SQUIRE MINING LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
for the nine months ended July 31, 2018

1.1 **Date of Report:** September 28, 2018

The purpose of this Management Discussion and Analysis ("**MD&A**") is to explain management's point of view regarding the past performance and future outlook of Squire Mining Ltd. ("**Squire**" or the "**Company**"). This report also provides information to improve the reader's understanding of the financial statements and related notes as well as important trends and risks affecting the Company's financial performance, and should therefore be read in conjunction with Squire's unaudited condensed interim financial statements for the period ended July 31, 2018 with the notes related thereto (the "**Interim Financial Statements**").

The Interim Financial Statements and related notes and all financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated. Additional information on the Company is available on SEDAR at www.sedar.com. See Item 1.14 "*Other MD&A Requirements*" below.

Readers should also refer to the Company's audited financial statements and accompanying notes for the year ended October 31, 2017 and the Company's accompanying annual MD&A dated February 9, 2018 (together the "**Annual Filings**").

Furthermore, all statements, other than statements of historical fact, included herein, including without limitation, statements regarding the Change of Business (as defined below) and future plans are forward looking statements or forward looking information that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could or will differ materially from those anticipated in such statements. See Item 1.14 "*Other MD&A Requirements - Forward-Looking Information*" below.

1.2 **Overall Performance**

Squire is currently listed for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "SQR". Effective September 19, 2018, the Company's common shares commenced trading on the OTCQB Venture Marketplace in the United States under the symbol "SQRMF".

From its incorporation in 2011 to March 2018, the Company was engaged primarily in the business of acquiring and exploring mineral resource properties in British Columbia. At present, the Company continues to hold an option to acquire up to an 80% undivided interest in six mineral tenures totaling approximately 2,274 hectares located 80 kilometers west southwest of Quesnel, British Columbia (the "**Star Property**"). The Company also owns seven other mineral tenures totaling approximately 4,192 hectares in the Chilcotin and Netchako regions of central British Columbia which are prospective for gold and silver.

However, faced with weak capital markets for junior resource issuers, in the fall of 2016 the Company began investigating other potential business opportunities to build shareholder value. During the ensuing 18 months, the Company investigated a number of opportunities resulting in the acquisition of minority interests in two businesses.

In January 2018, the Company acquired, on an arm's length basis, an 18% minority interest in an exclusive 8 year license (the "**Dahrwin License**") to commercially exploit a patented communications technology designed to create fully autonomous wireless communication networks without the need to connect to the internet, cellular or other communications infrastructure solely for commercial applications within the mining resource industry worldwide. The purchase price for the 18% interest was $225,000. Under the terms of the assignment, the vendor must incur, within one year, a minimum of $50,000 in qualified expenditures to develop mining related uses for the technology, failing which the Company's interest in the license, as it relates solely to resource mining applications, will automatically increase to 25%. At such time as the vendor has incurred its minimum expenditure, the parties will reassess the technology and, if warranted, determine a mutually agreeable plan to further fund and advance its development.

In February 2018, the Company purchased 430,000 units of Universal mCloud Corp. ("**mCloud**") at $0.35 per unit for a total subscription price of $150,500. In May 2018, the Company purchased a further 300,000 units of mCloud at $0.35 per unit for an additional subscription price of $105,000. Each unit consisted of one common share and one-half (1/2) of one common share purchase warrant. Each whole warrant entitles the Company to purchase an additional common share at $0.45 exercisable for 36 months, subject to early acceleration by mCloud if the 10 day weighted average trading price of mCloud's common shares is at any time greater than $0.80 per share. mCloud is a technology company building the next generation loT platform for asset and smart energy management listed on the TSX Venture Exchange (symbol – MCLD). The Company purchased the units of mCloud for investment purposes only and has no present intention to acquire further securities of mCloud, although the Company may in the future increase or decrease its investment in mCloud by acquiring or disposing of securities of mCloud through the market, privately or otherwise, depending on market conditions and any other relevant factors.

In March, 2018, the Company began investigating opportunities in the blockchain and digital asset sectors in the belief that recent rapid growth in such sectors presented opportunities for new providers developing next generation data mining infrastructure and system technology including application specific integrated circuit (ASIC) chips and mining rigs for Bitcoin Cash, Bitcoin and other cryptoassets; one of the central foundations underpinning the cryptocurrency industry. Such investigation resulted in the Company entering to a letter agreement with Peter Kim, a business executive with extensive experience in, among other things, chip design and system architecture, to undertake, on an exclusive basis, the joint development of ASIC chips to mine Bitcoin Cash, Bitcoin and other cryptocurrencies. Since that time, the Company has undergone a change of business from mineral exploration to developing data mining infrastructure and system technology to support global blockchain applications in the mining space including next generation ASIC chips and mining rigs to mine Bitcoin Cash, Bitcoin and other cryptocurrencies (the "**Change of Business**") and successfully completed the following milestones:

March, 2018 - Squire signs letter agreement with Peter Kim and forms Aracore Technology Corp. ("**Aracore**") as a joint venture company to develop ASIC chips to mine Bitcoin Cash, Bitcoin and other cryptocurrencies. The Company currently owns 75% of Aracore with Peter Kim owning the remaining 25%. To date, the Company has provided initial funding in excess of US$3.0 million to finance Aracore's design and development of next generation ASIC chips.

April 1, 2018 – Squire enters into technology development agreement with private arm's length development company based in Seoul, Korea for front-end design and development of next generation ASIC chips.

May 29, 2018 – Squire completes non-brokered private placement financing of 13,174,500 units (the "**First Units**") at a price of $0.25 per First Unit for gross proceeds of $3,293,625 to fund the design and development of next generation ASIC chips. Each First Unit consisted of one common share and one-half (1/2) of a share purchase warrant, each whole warrant entitling the holder to purchase an additional common share at a price of $0.50 for a period of two years. Finder's fees totaling $180,600 cash, 115,815 First Units and 838,215 finder's warrants, on the same terms as the warrants forming part of the First Units, were paid to certain finders in connection with this private placement.

July 5, 2018 - Squire announces Change of Business and $25,500,000 financing to fund ongoing development and manufacture of ASIC chips and mining rigs.

August 1, 2018 – Squire announces design service agreement (the "**Design Service Agreement**") with arm's length design fabrication company for back-end design, testing and mass production test run of initial next generation ASIC chip for mining Bitcoin Cash, Bitcoin and other cryptocurrencies.

August 2, 2018 – Squire announces CSE approval for Change of Business and files Form 2A Listing Statement dated July 31, 2018 (the "**Listing Statement**") with the CSE and SEDAR.

August 10, 2018 – Squire completes $25,500,000 financing of 63,750,000 units (the "**Second Units**") at a price of $0.40 per Second Unit to fund Change of Business and development and manufacture of next generation ASIC chips and mining rigs (the "**Change of Business Financing**"). Each Second Unit consisted of one common share and one-half (1/2) of a share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.80 on or before August 10, 2020. Each purchaser of Second Units was also granted the right to participate, on a pro rata basis, in any future private placement or public financing of equity or convertible debt securities of the Company or any material subsidiary or joint venture company of the Company until the later of (a) August 10, 2021, and (b) for so long as such purchaser owns 10% or more of the issued and outstanding shares of the Company from time to time. In addition, APMS Investment Fund Ltd. ("**APMS**"), as lead purchaser under the Change of Business Financing, has the right to appoint of one nominee to the board of directors of the Company (the "**Board**") and each material subsidiary or joint venture company of the Company until the later of (a) August 10, 2021, and (b) for so long as APMS owns 10% or more of the issued and outstanding shares of the Company from time to time. The Company also issued 956,250 Second Units to an arm's length third party as a finder's fee in connection with the Change of Business Financing.

August 10, 2018 - Squire appoints Peter Wielgosz as APMS' nominee on the Board in place of Tibor Gajdics who stepped down as a director. Mr. Wielgosz is a lawyer with more than 12 years' experience across Australia, Europe and the Middle East with a particular focus on capital markets and structuring financial instruments, most recently as legal advisor to family offices working on a variety of acquisitions, divestments, and private equity deals. Prior thereto, Peter was an attorney in the capital markets practice of Clifford Chance LLP in both its Dubai and London offices and in the banking and project finance team with Freehills in Melbourne, Australia.

August 10, 2018 – Squires executes exclusive worldwide distributor agreement with an associate of Coingeek.com (the "**Distributor**"), the world's largest miner of Bitcoin Cash. Upon completion of the development and manufacture of the Company's initial ASIC chip and mining rig, the Distributor will have the exclusive worldwide right to market, promote, solicit, sell and distribute the chip and mining rig to Bitcoin Cash and other alt coin miners under the CoinGeek.com brand, subject to certain minimum purchase requirements.

August 21, 2018 - Squire announces formation of new joint venture company, Arasystems Technology Corp. ("**Arasystems**"), with Future Farm Developments Ltd. ("**Future Farm**"), a Hong Kong based technology company, to manage the development, manufacture and assembly of the Company's next generation mining systems to be sold globally under the Coingeek.com brand. The Company owns 75% of Arasystems with Future Farm owning the remaining 25%.

August 21, 2018 - Squire announces provisional agreement between Arasystems and an arms-length major global technology assembly company to assist in the design and assembly of the Company's initial mining rig following completion of a working prototype of the Company's initial ASIC chip. The provisional agreement is non-binding and subject to negotiation and execution of a formal design and assembly agreement.

September 10, 2018 – Owen King steps down as a director of the Company to facilitate the appointment of Stefan Matthews to the Board. Mr. Matthews has significant senior management and executive leadership experience totaling more than 30 years in the technology and online services sector and is a founder and current Chairman of the nChain Group, known for global leadership in blockchain and Bitcoin research. BMG, a division of the nChain Group, has a significant investment in Bitcoin Cash mining, operating a diversified fleet in multiple locations.

September 19, 2018 – Squire secures listing on OTCQB Venture Marketplace.

September 24, 2018 – Squire announces that Gaonchips is the Company's design house and Samsung Electronics is its chosen foundry partner to manufacture the Company's ASIC chips in Korea pursuant to the Design Service Agreement.

See the Listing Statement for further details of the Change of Business and a description of certain material agreements entered into by the Company in connection therewith. A copy of the Listing Statement has been posted under the Company's profile on both the CSE and SEDAR. See also Items 1.4 "*Discussion of Operations*" and 1.6-7 "*Liquidity and Capital Resources*".

Save and except for management, the Company presently has no employees. Where applicable, the Company relies on independent consultants to assist management in carrying out the day to day operations of the Company.

1.3 Selected Annual Information

See the Annual Filings for a discussion of certain financial data and factors that have caused period to period variations in the Company's annual financial statements for the three most recently completed financial years ended October 31, 2017, October 31, 2016 and October 31, 2015.

1.4 Discussion of Operations

The Company has yet to generate any revenue from its planned operations and has, to date, incurred annual net losses from operating and administrative expenses.

Three and nine month periods ended July 31, 2018 compared to three and nine month periods ended July 31, 2017.

The Company incurred significantly higher net losses and comprehensive losses of $1,671,525 and $2,839,415 respectively, for the three and nine month periods ended July 31, 2018 ("**Interim 2018**") compared to net and comprehensive losses of only $74,054 and $132,283, respectively, for the corresponding three and nine month periods ended July 31 30, 2017 ("**Interim 2017**"). The much higher losses in Interim 2018 resulted from the Company actively investigating and pursuing its Change of Business from mineral exploration to the development of data mining infrastructure and system technology to support global blockchain applications in the mining space including next generation ASIC chips and mining rigs to mine Bitcoin and other cryptocurrencies. The largest increases related to higher management fees/bonuses, consulting fees, project investigation costs, travel expenses and legal fees associated with the

Change of Business. The Company also incurred significant share-based compensation expense in Interim 2018.

The following table detail changes in major expenditures between the three month periods ended July 31, 2018 and July 31, 2017:

Nature of Expenses	3 Months ended July 31, 2018	Increase / Decrease from 3 Months Ended July 31, 2017	Explanation for Change
Management fees and bonuses	$378,300	Increase of $355,800	Increase due to hiring of additional executive officers and increased fees paid in connection with Change of Business and significantly more corporate activities associated therewith. Such increase also included management bonuses (including signing bonuses) paid to certain executive officers.
Consulting fees	$8,767	Decrease of $13,733	Decreased due to 80% of management previously charged to Squire was moved to Aracore that resulted equity loss on joint venture per income statement dated July 31, 2018
Equity loss of joint operation	$944,672	Increase of $944,672	Costs incurred in connection with the investigation and preliminary design of the Company's initial next generation ASIC chip to mine Bitcoin Cash, Bitcoin and other cryptocurrencies. 66.67% of Aracore loss accounted in Squire books and booked as Equity loss of joint venture in the income statement and same amount decreased the investment in Aracore account in the balance sheet for the period ended July 31, 2018
Travel	$82,246	Increase of $79,071	Increase due to numerous trips by management to Asia, Europe and other destinations for chip and rig development and capital raising activities in connection with Change of Business.
Legal fees	$111,465	Increase of $95,574	Increase due to higher legal fees associated with drafting material agreements in connection with Change of Business, Change of Business Financing, Listing Statement for CSE and regulatory approvals
Office and Administration Services	$24,752	Increase of $18,983	Increase due to higher office expenses and administration services as part of Change of Business
Share-based compensation	$201,299	Increase of $201,299	Increase due to stock options granted to executive officers, directors and consultants during the current quarter.

The following table detail changes in major expenditures between the nine months period ended July 31, 2018 and July 31, 2017:

Nature of Expenses	9 Months ended July 31, 2018	Increase / Decrease from 9 Months Ended July 31, 2017	Explanation for Change
Management fees and bonuses	$488,300	Increase of $465,800	Increase due to (a) increased corporate activities during Interim 2018 associated with investigation of new business opportunities and acquisition of minority interests in Dahwrin License and mCloud, and (b) hiring of additional executive officers and increased fees paid thereto in connection with Change of Business and significantly increased activities associated therewith. Such increase also included management bonuses (including signing bonuses) paid to certain executive officers.
Consulting fees	$212,483	Increase of $189,983	Increase due to hiring of additional consultants to assist in the investigation of (a) new business opportunities including Dahwrin License and mCloud and (b) due diligence and implementation of Change of Business.
Equity loss of joint venture operation	$944,672	Increase of $944,672	Costs incurred in connection with the investigation and preliminary design of a next generation ASIC chip to mine Bitcoin Cash, Bitcoin and other cryptocurrencies. 66.67% of Aracore loss accounted in Squire books and booked as Equity loss of joint venture in the income statement and same amount decreased the investment in Aracore account in the balance sheet for the period ended July 31, 2018
Travel	$206,731	Increase of $203,556	Increase due to investigation of potential new business opportunities including numerous trips by management to Asia, Europe and other destinations for chip and rig development and capital raising activities in connection with Change of Business.
Legal fees	$182,199	Increase of $166,308	Increase due to legal fees associated with, inter alia, acquisition of minority interest in Dahrwin License and drafting material agreements in connection with Change of Business, Change of Business Financing, Listing Statement for CSE and regulatory approvals
Office and Administration Services	$67,405	Increase of $64,596	Increase due to higher office expenses and administration services associated with increased corporate activities and Change of Business
Share-based compensation	$649,632	Increase of $649,632	Increase due to stock options granted to executive officers, directors and consultants during Interim 2018 including newly hired officers and consultants

As a result of the foregoing, the Company incurred a basic and diluted loss per share of $0.05 and $0.08, respectively, for the three and nine months periods ended July 31, 2018 compared to a loss of $0.00 and $0.01 per share for the corresponding three and nine month periods ended July 31, 2017.

The Company's cash outflow from operating activities during the nine months period ended July 31, 2018 ($2,183,653) was much higher than the corresponding nine month period ended July 31, 2017 ($110,890) due primarily to the Company's increased activities as discussed above, in particular, the Change of Business. Also, the Company's cash flow used in investing activities during the nine months period ended July 31, 2018 increased to $1,173,653 compared to $3,310 for the corresponding period ended July 31, 2017 primarily as a result of the Company's purchase of an 18% minority interest in the Dahrwin License (for mining related applications) and its investment in mCloud, and investment in Aracore @ 66.67%. See Item 1.2 "*Overall Performance*". Finally, the Company's cash flow from financing activities for the nine month period ended July 31, 2018 (including the sale of First Units and proceeds from the exercise of stock options and warrants) totalled $4,077,804 compared to $0 for the corresponding nine month period ended July 31, 2017.

Trends

The use of Bitcoin Cash, Bitcoin or other cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of Bitcoin Cash, Bitcoin and other cryptocurrencies in particular, is subject to a high degree of volatility and uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect the demand for Bitcoin Cash, Bitcoin and other cryptocurrencies and consequently the demand for the ASIC chips incorporated into the "mining rigs" used to mine such currencies. Factors affecting further development of the industry include, but are not limited to, continued worldwide growth in the adoption and use of cryptocurrencies, governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems, changes in consumer demographics and public tastes and preferences, the availability and popularity of other forms or methods of buying and selling goods and services and general economic conditions and the regulatory environment relating to digital assets, each of which is beyond the reasonable control of the Company and could materially adversely affect the market for the ASIC chips and mining rigs that the Company is currently developing. The cryptoasset mining industry is also highly competitive and the Company will be competing with many other companies and entities in the development, manufacture and sale of ASIC chips and mining rigs for Bitcoin Cash, Bitcoin and other cryptoassets, many of which have vastly greater resources, capital and personnel. The ability of the Company to develop and manufacture ASIC chips and mining rigs in the future will depend not only on its ability to develop, manufacture and sell its initial next generation chip and mining rig, but also on its ability to design, develop, market and sell subsequent generation chips and rigs for Bitcoin Cash, Bitcoin and other cryptoassets. See Item 1.15 "*Other MD&A Requirements - Risks and Uncertainties*" below.

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1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q3 July 31, 2018	Q2 April 30, 2018	Q1 Jan. 31, 2018	Q4 Oct. 31, 2017	Q3 July 31, 2017	Q2 April 30, 2017	Q1 Jan 31, 2017	Q4 Oct. 31, 2016
Total revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Loss before other items:								
Total	$ (835,064)	$ (422,887)	$ (766,504)	$ (86,616)	$ (75,054)	$ (4,905)	$ (54,987)	$ (29,355)
Net Loss and Comprehensive Loss:								
Total	$(1,671,525)	$ (401,387)	$ (766,504)	$ (86,616)	$ (75,054)	$ (2,242)	$ (54,987)	$ (29,355)
Basic and diluted loss per share	$ (0.05)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

The Company's net loss and comprehensive loss from operations rose sharply in the three most recently completed fiscal quarters ended January 31, 2018, April 30, 2018 and July 31, 2018 as the Company began aggressively pursuing other business opportunities including the acquisition of minority interests in the Dahrwin License and mCloud and in most significantly the Change of Business in the fiscal quarter ended July 31, 2018. See Item 1.2 "*Overall Performance*". During the five preceding fiscal quarters, the Company's activities related to mineral exploration were relatively modest accounting for the significantly lower losses incurred by the Company. See Item 1.4 "*Discussion of Operations*" for a discussion of the material general and administrative expenses incurred by the Company during the three and nine month periods ended July 31, 2018.

1.6-7 Liquidity and Capital Resources

As a result of the Change of Business, the Company's operations now consist primarily of designing and developing data mining infrastructure and system technology (including ASIC chips and mining rigs) to support global blockchain applications in the cryptoasset mining space. The Company's financial success and continuation as a going concern will be dependent on, among other things, the extent to which it can develop and successfully market, distribute and sell its products in sufficient quantities to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations.

As at July 31, 2018, the Company had current assets of $1,634,619 consisting of cash and cash equivalents of $1,254,154, short term investments including mCloud at $356,300, and amounts receivable of $24,165 which is GST receivable.

The Company's working capital as at July 31, 2018 was $1,506,838 (unaudited).

Subsequent to July 31, 2018, the Company completed the Change of Business Financing comprised of 63,750,000 Second Units at a price of $0.40 per Second Unit for gross proceeds of $25,500,000 to fund the Change of Business and ongoing development of the Company's next generation ASIC chips and mining rigs. See Item 1.2 "*Overall Performance*".

The Company intends to use its working capital as at July 31, 2018 and the net proceeds from the Change of Business Financing to fund the design, development and manufacture of the Company's initial ASIC chip and mining rig, ongoing research and development and related general and administrative expenses and working capital expenditures, in all material respects, as set out below:

Description	**Allocated C$**
Fund balance of design, development and manufacture of the Company's initial ASIC chip including initial mass production run (US$6,150,000)	$8,005,455
Fund design, development and testing of the Company's initial mining rig including manufacture and assembly of pilot production test run (US$2,400,000) (4)	$3,124,080
Reserve for 12 months of marketing, promotion and product support (i.e. warranty) for ASIC chips and mining Rigs (US$500,000) (4)	$650,850
Reserve for design, development, testing and manufacture of subsequent generation ASIC chips and mining rigs (US$8,000,000) (4)	$10,413,600
Reserve for additional research and development of future products and technologies (US$1,000,000)	$1,301,700
General and Administrative expenses for ensuing 12 months (US$1,250,000)	$1,627,125
Unallocated working capital	$1,948,810
TOTAL	**$27,071,620**

(1) Where applicable, amounts payable in US dollars have been converted to Canadian dollars using the indicative US/Canada dollar exchange rate of US$1.00 = C$1.3017 as reported by the Bank of Canada on July 31, 2018.

The Company intends to spend the available funds as set out above. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. Pending such use, the Company intends to invest the available funds in short-term, investment grade, interest-bearing securities and other marketable securities.

Thereafter, if the Company has not yet attained positive cash flow, the Company will require additional capital to maintain operations including, but not limited, researching and developing next generation ASIC chips and mining rigs and other new products and technologies. The Company's ability to arrange financing in the future will depend, in part, upon the prevailing capital market conditions, the market and demand for Bitcoin Cash, Bitcoin and other cryptocurrencies as well as its business performance. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to it or at all. If the Company raises additional financing through the issuance of common shares from its treasury, control of the Company may change and existing shareholders will suffer additional dilution. See Item 1.15 "*Other MD&A Requirements - Risks and Uncertainties*" below.

1.8 Off Balance Sheet Arrangements

There are no off balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

The Company considers its executive officers and directors to be key management.

During the nine month period ended July 31, 2018, the Company incurred management fee, administrative fees and bonuses totaling $517,266 in respect of services provided to the Company by the following executive officers and directors or private companies controlled by same:

Name of Officer/Director	Position	Nature of Fees	Fees Charged
Simon Moore	President and CEO	Management fees	$26,300
		Bonus	$75,000
Rich Wheeless	CFO	Financial management fees	$6,500
		Bonus	$75,000
Richard Underhill	Executive Vice-President	Management fees	$5,000
		Bonus	$48,000
Donna Moroney	Corporate Secretary	Administrative fees	$28,966
Owen King	Director (resigned Sep. 10, 2018)	Bonus	$25,000
Tibor Gajdics	Former interim President and CEO	Management fees	$50,000
		Bonus	$40,000
Kevin Hanson	Former CFO	Financial management fees	$32,500
Markalex Consulting	Consultant	Bonus	$30,000
Justin Corinella	Consultant	Bonus	$75,000
TOTAL			**$517,266**

During the third quarter ended July 31, 2018, the management fee $41,200 moved from Squire to Aracore; due to the fact that 80% of management fee was related to chip development.

Subsequent to July 31, 2018, APMS, a related party of the Company by virtue of owning more than 10% of the issued and outstanding shares of the Company, acquired a total of 7,750,000 Second Units at a price of $0.40 per Second Unit for an aggregate subscription price of $3,100,000 pursuant to the Change of Business Financing. As of the date of this MD&A, to management's knowledge, APMS owns a total of 15,750,000 common shares or approximately 12.90% of the issued and outstanding shares of the Company.

1.10 Fourth Quarter

N/A

1.11 Proposed Transactions

Save for the Change of Business, as of the date of this MD&A, there are no proposed asset or business acquisitions or dispositions which are expected to have a material effect on the financial condition, financial performance or cash flows of the Company.

1.12 Critical Accounting Estimates

N/A for venture issuers

1.13 **Financial Instruments and Other Instruments**

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities.

The Company's financial instruments are exposed to the following risks:

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is the risk of illiquidity of cash and cash equivalents amounting to $1,254,154 at July 31, 2018 (October 31, 2017 - $533,056). As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be minimal.

The Company also has exposure to credit risk with regards to its amounts receivable of $24,165 as at July 31, 2018 (October 31, 2017 - $7,003), which is due from the Canadian government. The Company closely monitors this risk and believes the risk is not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases. The Company manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating year.

As at July 31, 2018, the Company had working capital of $1,506,838. The Company does not currently generate revenues from operations and as such, may be dependent upon issuance of new equity to advance its projects. If equity financing is required, failure to obtain financing on a timely basis may cause the Company to postpone development plans, reduce or terminate its operations.

Foreign Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results.

As at July 31, 2018, the Company did not have significant exposure to foreign exchange risk as substantially all of its activities were carried out in Canada and all of its financial assets and liabilities were denominated in Canadian dollars. See Item 1.15 "*Other MD& Requirements - Risks and Uncertainties*" for details of, inter alia, the potential risks arising from currency fluctuations in connection with the Company's Change of Business.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash is limited because of the short-term nature of the investments.

Market Risk

Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and are comprised of foreign currency risk and interest rate risk.

1.14 **Other MD&A Requirements**

Additional Disclosure for Venture Issuers

Additional information relating to the Company including the Interim Financial Statements for the period ended July 31, 2018 is available for review on SEDAR at ww.sedar.com.

Disclosure of Outstanding Share Data

Common Shares

The Company's authorized share structure consists of an unlimited number of common shares without par value. As of September 28, 2018, there were a total of 122,305,172 common shares of the Company issued and outstanding. There are no obligations on any securityholder to contribute additional capital to the Company.

Share Purchase Warrants

As of September 28, 2018, there were a total of 54,990,708 share purchase warrants outstanding entitling the holders thereof to purchase up to an aggregate of 54,990,708 common shares of the Company as follows:

Number of Warrant Shares	Exercise Price Per Share	Expiry Date
6,402,500	$0.08	September 13, 2019
5,933,333	$0.08	December 21, 2019
3,060,000	$0.08	December 27, 2019
5,369,500	$0.50	May 16, 2020
1,872,250	$0.50	May 29, 2020
32,353,125	$0.80	August 10, 2020
54,990,708		

Stock Options

As of September 28, 2018, there were a total of 6,330,893 stock options outstanding to directors, officers and consultants under the Company's existing stock option plan to purchase up to an aggregate of 6,330,893 common shares of the Company as follows:

Number of Option Shares	Exercise Price Per Share	Expiry Date
125,000	$0.12	June 10, 2019
1,981,667	$0.15	January 12, 2020
250,000	$0.30	March 26, 2020
774,226	$0.31	May 16, 2020
3,000,000	$0.40	August 10, 2020

200,000	$0.77	September 7, 2020
6,330,893		

Internal Control over Financial Reporting Procedures

As a venture issuer, the Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that the Interim Financial Statements and this MD&A do not contain any untrue statement of a 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 was made, with respect to the period covered by these filings, and that the financial report together with the other financial information included in these filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these filings. The certifying officers are also responsible for ensuring processes are in place to provide them with sufficient knowledge to support such representations.

However, in contrast to non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), the Company's certifying officers are not required to make representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. Accordingly, investors should be aware that inherent limitations on the ability of the Company's certifying officers 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 these interim filings as well as other filings and other reports provided by the Company under securities legislation.

Risks and Uncertainties

An investment in securities of the Company involves a high degree of risk, should be considered highly speculative due to the nature of the Company's business and should only be made by persons who can afford the risk of loss of their entire investment. If any of the following risks or uncertainties actually occurs, the business, prospects, financial condition and operating results of the Company would likely suffer, possibly materially. In that event, the market price of the Company's common shares could decline and investors could lose all or part of their investment. Additional risks and uncertainties presently unknown, or that are not believed to be material at this time, may also impair or have a material adverse effect on the Company and its future operations. There is no assurance that risk management steps taken by the Company will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. Investors are further cautioned that the following risks are not exhaustive.

General Risk Factors

Lack of Operating History

The Company has recently undergone the Change of Business and therefore has no history of operations, is in the early stage of development and must be considered a start-up. 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 lack of revenues. In addition, the Company has no history of earnings, and there is no assurance that any of its future products will generate earnings, operate profitably or provide a return on investment in the future.

The Company's ability to continue as a going concern is uncertain.

As a result of the Change of Business Financing, the Company expects to have sufficient financial resources to fund its Change of Business as set out in Item 1.6-7 "*Liquidity and Capital Resources*". Thereafter, the Company's ability to continue as a going concern will be dependent upon, among other things, its ability to develop, manufacture and sell its products in sufficient quantities to generate sufficient revenues to earn a profit. The Company expects to manage its expenses in light of short term and long term revenue opportunities; however, there are no assurances that the Company will be able to achieve profitability on a quarterly or annual basis and its share price may decline.

Additional Funding Requirements

Although the Company believes it has sufficient funds to finance its Change of Business and the development and manufacture of its initial ASIC chip and mining rig as set out in Item 1.6-7 "*Liquidity and Capital Resources*", the Company may need to raise additional funds through public or private debt or equity financings in the future to fund ongoing operations, take advantage of opportunities, including more rapid expansion of the business or the acquisition of complementary products, technologies or businesses, develop new products, respond to competitive pressures and for general corporate and working capital purposes. Any additional capital raised through the sale of equity will dilute the percentage ownership of the Company of each shareholder and such dilution may be significant. Capital raised through debt financing would require the Company to make periodic interest payments and may impose restrictive covenants on the Company's conduct of its business. Furthermore, there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes when needed on reasonably commercial terms or at all. A failure to obtain additional financing could prevent the Company from making expenditures that may be required to grow or maintain its operations.

Conflicts of Interest

Certain of the officers and directors of the Company are also directors, officers or shareholders of other companies, some of which are also involved in the cryptocurrency and blockchain industries. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and 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 or opportunity of the Company. If a conflict arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. 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 that time.

Dividends

To date, the Company has not paid any dividends on its common shares and does not expect to do so for the foreseeable future. The Company intends to retain any future earnings to finance the future development and expansion of its business. Any future determination about the payment of dividends will be made at the discretion of the Board based on the Company's earnings, capital requirements, operating and financial conditions and on such other factors the Board deems relevant.

Cryptoasset Risks

Acceptance and/or widespread use of cryptocurrency is uncertain

To date, Bitcoin Cash, Bitcoin and other cryptoassets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets thus limiting the ability of end-users to use them to pay for goods and services. Conversely, a significant portion of the demand for cryptocurrencies is being generated by speculators and investors seeking to profit from trading or investing in Bitcoin Cash, Bitcoin and other cryptocurrencies. Such speculation has led to increased price volatility which could adversely impact the demand for Bitcoin Cash, Bitcoin and other cryptocurrencies and consequently the demand for the Company's ASIC chips and mining rigs used to mine them.

Further development and acceptance of cryptoassets is subject to a variety of factors that are difficult to predict.

The use of cryptoassets to, inter alia, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry. The growth of this industry is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of cryptoassets and, in particular, Bitcoin Cash and Bitcoin will likely have a direct adverse impact on the Company's operations. Factors affecting the further development of the cryptoasset industry, include, but are not limited to, the continued growth in the adoption and use of cryptoassets on a worldwide basis, governmental regulation of or restrictions on the use of cryptoassets or access to and operation of cryptocurrency systems and networks; consumer sentiment and perception of Bitcoin Cash, Bitcoin and other cryptoassets and changes in consumer demographics, public tastes and preferences including the availability and popularity of other forms or methods of buying and selling goods and services, continued volatility in the trading price of cryptocurrencies and general economic conditions.

The Company's growth is dependent on the development and growth of the market for Bitcoin Cash, Bitcoin and other cryptoassets.

The market for Bitcoin Cash, Bitcoin and other cryptoassets and the blockchain technology underpinning such assets is still emerging and the market demand, price sensitivity and preferred business model for delivering the ASIC chips and mining rigs required to mine Bitcoin Cash, Bitcoin and other cryptoassets remain highly uncertain. As such, the Company's growth will be dependent on, among other things, the size and pace at which the market for ASIC chips and mining rigs develops (which, in turn, is largely dependent upon the continued growth and demand for cryptoassets and blockchain technology). If this market does not gain widespread acceptance and declines, remains constant or grows more slowly than anticipated, the Company may not be able to grow, and its overall revenues and operating results will be materially and adversely affected. In addition, other competing technologies may be developed that have advantages over the Company's products, and manufacturers of other products based on these competing technologies may be able to deploy their products at a lower cost enabling them to compete more effectively.

Regulatory changes or actions may restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations.

The recent and rapid growth in the popularity and market size of Bitcoin Cash, Bitcoin and other cryptocurrencies have governments around the world grappling with the issue of if and how these digital currencies should be regulated. Future legislation or regulatory action or restriction on the use or trading of Bitcoin Cash, Bitcoin and other cryptocurrencies may reduce their demand and consequently the demand for the Company's ASIC chips and mining rigs used to mine Bitcoin Cash, Bitcoin and other cryptocurrencies. The effect of any future regulatory changes on cryptocurrencies and consequently the demand for the Company's products is impossible to predict, but such change could be substantial and adverse to the Company.

If the award of coins for solving blocks and transaction fees are not sufficiently high, miners may not have adequate incentive to continue mining and may cease mining operations.

If the number of coins awarded for solving a block in the blockchain decreases or is not sufficiently high to incentivize miners to continue contributing processing power to the network, some miners may reduce or ceasing operations entirely. A significant drop in the number of miners mining Bitcoin Cash, Bitcoin and other cryptocurrencies would likely reduce the overall demand for ASIC chips and mining rigs which could adversely affect sales of the Company's products and have a negative impact (which could be significant) on the Company's business, results of operations and financial condition.

Company Risks

The Company's success depends on its ability to develop its products and execute product roll-outs on a basis that meets customer requirements.

The market for the Company's products is characterized by rapidly changing technology, evolving industry standards and increasingly complicated customer requirements which can quickly render existing products obsolete, unmarketable and exert downward pressures on prices. The Company's success will therefore be dependent on its ability to anticipate and quickly react to changes in technology or industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. If the Company cannot develop products that are competitive in technology and price and that meet customer needs, the Company's business, financial condition and results of operations will be adversely affected.

If the Company is unable to attract and retain key personnel it may not be able to execute its business strategy.

The Company's operations will be highly dependent on the abilities, experience and efforts of a number of key personnel, including Simon Moore, the Company's President and Chief Executive Officer and Peter Kim, the President of Aracore. Should either of these persons or other key employees be unable or unwilling to continue with the Company, the Company's ability to execute its business strategy may be adversely affected. In addition, the Company's success will be highly dependent on its continuing ability to identify, hire, train, motivate and retain highly qualified management, technical and sales and marketing personnel. Competition for such personnel is intense and the Company may not be able to attract and retain the personnel necessary for the development of its business.

The Company intends to rely on third party suppliers to supply components for its products thereby exposing the Company to supply risks.

The ability of the Company to manufacture and assemble its products will depend on obtaining adequate supplies of components on a timely basis. The Company's expects to source several key components to be used in the manufacture of its ASIC chips and mining rigs from a limited number of suppliers, and in some instances, a single source supplier. Lead-times for limited-source materials and components can be many months, vary significantly and depend on factors such as the specific supplier, contract terms and demand for a component at a given time. Shortages in allocations of components could result in delays in filling orders, impede the Company's ability to meet customer orders and delivery schedules and reduce margins realized.

The Company will be reliant upon outsourced manufacturers for manufacturing and assembling its products subjecting the Company to significant operational risks which could impair its ability to deliver products to customers.

The Company will not have any internal manufacturing capabilities and intends to rely upon a small number of outsourced manufacturers to manufacture and assemble its products thus exposing the Company to a variety of risks including less management and control of component purchases; less control over delivery schedule and quality assurance; less control over manufacturing yields; lack of adequate capacity during periods of excess demand; lack of certainty over product supply and pricing on a long-term basis; risk of early termination of, or failure to renew contractual arrangements; limited warranties on products supplied to the Company; potential price increases; supply interruption due to fire, natural calamity, strike or other risks; and misappropriation of intellectual property. Insufficient manufacturing capacity or an interruption or stoppage in manufacturing supply or the Company's inability to obtain additional manufacturers when and if needed, could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's sales cycle could be lengthy and variable.

As a start-up, it is difficult for the Company to predict the anticipated timing of revenue from sales of products. Potential customers typically invest substantial time, money and other resources researching their needs and available competitive alternatives before deciding to purchase products and services. Typically, the larger the potential sale, the more time, money and other resources will be invested by customers. As a result, it may take many months after the Company's first contact with an end-customer before a sale can actually be completed. In addition, the Company will be heavily reliant on its exclusive Distributor to market and sell the Company's products to customers and, therefore, future sales are at risk of delays at both the Distributor and the end-customer levels.

Future revenue opportunities through the Distributor is uncertain.

The Company has engaged the Distributor on an exclusive basis to market, promote, sell and distribute its products worldwide. As such the Company will be almost entirely reliant on the Distributor's ability to establish and develop new relationships and to build on existing relationships with sub-distributors, re-sellers and agents to sell the Company's products. Failure by the Distributor and its sub-distributors, re-sellers and agents to adequately promote and support the Company's products will adversely affect the Company's business, results of operations and financial condition.

Failure to accurately predict manufacturing requirements could result in the Company incurring additional costs or manufacturing delays, which could reduce the Company's gross margins or result in lost sales.

The Company intends to provide forecasts of its demand to its contract manufacturers and component suppliers prior to the scheduled delivery of products to customers. If the Company overestimates its requirements, the Company's contract manufacturers may have excess component inventory leading to increased costs of sales. If the Company underestimates its requirements resulting in inadequate component inventory, the ability of the Company's contract manufacturers to manufacture and assemble the Company's products could be delayed resulting in lower product margins and revenue. In addition, lead times for the Company's materials and components may vary significantly and depend on factors such as the specific supplier, contract terms and demand for each component at a given time. As such the Company may also experience shortages of components from time to time, which also could delay the manufacturing of its products or increase the Company's costs of sales.

The Company's need for working capital will intensify if the demand for products intensifies.

A marked increase in demand for the Company's products through new customers or otherwise would increase the Company's need for working capital to the supply the number of products needed to satisfy such demand. Spikes in demand could strain the Company's financial and other resources. To the extent that the Company's working capital funding requirements exceed its financial resources, the Company will need to seek additional sources of debt or equity financing to support its working capital needs. Such additional financing may not be available on terms favorable to the Company or at all. A failure to obtain additional financing could prevent the Company from making expenditures that may be required to respond effectively to an increase in demand for its products.

The Company's future revenue and operating results will be difficult to predict and could fluctuate substantially.

As a new entrant into the cryptocurrency data mining infrastructure and systems technology industry, the Company's future revenue, if any, is difficult to forecast, is likely to fluctuate significantly and may not follow past trends or be indicative of the Company's future performance from quarter to quarter. The Company's future revenue, if any, and results will be influenced by a variety of factors, many of which are outside of the Company's control, including competitive conditions within the industry including changes to technologies, new products and pricing by competitors; market acceptance of the Company's products; the Company's ability to maintain existing relationships and to create new relationships with channel partners; varying size, timing and contractual terms of orders for products, which may delay the recognition of revenue; the discretionary nature of purchase and budget cycles of the Company's customers and changes in their budgets for, and timing of, equipment purchases; strategic decisions by the Company or its competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy; general weakening of the economy resulting in a decrease in the overall demand for ASIC chips and mining rigs or otherwise affecting the capital investment levels of miners; timing of product development and new product initiatives; and the length and variability of the sales cycles for the Company's products. Delays or reductions in the amount or cancellations of customers' purchases would adversely affect the Company's business, results of operations and financial condition.

The Company's success will be dependent on its ability to successfully implement effective cost controls or reductions.

The Company's future success will depend on both generating and growing revenues and its ability to effectively control and/or reduce costs. There is no guarantee that the Company will be able to successfully implement effective cost control systems or otherwise reduce its operating costs as necessary. If the Company is unable to successfully control its operating costs, it may be forced to discontinue operations.

The Company faces competition from companies that have greater resources and may not be able to effectively compete against these companies.

The Company will be operating in a highly competitive industry. The principal competitive factors in the cryptomining infrastructure space include product speed and performance, features and reliability, price, brand recognition and product availability and lead times. Most of the Company's competitors are already established with a wider variety of products, longer operating histories, greater name and brand recognition, larger customer bases and significantly greater financial, technical, sales, marketing and other resources than the Company. In addition, as a result of the large volume of components that many of the Company's competitors purchase from their suppliers, they are able to keep their supply costs relatively low and, as a result, may be able to recognize higher margins on their product sales than the Company. Many of the Company's competitors will already have existing relationships with the contract manufacturers and channel partners that the Company intends to use to sell its products, or with the Company's potential customers. This competition may result in reduced prices, reduced margins and longer sales cycles for the Company's products thereby negatively impacting the Company's ability to compete and its financial condition.

If the Company is unable to obtain any third-party license required to develop its products and product enhancements, its business, financial condition and results of operations could be seriously harmed.

From time to time, the Company may require third party technology licenses to develop new products or product enhancements. Third-party licenses may not be available to the Company on commercially reasonable terms or at all or may require the Company to secure substitute technology of lower quality or performance standards, or at greater cost, which could seriously harm its business, financial condition and results of operations.

If the Company's does not adequately protected its intellectual property, its competitive position will be harmed.

The Company's success will depend in part on its ability to protect its intellectual property. The Company intends to rely on various intellectual property protections, including patents, copyright, trade-mark and trade secret laws and contractual provisions, to preserve its intellectual property rights. However, the Company's protective measures may not be adequate or enforceable to prevent misappropriation of its technology or to prevent a third party from developing the same or similar technology. In addition, protecting the Company's intellectual property may involve in litigation, which could result in substantial expenses, divert management's attention, cause significant delays, materially disrupt the conduct of the Company business or adversely affect its revenue, financial condition and results of operations.

If the Company infringes on the intellectual property rights of others its business may be harmed.

While the Company does not believe its ASIC chips or mining rigs will infringe on the proprietary rights of third parties, there can be no assurance that third parties will not claim such infringement by the Company or its channel partners with respect to the Company's products currently under development or future products. Claims for alleged infringement and any resulting lawsuit, if successful, could subject the Company to significant liability for damages and invalidation of the Company's intellectual property rights. In addition, any such claims, with or without merit, could be time consuming, expensive to defend, cause product shipment delays or require the Company to enter into royalty or licensing agreements, any of which could delay the development and commercialization of the Company's products or reduce its margins.

Defects in the Company's products could result in significant costs and impair the Company's ability to sell.

The Company's products will be technologically complex and sophisticated and, accordingly, may contain defects or errors, particularly when first introduced or as new generations are released. The Company may not discover such defects or errors until after a product has been released and used by end-customers. Defects and errors in the Company's products could materially and adversely affect the Company's reputation, result in significant costs, delay planned release dates and impair the Company's ability to sell its products in the future. The costs incurred by the Company in correcting any product defects or errors (including warranty claims) may be substantial and could adversely affect the Company's operating margins. In addition, a successful product liability claim against the Company could result in significant monetary liability to Company thereby seriously harming its business.

Security breaches and other disruptions could compromise the Company's information and expose it to liability, which would cause the Company's business and reputation to suffer.

In the ordinary course of its business, the Company will store sensitive data, including intellectual property and proprietary business information and that of the Company's customers and suppliers, and personally identifiable information of the Company's customers and employees, in the Company's data centres and on its networks. The secure maintenance of this information is critical to the Company's operations. However, despite its security measures, the Company's information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions which could compromise its networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt the Company's operations, damage its reputation, and cause a loss of confidence in its products, which could adversely affect the Company's business, revenues and competitive position.

The Company may be adversely affected by credit risk.

The Company will be exposed to credit risk for accounts receivable in the event that counterparties do not meet their obligations. The Company will attempt to mitigate this credit risk to the extent possible by requiring up-front deposits and strict payment terms; however, both economic and geopolitical uncertainty can influence the ultimate collectability of these receivable amounts. Failure to collect outstanding receivables could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may be adversely affected by currency fluctuations.

The Company anticipates that the majority of its revenue, if any, will be earned in U.S. dollars while its direct costs of sales will be incurred in various foreign currencies and its general operating expenses incurred in Canadian dollars. Fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar and other currencies, may have a material adverse effect on the Company's business, financial condition and operating results.

International sales and operations will subject the Company to additional risks that can adversely affect operating results.

The Company's business model is to sell its products around the world in jurisdictions where miners and mining pools are building new mining farms or expanding existing ones, and therefore its sales and operations will, in effect, be global in nature. Future international operations will subject the Company to a variety of risks including increased travel, infrastructure and legal compliance costs associated with multiple international locations, increased time and costs to manage and evolve financial reporting systems, maintain effective financial disclosure controls and procedures, and comply with corporate governance requirements in multiple jurisdictions, increased exposure to global social, political and economic instability, and changes in economic conditions, potential increased exposure to liability or damage of reputation resulting from a higher incidence of corruption or unethical business practices in some countries, difficulties in enforcing contracts, collecting accounts receivable and longer payment cycles, especially in emerging markets, the need to localize products and licensing programs for international customers, tariffs, trade barriers, compliance with customs regulations and other regulatory or contractual limitations on the Company's ability to sell or develop its products in certain foreign markets and reduced protection and limited enforcement for intellectual property rights in some countries.

The Company's products will also need to function in and meet the requirements of many different environments and be compatible with various systems and products. If the Company's products fail to meet these requirements, this could negatively impact sales and have a material adverse effect on the Company's business, results of operation and financial condition.

In addition, as the Company begins to generate revenues through its international sales efforts, this may impact the Company's current tax status or result in assessments by domestic or foreign tax authorities adversely impacting the Company's operating results.

The Company may be negatively affected by geopolitical uncertainty or a general global economic downturn.

The market for the Company's products will depend, in part, on geopolitical conditions affecting the broader market. Acts of terrorism and the outbreak of hostilities, wars or armed conflicts between countries can create geopolitical uncertainties that may affect the global economy. Downturns in the economy or geopolitical uncertainties may cause the Company's customers to delay or cancel projects, reduce their overall capital or operating budgets or reduce or cancel orders for products, which could have a material adverse effect on the Company's business, results of operations and financial condition.

These above risks are not exhaustive. Investors are encouraged to review the Listing Statement for a more detailed discussion of, inter alia, the above risks.

Forward Looking Information

Certain statements and information contained in this MD&A constitute "forward-looking statements" and "forward looking information" within the meaning of applicable securities legislation. Forward-looking statements and forward looking information include statements concerning the Company's current expectations, estimates, projections, assumptions and beliefs and are subject to a number of known and unknown risks, uncertainties and other factors (including, without limitation, the risks, uncertainties and other factors described under "*Risks and Uncertainties*" above) that may cause the Company's actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements and forward looking information.

In making the forward-looking statements and developing the forward looking information included in this MD&A, the Company has made various material assumptions, including, but not limited to:

- the timing, cost and results of the Company's design and development plans for ASIC chips and mining rigs will be consistent with current expectations;
- the Company's assessment and interpretation of the market for Bitcoin Cash, Bitcoin and other cryptoassets and, in particular, the demand for ASIC chips and mining rigs are accurate in all material respects;
- the quality, durability and performance characteristics of the Company's ASIC chips and mining rigs being consistent with the Company's designs in all material respects;
- the sufficiency of available funds to carry out the Company's proposed design, development and manufacturing plans including, but not limited to, the development and manufacture of the Company's initial next generation ASIC chip and mining rig on a timely basis;
- the price for ASIC chips and mining rigs will not fall significantly below current levels;
- the Company will be able to secure additional financing to continue research and, if warranted, development of next generation ASIC chips, mining rigs and other new products and meet future obligations as required from time to time;
- the Company will be able to obtain regulatory approvals and permits in a timely manner and on terms consistent with current expectations;
- the Company will be able to manufacture ASIC chips and procure other mining rig components, equipment, energy and supplies in a timely and cost efficient manner to meet the Company's needs

from time to time;

- the Company's capital and operating costs will not increase significantly from budgeted levels;
- key personnel will continue their engagement with the Company and the Company will be able to obtain and retain additional qualified personnel, as needed, in a timely and cost efficient manner;
- there will be no significant adverse changes in the currency exchange rates of the Canadian dollar to US dollars and other applicable currencies;
- there will be no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements; and
- the absence of any material adverse effects arising as a result of political instability, terrorism, sabotage, natural disasters, equipment failures or adverse changes in government legislation or the socio-economic conditions in Korea and the other countries or regions upon which the Company's development and manufacturing requirements and operations will be dependent.

The Company's ability to predict the results of its operations or the effects of various events on its operating results is inherently uncertain and actual results, performance and achievements may be materially different from any anticipated future results, performance or achievements expressed or implied by forward-looking statements and forward looking information. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements and forward looking information or the assumptions on which the Company's forward-looking statements and forward looking information are based. The forward-looking statements and forward looking information in this MD&A are made as of the date hereof and expressly qualified in their entirety by the foregoing cautionary statements. The Company disclaims any intention or obligation to update or revise such forward looking statements or forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.