OVERVIEW

The following management discussion and analysis ("MDA"), prepared on January 21, 2016, should be read in conjunction with the audited financial statements for the year ended August 31, 2015 and the condensed interim unaudited financial statements for the three months ended November 30, 2015. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MDA are intended to provide investors with a reasonable basis for assessing the financial performance of Damon Capital Corp.

The head office, the principal address, and the registered and records office of the Company are located at 303-595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

Information contained in this MDA that is not historical fact may be considered "forward looking statements." These forward looking statements sometimes include words to the effect that management believes or expects a stated condition or result. All estimates and statements that describe the Company's objectives, goals or plans are forward looking statements. Since forward looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors, including such variables as new information, changes in demand for commodity prices, legislative, environmental and other regulatory or political changes, competition in areas where the Company operates, and other factors discussed herein. Readers are cautioned not to place undue reliance on this forward looking information.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company's head office in Vancouver.

DESCRIPTION OF BUSINESS

Damon Capital Corp. was incorporated under the Business Corporations Act (British Columbia) on May 12, 2011 and was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. On October 31, 2011 the Company received acceptance of their prospectus filed with the British Columbia Securities Commission. The Company completed its initial public offering ("IPO") and on November 9, 2011 issued 4,487,300 common shares at $0.10 per share, for gross proceeds of $448,730.

The Company's operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, participation in or interest in properties, assets or businesses, which would be a Qualifying Transaction ("QT"). Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. The Company plans to complete a QT and raise capital through the issuance of common shares.

As the Company did not complete its QT by the time limits prescribed by the TSX-V for capital pool companies, it was transferred to the NEX Board on March 24, 2014. On the transfer to the NEX, the Company was required to cancel 1,000,000 common shares issued to four non-arm's length parties, resulting in a total of 5,987,300 shares issued and outstanding at the current date.

The Company will remain on the NEX Board until it has identified and completed a new QT.

Proposed qualifying transaction

On July 17, 2015, the Company entered into an agreement with eSight Corporation ("eSight"), a Toronto-based assistive technology company, with respect to a proposed business combination intended to constitute the Company's QT, as is defined by the TSX-V. The transaction was to be structured as a three-cornered amalgamation by way of plan of arrangement under the provisions of the Canada Business Corporations Act.

On November 24, 2015, this agreement was terminated, and in accordance with the terms of the Arrangement Agreement, eSight paid Damon a termination payment of $150,000 on November 25, 2015.

RESULTS OF OPERATIONS

For the period ended November 30, 2015, the Company recorded a net income of $98,846 (2014 – $18,474 net loss). At November 30, 2015, the Company had no continuing source of operating revenues and related expenditures. The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business activities.

SELECTED ANNUAL INFORMATION

	Year ended Aug 31, 2015 - $ -	Year ended Aug 31, 2014 - $ -	Year ended Aug 31, 2013 - $ -
Net loss	(130,866)	(138,544)	(84,351)
Loss per share	(0.03)	(0.03)	(0.02)
Total assets	73,284	183,507	318,441
Total liabilities	42,984	23,041	24,247
Total equity	30,300	160,466	294,194

YEAR ENDING AUGUST 31, 2015

For the year ended August 31, 2015, net loss decreased to $130,866 (2014 - $138,544). This decrease is attributable to a reduction in property investigation costs to $nil (2014 - $75,639) offset by an increase in proposed transaction costs to $68,708 (2014 - $nil). Professional fees increased to $21,898 (2014 - $8,526) due to extra services required for the proposed QT. In the current year, the Company recovered previously billed fees of $16,542 (2014 -$nil), and non-cash costs for share-based payments decreased to $700 (2014 - $4,816) due to the timing of vesting of stock options.

YEAR ENDING AUGUST 31, 2014

For the year ended August 31, 2014, net loss increased to $138,544 (2013 - $84,351). This increase is primarily attributed to property investigation costs in connection to the Company's proposed QT of $75,639 (2013 - $nil). Professional fees decreased to $8,526 (2013 - $17,932) as the prior year had higher general consulting and legal fees. Non-cash costs for share-based payments in the current year decreased to $4,816 (2013 - $11,932) due to the timing of vesting of stock options.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements for the eight quarters ending November 30, 2015:

	Three months ended			
	November 30, 2015 -$-	*August 31, 2015 -$-*	*May 31, 2015 -$-*	*February 28, 2015 -$-*
Total assets	150,930	73,284	129,816	144,709
Working capital	129,146	30,300	124,305	124,918
Shareholders' equity	129,146	30,300	124,305	124,918
Net income (loss) for the period	98,846	(94,005)	(614)	(17,773)
Income (loss) per share	0.02	(0.02)	(0.00)	(0.00)

	Three months ended			
	November 30, 2014 -$-	*August 31, 2014* -$-	*May 31, 2014* -$-	*February 28, 2014* -$-
Total assets	171,951	183,507	227,406	240,998
Working capital	142,692	160,466	171,264	183,626
Shareholders' equity	142,692	160,466	171,264	183,626
Net loss for the period	(18,474)	(11,727)	(13,289)	(89,292)
Loss per share	(0.00)	(0.00)	(0.00)	(0.02)

THREE MONTHS NOVEMBER 30, 2015

For the three months ended November 30, 2015 net income increased to $98,846 (2014 - $18,474 net loss). This increase is primarily attributable to the recovery of proposed QT costs of $115,921 (2014 - $nil). During the period, professional fees decreased to $4,815 (2014 - $5,823) and transfer agent & filing fees decreased to $468 (2014 - $2,840) due to a reduction in services, which was offset by an increase in office facilities and administrative to $11,517 (2014 - $9,111).

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company may continue to seek capital through various means including the issuance of equity and/or debt to finance a QT.

Net cash provided by operating activities for the year ended November 30, 2015 was $76,334 (2014 - $9,630 used in operating activities) including a cash receipt of a termination fee and cash expenditures for payments of proposed transaction costs, professional fees, transfer agent and filing fees, and general administrative costs.

Management believes the Company has sufficient funds to meet anticipated administrative expenses and necessary investigation costs over the next twelve months associated with reviewing and completing due diligence for business opportunities.

The Company had working capital at November 30, 2015 of $129,146.

Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock, less an applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest at the discretion of the board of directors.

The number of options exercisable into common shares at November 30, 2015 is 448,730, but any options exercised would be immediately placed in escrow, subject to the same terms as the other escrow shares.

RELATED PARTY TRANSACTIONS

During the period ended November 30, 2015, the Company paid or accrued $7,500 (2014 – $7,500) for rent, office and other administration costs and $30,500 for proposed transaction costs to a company controlled by a director of the Company. Included in accounts payable at November 30, 2015 is $289 (2014 - $nil) owning to this company. In the current period the company had non-cash share-based payment expense of $nil (2014 - $700) for vesting of options for the directors.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. 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.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at the current date, the Company had no off balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at November 30, 2015 and the current date, the Company has 5,987,300 common shares outstanding, of which 1,560,000 are held in escrow.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MDA is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently reactivated and acquired a business, which will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MDA, the directors of the Company are Joseph Charland, Joe DeVries, Patrick Power, and Richard Barnett.