



**MANAGEMENT DISCUSSION AND ANALYSIS FOR  
FANTASY 6 SPORTS INC.  
(FORMERLY DAVITA CAPITAL INC.)**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2016**

**PREPARED AS OF AUGUST 29, 2016**

Contact Information

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## **BACKGROUND**

*This management discussion and analysis (“MD&A”) should be read in conjunction with the unaudited condensed consolidated interim financial statements of Fantasy 6 Sports Inc. (formerly Davita Capital Inc.) (the “Company”) and related notes thereto for the three and six month period ended June 30, 2016, and 2015 (the “Financial Statements”), which have been prepared in accordance with International Financial Reporting Standards. All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated. This Management Discussion and Analysis (“MD&A”) is dated August 29, 2016, and discloses specified information up to that date.*

## **CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION**

This Management’s Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company’s future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) the inherent uncertainties and speculative nature associated with investments, (3) the risk that the Company does not execute its business plan, (4) inability to retain key employees, (5) inability to finance operations and growth, and (6) other factors beyond the Company’s control.

Forward looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

## **OVERALL PERFORMANCE**

Fantasy 6 Sports Inc. (formerly Davita Capital Inc.) (the “Company”) was incorporated under the British Columbia Corporations Act on February 10, 2015. The Company’s registered office is at Suite 610, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8. The Company was incorporated with the intent of completing an initial public offering and concurrently acquiring a series of companies carrying core competencies in the online fantasy sports industry and in other related forms of fan engagement, experiences and entertainment. On September 22, 2015, the Company officially changed its name from Davita Capital Inc. to Fantasy 6 Sports Inc.

### **Strategic Plan**

On April 2nd, 2016, the Board of Directors approved a strategic plan designed to outline and help management achieve the goals and priorities of Fantasy 6 in terms of revenue generation and user acquisition. Based on management’s thorough review and analysis of the daily fantasy sports (DFS), the Board reiterated its support for an innovative approach to games and contests that would ensure full compliance within most if not all jurisdictions in North America, South America, Europe and Asia. The strategic plan built from a base of activities in online fantasy sports (daily, weekly and season long) to include initiatives that would establish Fantasy 6 as a leader in related areas of fan engagement, including immersive sports, technology, content and philanthropy. In effect, the approval of the strategic plan gave management the authority to expand the scope of its activities and operations in fantasy sports and thereby diversify its capabilities and increase the opportunity to leverage revenue generation and partnerships above and beyond the Company’s existing online fantasy sports platform.

### **BC Sports Hall of Fame partnership**

The expanded approach was exemplified during the period April 21st, 2016 through June 9th, 2016 when Fantasy 6 entered into a partnership with the BC Sports Hall of Fame to implement a software and community outreach initiative celebrating the 50th Anniversary of the Sports Hall, which was founded on August 22nd, 1966. Fantasy 6 built a customized technology and fan interface that allowed users to review the major milestone moments in BC sports history and vote on their favourite moments in a bracket-style campaign that spanned six weeks and engaged more than 30,000 votes, including from outside of Canada. The campaign resulted in the greatest number of media impressions in the history of the BC Sports Hall of Fame and set new records for social media engagement, which was an identified goal of the partnership.

### **Contract with Data Jungle, Inc.**

The Company entered into a consulting contract with veteran market research and business analytics professional Derek Mager of Data Jungle, Inc., one of the foremost authorities in sports property valuation. Management is relying on the Data Jungle team for due diligence on all aspects of sponsorship marketing, most notably value of potential partnerships and platform opportunities related to Fantasy 6.

### **Approval for public listing**

On May 4, 2016, the Company (CSE: FYS) announced approval for listing on the Canadian Securities Exchange ("CSE") and immediately commenced trading under the ticker symbol FYS. The common shares of the Company were approved to be quoted on the OTC Markets in the United States. The Company's symbol on the OTC Grey Market is FNTYF and trading commenced May 31, 2016.

### **UFC contest**

The Company activated another of the tenets of its strategic plan on May 14th, 2016, when it offered a Contest involving UFC 198 in Rio de Janeiro, Brazil. The initiative not only consolidated a commitment to offering Mixed Martial Arts (MMA) games and contests but also reinforced the Company's approach to building a global presence for Fantasy 6.

### **Advance Notice Policy**

On June 6, 2016, the Company announced the approval by its Board of Directors of an advance notice policy (the "Advance Notice Policy"). The purpose of the Advance Notice Policy is to provide a clear process for shareholders, directors and management of the Company to follow when nominating directors. Such a policy will ensure that shareholders receive adequate notice of director nominations and sufficient information regarding all director nominees, thus, enabling shareholders to register an informed vote after having been afforded reasonable time for appropriate deliberation.

The Advance Notice Policy was made effective immediately and the Company received shareholders' approval to amend the Company's Articles to incorporate the provisions of the Advance Notice Policy at the Company's at the annual general and special meeting of shareholders held on July 21, 2016

### **FansUnite project partnership**

On June 20, 2016, the Company announced a project partnership with Fans Unite as part of its vision to create added value for sports fans and enthusiasts around the world. The joint Fantasy 6-Fans Unite initiative offered

fans the chance to win cash and prizes on the strength of their passion for soccer in general and European soccer in particular.

The free bracket-style Euro soccer contest – focused on the national teams that advanced to the round of 16 beginning June 22nd -- featured over \$25,000 of prizes, including a grand prize of a trip for two to next year's Champions League Final in Cardiff, Wales, on June 3, 2017. The top prize included airfare for two to Wales, hotel accommodation for three nights, two Club Level tickets to the final match, two soccer jerseys of the winner's choice and \$2,500 in spending money. The second-place prize is \$1,000 cash, with \$500 cash going to third-place. More than 30,000 entries were received on the FansUnite.com platform in the cross-promotion with the social sports data company.

### **Veteran entertainment and gaming executive Howard Blank joins Board of Directors**

On June 28, 2016, Howard Blank, a veteran executive and industry leader with more than three decades of experience in film, television and other media -- including 30 years in the gaming and entertainment sector – was appointed to the Board of Directors.

### **Calgary Stampede**

Fantasy 6 unveiled a unique ChuckWagon Racing contest during the running of the Calgary Stampede, July 7th through 16th. The initiative underlined the Fantasy 6 commitment to provide the widest-possible range of fantasy sports and fan engagement offerings, including contests in niche sports well beyond the four major North American professional sports leagues.

### **NFC Games Letter of Intent**

On July 13, 2016, the Company announced its intention to expand its operations and global market reach in sports fan engagement by signing a Letter of Intent to acquire a 100% interest in NFC Games ("NFC"), the developer and producer of unique mobile games targeting the fantasy sports industry.

### **Financing**

On August 8, 2016, the Company announced the signing of a binding term sheet with Victory Square Labs Inc., a related party, for a new secured convertible note facility of up to \$10,000,000 (the "Convertible Note") that will allow the Company to aggressively pursue and complete active elements of its global growth strategy.

The Convertible Note - to be advanced in tranches - will see Fantasy 6 direct additional funds into product sales, brand marketing and a series of strategic acquisitions designed to propel the company into the top tier of players in the industry. The Convertible Note consists of a series of secured convertible promissory notes (each, a "Note"), each bearing a term of a minimum of one year, issued pursuant to a note purchase agreement and interest on each Note will accrue at 6% per annum, compounded annually, and payable in common shares in the capital of the Company upon maturity. The Notes have been secured by a first charge over all of the Company's present and subsequently acquired personal property pursuant to a general security agreement.

### **Technology industry leader Ray Walia named Chief Operating Officer**

Ray Walia was appointed Chief Operating Officer of Fantasy 6 Sports Inc. on August 10, 2016. A promoter and champion of the innovation and technology sector in Canada over the past 15 years, the award-winning executive and investor, who in collaboration with his team has mentored over 1,000 technology entrepreneurs.

### **BC Sports Hall of Fame immersive sports engagement**

On August 15, 2016, the Company announced the signing of an agreement outlining the terms pertaining to the BC Sports Hall of Fame's engagement of Fantasy 6 to lead a \$1.5 million fan experience project at its location at BC Place, the largest sports stadium in Vancouver, British Columbia. As the contracted vendor, Fantasy 6 will collaborate with the BC Sports Hall of Fame on all aspects of the upgrade of the BCSHF visitor galleries at BC Place, one to be made possible on the strength of Fantasy 6 interactive sports technologies and the Company's leadership position in immersive fan experiences.

### Forbes Magazine

On August 18, 2016, the Company announced that Chief Executive Officer Shafin Diamond Tejani was featured in the August 23rd issue of Forbes magazine, the world's leading magazine aimed at entrepreneurs and business leaders. The story on the visionary sports, entertainment & technology leader -- also released online at Forbes.com -- cited Mr. Tejani's successful "Venture Build" philosophy, one which he has applied to make Fantasy 6 one of the fastest-growing players in the fantasy sports space.

### Acquisition of FansUnite

Fantasy 6 Sports Inc. announced on August 22nd, 2016 that it was enquiring FansUnite ("FansUnite.com"), a leader in social sports data that is unique in its approach, scope and reach, in a \$2,000,000 transaction, pending requisite regulatory approvals. The acquisition expanded Fantasy 6's reach from four sports to 16 sports active on the FansUnite platform. Management cited the acquisition as a move well-aligned with the Company's global fan engagement strategy." Created by sports fans for sports fans, FansUnite.com has built its thriving reputation in the space as a community of sports fans working together to "beat the house". It serves as a complementary platform to the world's largest sportsbooks such as Pinnacle Sports, bet365 and William Hill, along with fantasy sports platforms such as DraftKings and FanDuel. Upon completion of the transaction on or before September 1st, 2016, FansUnite.com will continue to operate as a front line division of Fantasy 6, bringing their highly-regarded and innovative development team under the Company's umbrella.

### SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's most recently completed fiscal quarters:

	Revenue	Net loss for the Period	Basic and Diluted Loss Per Share
	\$	\$	\$
30-Jun-16	1,964	(396,946)	(0.01)
31-Mar-16	3,669	(173,137)	0.00
31-Dec-15	17,321	(198,637)	0.00
30-Sep-15	11,468	(281,405)	(0.01)
30-Jun-15	3,810	(47,572)	(0.00)
31-Mar-15	3,691	(163,777)	(0.01)
31-Dec-14	2,791	(67,698)	(0.01)
30-Sep-14	1,129	(19,756)	(0.01)

*For The Three Months Ended June 30, 2016*

During the three months ended June 30, 2016, the Company earned \$1,964 revenues (2015 - \$5,612), and incurred operating expenses of \$398,910 (2015 - \$53,184), comprised mainly of \$85,000 (2015 - \$Nil) in corporate development, \$87,604 (2015- \$Nil) in investor relations. As well, \$106,200 (2015 - \$Nil) in management. The focus of the quarter was to build awareness of the Company in alignment with our strategic plan as outlined above.

For the three months ended June 30, 2016, the Company incurred a net loss of \$396,946 and a loss per share of \$0.01.

*For The Six Months Ended June 30, 2016*

During the six months ended June 30, 2016, the Company earned \$5,633 revenues (2015 - \$9,303), and incurred operating expenses of \$575,716 (2015 - \$220,652), comprised mainly of \$85,000 (2015 - \$Nil) in corporate development, \$87,604 (2015- \$Nil) in investor relations. As well, \$132,700 (2015 - \$50,672) in management. The focus of the quarter was to build awareness of the Company in alignment with our strategic plan as outlined above.

For the six months ended June 30, 2016, the Company incurred a net loss of \$570,083 and a loss per share of \$0.01.

## **LIQUIDITY**

As at June 30, 2016, the Company had total current assets of \$30,299, comprised of \$21,083 in cash and \$9,216 in GST receivable. Conversely, the Company had total liabilities of \$262,018, comprised of \$202,824 of accounts payable and accrued liabilities and \$59,194 in player deposits.

As at June 30, 2016, the Company had a working capital deficiency of \$231,719 at December 31, 2015, the Company had a working capital of \$269,068. During the six month period ended June 30, 2016, the Company was able to secure a private loan in the amount of \$200,000 with a simple interest rate of 3%.

The private loan in the amount of \$200,000 is to be replaced by a related party transaction as a director of the Company has agreed to extend a convertible revolving loan facility of \$500,000 (the "Facility") to the Company to fund general working capital requirements. The Facility will have an outside term of 18 months and bear simple interest at a rate of 3.0% per annum, with such interest to accrue and be added to the amount(s) drawn from the Facility as part of any conversion, at the lender's option, into common shares in the capital of the Company should the Company default in repayment. The Facility will be governed by a single Convertible Revolving Loan Agreement (the "Loan Agreement") to be executed between the Company and the lender. The Facility and the Loan Agreement will be subject to compliance with all regulatory requirements and acceptance by the Canadian Securities Exchange.

Subsequent to June 30, 2016, the Company signed a binding term sheet with Victory Square Labs Inc., a related party, for a new secured convertible note facility up to \$10,000,000. This will allow the Company to aggressively pursue and complete active elements of its global growth strategy.

The Convertible Note - to be advanced in tranches - will see the Company direct additional funds into product sales, brand marketing and a series of strategic acquisitions designed to propel the Company into the top tier of players in the industry. The Convertible Note will consist of a series of secured convertible promissory notes (each, a "Note"), each bearing a term of a minimum of one year, issued pursuant to a note purchase agreement and interest on each Note will accrue at 6% per annum, compounded annually, and payable in common shares in the

capital of the Company upon maturity. The Notes will be secured by a first charge over all of the Company's present and subsequently acquired personal property pursuant to a general security agreement. Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

## **CAPITAL RESOURCES**

The Company remains dependent upon equity markets for financing.

The Company believes it currently has sufficient funds on hand and financial commitments to cover estimated operating expenses over the next twelve months.

The Company has no cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

## **TRANSACTIONS WITH RELATED PARTIES**

- a) As of June 30, 2016, the Company had \$27,140 (December 31, 2015 - \$16,848) due to related parties and is included in trade payables and accrued liabilities. These amounts are unsecured, non-interest bearing and have no fixed terms of payments. All related party amounts are to key management personnel.
- b) During the six months ended June 30, 2016, the Company recorded \$36,000 (2015 - \$Nil) in sales and marketing fees paid to a company controlled by one of the board members.
- c) A director of the Company has agreed to extend a convertible revolving loan facility of \$500,000 (the "Facility") to the Company to fund general working capital requirements. The Facility will have an outside term of 18 months and bear simple interest at a rate of 3.0% per annum, with such interest to accrue and be added to the amount(s) drawn from the Facility as part of any conversion, at the lender's option, into common shares in the capital of the Company should the Company default in repayment. The Facility will be governed by a single Convertible Revolving Loan Agreement (the "Loan Agreement") to be executed between the Company and the lender. The Facility and the Loan Agreement will be subject to compliance with all regulatory requirements and acceptance by the Canadian Securities Exchange.

As at June 30 2016, the Company had drawn on the revolving loan a total of \$188,019.

The Facility will replace the loan agreement signed with Mosam Ventures Inc. on March 16, 2016, for \$200,000, from which no funds have been drawn to date.

- d) Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's Executive Leadership Team.

Total compensation expense for key management personnel and the composition thereof, was \$18,000 (2015 - \$Nil) in consulting fees paid a company owned by the Chief Financial Officer.

## **SHARE DATA**

*Capitalization as of August 29, 2016:*

The Company is authorized to issue an unlimited number of common shares.

At June 30, 2016, there were 41,503,750 issued and fully paid common shares (December 31, 2015 – 36,400,000).

At the date of this report there were 44,111,049 issued and fully paid common shares.

### Warrants

At June 30, 2015, there were 5,837,250 warrants outstanding with an average exercise price of \$0.16. At the date of this report the Company has 3,229,951 warrants outstanding with exercise prices from \$0.10 to \$0.50.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements that would require disclosure.

## **CRITICAL ACCOUNTING ESTIMATES**

The Company's critical accounting estimates include the valuation of exploration and evaluation assets, and valuation of deferred income tax assets and valuation allowances. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

## **CHANGES IN ACCOUNTING POLICIES**

The Company has not made any changes to its accounting policies since its incorporation date.

## **FINANCIAL AND OTHER INSTRUMENTS**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management activities include the preservation of its capital by minimizing risk related to its cash. The Company does not trade financial instruments for speculative purposes. The Company does not have a risk management committee nor written risk management policies. The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

(a) Fair Values

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, and foreign exchange rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

The fair values of other financial instruments, which include accounts payable and accrued liabilities, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

#### **ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS**

The Company expects that its current capital resources will be sufficient to fund operations. The Company's current working capital is sufficient to fund operations for one year, as the Company is expecting to be generating revenues. There is no assurance that the Company will be successful in raising additional funds.

#### **DISCLOSURE OF INTERNAL CONTROLS**

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.