

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

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**Dated: April 30, 2019**

**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of ECC Ventures 2 Corp. (the "Company" or "ECC2") for the period from incorporation on January 15, 2018 to December 31, 2018 and is prepared as at April 30, 2019. This MD&A should be read in conjunction with the audited financial statements as at December 31, 2018 and for the period from incorporation on January 15, 2018 to December 31, 2018, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

**ECC VENTURES 2 CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER**  
**31, 2018**

---

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by these forward looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

## **CORPORATE OVERVIEW AND OUTLOOK**

ECC2 was incorporated on January 15, 2018 under the laws of British Columbia and is classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (the “Exchange”) Policy 2.4. The head office is located at 1600 – 609 Granville Street, Vancouver, British Columbia V7Y 1C3, and the records and registered office is located at 2200 HSBC Building 885 West Georgia Street, British Columbia, V6C 3E8.

Since incorporation on January 15, 2018, the Company has had no active business operations. As a CPC, the Company’s business objective is to identify and evaluate assets or businesses with a view to potential acquisition or participation by completing a Qualifying Transaction (“QT”), as defined in Exchange Policy 2.4 subject, in certain cases, to shareholder approval and acceptance by the TSX-V.

The Company completed its IPO on April 18, 2018 (the “Offering”), issuing 2,000,000 common shares in the capital of the Company at a price of \$0.10 per common share for gross proceeds of \$200,000 pursuant to the final prospectus dated March 27, 2018. Following closing of the Offering, a total of 5,650,000 common shares are issued and outstanding, of which 2,000,000 are currently held in escrow pursuant to the policies of the TSX-V. The net proceeds of the Offering, together with the proceeds from prior sales of common shares will be used by the Company to identify and evaluate assets or businesses for acquisition with a view to completing a QT under the TSX-V’s capital pool company program. In connection with the Offering, the Company paid a cash commission of \$20,000, \$7,500 in legal fees, a corporate finance fee of \$10,500, other costs of \$4,436, and granted to the agent options to acquire 200,000 common shares at a price of \$0.10 per common share until April 18, 2020.

## **PROPOSED TRANSACTION**

On January 15, 2019, the Company entered into a letter of intent, as amended on February 8, 2019 (the “Amended LOI”), outlining the general terms and conditions with respect to the acquisition (the “Acquisition”) by the Company of all the issued and outstanding membership interests of Long Island Brand Beverages LLC, a New York limited liability company (“LIBB”) that is a wholly owned subsidiary of Long Blockchain Corp., a US listed company (“Long Blockchain”), and all the issued and outstanding share capital of Long Island Beverages Corp., a private British Columbia corporation (“LIBC”) and collectively with LIBB, (“Long Island Beverages”).

The acquisition of Long Island Beverages will constitute a reverse takeover and the Company’s qualifying transaction under Policy 2.4 of the TSX-V. Assuming completion of the Acquisition, it is anticipated that the Company will graduate to Tier 2 of the TSX-V as a consumer products issuer.

**ECC VENTURES 2 CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER**  
**31, 2018**

---

Under the terms of the Amended LOI, on closing, the Company will complete a forward share split of its common shares on a 1 for 1.5 basis and Long Island Beverages and their security holders will be issued an aggregated 15,545,455 post-forward-split common shares of the Company (the "Consideration Shares"), and \$500,000, as consideration for the Acquisition. An additional 2,700,000 currently issued post-forward-split common shares of the Company will be transferred within escrow to certain members of the new management team. The Company will also issue 890,000 post-forward-split common shares to certain finders in connection with the Acquisition. Certain of the Consideration Shares will be subject to escrow pursuant to the policies of the TSX-V, in addition to pooling restrictions that may be negotiated by the parties.

In advance of completion of the Acquisition, the Company intends to advance \$250,000 to LIBB. The loan will bear interest at the rate of 10% per annum, will be secured against the assets of LIBB and be guaranteed by its parent company, Long Blockchain. The loan will be due and payable on July 31, 2019 if the Acquisition is not completed by such date.

In connection with the Acquisition, the Company has entered into an engagement letter with Canaccord Genuity Corp. (the "Agent") to complete a brokered private placement (the "Financing") of subscription receipts of the Company (the "Subscription Receipts"), for minimum gross proceeds of \$2,000,000, through the issuance of not less than 4,000,000 Subscription Receipts at a price of \$0.50 per Subscription Receipt.

The proceeds of the Financing will be held in escrow, pending the Company completion of the Acquisition. Upon closing of the Acquisition, each Subscription Receipt will automatically convert, for no additional consideration, into units of the Company (the "Units") consisting of one post-forward-split common share of the Company (a "Common Share") and one common share purchase warrant (a "Warrant") entitling the holder to acquire one additional Common Share at an exercise price of \$1.00 per Warrant, for a period of 12 months from the date of closing of the Acquisition. On completion of the Financing, the Company will pay a cash commission to the Agent equal to 7% of the gross proceeds of the Financing and will issue the Agent warrants to purchase such number of Units of the Company as is equal to 7% of the number of Subscription Receipts sold under the Financing (the "Agent Warrants"). The Agent Warrants will be exercisable at an exercise price of \$0.50 per Agent Warrant for a period of 12 months from the date of closing of the Acquisition.

Completion of the Acquisition and the Financing are subject to a number of conditions, including Exchange acceptance, completion of satisfactory due diligence by the Agent, and execution of an Agency Agreement between the Company and the Agent. Trading of the Company's common shares will remain halted pending further filings with the TSX-V.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**SELECTED ANNUAL INFORMATION**

The Company was incorporated on January 15, 2018 and has been in existence for less than a fiscal year. Thus there is no applicable annual information available.

**SUMMARY OF QUARTERLY RESULTS<sup>1</sup>**

	For the three months ended December 31, 2018	For the three months ended September 30, 2018	For the three months ended June 30, 2018	For the period from incorporation on Jan 15, 2018 to March 31, 2018
	\$	\$	\$	\$
(a) Revenue	-	-	-	-
(b) Loss for the period	(22,007)	(7,876)	(68,752)	(51,507)
(c) Loss per share <sup>2</sup>	(0.01)	(0.00)	(0.02)	(0.03)

<sup>1</sup> Financial information prepared in accordance IFRS

<sup>2</sup> The weighted average number of common shares outstanding used for the calculation of loss per share, excludes the 2,000,000 common shares held in escrow (see Share Capital section for further details of the escrow terms).

**RESULTS OF OPERATIONS**

The following is an analysis of the Company's operating results for the three months ended December 31, 2018, and for the period from incorporation on January 15, 2018 to December 31, 2018.

The Company currently has no sources of revenue.

**Bank charges** for the three months ended December 31, 2018 were \$3, and for the period from incorporation on January 15, 2018 to December 31, 2018 were \$39. These charges were incurred for the maintenance of the Company's bank account.

**General and administrative expenses** for the three months ended December 31, 2018 were \$Nil, and for the period from incorporation on January 15, 2018 to December 31, 2018 were \$840. This charge was for printing costs associated with the Company's IPO.

**Professional fees** for the three months ended December 31, 2018 were \$12,924, and for the period from incorporation on January 15, 2018 to December 31, 2018 were \$72,523. These were legal and accounting fees incurred for the preparation of the Company's prospectus and IPO, and the agent's fee, charged in connection with the IPO, as well as ongoing accounting fees for the preparation of quarterly reporting packages.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**Rent expense** for the three months ended December 31, 2018 is \$3,150, and for the period from incorporation on January 15, 2018 to December 31, 2018 was \$8,925. This charge is for the administrative offices of the Company.

**Share-based compensation expense** for the three months ended December 31, 2018 is \$nil, and for the period from incorporation on January 15, 2018 to December 31, 2018 was \$45,421. This is a non-cash item, and the expense is calculated using the Black-Scholes option-pricing model on the 565,000 stock options granted to the directors.

**Transfer agent and filing fees** for the three months ended December 31, 2018 is \$5,930, and for the period from incorporation on January 15, 2018 to December 31, 2018 were \$22,394. These fees include expenses associated with the Company's prospectus and IPO.

**Loss and comprehensive loss for the period**

As a result of the activities discussed above, the Company experienced a loss and comprehensive loss of \$22,007 for the three months ended December 31, 2018, and \$150,142 for the period from incorporation on January 15, 2018 to December 31, 2018.

**SHARE CAPITAL**

**Authorized**

Unlimited number of common and preferred shares without par value.

**Issued and outstanding**

As at December 31, 2018 and the date of this MD&A, the Company had 5,650,000 common shares issued and outstanding.

On January 17, 2018, the Company issued 2,000,000 common shares of the Company at a price of \$0.05 per share for total proceeds of \$100,000. These common shares are held in escrow and 10% of the escrow shares will be released pro-rata to the shareholders upon issuance of notice of final acceptance of a QT by the TSX-V. The remainder will be released in six equal tranches of 15% every six months thereafter for a period of 36 months.

All of the escrow shares are considered contingently returnable until the Company completes a QT and accordingly they are not considered to be outstanding shares for the purposes of the loss per share calculations.

On January 18, 2018, the Company issued 1,650,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$165,000.

**ECC VENTURES 2 CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER**  
**31, 2018**

On April 18, 2018, the Company completed an IPO of 2,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$200,000. The Company paid a cash commission of \$20,000, \$7,500 in legal fees, a corporate finance fee of \$10,500, other costs of \$4,436, and granted to the agent options to acquire 200,000 common shares at a price of \$0.10 per common share until April 18, 2020.

	Number of Shares	Amount
		\$
<b>Balance, January 15, 2018</b>	-	-
January 17, 2018 – share issuance	2,000,000	100,000
January 18, 2018 – share issuance	1,650,000	165,000
April 18, 2018 – share issuance	2,000,000	200,000
Share issuance costs	-	(54,129)
<b>Balance, December 31, 2018 and the date of this MD&amp;A</b>	<b>5,650,000</b>	<b>410,871</b>

**Stock options**

On January 22, 2018, the Company adopted a stock option plan (the “Stock Option Plan”) whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price of the Company’s common shares.

All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT must be deposited in escrow until the final exchange bulletin relating to a QT is issued.

In April 2018, the Company granted stock options to directors of the Company to acquire up to an aggregate of 565,000 common shares. Each option vests immediately and is exercisable to acquire one common share at a price of \$0.10 until April 18, 2023. This resulted in share-based payment expense using the Black-Scholes option-pricing model of \$45,421. This amount was also recorded as reserves on the statement of financial position. The weighted average fair value of the stock options granted during the year was \$0.08 per option. The risk-free interest rate was 1.75%, with an expected life of 5 years, and an annualized volatility of 113%. The forfeiture rate and estimated annual dividend yield were both 0%.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted average Exercise Price
<b>Balance, as at January 15, 2018</b>	-	\$ -
Granted	565,000	\$0.10
<b>Balance, December 31, 2018 and as at the date of this MD&amp;A</b>	<b>565,000</b>	<b>\$0.10</b>

At December 31, 2018 and the date of this MD&A, stock options outstanding and exercisable are as follows:

Grant Date	Number of options Outstanding and Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
April 18, 2018	565,000	\$0.10	April 18, 2023	4.30
<b>Total</b>	<b>565,000</b>	<b>\$0.10</b>		

**Agent options**

As part of the IPO on April 18, 2018, the Company granted to the agent 200,000 options at a price of \$0.10 per common share until April 18, 2020. These options vested immediately. This resulted in share issuance costs using the Black-Scholes option-pricing model of \$11,693. This amount was recorded as part of the share issuance costs and netted against reserves on the statement of financial position. The weighted average fair value of these stock options granted to the agent was \$0.06 per option. The risk-free interest rate was 1.75%, with an expected life of 5 years, and an annualized volatility of 113%. The forfeiture rate and estimated annual dividend yield were both 0%.

A summary of the Company's agent option activity is as follows:

	Number of Agent Options	Weighted average Exercise Price
<b>Balance, as at January 15, 2018</b>	-	\$ -
Granted	200,000	0.10
<b>Balance, December 31, 2018 and as at the date of this MD&amp;A</b>	<b>200,000</b>	<b>\$0.10</b>

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

At December 31, 2018 and the date of this MD&A, agent options outstanding and exercisable are as follows:

Grant Date	Number of agent options Outstanding and		Expiry date	Remaining contractual life (years)
	Exercisable	Exercise Price		
April 18, 2018	200,000	\$0.10	April 18, 2020	1.30
<b>Total</b>	<b>200,000</b>	<b>\$0.10</b>		

**LIQUIDITY AND CAPITAL RESOURCES**

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuance of common shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the Exchange Policy 2.4.

A summary of the Company's cash flows during the period from incorporation on January 15, 2018 to December 31, 2018 is as follows:

	<b>For the period from incorporation on January 15, 2018 to December 31, 2018</b>
Cash flows used in operating activities	\$ (80,091)
Cash flows used in investing activities	-
Cash flows provided by financing activities	422,564
Increase in cash for the period	342,473
Cash, beginning of the period	-
Cash, end of the period	\$ 342,473

**Cash flows used in operating activities** were \$80,091 during the period from incorporation on January 15, 2018 to December 31, 2018. The cash was used to prepare the Company's prospectus and IPO and to maintain the administrative and reporting needs of the Company.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**Cash flows provided by financing activities** were \$422,564 during the period from incorporation on January 15, 2018 to December 31, 2018. During the period, net proceeds of \$422,564 was provided through the issuance of common shares.

As a result of the above activities, at December 31, 2018, the Company has \$342,473 of cash to settle current liabilities of \$24,630. As such, management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible.

Until the Company has either acquired or developed a business that generates revenues, the Company will remain dependent upon the financial support of its shareholders and debt holders. Therefore, in order to fund future operating costs and/or settle its obligations with debt holders, the Company may seek to raise debt financing, or issue shares of its common stock to settle any debt, or issue shares of its common stock to raise capital. There is no assurance that the Company will be able to issue shares, or raise debt financing. Should the Company issue common shares to settle its debt or raise capital it would significantly dilute the existing shareholders. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

The audited financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The accompanying audited financial statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these financial statements. Such adjustments could be material.

## **RELATED PARTY TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

As of December 31, 2018, \$Nil was due to related parties.

The Company has identified its directors and senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the period from incorporation on January 15, 2018 to December 31, 2018, \$45,421 was recorded as share-based payment for key management personnel. This amount is attributable to the stock options granted to directors.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**RISKS AND UNCERTAINTIES**

**Strategic Risk**

At present, the Company has very limited sources of funding from which to repay its existing obligations and fund on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

There is also no guarantee that the Company will be able to complete the acquisition of or participation in a new business opportunity. If an acquisition of or the participation in corporations, properties, assets or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

**Lack of Dividend Policy**

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

**Possible Dilution to Present and Prospective Shareholders**

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

**Dependence of Key Personnel**

The Company strongly depends 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 Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**FINANCIAL INSTRUMENTS**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

**Market Risk**

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

**(i) Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at December 31, 2018, the Company is not exposed to currency risk.

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

**(iii) Price rate risk**

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Management closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Given the Company's limited market exposure at this time it has assessed there to be a low level of price rate risk.

**Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, which consists entirely of cash. The Company limits the exposure to credit risk by only investing its

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At December 31, 2018, the Company has no sources of revenue but has a cash balance of \$342,473 to settle current liabilities of \$24,630. As such, management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible.

**Fair Value Measurements**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 – Inputs that are not based on observable market data. The fair value of cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets.

As at December 31, 2018, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. Cash is classified as amortized cost. Accounts payable and accrued liabilities are also classified as amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature and/or the existence of market related interest rates on the instruments.

**CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**CRITICAL ACCOUNTING ESTIMATES**

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year included:

**Deferred tax assets and liabilities**

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

**Stock Options**

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

**CRITICAL ACCOUNTING JUDGEMENT**

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

**Going Concern**

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1 of the financial statements.

**RECENT ACCOUNTING PRONOUNCEMENTS**

**New standards and interpretations not yet adopted**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

**ECC VENTURES 2 CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD FROM INCORPORATION ON JANUARY 15, 2018 TO DECEMBER  
31, 2018**

---

**IFRS 16 – Leases**

New standard that replaces IAS 17 and sets out the principles for the recognition, measurement, presentation and disclosures of leases; effective for annual periods beginning on or after January 1, 2019. The Company does not expect the adoption of this standard to have an impact on its financial statements as the Company currently has no leases.

**IFRIC 23 – Uncertainty over Income Tax Treatments**

New standard to clarify the accounting for uncertainties in income taxes. The interpretation provides guidance and clarifies the application of the recognition and measurement criteria in IAS 12 “Income Taxes” when there is uncertainty over income tax treatments. The interpretation is effective for annual periods beginning on January 1, 2019, with early adoption permitted. The Company does not expect the adoption of this standard to have a significant impact on its financial statements.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company currently has no off-balance sheet arrangements.