordingly, actual results may differ from estimated amounts. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Accounting estimates

a) Share-based payments

The Company has made various assumptions in estimating the fair values of the common stock options granted including expected volatility, expected exercise behavior, expected risk free rate and future forfeiture rates.

b) Deferred taxes

Tax interpretations, regulations and legislation are subject to change and as such income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.

c) Revenue Recognition

In the determination of the amount and timing of the revenue to be recognized, the Company relies on assumptions and estimates supporting its revenue recognition policy. Revenue from fixed fee arrangements are recognized using the percentage of completion method. Estimates of the percentage of completion for customer projects are based upon current actual and forecasted information and contractual terms.

d) Business combination

Management uses judgement to assess whether an acquisition meets the definition of a business under IFRS.

Accounting judgments

Functional currency

The Company's expenses, debt and equity financings are in Canadian dollars. Based on these indicators, management has accessed the functional currency to be Canadian dollars. Iron Tank Resources USA Inc.'s revenue and expenses are in US dollars and based on these indicators, management has determined the functional currency to be US dollars.

Going Concern

The consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment to assess the Company's ability to continue as a going concern and the existence of conditions that cast doubt upon the going concern assumption.

FINANCIAL INSTRUMENTS

The Company's financial instruments as at September 30, 2018 include cash, restricted cash, trade and other receivables, trade and other payables, short term loan, due to a shareholder , and bank indebtness. The Company records its financial instruments at their carrying amounts which approximates fair value, unless otherwise disclosed in the consolidated financial statements. The carrying amounts approximate fair values due to the short term maturities of these financial instruments.

FORWARD LOOKING STATEMENTS

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar and U.S. dollar, fluctuations in the prices of gold and other commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the "Risk and Uncertainties" section of these MD&A for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

RISK FACTORS

In the normal course of business, the Company is exposed to various business risks and uncertainties that can have an effect on the Company's results of operations, financial position, or liquidity. While some exposures may be reduced by the Company's risk management strategies, many risks are driven by external factors beyond the Company's control or are of a nature which cannot be eliminated. The following is a discussion of key areas of business risks and uncertainties.

The Company

The Company has a history of operations since 2014, as such, the Company remains in the early stage of development and must be considered a start-up, even though the Company has a successful record of revenues and repeat clients. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Company has no intention of paying any dividends in the near future.

The Company will have limited financial resources and there is no assurance that additional funding will be available to it for further development of its business or to fulfil its obligations under any applicable agreements.

As certain of the officers and directors of the Company are directors, officers or shareholders of other companies, there are potential conflicts of interest to which the officers and directors of the Company may be subject to from time to time, in connection with the operations of the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Business Company Act* (British Columbia).

The Company may need additional financing to continue in business and there can be no assurance that such financing will be available or, if available, will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, business opportunities and potential acquisitions could be lost for the Company.

Liquidity

Disruptions in the financial markets or deterioration of the Company's credit ratings could hinder the Company's access to external sources of funding to meet its liquidity needs. There can be no assurance that changes in the financial markets will not have a negative effect on the Company's liquidity and its access to capital at acceptable rates.

Risks from Acquisitions, Strategic Alliances and Joint Ventures

The Company may pursue acquisitions, strategic alliances and joint ventures. The ability of the Company to complete acquisitions, strategic alliances and joint ventures is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, acquisitions, strategic alliances and joint ventures involve risks that could adversely affect the Company's results of operations, including the management time that may be diverted from operations in order to pursue and complete such transactions and, difficulties in the case of acquisitions, integrating and managing the additional operations and personnel of acquired businesses. There can be no assurance that the Company will be able to obtain the capital necessary to consummate acquisitions, strategic alliances or joint ventures on satisfactory terms, if at all. Future acquisitions, strategic alliances or joint ventures could result in the incurrence of additional debt, costs and contingent liabilities, all of which could materially adversely affect the Company.

Dependence on Key Personnel

The success of the Company will depend, to a significant extent, upon the efforts and abilities of its senior management team. The loss of any management, or the inability to attract and retain additional skilled management, could have a material adverse effect on the business, operating results and financial condition of the Company.

Global Financial Conditions

Global financial conditions may be subject to high volatility which could result, as they have in the past, in numerous commercial and financial enterprises either going into bankruptcy or creditor protection or having had to be rescued by governmental authorities. More recently, the European debt crisis has affected equity investor sentiment and, if it worsens, could also affect worldwide credit markets, which might impact the Company.

Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions can cause the broader credit markets to further deteriorate and stock markets to decline substantially. Banks have been adversely affected by the worldwide economic crisis in the past and have somewhat curtailed existing liquidity lines, increased pricing and introduced new and tighter borrowing restrictions to corporate borrowers, with limited access to new facilities or for new borrowers. These factors, if they were to reoccur, could negatively impact the Company's ability to access liquidity needed for the Company's business in the longer term. These factors may impact the Company's future ability to obtain equity, debt or bank financing on terms favourable to the Company, or at all. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses.

Potential Volatility of Share Price

The market price of the common shares of the Company may be volatile and could be subject to wide fluctuations due to a number of factors, including but not limited to: actual or anticipated fluctuations in the Company's results of operations; changes in estimates of the Company's future results of operations by management or securities analysts; introduction of new products or services by the Company or its competitors; and general industry changes. In addition, the financial markets have in the past experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many venture issuers and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally, may adversely affect the market price of the shares.

Tax Considerations

The return on an investment in common shares of the Company will be subject to changes in federal and provincial tax laws. There can be no assurance that the income tax legislation in Canada will not be amended so as to fundamentally alter the tax consequences of holding or disposing of the common shares.

Legal or Regulatory Proceedings

Although the Company is not currently a party to any material legal or regulatory proceedings, legal or regulatory proceedings could be filed against the Company in the future. No assurance can be given as to the final outcome of any legal or regulatory proceedings or that the ultimate resolution of any legal or regulatory proceedings will not have a material adverse effect on the Company.

ADDITIONAL INFORMATION

More information relating to the Company can be found on SEDAR at www.sedar.com.