

**FIRST BITCOIN CAPITAL CORP.**

**Management's Discussion and Analysis**

**For the three and nine months ended September 30, 2019 and September 30, 2018 (Expressed in US dollars)**

The following management discussion and analysis (“MD&A”) is a review of operations, current financial position and outlook for First Bitcoin Capital Corp. (the “company”, “we”, “us”, “our” or “First Bitcoin”) for the three and nine months ended September 30, 2019 and September 30, 2018 and should be read in conjunction with the consolidated financial statements for the years ended December 31, 2018 and 2017. Amounts reported and financial figures contained herein are denoted in United States dollars, unless otherwise noted as being denominated in Canadian dollars (“C\$”) and are based upon the consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), unless otherwise noted. Information contained herein is presented as at December 16, 2019. Certain information in this MD&A or incorporated by reference, and in other public announcements by the Company is forward-looking and is subject to important risks and uncertainties. Words such as “may”, “will”, “believe”, “expect”, “anticipate”, “estimate” and similar expressions identify forward-looking statements. Forward-looking information includes information concerning the Company’s future financial performance, business strategy, plans, goals and objectives. Forward-looking statements are necessarily based upon estimates and assumptions considered reasonable by management but which are subject to business, economic and competitive uncertainties. Results could differ materially from those projected in forward-looking statements.

Although the forward looking information contained herein is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward looking statements. We have attempted to identify important factors that could cause actual results to differ materially from those contained in forward looking statements, however there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements. First Bitcoin does not undertake to update any forward looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Business Overview**

First Bitcoin is engaged in the business of digital cryptocurrency development and blockchain development. We were originally organized in the State of Nevada on November 7, 1989 as United Development International. In July 2005, we were renamed Mindenao Gold Mining Corporation and reincorporated in the State of Oregon. On February 6, 2006, we dissolved our filing in the State of Oregon and reincorporated in British Columbia, Canada as Grand Pacaraima Gold Corp. On February 27, 2014, we changed our name to First Bitcoin Capital Corp., which was approved by the Financial Industry Regulatory Authority on November 15, 2016.

In September 2016, we commenced our cryptocurrency generation operations. Throughout 2017, we expanded our cryptocurrency operations with the generation of more than 100 unique cryptocurrencies. We also entered into agreements with third parties in order to develop blockchains to track petroleum and agricultural supply chain management.

During 2017, we organized several crowdsales utilizing a protocol built upon the Bitcoin Blockchain. These included, but are not limited to Altcoin (COIN:ALT) based on our website [www.altcoinmarketcap.com](http://www.altcoinmarketcap.com) and WEED (COIN:WEED). The latter resulted in our company exchanging a portion of our WEED coin inventory for 5,000,000 shares of SinglePoint Inc. (\$SING), a company trading on the OTCQV Venture Market. The crowdsale of ALT was in exchange for Tether

(COIN:USDT). Both of these crowdsales began trading on the New Zealand Crypto exchange, Cryptopia. During 2018 the Company entered into a joint venture agreement with Medical Cannabis Payment Solutions (REFG) whereby REFG issued 2,000,000 shares of its common stock to First Bitcoin Capital for which the Company provided an analysis of this project including providing technical information of WEED tokens. These shares were valued at an initial fair value of \$76,000. A complete list of all cryptocurrencies and investments owned by our company as at September 30, 2019 are disclosed in the schedules to our consolidated financial statements.

Our cryptocurrency exchange, COINQX, which has been in testing and designed for institutional cryptocurrency traders has been redesigned to appeal to retail traders based on a user friendly interface with a planned launch end of first quarter 2020.

The price of Bitcoins and the markets for our diversified altcoin inventories are volatile and fluctuations in prices and trading volumes are expected. Declines in the price of Bitcoin would have a negative impact in our operating results, liquidity and would harm the price of our common stock. Movements may be influenced by various factors, including, but not limited to, government regulation, security breaches experienced by service providers, as well as political and economic uncertainties around the world.

Historical results from all of the Company's activities are available in the Company's news releases which are available on the Company's website (<http://bitcoincapitalcorp.com>) and SEDAR.

### **Summary of Quarterly Results**

The following is a summary of the Company's financial results for the past four quarters:

	<b>Three Months Ended</b>			
	<b>September 30, 2019</b>	<b>June 30, 2019</b>	<b>March 31, 2019</b>	<b>December 31, 2018</b>
Revenues	157,500	-	-	-
Net income (loss)	86,227	(32,028)	(18,894)	(410,021)
Net income (loss) per share – basic and diluted	(0.000)	(0.000)	(0.000)	(0.001)

During the third quarter of 2019 we recorded earned consulting income of \$157,500 from other cryptocurrency consulting activity.

Net loss during the fourth quarter of 2018 was significantly higher than the previous quarters as we recognized an impairment charge of \$489,417 against the carrying value of non-trading digital currencies due to generally weaker prices and trading activity in that quarter.

	Three Months Ended			
	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Revenues	157,500	242,500	76,000	100,000
Net income (loss)	112,818	53,343	(35,799)	(2,280,932)
Net income (loss) per share – basic and diluted	(0.000)	(0.000)	(0.000)	(0.008)

During the first three quarters of 2018, we recorded earned consulting income of \$400,000 pursuant to a supply chain technology services agreement with Petroteq Energy Inc and \$76,000 from other cryptocurrency consulting activity.

Net loss during the fourth quarter of 2017 was significantly higher than the previous quarters as we Company incurred \$2,356,988 of mining activity fees as we issued 3,415,924 shares of our common stock, valued at \$2,356,988, as a fee for mining activity performed on our BITCF coin. The mining activity fee in 2017 was a non-recurring event. In addition, we incurred \$374,500 of director fees the quarter ended.

**Other Financial Disclosure for the nine months ended:**

Our general and administrative expenses consist of:

	September 30, 2019	September 30, 2018
Rents	35,643	27,090
Outside Services	15,410	136,064
Regulatory	4,638	3,955
Marketing	2,333	19,502
Website	7,236	4,824
Office expenses	18,920	36,788
<b>Total general and administrative</b>	<b>84,180</b>	<b>228,223</b>

**Other Financial Disclosure for the three months ended:**

Our general and administrative expenses consist of:

	September 30, 2019	September 30, 2018
Rents	11,958	11,610
Outside Services	12,182	11,386
Regulatory	2,458	2,000
Marketing	825	4,028
Website	2,673	2,154
Office expenses	17,232	13,501
<b>Total general and administrative</b>	<b>47,328</b>	<b>44,682</b>

### **Liquidity and Capital Resources**

As of September 30, 2019 we had cash of \$1,703 compared to \$5,622 as of December 31, 2018. We had a working capital deficit of \$114,008 at September 30, 2019 (December 31, 2018 - \$73,740). During the nine months ended September 30, 2019, we generated \$110,440 of cash outflow from operating activities. During the nine months ended September 30, 2019, we generated \$43,141 of cash in financing activities due to advances from related parties.

We have historically financed our business through management's advancement of funds or payment of our obligations as they come due. Management's plans include putting into operation our supply management blockchain services being developed through joint ventures. We also plan on exchanging existing digital currency asset inventories for Bitcoins, other altcoins and common shares of publicly traded companies, raising new capital through equity or debt issuances and potentially curtailing any operations to ensure our company can continue operations.

As of the date of this report, our company has no commitments for capital expenditures.

### **Off-Balance Sheet Arrangements**

We have no obligations, assets or liabilities which would be considered off-balance sheet arrangements. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements.

### **Transactions with Related Parties**

Payable to related parties includes \$48,077 due to the Company's Chief Executive Officer (December 31, 2018 - \$11,848) and \$4,848 due to a company owned by the Company's Chief Executive Officer (December 31, 2018 - \$4,848). During the year ended December 31, 2018, the Company recognized a gain on settlement of amounts due to the Company's Chief Executive Officer of \$205,102 (2017 - \$154,179) as a result of being settled with 20,000 Bitcoin Futures (XBU) digital currency (December 31, 2017 - 2,000 XBU).

### **Outstanding Share Data**

Our company is authorized to issue 500,000,000 common shares with a par value of \$0.001 per share.

	Issued and Outstanding	
	At December 31, 2018	At the date of this MD&A
Common shares	301,913,081	303,513,081

### **Changes in Accounting Policy**

Our company adopted IFRS on January 1, 2017, with a transition date of January 1, 2016. Under IFRS 1 First-time Adoption of International Financial Reporting Standards the IFRS are applied retrospectively at the transition

date with all adjustments to assets and liabilities taken to retained earnings unless certain exemptions are applied

The Company adopted new accounting standards IFRS 9 Financial Instruments and IFRS 15 Revenues from contracts with customers as of January 1, 2018. There was no impact on the measurement or presentation of the Company's consolidated financial statements as a result of the adoption of these new standards, except that the Company elected to classify investments in equity instruments which are not held for trading as measured at fair value through other comprehensive income.

### **Financial Instruments and Other Instruments**

The Company's financial instruments are exposed to certain risks, which include credit risk, liquidity risk and market risks (market price 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. Our accounts receivable is due from a single customer and was received subsequent to year end. As such, we considers this risk to be minimal.

#### Liquidity risk

Liquidity risk is the risk that our company will not be able to meet its financial obligations as they fall due. Accounts payable and accrued liabilities and due to related parties are due within the current operating period. Our company manages liquidity risk through the management of its capital structure.

#### Market risk

Our company is exposed to market risk related to the fluctuation in the market price of our investment. The market price for the investment has experienced significant volatility over the period covered by our consolidated financial statements and we therefore closely monitors the market value of the investment in order to determine the most appropriate course of action.