

SEASIDE EXPLORATION PARTNERS CORP.
(A Capital Pool Company)
Management Discussion and Analysis
For the nine months ended October 31, 2017

Date: December 21, 2017

General

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Seaside Exploration Partners Corp. (the "Company") interim financial statements for the period ended October 31, 2017. The discussion should be read in conjunction with the unaudited interim financial statements of the Company and the accompanying notes for the nine months ended October 31, 2017. The financial statements, together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on December 21, 2017. The information contained within this MD&A is current to December 21, 2017.

The Company's critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian dollars unless noted otherwise.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR website at www.sedar.com.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Description of Business and Overview

Seaside Exploration Partners Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on October 21, 2016 and is a Capital Pool Company under the policies of the TSX Venture Exchange (the "Exchange"). The Company's common shares are listed for trading on the TSX-V under the trading symbol SSX.P effective October 26, 2017.

The head office, principal and registered address and records office of the Company are located at 885 West Georgia St., Suite 2040, Vancouver, British Columbia V6C 3E8.

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The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a “Qualifying Transaction” as it is defined in the policies of the Exchange. The Company has commenced the process of identifying potential acquisitions. There is no assurance that the Company will identify and complete a Qualifying Transaction within the time period described by the policies of the Exchange. Moreover, even if a potential Qualifying Transaction is identified by the Company, it may not meet the requirements of the Exchange. The net proceeds from the public financing completed on October 24, 2017 will only be sufficient to identify and evaluate a limited number of assets and businesses and additional funds may be required to finance the Company’s Qualifying Transaction.

On October 29, 2017, the Company entered into a binding letter of agreement with DelphX Corp. (“DelphX”) whereby the Company will acquire all of the issued and outstanding securities of DelphX by way of a share exchange, amalgamation or such other form of business combination as the parties may determine. Upon successful completion of the proposed acquisition of the securities of DelphX, it is anticipated that the company will be listed as a Tier 2 technology issuer on the TSX Venture Exchange and will carry on the business of DelphX.

To date, the Company has not generated revenues. Continued operations of the Company are dependent on the Company’s ability to source equity capital or borrowings sufficient to meet current and future obligations.

SUMMARY OF FINANCIAL RESULTS

	October 31, 2017	January 31, 2017
Total Revenue	\$ Nil	\$ Nil
Loss for the Period	95,010	610
Total Assets	209,282	99,992
Total Liabilities	\$ Nil	\$ 602

Operating Results, Financial Condition and Liquidity

Financial Condition

At October 31, 2017, the Company had current assets of \$209,282. Current liabilities were \$Nil.

Operating Results

The Company has not generated revenue for the three months ended October 31, 2017 and expenses incurred include consulting fees of \$3,878, filing fees of \$7,035, interest and bank charges of \$27, meals and entertainment of \$360, office expense of \$943, professional fees of \$6,733 and share-based compensation of \$45,135.

The Company has not generated revenue for the nine months ended October 31, 2017 and expenses incurred include consulting fees of \$3,878, filing fees of \$26,501, interest and bank charges of \$145, meals and entertainment of \$360, office expense of \$943, professional fees of \$18,048 and share-based compensation of \$45,135.

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Capital Resource and Liquidity

At October 31, 2017 cash was \$194,282. The Company has been reliant on financial assistance from related parties, loans payable, and equity financing. As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company has no short term liabilities. Management has evaluated that the Company will be required to raise additional equity capital or other borrowings to be able to pay its liabilities and finance operating costs. Management also has access to loans from directors and companies controlled by directors. The ability to raise sufficient funding cannot be determined at this time which creates a material uncertainty that casts doubt about the Company's ability to continue as a going concern.

Share Capital

On January 27, 2017, the Company issued 2,000,000 shares at a price of \$0.05 per share for gross proceeds of \$100,000. All of these issued shares are subject to escrow restrictions and will be released from escrow in tranches over 36 months from the date that the Company's shares are first listed for trading on the Exchange.

On October 24, 2017, the Company completed its initial public offering of 2,000,000 common shares issued at a price of \$0.10 per share pursuant to an amended and restated prospectus dated July 26, 2017, for gross proceeds of \$200,000. The agent engaged in connection with the Offering of the common shares was paid a commission of 8% of the gross proceeds. In addition, the agent received 160,000 non-transferable warrants to acquire up to 160,000 shares at a price of \$0.10 per share for a period of two years. The Company also granted 400,000 incentive stock options to its directors, officers and certain technical consultants, exercisable at a price of \$0.10 per share for a period of five years, vesting immediately.

Issued

As at October 31, 2017 and at MD&A date, 4,000,000 shares were issued and outstanding.

Escrow

The Company has 2,000,000 shares held in escrow as at October 31, 2017 and at MD&A date.

Share purchase options

The Company has 400,000 stock options outstanding at October 31, 2017 and at MD&A date.

Warrants

The Company has 160,000 agent warrants issued and outstanding at October 31, 2017 and at MD&A date.

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and are measured at fair value. The related party transactions refer to an expense of the Company paid by a director on its behalf of the Company, and amounts paid to a company controlled by the CFO for accounting services. As of January 31, 2017, the related party transactions amounted to \$602. The amounts owing are non-interest-bearing and repayable upon demand. During the nine months ended October 31, 2017, the Company settled this amount.

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Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Note 2 to the financial statements discusses these critical accounting policies.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Financial instruments

Financial assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Fair value through profit or loss ("FVTPL")

Financial assets are classified as FVTPL when the financial asset is held-for-trading or is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future, it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. The Company has no assets included in this category.

Loans and receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value less transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has no assets included in this category.

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Available-for-sale

Non-derivative financial assets that do not meet the definition of loans and receivables are classified as available-for-sale and comprise principally the Company's strategic investments in entities not qualifying as subsidiaries or associates. Available-for-sale investments are carried at fair value with changes in fair value recognized in other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss. The Company has no assets included in this category.

Held-to-maturity

Non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company has the positive intention and ability to hold to maturity are classified as held-to-maturity. Financial assets classified as held-to-maturity are measured at amortized cost using the effective interest method.

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets. The Company has no assets included in this category.

Financial liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Bank indebtedness, accounts payable and accrued liabilities, due to related party amounts and loan payable are included in this category.

Qualifying Transaction - Definitive agreement with DelphX Corp.

On October 29, 2017, the Company entered into a binding letter of agreement with DelphX Corp. ("DelphX") whereby the Company will acquire all of the issued and outstanding securities of DelphX by way of a share exchange, amalgamation or such other form of business combination as the parties may determine.

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Pursuant to the transaction, the Company will issue common shares in the capital of the Company (“Seaside share”) to the holders of common shares in the capital of DelphX (“DelphX share”) on the basis of one Seaside share for each DelphX share. The transaction is an arm's length transaction. There are currently 56,714,249 DelphX shares outstanding. Upon the completion of the transaction, it is expected that DelphX will become a wholly owned subsidiary of the Company.

Pursuant to the letter of agreement, it is a condition of the transaction that DelphX completes a private placement of up to 10,000,000 subscription receipts of DelphX at a price of \$0.35 per subscription receipt for aggregate gross proceeds to DelphX of up to \$3,500,000. DelphX has entered into an engagement letter with Beacon Securities Ltd. on its own behalf and on behalf of Haywood Securities Inc. to carry out the private placement on a best-efforts basis.

Upon completion of the transaction, the Company intends to change its name to DelphX Capital Markets Inc. or such other name as DelphX and the company may determine, and the parties expect that the TSX-V will assign a new trading symbol for the resulting issuer.

On December 13, 2017, this agreement was executed.

Subsequent Event

On December 13, 2017, the Company executed its definite share-exchange agreement with DelphX Corp. The Company and DelphX also announced that DelphX has completed a non-brokered private placement of 2,857,571 DelphX common shares at a price of \$0.35 per share, generating gross proceeds of \$1,000,149.85. DelphX intends to use the proceeds of the non-brokered financing to finance the transaction and for working capital and general corporate purposes.

Pursuant to the transaction, the company will issue common shares in the capital of the Company to the holders of DelphX shares on the basis of one Seaside share for each DelphX share. The transaction is an arm's-length transaction. There are currently 59,771,820 DelphX shares outstanding following the completion by DelphX of the non-brokered financing.

Business Risk and Uncertainties

The Company, like all companies in the mining sector, is exposed to a variety of risks which include title to mining interests, the uncertainty of finding and acquiring reserves, funding and developing those reserves and finding storage and markets for them. In addition there are commodity price fluctuations, interest and exchange rate changes and changes in government regulations. The mining industry is intensely competitive and the Company must compete against companies that have larger technical and financial resources. The Company works to mitigate these risks by evaluating opportunities for acceptable funding, considering farm-out opportunities that are available to the Company, operating in politically stable countries, aligning itself with joint venture partners with significant international experience and by employing highly skilled personnel. The mining industry is subject to extensive and varying environmental regulations imposed by governments relating to the protection of the environment and the Company is committed to operate safely and in an environmentally sensitive manner in all operations. Please also refer to Forward Looking Statements.

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Management's Responsibility for Financial Information

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

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors.

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