

# **CALYX BIO-VENTURES INC.**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **THREE MONTHS ENDED MARCH 31, 2017**

This Management Discussion and Analysis (“MD&A”) of Calyx Bio-Ventures Inc. (the “Company”) provides an analysis of the Company’s financial results for the three months ended March 31, 2017. The following information should be read in conjunction with the accompanying unaudited condensed interim consolidated financial statements and the notes to the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2017.

The Company reports in accordance with International Financial Reporting Standards (“IFRS”) and the following disclosure, and associated unaudited financial statements, are presented in accordance with IFRS. These statements are filed with the relevant regulatory authorities in Canada. All monetary amounts are expressed in Canadian dollars, unless otherwise specified.

#### **Forward Looking Information and Date of Report**

**May 30, 2017**

Certain statements contained in this document constitute “forward looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward- looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward- looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by law.

The condensed interim consolidated financial statements have been prepared on a going concern basis which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The ability of the Company to continue as a going concern is dependent upon obtaining ongoing financing and there can be no assurance that the Company will be able to raise any capital through any type of offering or similar financial arrangement. For more information on the Company, investors should review the Company’s continuous disclosure filings that are available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

#### **Nature of Business and Overall Performance**

Calyx Bio-Ventures Inc. (the “Company” or “Calyx”) was incorporated under the Business Corporations Act (British Columbia) on June 10, 2008. The registered address of the Company is located at 1110 – 1111 West Georgia Street, Vancouver, BC, V6E 4M3. Through its wholly owned subsidiary, Cannigistics Agri-Solutions Corp. (“Cannigistics”), the Company is in the business of bringing technology solutions to advanced indoor agriculture. On November 30, 2016, the Company incorporated LEAFHub Technologies Inc. as a wholly-owned subsidiary of Calyx.

The Company has incurred losses since inception and as at March 31, 2017, has an accumulated deficit of approximately \$9.71 million.

## RECENT DEVELOPMENTS

During the three months ended March 31, 2017, the Company received \$70,000 in subscriptions for an upcoming private placement financing which as of the date of this report, has not yet been closed.

On April 18, 2017, the Company entered into a letter agreement to acquire the remaining software assets and clients related to the existing software framework purchased in November 2016 which enhanced the features of its real-time, mass communications platform. In consideration for the acquisition, the Company issued 4,540,000 common shares subsequent to period end. The new assets provide the additional security to ensure that Calyx will have very little competition in this space. This acquisition is expected to seamlessly integrate into the Company's existing business model, and significantly enhance the Company's wholly owned LEAFHub Technologies brand.

## RESULTS OF OPERATIONS

### For the Three Months Ended March 31, 2017

Net loss for the first quarter ended March 31, 2017 was \$146,630 or \$0.002 per common share (2016 - \$59,680 or \$0.001 per common share), comprised of the following significant items:

- Revenue of \$15,900 (2016 - \$24,940); revenue consist of fees generated by Cannigistics for the Company's platform, used to run information technology infrastructure and in managing go-forward IT strategies. Revenue earned in the prior comparative period was higher due to additional fees charged for set up costs with new customers.
- Cost of sales of \$9,750 (2016 - \$nil); the increase is due to a reclassification of hosting expenses associated with the generation of revenue which were classified within office expenses in the prior comparative period.
- Development expenses of \$23,145 (2016 - \$nil); the increase is due to development expenses which were classified within personnel costs in the prior comparative period.
- Office and administrative expenses of \$32,300 (2016 - \$4,014); rent expense, travel and license renewal fees have increased from prior year due to increased operations.

### Summary of Quarterly Results

|   | Mar 31,<br>2017 | Dec 31,<br>2016           | Sept 30,<br>2016 | June 30,<br>2016 | Mar 31,<br>2016 | Dec 31,<br>2015 | Sept 30,<br>2015 | June 30,<br>2015       |
|---|-----------------|---------------------------|------------------|------------------|-----------------|-----------------|------------------|------------------------|
| Revenues                                    | \$ 15,900       | \$ 16,775                 | \$ 46,873        | \$ 16,850        | \$ 29,940       | \$ 35,128       | \$ 14,138        | \$ -                   |
| Net income (loss)                           | \$ (146,630)    | \$ (499,807) <sup>1</sup> | \$ (86,067)      | \$ (50,786)      | \$ (59,680)     | \$ (133,345)    | \$ (104,222)     | \$ 30,456 <sup>2</sup> |
| Income (loss) per share (basic and diluted) | \$ (0.002)      | \$ (0.010)                | \$ (0.002)       | \$ (0.001)       | \$ (0.001)      | \$ (0.003)      | \$ (0.002)       | \$ 0.003               |

The financial data for the quarters have been prepared in accordance with IFRS. All figures are stated in Canadian dollars.

<sup>1</sup>Net loss during the quarter ended December 31, 2016 was higher due to share-based compensation.

<sup>2</sup>Net income during the quarter ended June 30, 2015 is due to the recovery from the sale of interest in Agrisoma.

## **Liquidity and Capital Resources**

Cash used in operating activities during the three months ended March 31, 2017 was \$123,334 (2016 - \$4,879), including \$13,837 (2016 - \$19,133) of changes in working capital.

Cash generated from financing activities during the three months ended March 31, 2017 was \$70,000 (2016 - \$nil) from subscriptions received for a private placement financing which has not been closed as of the date of this report.

Cash used in investing activities during the three months ended March 31, 2017 was \$16,688 (2016 - \$nil) for the acquisition of computer equipment.

The Company had a working capital of \$11,142 at March 31, 2017 (December 31, 2016 - \$69,766) and cash and cash equivalents of \$118,635 (December 31, 2016 - \$188,657).

The Company has incurred losses since inception and as at March 31, 2017 has an accumulated deficit of approximately \$9.71 million. The Company's business assets currently consist of cash, intangible assets, and its shareholding in Cannigistics Agri-Solutions Corp., a development stage company focused on bringing sophisticated, versatile and flexible technology solutions to advanced indoor agriculture.

## **Off-Balance Sheet Arrangements**

At March 31, 2017, the Company had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

## **Transactions with Related Parties**

### a) Transactions:

Key management personnel include directors and senior management members. The Company paid or accrued the following amounts to key management personnel or companies controlled by them:

|                 | Three months<br>March 31, 2017 | Three months<br>March 31, 2016 |
|-----------------|--------------------------------|--------------------------------|
| Consulting fees | \$ 33,000                      | \$ 42,125                      |
|                 | \$ 33,000                      | \$ 42,125                      |

During the three months ended March 31, 2017, the Company reimbursed a company controlled by an officer \$9,750 (2016 - \$3,750) for cloud hosting costs incurred on behalf of the Company.

### b) Due to (receivable from) related parties:

|                               | March 31, 2017 | March 31, 2016 |
|-------------------------------|----------------|----------------|
| Personnel costs               | \$ 17,000      | \$ 26,871      |
| Prepaid advances              | (22,236)       | -              |
| Office expense reimbursements | -              | 3,599          |
|                               | \$ (5,236)     | \$ 30,470      |

Amounts due to related parties are unsecured, have no fixed repayments and are non-interest bearing.

## **Proposed Transactions**

There are currently no material proposed transactions being pursued or negotiated by the Company.

## **New standards not yet adopted**

### *IFRS 15 “Revenue from Contracts with Customers”*

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgement thresholds have been introduced, which may affect the amount and /or timing of revenue recognized. IFRS15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The Company has not yet determined the impact of the new standard on its financial statements.

Other new standards or amendments are either not applicable or not expected to have a significant impact on the Company’s financial statements.

## **Financial Instruments and Other Risks**

The Company’s financial instruments consist of cash, receivables and accounts payable and accrued liabilities. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair market values of these financial instruments approximate their carrying values, unless otherwise noted.

### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on its cash held in bank accounts and accounts and other amounts receivable. The cash consists of operating funds with two commercial banks. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

### *Liquidity risk*

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. At March 31, 2017, the Company had a cash balance of \$118,635 (December 31, 2016 - \$188,657) to settle current liabilities of \$190,819 (December 31, 2016 - \$185,925).

### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

#### (a) Interest rate risk

The Company has cash balances held with financial institutions. The Company’s current policy is to invest excess cash in short-term treasury bills issued by the Government of Canada and its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

#### (b) Foreign currency risk

The Company is not currently exposed to significant foreign currency risk as most transactions are denominated in Canadian dollars.

## **Capital Management**

The Company manages its cash and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue its strategic plan. The Company manages and performs regular review of financial information. The Company does not have any externally imposed capital requirement to which it is subject.

There was no change in the Company's approach to capital management during the period.

## **Critical Accounting Estimates**

Calyx' accounting policies are presented in Note 2 of the December 31, 2016 audited annual financial statements. The preparation of financial statements in accordance with IFRS requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. These include:

- Depreciation of tangible and intangible assets; and
- Valuation of share-based compensation and brokers' warrants.

## **Management's Responsibility for Financial Statements**

The Company's management is responsible for presentation and preparation of the interim financial statements and the Management's Discussion and Analysis.

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

## **Outstanding Share Data**

As at the date of the MD&A, the following common shares and options were outstanding:

|                                      | <b>Number of Shares</b> | <b>Exercise Price</b> | <b>Expiry Date</b> |
|--------------------------------------|-------------------------|-----------------------|--------------------|
| Issued and outstanding common shares | 65,924,529              |                       |                    |
| Share purchase warrants              | 2,857,928               | \$0.150               | October 28, 2018   |
| Stock options                        | 100,000                 | \$0.050               | June 12, 2020      |
|                                      | 2,500,000               | \$0.115               | October 24, 2021   |
| Fully diluted at May 30, 2017        | 71,382,457              |                       |                    |