Torrent Capital Ltd.
Management Discussion and Analysis
Period ended March 31, 2018

This Management's Discussion and Analysis ("MD&A:) of Torrent Capital Ltd. ("Torrent" or the "Company") is dated May 29, 2018 and provides an analysis of the financial operating results for the quarters ended March 31, 2018 and March 31, 2017. This MD&A should be read in conjunction with the unaudited condensed interim financial statements and accompanying notes for the quarter ended March 31, 2018 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim condensed financial statements. This MD&A should also be read in conjunction with the audited annual financial statements and accompanying notes of Torrent Capital Ltd. for the year ended December 31, 2017 and December 31, 2016, which have been prepared in accordance with IFRS for annual financial statements. All amounts are in Canadian dollars unless otherwise specified. The MD&A, financial statements and other information, including news releases and other disclosure items are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under the Company's profile. The common shares of the Company are traded on the TSX Venture Exchange under the symbol "TORR".

Except for the historical statements contained herein, this MA&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, future developments; use of funds; and the business and operations of the issuer having completed the change of business. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Torrent to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, risks relating to investment decisions, investee company outlook and performance of the investments; the Company's ability to realize sufficient proceeds from the disposition of investments; market fluctuations; fluctuations in prices of commodities underlying our interests and equity investments; foreign exchange fluctuations; political and economic conditions in countries in which the interests of the Company's portfolio investments are located; delay or failure to receive the Board of Directors, shareholder or regulatory approvals; and the results of continued development, as well as those factors disclosed in Torrent's publicly filed documents. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the management and officers of Torrent believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Torrent does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

The Company's Change of Business

Torrent Capital Ltd. ("Torrent", or the "Company") previously carried on business involving the acquisition, exploration and development of properties for the mining of precious and base metals. In early 2017, the Company received final approval from the TSX Venture Exchange ("TSXV") for its Change of Business ("COB") from a Mining Issuer to an Investment Issuer. On a going forward basis, the Company will focus upon strategic investments in private and public company securities.

At the February 2, 2017 Annual General and Special Meeting, the Company received overwhelming support for its COB and other matters. In excess of 99% of voting shareholders approved the COB, the name change to Torrent Capital Ltd. and the consolidation of its common shares on a basis of one new common share for every three common shares. The Company filed articles of amendment to effect the name change and the share consolidation and both were in effect when the shares of the Company recommenced trading on February 6, 2017 under the symbol "TORR". All references to the number of common shares have been adjusted retrospectively to reflect the Company's one-for-three share consolidation for the prior periods disclosed in this MD&A.

Investment Issuer Objective

Torrent invests primarily in the equity of publicly and privately held companies, with the objective of increasing shareholder return. The Company seeks to identify investments by utilizing the experience and expertise of its management team and Board of Directors (the "Board"). Torrent seeks out investments that may include the acquisition of shares, equity, debt, convertible securities or royalty arrangements of public or private corporations.

Composition of Investment Portfolio

The nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company.

Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

The following are the guidelines for the Company's investment strategy:

- The Company will invest in the securities of both public and private companies and may take part in private or public offerings for predetermined royalties, equity positions, debt or convertible or preferred securities.

- Investment arrangements may include a combination of securities including, but not limited to, equity, debt, warrants, preferred shares, bridge financing, collateral, royalty arrangements or other securities as deemed appropriate by the Company's Management and in compliance with the Investment Policy. In certain cases, the Company expects to enter into oversight arrangements as a condition of the investment. Oversight may range from Board of Director appointments, advisory positions or management consulting positions with the target companies.

- The Company may purchase or sell securities on public exchanges.

- The Company reserves the right to acquire all or part of other businesses or assets of a target company that management believes will enhance the value for shareholders.

- The Company will be industry agnostic in terms of investment sectors. The Company's investments shall not be required to follow a percentage of industry diversification. The Company's Management and Board of Directors will make use of expertise within the Company and invest in industries that management believes the involvement of the Company's funds and expertise can provide superior returns for shareholders.

- The Company may make investments in extra-ordinary activities, or activities not in the normal course of business, which may include but not be limited to mergers, acquisitions, corporate restructurings, spin-offs, take-overs, bankruptcies or liquidations, public listings, leveraged buyouts or start-ups. The Company may elect to invest in such events, provide financing or purchase securities in exchange for fees, interest or equity positions.

- The majority of investments are expected to be short to medium term investments, with an expected life of investment of 6 – 24 months.
- Depending on market conditions, the Company intends to fully invest its available capital, apart from operating expenses. Any funds not invested at a point in time will be expected to be invested in the near term.
- All investments will be made in compliance with applicable laws in relevant jurisdictions and in compliance with any associated exchange policy.

Investment Strategy

Management and the Board of the Company may authorize investments outside the guidelines described above if they feel the investment is for the benefit of the Company and its shareholders.

Investment Portfolio

The Company commenced its investment activities late in the first quarter of 2017 when it initiated positions in Iron Bridge Resources (TSX: IBR) (formerly, RMP Energy Inc.), Aguia Resources Limited (ASX: AGR; TSXV: AGRL) and AnalytixInsight Inc. (TSXV: ALY). During the second quarter the Company added to its positions in IBR and AGR and initiated a position in kneat.com, inc. (TSXV: KSI). During the third quarter, the Company initiated its position in Pivot Technology Solutions (TSX: PTG) and a start-up blockchain company eXeBlock Technology Corp. (CSE: XBLK). In the fourth quarter, the Company added Wesdome Gold Mines Ltd. (TSX: WDO) and DHX Media Ltd. (TSX: DHX.A). In the first quarter of 2018, the Company invested in Martello Technologies Corporation.

Where a director or officer identifies themselves to be in a conflict, they recuse themselves from any and all of the Company's discussions and decisions relating to a potential targeted investment.

Iron Bridge Resources("IBR")

IBR is an Alberta based crude oil and natural gas company, engaged in the exploration, development and production of crude oil and natural gas reserves in Western Canada. In 2016, IBR underwent a strategic review process to enhance shareholder value, resulting in the sale of its Ante Creek property. As a result, in 2017 the company brought in new management, drilling techniques were updated to reflect other successful operators in the Montney region and non-core assets were sold to put the company in a strong financial position. IBR has refocused its corporate strategy towards an emphasis on the conservative allocation of capital and an operational focus on accelerating the development of its Elmworth core property.

IBR is now focused on accelerating the development of its Elmworth core property, located in the Montney light oil fairway. The Elmworth and Gold Creek areas around IBR's properties have been the focus of significant industry activity. As one of the first companies to recognize the areas potential, IBR's acreage position was established for a fraction of the price given the increasing land values in the area.

The Company believes that IBR is an undervalued exploration and production company in a segment of the market that has been under considerable pressure. This creates a value component which may be realized once IBR's revamped corporate strategy is implemented. The implementation of IBR's revamped corporate strategy, under the guidance of the new chairman and management team, may serve to unlock the intrinsic value of IBR. Subsequent to March 31, 2018, IBR advised shareholders that Velvet Energy Ltd. (Velvet) had commenced an unsolicited offer to acquire all of the common shares of IBR at a price of $0.75 per share. Velvet, an adjacent landowner to IBR's Montney property, is a full-cycle exploration and production company operating in the Montney region of Alberta.

Aguia Resources Limited ("AGR")

AGR is a dual-listed company, in Australia and Canada, focused on becoming a producer of fertilizer raw materials through the development of its Tres Estradas project. AGR has spent the past number of years delineating the Tres Estradas project, located in southern Brazil, the breadbasket of Latin America. Agriculture represents 20% of Brazil's GDP, yet the country must import approximately 65% of its phosphate requirements and in southern Brazil 100% of phosphates are imported.

In a recently released bankable feasibility study ("BFS") for Tres Estradas, AGR reports the technical and economic viability of the project as a low-cost producer of phosrock and calcite in Southern Brazil. The BFS confirms a 100MT mineral resource to support a minimum mine life of 16 years. The BFS targets annual production at 300,000 tonnes of phosrock generated a net present value of $300 million USD and a pre-tax internal rate of return of 21%, using a discount rate of 5%.

AGR reports that the location of Tres Estradas is strategically important for a multiple reasons: the development of the project is of strategic interest to the Brazilian Government and has been officially designated as such thus helping with receiving permits; phosphate prices are in United States dollars, whereas costs are in Brazilian reals; Aguia has a projected sustained cost advantage at greater than $100/t compared to imports; and regional fertilizer blenders have direct access to the property, creating a natural demand due to close proximity.

The Company believes AGR remains undervalued in relation to economic potential of the Tres Estradas project and its relatively advanced stage of development. There are a number of potential catalysts that may have a positive impact on the stock price: obtaining a preliminary construction license for Tres Estradas; the negotiation of key offtake and utility contracts; further exploration upside on AGR's adjacent properties with similar geophysical signatures; environmental permitting; final project financing and development; and early stage exploration results from AGR's recently staked 34,000 hectares in the Rio Grande copper belt, where copper mineralization has been identified in outcrops grading up to 4.09% copper.

AnalytixInsight Inc. ("ALY")

ALY is a fintech company with exposure to big data, machine learning, software-as-a-service and workflow analytics. ALY's technology is reported to algorithmically analyze big data and distill it into actionable insights. ALY is currently focused on the expansion of the following divisions:

Capital Cube: a software service platform that produces financial analytics and machine generated content for financial websites and publishers. The end users of Capital Cube's subscription based financial analytics platform include brokers, financial institutions and corporations. The division's machine generated content is utilized by various web portals, financial apps, news agencies and stock exchanges. These include existing relationships with the London Stock Exchange, Dow Jones, Euronext, Yahoo Finance and the Wall Street Journal.

MarketWall: a fully integrated financial app that enables clients to manage bank accounts, trade stocks and make payments from a centralized location on their personal computer or portable devices. The platform is superior to what is currently available as it enables large banks to consolidate its online banking and trading capabilities under one login. In addition, it offers their clients a suite of other products such as mobile payments and global remittances. MarketWall is currently being developed through a joint venture ("JV") structure with Intesa Sanpaolo S.P.A. ("Banca Intesa"). Banca Intesa is a diversified Italian bank with a market cap of €45 billion and approximately 8,000 branches. Under the JV relationship, Banca Intesa pays for all development costs associated with product and ALY shareholders maintain a 49% business interest in the Bank Intesa's online operations. After the rollout to Banca Intesa, MarketWall will be sold to other financial institutions looking to create or consolidate their mobile banking, trading and global remittance platforms.

Euclides Technologies: a fleet service management and workflow analytics division with touch points to over 100,000 field service personnel. When purchased by ALY, Euclides had trailing revenues of C$5 million and clientele that has included Best Buy, Xerox, Siemens, Hydro Quebec and Portugal Telecom.

With these potential catalysts, no debt, $1.5 million in cash and management's target earnings before interest, tax, depreciation and amortization ("EBITDA") margin of 30%, the Company believes that ALY may achieve profitability sooner than most early-staged fintech companies. ALY does not have a high profile across investment community and remains largely misunderstood. If ALY continues to deliver quarterly revenue growth and improve its EBITDA margins, then investor interest in ALY should increase.

kneat.com, inc. ("KSI")

KSI offers its Kneat Gx software application platform ("Kneat Gx") for electronic validation life cycle management for pharmaceutical, biotechnology and medical device manufacturers. Kneat Gx enables an end-to-end paperless process for all validations, commissioning and qualification, production execution and quality document management. Kneat Gx allows users to electronically create, approve and execute all deliverables, manage any exceptions and approve final deliverables in a controlled FDA 21 CFR Part 11 compliant platform. Users with correct permissions can see everything in real time.

KSI has released a number of case studies that highlight the effectiveness and disruptive nature of its validation lifecycle management platform. For example, in the second half of 2017, KSI published a case study entitled "Validation Process Innovation in Molecular Diagnostics" on behalf of a pioneering molecular diagnostics company. The study highlighted substantial productivity and compliance improvements that the molecular diagnostics customer gained by transitioning its overall validation process from paper based to the Kneat GX platform, a compliant, fully electronic system. In addition, the study demonstrated KSI's ability to scale into other sectors within the life sciences industry, in this case laboratory and diagnostics.

After years of development, Kneat Gx is ready for a global rollout which the Company envisions leading to a period of expansion and revenue growth. KSI has reported significant advances in its technology and a growing list of customers. KSI has 51 million shares outstanding, an experienced management team with significant share ownership, limited debt and a strong cash position.

Pivot Technology Solutions ("PTG")

PTG was founded in 2010 and is an enterprise IT valued added reseller ("VAR"). PTG was formed through the acquisition of four US VARs with a focus on enterprise storage and server hardware. The company acquired Canadian based TeraMach Technologies Inc. in October 2016 to expand its footprint in North America. PTG aims to support its clients in all aspects of their information technology ("IT") lifecycle management. The company currently designs, sells and supports IT enterprise solutions which include hardware, maintenance and support. It also offers data center management, infrastructure management, systems architecture, technical services, and procurement and integration services.

The Company believes that PTG is an undervalued company in relation to the quality of its business and profitability profile. PTG serves over 2,000 customers with more than 70% of its revenue generated from Fortune 100 IT service related companies, most of which are enjoying a period of accelerated growth. PTG has a meager market captalization of $85 million, despite annual revenue of $1.9 billion and EBITDA of $31 million. PTG generates upwards of $25 million in operating cash flow per annum; this gives PTG's management a high degree of flexibility to pay a healthy dividend (7.5% per annum), make further acquisitions and/or repay debt.

The Company believes PTG is undervalued relative to its peer group and on a standalone basis. The Company believes that PTG is due to enjoy improved profitability as PTG's management looks to expand its higher margin services related business. A stable and growing earnings profile, coupled with strong cash flow generation and a well-supported dividend yield, should contribute to a rerating of the stock in the market.

eXeBlock Technology Corp. ("XBLK")

XBLK is a company that designs custom blockchain based software applications that aim to provide profitable, secure and efficient solutions to businesses and markets globally. XBLK's technical office works from inside a 64,000 square foot bunker facility in Debert, Nova Scotia.

Blockchain is a secure record of digital transactions based on cryptography. A blockchain can serve as an open, decentralized ledger that can record transactions between parties efficiently and in a verifiable and permanent method. Blockchain is essentially a secure, trustworthy and transparent peer-to-peer network, which has the potential to facilitate and record digital transactions without the need for a centralized authority, such as a bank. If third parties are no longer necessary, and organisations and consumers can complete transactions peer-to-peer and are processed instantly, securely and at minimal cost, then blockchain technology may have far reaching applications for years to come.

There has been a wave of interest in the blockchain market, driven by interest in Bitcoin. While the Company appreciates the potential of Bitcoin and the decentralized digital currency market in general, the Company believes that the underlying technology behind these digital currencies, or the blockchain, is where the greatest long-term potential and opportunity lies.

Blockchain technology can serve as a solution to issues faced within many industries due to the use of centralized systems. Decentralized applications of blockchain technology, or "DApps", can be utilized by different industries and business around the globe. Some of the applications for DApps can take the form of smart contracts, payments, clearing and settlement, smart assets, digital identity and voting, insurance contracts.

The Company believes that XBLK is well positioned within the emerging blockchain market because it specializes in the development of disruptive DApps that can be tailor made for companies to make their business more efficient. XBLK is currently working on developing two disruptive DApps, with additional DApps in the pipeline. The first is "50/50Lab", a multi-language, multi-jurisdictional platform that utilizes blockchain technology. The DAapp aims to provide fundraising organizations with an efficient, low cost, multi-jurisdictional, on-demand lottery platform.

XBLK is concurrently developing its "Freedom Ledger" blockchain technology that will facilitate transactions for customers that do not hold a cryptocurrency account. The goal of Freedom Ledger is to enable consumers with a traditional currency account to utilize various DApps. This technology should significantly expand the consumer base for blockchain based DApps and will be marketed to DApp developers worldwide.

Torrent believes that XBLK will continue to garner a significant degree of interest as it is one of the first publicly traded Canadian companies focused on the development of disruptive DApps using blockchain technology. Furthermore, considering XBLK's business model, the Company anticipates that the stock will do well in relation to other companies in the blockchain sector once share prices stabilize and upward momentum returns.

Wesdome Gold Mines Ltd. (“WDO”)

WDO is a Canadian focused gold mining company with a pipeline of projects in various stages of development. WDO’s Eagle River Complex in Wawa, Ontario is currently producing gold from two mines with a central mill, the Eagle River Underground Mine and the Mishi Open pit. WDO is also actively exploring its brownfields asset, the Kiena Complex in Val d’Or, Quebec.

With bullion prices hovering around $1,300 per ounce for an extended period of time, the Company sees little chance of a protracted slump in the sector. Well-run gold companies should have a favorable environment to add value by executing on their operational plans. Gold stocks in general have been retrenching by selling non-core assets and drastically cutting costs after the long commodity super cycle unwind post 2010. Additionally, the sector has been getting limited interest from speculative investors in Canada, who have been focused on gaining exposure to other sectors such as cannabis and blockchain related companies.

Gold stocks tend to do well after a prolonged period of disinterest in relation to other sectors of the market. WDO meets the criteria for what the Company believes investors will look for when they return to the sector as WDO has a strong track record of stable gold production growth; projects in secure jurisdictions; high grade production; competitive cash costs per ounce; and is well-capitalized and is conservatively run. Given the positive attributes, WDO is undervalued in relation to other producers and trades at a discount to analysts’ aggregate price estimates.

The Company expects WDO to trend higher as interest returns to the gold sector, management delivers on its operational objectives and the stock begins to trade more in line with its peer group.

DHX Media Ltd. (“DHX”)

DHX is a leading children’s content and brands company, recognized globally for high-profile programs including Peanuts, Teletubbies and Strawberry Shortcake. DHX is one of the world’s largest producers of children’s shows and owns the world’s largest independent library of children’s content, at 13,000 half hours. It licenses its content to broadcasters and streaming companies worldwide and generates royalties from its global consumer products program. Through its subsidiary, WildBrain, DHX also operates one of the largest networks of children’s channels on YouTube.

DHX fits with Torrent’s investment objective to find companies that have underperformed in the market despite strong long-term industry drivers, a quality suite of underlying assets and a new management team that is initiating the necessary measures to unlock the true value of the business.

DHX has underperformed lately due to, what Torrent attributes to short-term missteps made by management. The stock was overvalued in 2017 due to lofty management guidance, poor working capital management and acquisitions made at aggressive valuations that resulted in the corresponding accumulation of debt. When the share price corrected, the debt-to-equity multiple deteriorated. The Company believes the market has now undervalued the stock and DHX is trading at a steep discount compared to the inherent value of DHX’s assets and its ability to generate future cash flow.

In the fourth quarter of 2017, DHX Media announced a strategic review to explore strategic alternatives with a focus on enhancing shareholder value. These alternatives could include, among other things, the sale of parts of the Company and/or some of its assets, a merger, a business combination or other strategic transactions. Since the announcement of the strategic review, DHX has replaced its Chief Executive Officer, Chief Financial Officer and senior management team and has provided more transparent guidance on its short-term objectives to boost organic growth and free its cash flow and reduce debt. These measures are consistent with what the Company perceives as a company taking the necessary steps to unlock the true value of its assets.

DHX is forecast to generate between $60 - $90 million in free cash flow based on 2019 guidance, which is sufficient to cover its debt service obligations. The Company believes that this offers investors a degree of comfort as they wait for management to initiate the recently outlined strategic alternatives. DHX currently trades at roughly 8.1 times 2018 cash flow per share. This is a sizeable discount to the peer group average of 17.3 times cash flow per share. The Company anticipates this discount will decrease as DHX's management continues to streamline the business and aims to enhance shareholder value.

Martello Technologies Corporation ("Martello")

Martello was founded in 2009 and is headquartered in Ottawa, with staff in Canada, France and the United States. In January of 2018, Martello merged with Elfiq Networks to offer a solution that pairs performance management software with software defined wide area network technology to provide exceptional, unified communication performance. Martello's solution delivers confidence in the performance of real-time services on cloud and enterprise networks and is a proven provider of performance management software for Mitel customers.

Martello was originally structured and funded by Terry Matthews, a well-known technology investor who has founded a number of companies, including Mitel and Newbridge Networks. Mr. Matthews remains the largest shareholder of Martello and is its co-chairman, with Bruce Linton, the Founder and Chief Executive Officer of Canopy Growth Corp, a publicly traded Cannabis company with a market capitalization of approximately $6.5 billion. Martello's newly appointed Chief Executive Officer is John Proctor, who was the VP of global cyber security with CGI Group, a multinational IT consulting firm with $10 billion in annual revenues.

Martello is an established technology company with a presence on over 7,000 networks, 16,000 devices and reaches more than 150 countries around the globe. Martello's underlying clients are comprised of numerous well-known global enterprises, including Volkswagen, the United Nations, Hilton Worldwide and Major League Baseball. Martello currently has approximately 65 employees, trailing pro-forma annual revenues of $6.2 million and is cash flow positive, excluding non-recurring acquisition related costs.

Martello is a company in the unified communications sector, a segment of the economy driven by strong secular trends, that is experiencing a compound annual growth rate of 25%. Torrent believes that Martello is on the verge of a rapid growth phase, driven primarily by its rollup or acquisition focused strategy. Martello's performance management software is currently on thousands of networks, which presents a tremendous opportunity for the company. Martello can view where the deficiencies are on their enterprise client networks in real time. Given this intelligence, Martello can then decide if it wants to build-out a solution internally or make a strategic acquisition to acquire a technology solution to address the problem. As Martello expands into different channels, potentially into areas such as artificial intelligence or cyber security, it already has an established network of clients. This reduces the risk inherent in an early stage software company that often spends a significant amount of capital on product development before establishing a customer base.

Martello is scheduled to go public via a reverse takeover on the TSXV later in 2018. Torrent anticipates significant investor interest in the company when it begins trading given the caliber of people involved; its elevated growth profile; its strong revenue footprint; and aggressive rollup strategy. With a current equity value of only $19 million, the company is very modestly valued in relation to its fundamentals.

Selected Financial Information

The following table sets out selected financial information and highlights for the last eight quarters:

For the quarter ended	Mar 31, 2018 $	Dec 31, 2017 $	Sept 30, 2017 $	June 30, 2017 $	Mar 31, 2017 $	Dec 31, 2016 $	Sept 30, 2016 $	June 30, 2016 $
Realized gain (loss) on investments	**291,071**	192,735	(8,659)	-	**-**	-	-	-
Unrealized gain (loss) on marketable securities	**(1,870,094)**	1,797,323	248,935	(461,810)	**55,233**	-	-	-
Interest income	**69**	673	1,153	5,993	**9,724**	19,237	23,421	20,128
Operating expenses	**(111,987)**	(176,879)	(159,581)	(132,413)	**(85,332)**	(63,870)	(107,921)	(110,128)
Write down of note receivable	**-**	(292,312)	-	-	**-**	-	-	-
Gain (Write-down) on OneUp Sports settlement	**-**	-	-	-	**-**	(757,305)	-	-
Income tax recovery	**-**	-	-	-	**-**	-	-	-
Net (loss) earnings	**(1,690,941)**	1,521,540	81,847	(588,230)	**(20,375)**	(801,938)	(84,500)	(90,000)
Net (loss) income per share	**$0.07**	$0.064	$0.004	($0.025)	**($0.001)**	($0.034)	($0.004)	($0.004)
Cash	**199,334**	772,290	1,420,459	2,523,805	**5,495,935**	6,353,915	6,424,716	6,059,097
Investments in publicly-traded marketable securities	**5,874,578**	7,020,725	4,470,186	3,218,784	**826,222**	-	-	-
Total assets	**6,099,089**	7,800,433	6,200,751	6,067,844	**6,677,989**	6,677,101	7,487,334	7,572,186
Total liabilities	**82,300**	111,510	77,251	82,611	**123,333**	102,069	110,366	110,718
Shareholders’ Equity	**6,016,789**	7,688,923	6,123,500	5,985,233	**6,554,656**	6,575,031	7,376,968	7,461,468

Results of Operations for the quarter ended March 31, 2018

The Company reported net loss for the quarter ended March 31, 2018 of $1,690,940 or $0.07 per share as compared to a net loss of $20,375 or $0.001 per share in the quarter ended March 31, 2017. In the current quarter, the Company realized net capital gains on its investment portfolio of $291,071 which related primarily to the sale of AnalytixInsight shares which realized a gain of $261,498. The current quarter’s results include an unrealized gain on marketable securities of $1,870,094 or $0.079 per share (see summary below). In the current quarter, the Company earned minimal interest as the Company’s cash resources are now invested in marketable securities.

Unrealized loss on Marketable Securities

Acquisitions of investments in marketable securities are initially recognized at fair value plus transaction costs. Subsequent to initial recognition, all investments are measured at fair value. The determination of fair value for publicly-traded securities is based on the trading price at the end of the reporting period as quoted on a recognized securities exchange. For private companies, which are not traded on a recognized securities exchange, no market value is readily available. The private company shares may be valued based on the pricing of a recent financing. Gains and losses arising from changes in the fair value of the investments are presented in the unaudited condensed interim statement of comprehensive loss as a net change in unrealized gains or losses on investments.

The Company's investment activity and fair value of the unrealized gains and losses as at March 31, 2018 are summarized as follows:

	Shares #	Cost of Investment $	Market Value March 31, 2018 $	Gain/ (Loss) Quarter ended March 31, 2018 $	Market Value Dec 31, 2017 $
Iron Bridge Resources Inc.	1,900,000	1,543,110	969,000	(398,070)	1,351,080
Aguia Resources Limited					
Common shares	2,705,843	1,292,324	830,750	(98,527)	985,195
Warrants	1,250,000	-	-	-	-
AnalytixInsight Inc.					
Common shares	1,700,000	363,276	714,000	(413,537)	1,249,875
Warrants	1,250,000	-	87,500	(162,500)	250,000
kneat.com, inc.	1,000,000	600,000	1,050,000	200,000	850,000
ExeBlock Technology Corp. [(a)]					
Common shares	925,000	155,750	222,000	(647,500)	869,500
Warrants	262,500	-	49,875	(183,750)	233,625
Pivot Technology Solutions	190,500	496,717	417,195	(1,905)	419,100
Westdome Gold Mines	150,000	307,060	294,000	(22,033)	263,750
DHX Media	100,000	431,174	383,000	(83,950)	408,600
Martello Technologies Corp.	1,744,186	750,000	750,000	-	-
Other securities		165,581	107,258	(58,322)	140,000
		6,104,991	5,874,578	(1,870,094)	7,020,725

a) The shares of eXeBlock Technology Corp. are subject to a statutory four month hold period. The hold period on 525,000 shares expired on December 15, 2017 and the hold period on the remaining 400,000 shares expired on February 5, 2018. The remaining 400,000 shares are also subject to a voluntary pooling agreement, under which, 25% were released on listing and an additional 25% will be released every three months thereafter.

During the quarter ended March 31, 2018, the Company's investment portfolio had an unrealized gain of $1.87 million. The value of certain investments had a negative impact on Torrent's investment portfolio. The most significant being discussed below:

Iron Bridge Resources Inc. – Unrealized loss on the investment of $398,700 in the current quarter
IBR was under pressure during the period along with other western Canadian exploration and production companies, as the price of Western Canadian Select ("WCS") oil continued to trade at a steep discount to the lighter West Texas Intermediate ("WTI") oil. Although the price of WTI oil was up 7.3% during the quarter, the price of WCS oil remained flat during the period with WCS oil closing at a $20 per barrel discount to the WTI benchmark. This was driven primarily by ongoing pipeline capacity related issues in the US market, virtually locking Canadian oil in the country and fueling negative sentiment towards Canadian producers.

Over the past year, IBR has installed a new management team, sold non-core assets to pay down debt and shifted its focus towards the exploration and development of its Elmworth property, located in the Montney region. IBR is now drilling at Elmworth using techniques more in line with those employed by adjacent operators and is awaiting 30-day test results on two wells. The Company believes IBR's extensive land package in the Montney region is currently undervalued by the market.

Subsequent to March 31, 2018, IBR advised shareholders that Velvet Energy Ltd. (Velvet) had commenced an unsolicited offer to acquire all of the common shares of IBR at a price of $0.75 per share. Velvet, an adjacent landowner to IBR's Montney property, is a full-cycle exploration and production company operating in the Montney region of Alberta. As at the date of this report IBR shares closed at $0.77 per share.

eXeblock Technology Corp. – Unrealized loss on the investment of $647,500 on shares and $183,750 on warrants in the current quarter
XBLK's stock price corrected considerably during the period, as the cryptocurrency and blockchain sector had a price correction as the result of a period of rapid growth experienced during 2017. During the first quarter of 2018, the value of Bitcoin, regarded as the benchmark for digital currencies, fell by approximately 50%. The selloff in the digital currency space during the period contributed to the weakness in those Canadian small market capitalization equities with exposure to blockchain technology and/or those that benefited from blockchain related news. For example, HIVE Blockchain decreased by (63.7%); BLOK Technologies by (70.1%); BIGG Blockchain Intelligence by (71.5%); Mogo Finance by (49.9%); and Goldmoney by (46.2%).

XBLK last raised $6.2M via a private placement in October 2017. XBLK commenced trading on the Canadian Securities Exchange during the fourth quarter of 2017 and the share price rose substantially on significant volume with a year end price of $0.94 per share. However, during the period ended March 31, 2018, XBLK has sold off and traded at $0.25 per share, as a result of the price correction experienced in the blockchain sector.

While there have been short-term weakness in XBLK stock price, the Company believes that XBLK's focus on DApps will pay off in the long term. While the decentralized area of the blockchain space has tremendous potential due to the size of the target market, it is hard to gain traction when the overall blockchain sector is in the process of finding an interim floor. DApps have a relatively long development process due to the complexity of the coding; the need for the DApps to be tested in the market prior to release; and the requirement for all node operators to review the code before it is accepted and released. Torrent believes that the stock should start to gain traction in the coming months as investors anticipate XBLK's DApps going live and begin to understand the growth potential inherent in XBLK's business model.

AnalytixInsight Inc. – Unrealized loss on the investment of $413,537 shares and $162,500 warrants in the current quarter
ALY had a rough start to the year, after having a very strong 2017 due to the announcement of a blockchain initiative in the second half of 2017; the announcement indicated that ALY was going to work on behalf of its existing banking clients to utilize blockchain technology to improve the settlement process of securities. This announcement led to over speculation in the stock and caused investors of ALY to sell off in the current quarter in as a result of the weakness in the overall blockchain related industry as described above.

Torrent believes the market will soon realize that ALY is a more advanced and diversified fintech company than some of its blockchain focused competitors, as ALY's blockchain initiative is only a small component of the company's overall business initiatives. ALY has a growing and diversified revenue profile and had its first quarter of profitability in the fourth quarter of 2017. ALY has a number of well-known customers and a strategic relationship with Intesa Sanpaolo, a publicly traded Italian bank with a market capitalization in excess of €57.6 billion. The company is conservatively run, generating cash flow and continues to add many exciting long-term business relationships. ALY trades at a meager market capitalization of approximately $30 million, which the Company believes is low given the ALY's underlying growth profile, revenue footprint, extensive IP, strong balance sheet and profitability during its last quarter.

Operating expenses

During the current quarter, the Company incurred consulting fees of $46,838 (March 31, 2017 - $40,862) including CFO fees of $8,888 (March 31, 2017 - $9,075), management service fees paid to Numus Financial of $7,950 (March 31, 2017 - $4,950) and $30,000 (March 31, 2017 - $26,509) paid to the Chief Investment Officer.

In the current quarter the Company incurred directors' fees of $26,403 (March 31, 2017 - $11,375). In 2018, the Company increased its directors' fees payable to its Chairman and its CEO.

During June 2017, the Company granted 675,000 stock options, with an exercise price of $0.30 to directors, officers and consultants of the Company. The fair value of the stock options was estimated at the grant date using the Black-Scholes option pricing model. The assumptions used in the option pricing model include a volatility rate of 100%, an expected life of five years based on the contractual term of the options, a risk-free rate of 1% with no expected dividend yield. The options will vest at a rate of 50% on each of the six and 12 month anniversaries of the grant date.

Based on the Black-Scholes model and the assumptions outlined above, the estimated fair value of the stock option grants is $150,452, or $0.223 per option, which is being amortized over the one-year vesting period. As a result, stock-based compensation of $119,109 was recorded during the year ended December 31, 2017 and $18,807 has been recorded in the first quarter of 2018, with the balance of $12,536 to be recorded in second quarter of 2018.

The Company incurred minimal professional fees of $4,275 (March 31, 2017 - $6,777) in the first quarter of 2018. In the first quarter of 2018, the Company incurred stock exchange and maintenance fees of $4,737 compared to $10,641 in the first quarter of 2017. The 2017 amount included certain fees associated with the Company's COB. The Company also incurred a foreign exchange gain of $336 (March 31, 2017 – a loss of $1,219) on items denominated in United Stated Dollars measured against the Canadian dollar.

Arrangement with OneUp Sports

In 2015, the Company signed a definitive arrangement agreement ("Arrangement Agreement") with 2315257 Ontario Inc. (OneUp Sports Canada), a corporation existing under the laws of Ontario, which is the holding company for its operating subsidiary OneUp Games, LLC (collectively, "OneUp Sports"). The arm's length Arrangement Agreement outlined the terms and conditions of the business combination pursuant to which OneUp Sports would complete a reverse take-over of Torrent (the "Transaction").

On December 23, 2015, the Company filed a lawsuit in the Ontario Superior Court of Justice against OneUp Sports alleging that OneUp Sports was in breach of the terms of the Arrangement Agreement. Torrent was, among other things, seeking specific performance under the Arrangement Agreement.

On March 29, 2016, the Company and OneUp Sports settled the litigation pertaining to the terms the Arrangement Agreement. Under the terms of the settlement, OneUp Sports Canada agreed to pay and issue to Torrent consideration consisting of:

a) Cash in the amount of $570,000, to be paid in two tranches over a period not to exceed eighteen months as OneUp Canada closes current and future offerings of equity and/or debt securities (the Company received $320,000 in August 2016);
b) 1,562,500 class A common shares of OneUp Canada. The shares were received in April 2016; and
c) 800,000 warrants which have since expired.

In the first quarter of 2016, the Company settled its litigation with OneUp Sports initially recording a gain of $1,077,305. However, in the fourth quarter of 2016, in light of numerous legal actions against OneUp

Sports and the Company's assessment of various impairment indicators, the Company recorded a reversal of this gain in the amount of $757,305. Therefore, the net settlement gain was limited to $320,000, the actual amount of cash received pursuant to the settlement agreement. While the Company continues to have the rights associated with the outstanding receivable and common shares, these investments were recorded at a nil value, effective December 31, 2016.

Liquidity and Capital Resources

The Company has working capital as at December 31, 2017 of $117,034 (excluding investments) and a cash balance of $199,334. The Company funds its operations through equity financings, the sale of equities held for investments, financing fees earned on invested liquid resources and interest income earned on cash balances and amounts receivable.

Effective in the first quarter of 2017, the Company commenced the implementation of its business plan as an Investment Issuer. During the year to the end of December 2017, the Company invested $5.4 million in shares of ten different publicly-traded companies with investments ranging from $40,000 to $1.5 million. During the quarter ended March 31, 2018, the Company acquired an investment in Martello Technologies Corporation for $750,000.

As at March 31, 2018, the Company has loan receivable in the amount of $292,312. While the loan receivable remains outstanding and continues to accrue interest, the Company recorded a valuation allowance against the full value of the loan in the fourth quarter of 2017 and ceased to accrue any interest at the beginning of 2017.

The Company has sufficient capital resources to meet its immediate obligations. The Company may need to secure additional capital and may raise additional funds should its Board deem it advisable in order to execute its strategic plan including the implementation of its TSXV's approved COB. While management and the Board have been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future. The timing and ability of the Company to raise additional funds will also depend on the liquidity of the financial markets.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. As at March 31, 2018, and May 29, 2018, the Company has 23,648,333 common shares issued and outstanding. As at March 31, 2018, the Company had 1,241,666 stock options outstanding. At May 29, 2018, after the expiry of 433,333 stock options, the Company has 808,333 stock options outstanding.

Transactions with Related Parties

The Company entered into the following transactions with related parties:

- During the quarter ended March 31, 2018, the Company paid director fees of $26,403 (year ended December 31, 2017 - $63,205) to directors or companies controlled by directors.
- During the quarter ended March 31, 2018, the Company paid fees to its CFO, Rob Randall in the amount of $8,888 (year ended December 31, 2017 - $49,988).
- During the quarter ended March 31, 2018, the Company paid fees to its Chief Investment Officer, Scott Gardner in the amount of $30,000 (year ended December 31, 2017 - $160,000).
- During the quarter ended March 31, 2018, the Company paid management services fees, rent and other fees of $12,128 to Numus Financial, a company owned by two directors (year ended December 31, 2017 - $48,070).

The above noted transactions are in the normal course of business and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Critical accounting estimates used in the preparation of the financial statements that have the most significant effect on the amounts recognized in the financial statements include the Company's estimate of the value of the Company's share-based compensation and the valuation of investments in privately held companies.

The Company uses a Black-Scholes model to determine the fair value of options and warrants. The main factor affecting the estimates of stock-based compensation is the stock price volatility used. The Company uses historical price data and comparable entities in the estimate of future volatilities. Additional factors affecting share-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing of the exercise of options is out of the Company's control and will depend upon a variety of factors, including the market value of the Company's shares and the financial objectives of the share-based instrument holders.

The method used by the Company to estimate the value of its equity investments in private companies is complex as there is no active trading market and any transfer is often subject to approval of the Company Directors. The valuation considers factors such as limited available market information, recent financings, future disclosed and/or planned listing activities, management's assumptions of expected cash flows related to the investments.

All of the Company's significant accounting policies and estimates are included in note 2 to the December 31, 2017audited financial statements of Torrent Capital Ltd. With the Company's TSXV approved change of business from a Mining Issuer to an Investment Issuer, the Company has also adopted the following new accounting policies associated with its new business.

Financial Instruments

Purchases and sales of investments are recognized on the transaction date. Investments are initially recognized at fair value plus transaction costs. Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the investments are presented in the statements of income (loss) within net change in unrealized gains or losses on investments in the period in which they arise.

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on unadjusted quoted prices in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly [i.e. as prices] or indirectly [i.e. derived from prices]; and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data [unobservable inputs].

Accounting standards issued but not yet applied

The Company does not expect to early adopt the following revised standards and amendments. Accordingly, the Company expects to adopt the standards as set forth below.

IFRS 9, Financial instruments

IFRS 9, *Financial Instruments* ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39, *Financial Instruments: Recognition and Measurement* ("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 rules 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 became effective as at January 1, 2018. The Company has completed its assessment and implemented IFRS 9 with no significant impact on the financial statements.

IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16. IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The extent of the impact of adoption of IFRS 16 has not yet been determined.

Risk Factors

The Company's business as an Investment Issuer is subject to a number of significant risk factors, and an investment in the Corporation will involve a high degree of risk. Investors should carefully consider each of such risks and all of the information in this MD&A before investing in the Corporation. The success of the Corporation will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management. The risks consist of:

No Operating History as an Investment Issuer **-** The Corporation does not have any record of operating as an Investment Issuer. As such, with the completed Change of Business, the Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Corporation will not achieve its financial objectives as estimated by Management. Furthermore, past successes of Management or the Board in other ventures do not guarantee future success.

Risks of Competition **-** The Corporation will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Corporation's opportunities to acquire interests in investments that are attractive to the Corporation. The Corporation may invest otherwise than in accordance with its Investment Policy and strategy in order to meet its investment objectives. If the Corporation is required to invest other than in accordance with its Investment Policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

Risks of Fluctuations in the Value of the Corporation and the Common Shares **-** The net asset value of the Corporation and market value of the common shares will fluctuate with changes in the market value of the

Corporation's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Corporation's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Corporation. There can be no assurance that Shareholders will realize any gains from their investment in the Corporation and may lose their entire investment.

Due Diligence **-** The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Risks of Investment in Illiquid Securities **-** There is a possibility that the Corporation will be unable to dispose of illiquid securities held in its portfolio and if the Corporation is unable to dispose of some or all of its investments at the appropriate time, a return on such investment may not be realized.

Loss of Investment Risk **-** An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider an investment in the Corporation.

No Guaranteed Return Risk **-** There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term.

Dividends **-** To date, the Corporation has not paid dividends on any of its common shares and the Corporation is not required to pay any dividends on its Common Shares in the foreseeable future. Any decision to pay dividends will be made on the basis of the Corporation's earnings, financial requirements and other conditions.

Currency Risk **-** Some of the Corporation's assets may be invested in foreign securities. Consequently, the Canadian dollar equivalent of the Corporation's net denominated assets and dividends would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar.

Commodity Risk **-** The Corporation may invest in sectors that are very sensitive to the fluctuations of commodity prices.

Foreign Investment Risks **-** Foreign investments made by the Corporation may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks.

Equity Market Risk **-** The price of the equity securities in which the Corporation may invest are influenced by the issuing corporation's outlook, market activity and regional, national and international economic conditions. When the economy is expanding, the outlook for many corporations is equally promising, and the value of their equity securities should rise in agreement. The opposite is also true. Typically, the greater the potential reward, the greater the potential risk. For small corporations and corporations in the emerging sectors the risk and reward ratio is usually greater. Equity-related securities, which give indirect exposure to the equity value of a corporation, such as warrants and convertible securities, can also be affected by this equity risk.

Market Disruption Risks **-** War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation and the value of the securities in its investment portfolio.

Private Corporation Risks **-** Investments in private corporations cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair the Corporation's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private corporations may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. The process of valuing investments in private corporations will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments.

Risk of Dilution from Possible Future Offerings **-** The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

Financing Risks **-** Additional funding may be required to complete future investment and growth opportunities. There is no assurance that any such funds will be available to the Company, on acceptable terms or an acceptable level. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its investment portfolio.

Dependence upon key management **-** The Corporation will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance on any members of its management or directors.

Management's Responsibility for Financial Information

This MD&A and the accompanying unaudited interim condensed financial statements of Torrent Capital Ltd. are the responsibility of management and have been approved by the Board of Directors. The unaudited interim condensed financial statements have been prepared by management in accordance with IFRS. The unaudited interim condensed financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment. Management has established these amounts in a reasonable manner, in order to ensure that the unaudited interim condensed financial statements are presented fairly in all material respects.

Disclosure and Internal Financial Controls

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that:

(i) the unaudited interim condensed financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim condensed financial statements; and

(ii) the unaudited interim condensed financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim condensed financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited interim condensed financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Information

Additional information relating to the Company is available on the SEDAR website www.sedar.com.