

NEPTUNE DASH TECHNOLOGIES CORP. (formerly Crossroad Ventures Inc.) INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS AS AT AND FOR THE NINE MONTHS ENDED DECEMBER 31, 2017

Date: February 22, 2018

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This interim management's discussion and analysis ("MD&A") reports on the operating results and financial condition of Neptune Dash Technologies Corp. (formerly Crossroad Ventures Inc.) (the "Company") for the three and nine months ended December 31, 2017 and is prepared as at **February 22, 2018**. This interim MD&A serves as an update from the Company's annual MD&A as at and for the year ended March 31, 2017. Additionally, this interim MD&A should be read in conjunction with the Company's audited financial statements for the years ended March 31, 2017 and 2016 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"), together with the unaudited condensed interim financial statements as at and for the nine months ended December 31, 2017, which were prepared in accordance with IFRS and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting (collectively referred to as the "Financial Statements"). 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.

APPROVAL

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings 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 this MD&A, and these Financial Statements together with the other financial information included in this MD&A fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in this MD&A. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing. The Board of Directors has approved the Financial Statements and MD&A, as well as ensured that management has discharged its responsibilities as at **February 22, 2018**.

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

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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 success at completing future financings
- The Company's strategies and objectives
- The Company's cost reductions and other financial operating objectives
- The availability of qualified employees for business operations
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- 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

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, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements.

DESCRIPTION OF COMPANY

The Company was incorporated under the laws of the Province of British Columbia on March 15, 2000. The Company was classified as a Capital Pool Company as defined under the policies of the TSX Venture Exchange (the "Exchange") and was listed effective December 1, 2000. The Company's head office is located at Suite 1600, 609 Granville Street, Vancouver, British Columbia, V7Y 1C3.

On January 6, 2003, NEMI Northern Energy & Mining Inc. ("NEMI" or the "Parent Company") acquired all of the issued and outstanding shares of the Company pursuant to a reverse take-over bid. As a result of the completion of the reverse take-over bid, the Exchange advised the Company that it had satisfied the Exchange's requirement to complete a Qualifying Transaction pursuant to Exchange policy. The Exchange also advised the Company that it no longer met minimum listing requirements and accordingly the Company's shares were de-listed from the Exchange effective the close of business January 7, 2003 and the Company has not engaged in any business activities since that time.

On November 24, 2017, the Company subdivided its share capital on a 1.9 new share for one old share basis. All share and per share values in this MD&A and the condensed interim financial statements have been adjusted to reflect this subdivision, unless otherwise noted.

On December 1, 2017, the Company and Neptune Dash Nodes Corp ("Neptune"), a private limited liability company organized under the laws of British Columbia, Canada, involved in the business of building, owing

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and operating digital currency infrastructure assets, and NEMI entered into an amalgamation agreement by which the Company and Neptune will amalgamate (the “Transaction”).

On January 17, 2018, the Company completed the Transaction pursuant to which each common share of Neptune and the Company was exchanged for a common share of the resulting issuer (“Resulting Issuer”). As a result of the share exchange, the former shareholders of Neptune will acquire control of the Company and the Transaction will be treated as an RTO for accounting purposes. The Transaction will be accounted for as an acquisition of the net assets and listing status of the Company by Neptune via a share based payment. The excess of the estimated fair value of the equity instruments that Neptune is deemed to have issued to acquire the Company, plus the transaction costs (both the “Consideration”) and the estimated fair value of the Company’s net assets, will be recorded as costs of the transaction. The Company will exclusively build and operate Dash Masternodes and invest in Dash blockchain related technologies (Note 8).

On January 19, 2018, the Company commenced trading on the TSX Venture Exchange (“TSXV”) under the symbol DASH.

OUTLOOK

The Parent Company continues to maintain the Company in good standing with the long-term objective of finding an appropriate commercially viable business opportunity.

SELECTED ANNUAL INFORMATION¹

Annual information for the last three years is outlined below:

	For the years ended		
	March 31,		
	2017	2016	2015
	\$	\$	\$
Working capital	211,630	219,309	227,313
Due from Parent Company	218,168	225,675	233,313
Total revenues	-	-	-
Loss and comprehensive loss:			
(i) Total for the year	(7,679)	(8,004)	(7,596)
(ii) Per share - basic and diluted	(0.00)	(0.00)	(0.00)
Total assets	218,168	225,675	233,313
Long-term liabilities	-	-	-
Dividends declared	-	-	-

¹ Financial information prepared in accordance with International Financial Reporting Standards (“IFRS”)

For the fiscal years ended March 31, 2017, 2016, and 2015, the Company sustained minimal operations while management reviewed various new business opportunities for the Company.

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SELECTED QUARTERLY INFORMATION¹

The following table sets forth certain quarterly financial information of the Company for the eight most recent quarters:

	3rd Quarter Ended December 31, 2017	2nd Quarter Ended September 30, 2017	1st Quarter Ended June 30, 2017	4th Quarter Ended March 31, 2017
(a) Revenue	\$ -	\$ -	\$ -	\$ -
(b) Net loss	\$ (6,109)	\$ (2,109)	\$ -	\$ (6,000)
(c) Per share ²	\$ 0.00	\$ 0.00	\$ (0.00)	\$ (0.00)
(d) Total assets	\$ 216,059	\$ 216,059	\$ 218,168	\$ 218,168
	3rd Quarter Ended December 31, 2016	2nd Quarter Ended September 30, 2016	1st Quarter Ended June 30, 2016	4th Quarter Ended March 31, 2016
(a) Revenue	\$ -	\$ -	\$ -	\$ -
(b) Net loss	\$ -	\$ (1,679)	\$ -	\$ (6,325)
(c) Per share ²	\$ 0.00	\$ 0.00	\$ 0.00	\$ (0.00)
(d) Total assets	\$ 218,168	\$ 218,168	\$ 225,675	\$ 225,675

¹ Financial information prepared in accordance with International Financial Reporting Standards ("IFRS")

² Numbers have been rounded to the next decimal for presentation purposes.

The operating results for the periods presented largely reflect the on-going costs of maintaining a public company together with due diligence costs associated with evaluating new business opportunities.

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RESULTS OF OPERATIONS

The Company had no revenue and incurred minimal sustaining overhead expenses comprised entirely of regulatory filing and professional fees and recorded a net loss of \$ 6,109 for the three and nine months ended December 31, 2017(December 31, 2016 – \$1,679). The minimal level of expenditures reflects management's efforts to minimize operating costs.

RISKS AND UNCERTAINTIES

Strategic Risk

The Company presently does not own any properties, business or other related assets of merit and its principal business activity is the identification and evaluation of a new investment and acquisition opportunity. The risks that are inherent to this strategy include, but are not limited to, the ability to identify and acquire worthwhile opportunities, the ability to retain staff and management in order to pursue these opportunities, and the ability to raise the capital necessary to fund these projects. There is no guarantee that the Company will be able to complete an acquisition of or investment 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 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. These personnel will be central to the Company's ability to locate and develop business opportunities.

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LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2017, the Company had no cash and working capital of \$205,521 (March 31, 2017 - \$211,630).

All of the Company's working capital relates to an amount due from Parent Company, being \$216,059 at December 31, 2017 (March 31, 2017 - \$218,168). The Company's operating cash requirements to fund minimal sustaining requirements have been funded by its Parent Company, NEMI. As at December 31, 2017, the Company remains dependent on NEMI as its source of operating capital in order to meet its obligations for at least the next twelve months.

SHARE CAPITAL

(a) Authorized

100,000,000 common shares without par value – 7,093,329 issued and outstanding as at December 31, 2017 and the date of this MD&A.

(b) Share split

On November 24, 2017, the Company subdivided its share capital on a 1.9 new share for one old share basis. All share and per share values in this MD&A and the condensed interim financial statements have been adjusted to reflect this subdivision, unless otherwise noted.

(c) Outstanding stock options and warrants

There have been no options or warrants outstanding since March 31, 2011 and the Company does not have a stock option plan.

RELATED PARTY TRANSACTIONS

As at December 31, 2017 and the date of this MD&A, the Company has made net advances of \$216,059 (March 31, 2017 - \$218,168) to NEMI. These advances are unsecured, non-interest bearing, and due on demand. Since January 7, 2003, the Company's funding requirements have been met by the Parent Company, which offsets against this balance. The Company's Parent Company funded \$6,109 of the Company's operating cash requirements for the period ended December 31, 2017 (March 31, 2017 - \$7,507).

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FINANCIAL INSTRUMENTS

a. Fair Value

The fair values of due from Parent Company, and accounts payable and accrued liabilities approximate their carrying values due to their due on demand nature or short term to maturity.

b. Financial Risk Factors

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

I. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

All of the Company's financial liabilities, which consist of accounts payable and accrued liabilities, have contractual maturities of less than 90 days. For the foreseeable future, these will be honored by funding advances from the Parent Company that will be applied on account against the amount due from the Parent Company.

II. Credit risk

Credit risk is the risk that a customer or counterparty will fail to perform an obligation or fail to pay amounts due, causing a financial loss. The Company's primary exposure to credit risk is on the amount due from Parent Company; as such the Company considers its credit risk to be low.

III. Market Risks

Market risk consists of currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns. The Company has no foreign exchange rate risk as all amounts are denominated in Canadian dollars. It also holds no financial instruments that expose it to other price risk or significant interest rate risk.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are

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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.

(a) 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 and they included:

Deferred income tax

The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

(b) Critical accounting judgements

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 assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements as discussed in Note 1 of the financial statements.

CHANGES IN ACCOUNTING POLICIES

There has been no material impact on these financial statements from changes in accounting standards during the year.

RECENT ACCOUNTING PRONOUNCEMENT

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the period ended September 30, 2017, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the Company's financial statements.

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Proposed for annual periods beginning on or after January 1, 2018

a. New standard IFRS 9 Financial Instruments

Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement.

The Company has not early adopted this revised standard.

IFRS 15 Revenues from contracts with customers and IFRS 16 Leases are currently not expected to be applicable to the Company's operations.

SUBSEQUENT EVENTS

Subsequent to December 31, 2017, the Company:

- (a) Received \$218,140 in cash settling Due from Parent Company and accounts payable and accrued liabilities from NEMI prior to completion of the Transaction.
- (b) Issued 80,193,329 common shares upon completion of the Transaction relating to Neptune's common shares outstanding and Neptune's outstanding convertible debentures.
- (c) Appointed Cale Moodie, Troy Wong, Guy Halford-Thompson, Jackson Warren and Dario Meli as board of directors upon completion of the Transaction. As well, management was appointed as follows: Cale Moodie, President and Chief Executive Officer, Troy Wong, Chief Financial Officer and Secretary, and Kalle Radage, Chief Operating Officer.
- (d) Entered into an escrow agreement where an aggregate of 26,593,329 common shares of the Company (the "Escrowed Shares") will be held in escrow among the Company, TSX Trust Company, as escrow agent, and certain securityholders of the Company. The Escrowed Shares will be released from escrow as follows: 25% upon issuance of the Final Bulletin; 25% on the date that is six months after the date of the Final Bulletin; 25% on the date that is 12 months after the date of the Final Bulletin; and 25% on the date that is 18 months after the date of the Final Bulletin. Also in accordance with the policies of the TSXV, an aggregate of 10,700,000 common shares of the Company will be subject to seed share resale restrictions over the course of one year, such that 20% are released upon the Final Bulletin and 20% released every three months thereafter.
- (e) Awarded an aggregate of 1,580,000 restricted share units ("RSUs") under the Company's share compensation plan to directors, officers, employees and consultants of the Company. Each RSU represents a right to receive one common share of the Company, following the vesting of such restricted share units over a three year period. The RSUs are exercisable for 3 years.
- (f) Granted an aggregate of 6,075,000 stock options under the Company's share compensation plan to directors, officers, employees and consultants of the Company with an exercise price of \$0.50 per stock option, exercisable for a period of ten years from the date of grant.

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(g) Subsequent to December 31, 2017 the Company has purchased or earned 18,139 Dash tokens comprising 18 Masternodes.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com.