ELEMENT LIFESTYLE RETIREMENT INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended February 28, 2017

Dated as of April 28, 2017

ELEMENT LIFESTYLE RETIREMENT INC.

Management's Discussion and Analysis
For the Three and Nine Months Ended February 28, 2017

The Management Discussion and Analysis ("MD&A") of Element Lifestyle Retirement Inc. ("Element" or the "Company"), has been prepared by management as of April 28, 2017 and provides information that management believes is relevant to assessing and understanding the financial condition of the Company and the results of its operation and cash flows for the three and nine months ended February 28, 2017. This MD&A provides information on the operations of the Company for the three and nine months ended February 28, 2017 and should be read in conjunction with the interim consolidated financial statements and related notes thereto (the "Financial Statements"), as well as the audited annual consolidated financial statements for the year ended May 31, 2016.

The Company's unaudited consolidated interim financial statements and the notes thereto have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and are expressed in Canadian dollars. References to notes are to notes of the unaudited consolidated financial statements, unless otherwise stated.

Corporate Background

The Company (formerly Sonoma Resources Inc., "Sonoma") was incorporated under the British Columbia Company Act on May 31, 2007. On December 2, 2015, the Company completed a Share Exchange Agreement with the security holders of Element Lifestyle Management Inc. (formerly known as Element Lifestyle Retirement Inc.), a private company which was incorporated under the Business Corporations Act (British Columbia) on June 12, 2013. Pursuant to which the Element Lifestyle Management Inc. (formerly known as Element Lifestyle Retirement Inc.) security holders transferred all of their common and preferred shares in exchange for common shares of Sonoma on a 1:1 basis.

These interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Element Lifestyle Management Inc. (formerly known as Element Lifestyle Retirement Inc.) and Element Lifestyle Retirement (Hong Kong) Limited (formerly known as Team Host Development Ltd.) ("Element (Hong Kong)"). Element (Hong Kong) was incorporated in Hong Kong under the Companies Ordinance (Chapter 622 of the laws of Hong Kong) on February 23, 2016 and is a wholly-owned subsidiary of the Company. Element (Hong Kong) was incorporated to explore opportunities in Hong Kong and China but is currently inactive.

The Company is a listed issuer on the TSX Venture Exchange ("TSXV") and its common shares trade under the symbol "ELM".

Core Business

The Company is a management services organization that provides development expertise in order to build world class senior retirement communities and is involved in all aspects of the design, development, marketing, management and ownership of luxury seniors' residences. The Company will subsequently provide long-term management of these communities so that retirees experience a high-class standard of care regardless of their level of need. Element's plan is to focus on providing specialized development expertise and flexible, innovative management services for senior retirement communities.

The Company announced on April 28, 2017 that it has entered into an agreement to acquire a commercial property for development located along the harbourside of Victoria at Bayview Place. Further details are noted below in Subsequent Events and Outlook and Strategy.

Principal Services

Element's key objective is providing two primary types of services to its client companies: (a) development services and (b) management services. An important aspect of Element's medium and long-term business plan may involve the participation in ownership of real estate assets, and as such Element will be providing services to retirement communities partially owned by Element as well as retirement communities owned by third parties. Element's strategy for growth is to minimize risk and the investment in capital expenditures by developing less under its ownership, and instead offering its development and management expertise to third party owners and independent operators. As a services organization, it is conceivable that Element may have a significant ownership interest in the real estate assets it is developing or managing. Element does not have an ownership interest in the two projects it is currently engaged in.

(a) Development Services

The development stage of a seniors' residence project is critical to the success, reputation and long-term sustainability of the business. When a residence has an optimal blend of suite mixture, layout and design, the business operates more effectively and efficiently, residents and families are happier, and in turn there is stronger resident retention and more referrals to support steady, at capacity occupancy levels.

(b) Management Services

The Company can also provide expertise in day-to-day operations that ensure growth, profitability and retention. With its extensive knowledge and expertise, Element is skilled and experienced in addressing every aspect of the daily running of a seniors' living community, with services tailored to meet a community's individual needs. Once the development stage is completed, Element will be providing long-term management of the facilities. The Company is a management organization that manages the administration, operation and financing of retirement communities and facilities. Under its integrative Continuum of Lifestyles model, Element will provide care and supportive services, activities programming and extensive amenities for various lifestyles, from Independent Living, Assisted Living, Complex Care to End-of-Life Care. The model aims to enable holistic wellness and quality of life for seniors, regardless of their state of physical or mental health.

In summary, the Company oversees the entire development process that includes: demographic and market analysis; property search, identification and acquisition; design, rezoning and public exposure process; obtaining development and building permits; financing; construction; sales and lease-up; and finally the specialized management services regarding the on-going operations and administration of the long-term retirement facilities and communities. This concept is unique and clearly sets the Company apart from other retirement operators in the industry.

Continuum of Lifestyles (Customized Care)

Underpinning all of these services is the concept of client needs and service. The Company customizes its services to the unique vision, needs and objectives of individual seniors' communities where they can choose from a comprehensive package or select individual services that best meet their needs. Management recognizes that the Company's success, reputation and continued business relationships depend on the success of these facilities.

Element will emphasize that the "Continuum of Lifestyles" model of retirement living brings a positive impact to the way seniors experience their later and most memorable years of life. The modern retirement community is not merely a place where care services are administered in a hospital-like environment; rather, it embodies luxurious and

carefree living that inspires a sense of pride, dignity and passion for life through activities, services and accommodations resembling those typically found in five-star resorts.
A breakdown of the various Continuum of Lifestyles available is noted as follows:

Independent Living Lifestyle – designed to meet the needs of seniors who are able to live independently and want the freedom and privacy of their own separate suite, along with the security, comfort and social activities of a seniors' residence.

Assisted Living Lifestyle – designed to meet the needs of seniors who seek housing with supportive care and services including assistance with daily activities.

Complex Care (Memory Care) – serves seniors with chronic debilitating medical conditions such as Alzheimer and Parkinsons disease. It is staffed 24 hours a day/7 days per week by professional nurses who attend to complex care needs. This lifestyle caters to those residents whose care needs exceed those provided under the highest level of service package offered under Assisted Living.

The Company takes the Continuum of Lifestyles model to the next level: the incorporation of intergenerational living so that not only seniors stay together, but all generations of family and community can be integrated in activities and programming, including child care and education involving seniors. This revolutionary concept brings families together, creating the ability for seniors, their children, and grandchildren to all live and interact within the same community. This innovative intergenerational model provides flexibility and a quality of life that is unparalleled in the industry and enhances the lives of seniors, families and community overall.

Business Highlights

Revenue, which was generated from development fees, for the three and nine months ended February 28, 2017 was $nil and $500,000 compared to $1,000,000 and $1,143,389, respectively, for the same periods in the previous fiscal year. Development fees will vary depending on the development stage milestones that are achieved by the Company. Revenues from ongoing management fees will materialize once contracts have been solidified with the completion of managed development projects.

The Company is currently engaged in the development of two seniors' retirement communities, "OPAL by Element" ("OPAL") and "OASIS by Element" ("OASIS"). Both OPAL and OASIS are owned by related parties (see "Related Party Transactions").

<u>OPAL Project</u>
Element is the development and operations consultant to Opal Retirement Inc. and as such is managing the development of the Opal Project to its completion. The Opal Project consists of plans for a lifestyle retirement community to be constructed, which will be comprised of approximately 142,000 square feet with 44 seniors' residential condominium units (these units will be available for sale to seniors), 56 seniors' rental units and 30 seniors' Complex Care units. An amendment to zoning was officially enacted on April 5, 2016 and the Development Permit (DP) was issued on September 12, 2016. The Discovery Sales Centre at City Square was officially opened October 15, 2016. The demolition permit was issued on December 22, 2016 and the excavation permit was issued on February 2, 2017.

<u>OASIS Project</u>
The Project is a master-planned community on 17 acres of land in the Township of Langley, conveniently located across from the Langley Events Centre. It is the first property in the Township's Official Community Plan that supports high-density development. The development is expected to be completed in phases and to consist of approximately 721,000 square feet of gross floor area for residential use with 835 residential units and 26,000 square feet of gross floor area for commercial use. The rezoning application was submitted to the Township of Langley on

December 11, 2015 and comments were received from the Township which are currently being reviewed. The project is proceeding as planned.

Strengthening the Element Team

The Company continues to strengthen its robust management team by promoting Mr. Graham to Chief Operating Officer, effective immediately. In the newly created role, Mr. Graham will work closely with the President and CEO on the Company's overall strategy and execution. He will focus on implementing growth strategies while increasing efficiencies across all aspects of the business that contribute to sustainable bottom line improvements. He will continue to be responsible for ensuring complete alignment with the Company's corporate vision, philosophy and core values. In addition, Mr. Duda has been appointed CFO, an experienced financial and operations professional, who will play a key role as Element moves to its next stage of corporate development and strengthens its corporate governance initiatives. The Company has assembled a highly experienced, cohesive and professional group of retirement home specialists and now has the foundation of an operating team that will roll out Element's management and development strategy. The management team will continue to concentrate its efforts on development, operational activities and future business opportunities.

Future Business Opportunities

The management team has been exploring numerous business opportunities both domestically and in foreign jurisdictions. The Company has made a significant investment in its people and strongly believes that this is a key asset when building the Brand and engaging with prospective future business partners both domestic and foreign. It is critically important to have a strong operational team to properly investigate future business opportunities but also to ensure that development designs meet operational needs when projects are transitioned to long-term management contracts.

The Company is confident that it has adequate cash and human resources to implement its robust management model and will raise additional monies, if required.

Overall Performance

The following discussion of the Company's financial performance is based on the interim consolidated financial statements for the three and nine months ended February 28, 2017 and 2016.

As of February 28, 2017 the Company had cash and cash equivalents of $2,401,720 (May 31, 2016 - $3,737,092), and other current assets of $28,945 (May 31, 2016 - $14,639), and total current assets of $2,430,666 (May 31, 2016 - $3,751,731). The decrease in total current assets was mainly due to payments that were made for normal business operating expenses.

The non-current assets consisted of property and equipment $343,964 (May 31, 2016 - $79,399). The difference in property and equipment was mainly due to the increase of leasehold improvement costs regarding the office renovation.

Current liabilities, at February 28, 2017, were $131,804 (May 31, 2016 - $608,470). The variation was mainly due to deferred revenue of $500,000 that was recognized as revenue in the second quarter of fiscal 2017.

Long-term debt was nil.

Shareholders' equity was comprised of common shares of $6,682,300 (May 31, 2016 - $ 5,972,500), share issuance costs of $225,482 (May 31, 2016 - $225,482), retained earnings (deficit) of $(3,948,191) (May 31, 2016 - $(2,637,907)), for a net of $2,642,824 (May 31, 2016 - $3,222,660). Stock based compensation reserve is a total of

$109,541. Of $88,893 reflected the fact that stock options were issued before the year end May 31, 2016 and $20,648 on February 24, 2017. 558,152 warrants expired on December 2, 2016 and the warrants reserve of $24,656 was transferred to Contributed surplus.

Working capital, which is comprised of current assets less current liabilities, was $2,298,862 at February 28, 2017 as compared to $3,143,261 at May 31, 2016. This decrease of $844,399 was mainly due to the payment of normal business operating expenses.

For the three and nine months ended February 28, 2017, the Company reported a net loss of $(648,764) and $(1,310,284) and $(0.01) and $(0.02) basic and diluted income per share based on a weighted average of 55,832,188 and 55,272,188 common shares. This was compared to a net loss of $(519,814) and $(1,491,159) and $(0.01) and $(0.04) basic and diluted income per share based on a weighted average of 52,782,384 and 33,559,113 common shares for the corresponding periods of the last fiscal year.

The Company's share capital, as of February 28, 2017 was as follows:

Common shares, issued and outstanding	55,832,188
Warrants	-
Stock Options	1,160,000

Subsequent Events

On April 28, 2017, the Company announced that it has entered into an agreement to acquire a 1.96 acres commercial property located along the harbourside of Victoria at Bayview Place, British Columbia (the "Lands") with a view to developing and subsequently operating an inter-generational aging-in-place community on the Lands. The purchase price for the lands of $6.7 million, subject to closing adjustments, will be paid in cash and is expected to be funded by a combination of an equity/debt financing. Element's obligation to purchase the Lands is subject to satisfaction of its due diligence and approval of the transaction by its Board of Directors, on or before July 23, 2017. These conditions may be waived by Element in its sole discretion and closing of the acquisition would take place thirty days after satisfaction or waiver of all conditions.

Quarterly Results

Revenue for the three ended February 28, 2017 was $nil compared to $1,000,000 for the corresponding period of the previous fiscal year.

Operating expense was $647,336 for the three months ended February 28, 2017 compared to $547,446 the comparable three months ended February 28, 2016. Noteworthy changes in the three-month period were as follows:

- **Amortization** – increased to $61,550 (February 29, 2016 - $10,454). The increased amortization was primarily due to increased leasehold improvement costs regarding the office renovation.
- **General and Administrative** – increased to $39,777 (February 29, 2016 - $49,913). The decrease was primarily due to costs associated with going public, including exchange filing fees and other costs that comprised conferences, website and staff training, when compared to the previous year.
- **Professional fees** - of $15,476 (February 29, 2016 - $28,852). The decrease was mainly due to costs associated with going public incurred in the corresponding period of the previous fiscal year.

- **Rent** - of $30,990 (February 29, 2016 - $17,654). The office lease was amended on May 1, 2016 to increase the rent obligation to $10,372 per month for the additional office space that the Company is occupying.
- **Salaries, wages and benefits** - $384,155 (February 29, 2016 - $290,028). Salaries, wages and benefits increased when compared to the previous year. The Company continued to develop its work force so that it had the required talent and expertise to manage and operate retirement homes.

Overall, operating expenses for the three-month period increased by $99,890 when compared to the previous year. The key reasons for the increased expenses were primarily attributed to amortization; salaries, wages and benefits; and rent expenses. Net loss was $(648,764) for the three months ended February 28, 2017, compared to a net loss of $(519,814) for the three months ended February 28, 2016.

Summary of Quarterly Results

The following table presents unaudited selected financial information for each of the last eight quarters:

	Three month ended							
	February 28, 2017	**November 30, 2016**	**August 31, 2016**	**May 31, 2016**	**February 29, 2016**	**November 30, 2015**	**August 31, 2015**	**May 31, 2015**
Revenue	$nil	$500,000	$nil	$nil	$1,000,000	$42,500	$100,889	$56,250
Income (loss) from continuing operations	$(647,336)	$(122,267)	$(540,094)	$(647,506)	$452,554	$(556,044)	$(378,416)	$(519,192)
Net Income (loss)	$(648,764)	$(122,267)	$(540,094)	$(647,506)	$(519,814)	$(553,427)	$(378,416)	$(429,495)
Basic and diluted earnings (loss) per share	$(0.01)	$(0.00)	$(0.01)	$(0.01)	$(0.02)	$(4.83)	$(5.75)	$(0.02)

The most significant variation that occurred from quarter to quarter was the amount of revenue that was generated, which can vary depending on the milestones that are completed. At this point, revenue was generated from development fees and can vary significantly from quarter to quarter.

Year-to-Date

Revenue for the nine months ended February 28, 2017 was $500,000 compared to $1,143,389, for the corresponding period as the previous year. The issuance of a development permit for the Opal Project in September 2016 created revenue of $500,000 in the second quarter.

Operating expense was $1,808,855 for the nine months ended February 28, 2017 compared to $1,664,797 for the comparable nine months ended February 28, 2016. Noteworthy changes in the nine-month period were as follows:

- **Advertising and promotion** – decreased to $45,975 (February 29, 2016- $55,288) when compared to the previous year. Higher advertising and promotion costs in the prior year were mainly due to taking the Company public in 2016.

- **Amortization** – increased to $125,247 (February 29, 2016 - $29,356). The increased amortization was primarily due to increased leasehold improvement costs regarding the head office renovation.

- **Consulting fees** – increased to $118,389 (February 29, 2016 - $99,840). The increased fees were primarily for ongoing investor relations and other services the Company required as a public entity.

- **Professional fees** – increased to $81,747 (February 29, 2016 - $53,053). The increase was mainly due to costs associated with being a public company, such as annual audit and related legal fees.

- **Rent** – increased to $92,716 (February 29, 2016 - $52,732). The office lease was amended on May 1, 2016 to increase the rent obligation to $10,372 per month for the additional office space that the Company is occupying.

- **Salaries, wages and benefits** - $1,039,967 (February 29, 2016 - $899,531). Salaries, wages and benefit costs increased when compared to the same period of the prior year as the Company made a significant investment in building its team and this key asset will support the Element Brand and be instrumental in securing future business and carrying out development activities.

- **Travel** – decreased to $97,645 (February 29, 2016 - $122,936). The decrease was mainly due to reduced travel to China regarding seeking new business opportunities.

Overall, operating expenses for the nine-month period increased by $144,058, when compared to the previous year. The key reasons for the increased expenses were primarily attributed to amortization; professional fees; salaries, wages and benefits; and rent expenses. Net loss was $(1,310,284) for the nine months ended February 28, 2017 compared to a net loss of $(1,491,159) for the nine months ended February 28, 2016.

Outlook and Strategy

The Company's key strategic priority is to complete construction in the first quarter of calendar year 2019 regarding the OPAL Project, in the core of Vancouver's vibrant Cambie Village. Additional priorities involve taking the Company's award-winning 17-acre master-planned project, OASIS in Langley, through to third reading anticipated within this calendar year and adding at least one significant property this year in BC to the Company's management portfolio, to be developed and operated under its intergenerational aging-in-place model. With the announcement on April 28, 2017, the Company has entered into an agreement to acquire a 1.96 acres commercial property located along the harbourside of Victoria at Bayview Place at a purchase price of $6.7 million. A further important priority is the closing of the property acquisition in late August 2017 and complete debt and equity financings, following which the Company's development plans for the project will commence.

The Company's directors and management believe that these priorities are formulating a solid foundation for Element Lifestyle Retirement Inc., and it shareholders, as it continues working towards building a prosperous, well-respected and long-term seniors retirement development and management services organization.

In addition to improving its working capital position with the non-brokered private placement that closed earlier in the fiscal year, the Company continues to be focused on taking substantial measures to reduce its monthly cash burn by eliminating non-essential expenditures and preserving its cash position.

The Company's growth plan includes property acquisitions, either directly owned or by third parties, development and management of operations that will enable the organization to achieve greater economies of scale. The Company is currently evaluating several additional potential acquisitions to create a strong portfolio of projects, either owned or managed.

Financing Activities

For the nine months ended February 28, 2017, the Company completed a private placement by issuing 2,730,000 common shares at a price of $0.26 for gross proceeds of $709,800 on July 27, 2016.

Liquidity

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Working capital was $2,298,862 at February 28, 2017 compared to $3,143,261 at May 31, 2016. The Company is focused on generating sales revenue and is not currently pursuing additional sources of financing. Management believes that there is sufficient working capital to maintain the Company's day-to-day operations.

Cash from operating activities during the three and nine months ended February 28, 2017, was $(503,031) and $(1,643,118); (February 29, 2016 - $177,631 and $(449,916)). Since the revenue model during the development stage is based on milestones, there were fluctuations in the realization of revenue.

Cash from investing activities during the three and nine months ended February 28, 2017 was $(163,783) and $(389,811); (February 29, 2016 - $(3,257) and $(6,520)). The decrease was primarily due to the increase of leasehold improvement costs regarding the office renovation.

Cash provided by financing activities during the period three and nine months ended February 28, 2017 was $64 and $697,557; (February 29, 2016 - $3,972,032 and $3,954,174). The decrease was due to the completion of a private placement financing on December 2, 2016 that raised gross proceeds of $4,325,000 in the prior year.

Contractual Obligations

The following table details the remaining contractual maturities at the respective reporting dates of the Company's non-derivative financial liabilities, which were based on contractual undiscounted cash flows and the earliest date the Company will be required to pay:

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Accounts payable and other payables	$131,804	$131,804	$ -	$ -	$ -
Total contractual obligations	$131,804	$131,804	$ -	$ -	$ -

Commitments

On October 6, 2014, the Company entered into a contract for leased premises with a company controlled by a certain director. Lease payments recognized as an expense during the three and nine months ended February 28, 2017 totalled $30,990 and $92,716 (February 29, 2016 - $17,654 and $52,732). The future minimum lease payments are $31,117 for 2017 and $72,605 for 2018.

Capital Resources

The Company's objective is to maintain a strong capital base to maintain investor, creditor and market confidence and to sustain future development of the business.

Management defines capital as the Company's shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management; but rather promotes year over year sustainable profitable growth. The Company is not subject to externally imposed capital requirements.

Off-Balance Sheet Arrangements

At the date of this MD&A, to the best of management's knowledge, there were no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

Related Party Transactions

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

Relationship with Opal Retirement Inc. and Opal Development Limited Partnership

Opal Retirement Inc. ("Opal Retirement") is a wholly owned subsidiary of Care Pacific Holdings Ltd. ("Care Pacific") and the owner of the Opal Project. Opal Development Limited Partnership is a wholly owned subsidiary of Opal Retirement. The following principal Element shareholders are the shareholders of Care Pacific: Grand Vision Development Ltd., Kefei Investments Ltd. and Royal West Pacific Holdings Inc. Mr. Bo Jun (Michael) Diao, the Chief Executive Officer and director of Element, is the President and a director of Care Pacific, the sole director and officer of Opal Retirement Inc. and the sole director and shareholder of Royal West Pacific Holdings Inc. Messrs. Hua Min Chen, Hua Jie Chen and Hong Chao Chen are shareholders of Grand Vision Development Ltd. ("Grand Vision"). Mr. Bo Jun (Michael) Diao is the sole director of Grand Vision and is also the chairman and a director of Care Pacific. Mr. Ke Fei Deng is the sole shareholder and director along with Ms. Mei Deng of Kefei Investments Ltd. Mr. Ke Fei Deng is also a director of Care Pacific.

Relationship with Care Pacific (Maple Gardens) Inc. ("Maple Gardens")

Maple Gardens is a wholly owned subsidiary of Care Pacific and the owner of the Oasis project. The following principal Element shareholders are the shareholders of Care Pacific: Grand Vision Development Ltd., Kefei Investments Ltd. and Royal West Pacific Holdings Inc. Mr. Bo Jun (Michael) Diao, the Chief Executive Officer and director of Element, is the President and a director of Care Pacific, the sole director and officer of Maple Gardens, and the sole director and shareholder of Royal West Pacific Holdings Inc. Regarding ownership and directorship of Grand Vision Development Ltd. and Kefei Investments Inc., please see above.

Transactions with Opal Retirement Inc. (Opal Project)

During the nine months ended February 28, 2017, $500,000 (February 29, 2016 - $nil) of deferred revenue carried forward from the prior year was recognized as revenue in September 2016. In addition, there was $12,243 owing from Opal Retirement.

Transactions with Maple Gardens (Oasis Project)

There were no transactions with Maple Gardens for the three and nine months ended February 28, 2017 (February 29, 2016 - $1,000,000).

Transactions with City Group Holdings Ltd.

City Group Holdings Ltd. ("City Group") is a holding company owned by Mr. Don Ho, the President of Element. City Group is also an Element shareholder. On October 6, 2014, Element and City Group entered into a rental agreement for office space (1,322 sq. ft.) with a three-year term commencing on December 16, 2014 for monthly rent of $5,930 plus GST. This lease was amended effective May 1, 2016 to increase the rent to $10,321 plus GST to reflect the increase in office space Element is occupying (2,307 sq. ft.) During the three and nine months ended February 28, 2017, Element paid rent in the amount of $30,990 and $92,716, respectively (February 29, 2016: $17,654 and $52,732) to City Group.

Transactions with the Independent Directors

During the three and nine months ended February 28, 2017 (February 29, 2016: $Nil), the independent Directors received $10,000 and $36,000 in director fees, respectively. In addition, the Company paid consulting fees of $nil (February 29, 2016: $19,175) to a certain independent director during the three months and nine months ended February 28, 2017.

Key Management Personnel Compensation and Transactions with Directors and Senior Officers

Key management personnel included the Company's directors and key employees consisting of the President; the Chief Executive Officer; the Chief Financial Officer; Vice-President, Leadership and People Development; Vice-President, Project Development; Vice-President, Operations and Vice-President, Marketing and Corporate Relations. Compensation of key management personnel for the nine months ended February 28, 2017 consisted of salaries, consulting fees and short-term benefits of $685,937 (February 29, 2016 - $831,938). The comparable period for the previous year included a Chief Operating Officer and an Executive Vice-President.

Subcontractor/consulting fees paid to the CFO were $28,512 and $53,513 for the three and nine months ended February 28, 2017 compared to $12,500 and $34,167 for the comparable periods in the previous year.

At February 28, 2017, Element had advanced $2,909 to a senior officer for travel expenses.

Critical Accounting Estimates and Changes in Accounting Policies

As disclosed in Note 4, in preparing these consolidated interim financial statements, the accounting policies utilized are consistent with those utilized in the preparation of the annual audited financial statements for the year ended May 31, 2016.

The significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the annual audited financial statements for the year ended May 31, 2016.

Financial Instruments and Other Instruments

Classification of Financial Instruments:

<u>Fair Value of financial instruments</u>

As at February 28, 2017, the Company's financial instruments consisted of cash, advances to employees, accounts payable and accrued liabilities, and due to related party. The fair values of cash, advances to employees, accounts payable and accrued liabilities, and due to related party approximate their carrying values because of their current nature.

Element classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

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 following table sets forth Element's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	February 28, 2017	May 31, 2016
Financial Assets:					
Cash	$ 2,401,720	-	-	$ 2,401,720	$ 3,737,092

Credit Risk

Financial instruments that potentially subject Element to concentrations of credit risks consist principally of cash, and advances to employees. The Company considers the risk of loss relating to cash to be low because these instruments are held only with highly rated financial institutions. Element assesses the requirement for a provision based on historical experience.

Liquidity Risk

Liquidity risk is the risk Element may encounter difficulties in meeting its obligations associated with financial liabilities and commitments. The Company has successfully financed its operations through private placements when additional capital is necessary and raised $709,800 in gross proceeds in the first quarter.

Market Risk

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

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. For the period ended February 28, 2017, the Company's revenues and expenses are in Canadian dollars. The Company is not exposed to significant currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Disclosure of Share Data as at April 28, 2017

Authorized: Unlimited common voting shares without nominal or par value

The following table sates the diluted share capital of the Company as at April 28, 2017:

	Numbers of shares outstanding
Issued share capital as at April 28, 2017	**55,832,188**
Shares reserved for issuance pursuant to share purchase options outstanding (1)	1,160,000
Shares reserved for issuance pursuant to share purchase warrants outstanding	-
Diluted total	**56,992,188**

Notes:

(1). As at April 28, 2017, the Company had outstanding stock options enabling holders to acquired common shares of the Company as follow:

Numbers of options	Exercise price	Expiring date	Options Exercisable
1,000,000	$ 0.25	May 26, 2021	1,000,000
160,000	$ 0.25	February 24, 2022	160,000
1,160,000			1,160,000

Risks and Uncertainties

The following risk factors apply to the Company's overall business whether Element is under a management contract as operator only or whether Element is managing a retirement community that it has an ownership interest in.

General Business Risks

The Company is subject to general business risks and to risks inherent in the seniors' housing industry and the ownership of real property. These risks arise from a wide range of factors including: changes in varying levels of demand for retirement living and related services; fluctuation in occupancy levels; the inability to maintain or increase rents; increases in commodity costs, utility, energy and other operating costs; increases in construction costs; changes in the availability of and cost of labour; possible future changes in labour relations; competition from or the oversupply of other similar properties; increases in home care support; changes in neighbourhood or location conditions and general economic conditions; the recurring need for renovation, refurbishment and improvement of properties; changes in regulations, trends, technology and service requirements in the seniors' housing industry; health-related risks; disease outbreak and control risks; the imposition of increased taxes or new taxes; changes in cash flow, liquidity and interest rates; the availability of financing for development; changes in the availability and cost of money for long-term financing which may render refinancing of mortgages difficult or unattractive; operating or capital needs; the potential impact of a prolonged recession; a downturn or change in demographics; changes in critical accounting policies; and the ability of the Company to secure management contracts. In addition, the potential for reduced revenue growth exists in the event that the Company is unable to maintain its managed properties at a level that meets the expectation of its residents thus affecting the corresponding occupancy levels within these properties. Moreover, there is no assurance that expected demographic trends will continue or that the occupancy levels achieved to-date at the Company's properties and expected in the future will continue to be achieved. Any one of, or a combination of, these factors may adversely affect the cash available to, or the financial position, of Element.

Real Property Ownership and Lack of Diversity

As mentioned earlier Element's medium and long-term business plan involves the acquisition of real estate. Real property investments are subject to a degree of risk which could have a material adverse effect on the business, results of operations and financial position of the Company. They are affected by various factors including changes in general economic conditions (such as the availability of mortgage funds) and in local conditions (such as an oversupply of space or a reduction in demand for real estate in the area); the attractiveness of the properties to residents; competition from other available space; and various other factors. In addition, fluctuations in interest rates may affect the Company. By specializing in one segment of the real estate industry (seniors' rental residences), the Company is exposed to adverse effects on that segment of the real estate market and does not benefit from the diversification of its portfolio by type of property. If properties do not generate revenues sufficient to meet operating expenses, debt service and capital expenditures, the Company's results from operations could be adversely affected. The performance of the economy in each of the areas in which the properties are located affects occupancy, market rental rates and expenses. These factors consequently can have an impact on revenues from the properties and their underlying values. The financial results and labour decisions of major local employers may also have an impact on the revenues from and value of certain properties. Certain significant expenditures involved in real property investments, including real estate/property taxes, maintenance costs, mortgage payments, insurance costs and related charges represent liabilities which must be met throughout the period of ownership of real property regardless of whether the property is producing any income. Some of the expenditures are variable, and beyond the control of the Company. If the Company is unable to meet mortgage payments on any property, losses could be sustained as a result of the mortgagee's exercise of its rights of foreclosure or sale or the lender's exercise of other remedies. Costs may also be incurred in making improvements or repairs to property required by a new resident and income may be lost as a result of any prolonged delay in attracting suitable residents to the vacant space as a result. There is a real possibility that the Company may experience inadequate or negative cash flow on a property as a result of escalating operating costs or declining revenue.

Liquidity of Real Estate Investments

Real property investments are relatively illiquid. This illiquidity will tend to limit the ability of the Company to vary its portfolio promptly in response to changed economic or investment conditions. There is a risk that the Company would not be able to sell its assets or that it may realize sale proceeds of less than the current book value of its communities.

Continued Growth

In addition to the general economic environment, the Company's growth prospects are essentially dependent on its ability to: successfully acquire new management contracts, successfully acquire ownership interests in newly targeted retirement residences; obtain approvals and construction financing for properties currently in pre-development and to successfully complete the construction and lease-up of the development; to find acquisition opportunities or new development opportunities in locations that meet Element's stringent criteria; and improve the financial performance of Element's existing communities. There is a risk that even should economic conditions remain the same or improve, the Company may not be able to achieve growth. The ability to grow may require the issuance of additional common shares and the ability to do so may not always be a viable capital-raising option. Furthermore, timing differences may occur between the issuance of additional common shares and the time the proceeds may be used to invest in new properties. Depending on the duration of this timing difference, this may be dilutive. Element expects that it will have opportunities to acquire properties which will be accretive and enable it to increase cash flow through improved management and operations, but there can be no assurance that will be the case.

Acquisition and Development Risk

The Company will continue to seek and advance new developments, both corporately and jointly with third parties, with experienced industry participants and capital participants; however, new developments increase the risk that projected financial returns may not be achieved and that cost overruns or start-up losses may require further equity injections. In addition, any adverse impact from new developments will reduce the availability of capital from affected investors in co-tenancies for future developments. The Company evaluates each development separately including an extensive supply and demand analysis and establishing capital participants, to ensure certain criteria have been met. The Company attempts to reduce its development risk by entering into co-tenancy agreements with other investors, and the Company attempts to reduce future investments by relying upon its co-tenancy participants to provide the majority of capital required to develop new Element branded residences. However, in such instances the ability of co-owners to fund their share of existing debt, including mezzanine debt and completion loans, and guarantees, and/or fund additional capital requirements adds to the Company's risk (see "RISKS AND UNCERTAINTIES – *Reliance on Ability of Co-owners to Meet Their Obligations*" below). The Company is also subject to growth restrictions if it is unable to attract equity investors to enter into new co-tenancy agreements when new opportunities are identified.

The success of Element's business acquisition activities, whether carried out solely or with co-owners, will be determined by numerous factors, including the ability of the Company to identify suitable acquisition targets, competition for acquisition opportunities, purchase price, ability to obtain adequate financing related to such acquisitions on reasonable terms, financial performance of the business after acquisition, and the ability of the Company to effectively integrate and operate the acquired businesses. Acquired businesses may not meet financial or operational expectations due to unexpected costs associated with the acquisition, as well as the general investment risks inherent in any real estate investment or business acquisition, including the existence of unexpected or undisclosed liabilities and the risk that Element's recourse against third parties may not be adequate to mitigate such liabilities entirely. Moreover, new acquisitions may require significant management attention or capital expenditures that would otherwise be allocated to existing businesses. Any failure by the Company to identify suitable candidates for acquisition or operate the acquired businesses effectively may have an adverse effect on the business, results of operations or financial conditions of the Company.

Acquisitions, sales and development agreements entered into with third parties may be subject to unknown, unexpected or undisclosed liabilities which could have a material adverse impact on operations and financial results of Element. Representations and warranties given by such third parties to Element may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties.

In addition, the letters of intent and purchase or sales agreements entered into with third parties with respect to such acquisitions or sales, as applicable, are generally subject to certain closing conditions, and in some cases, the granting of regulatory approvals. Such acquisitions or sales may not be completed due to the failure to satisfy closing conditions or the failure to receive required regulatory approvals and certain funds paid by Element may not be recoverable.

Reliance on Ability of Co-owners to Meet Their Obligations

In situations where the Company is developing assets with co-owners there exists a risk that co-owners may not be able to meet their ongoing obligations. The Company may provide advances, mezzanine financing, completion loans and guarantees on the indebtedness of certain co-owners in excess of the Company's proportionate interest in such projects. Until a new development is leased-up, the Company faces risks that are significantly higher than its pro rata ownership share. If the Company's guarantee is called upon, or the mezzanine and/or completion loan debt cannot be repaid through refinancing and there is insufficient equity in the property, and the co-owners are unable to fund their proportionate share of the indebtedness, the Company may be unable to recover the amount paid in excess of its proportionate interest. The Company may remedy such an event by acquiring such defaulting co-owners' interests at below cost, however the Company would have to fund such co-owners' share of the mezzanine debt, completion loan and/or guarantee. The Company may also be exposed to adverse developments, including a possible change in control, in the business and affairs of its co-owner partners, which could have a significant impact on the Company's interests in the project or affect the value of its interests, cause the Company to incur additional costs, impact the Company's ability to dispose of its interests in the project, or compel the Company to purchase the balance of the project.

Market Risk

Market risk is the risk of an adverse financial impact due to a change in market conditions, such as interest rates and equity prices that will affect the Company's income or the value of its holdings of financial instruments. The Company may buy derivative instruments in the ordinary course of business, and also may incur financial liabilities, in order to manage potential market risks. The Company is exposed to market risk as a result of its variable rate mortgages payable and any demand operating loan.

While the Company does not currently have any long-term debt, there can be no assurance that as fixed-term debt matures, renewal interest rates will not significantly impact future net income and cash flow.

Global Economic Financial Conditions

Adverse changes to the economic and financial conditions in Canada and globally could impact Element's ability to execute its operating, growth and financing strategies, which in turn could have a material adverse impact on Element's business, profitability and financial position. Global financial conditions may negatively impact access to public financing and may impact the Company's ability to obtain future financing on favourable terms. If such increased levels of volatility and market turmoil return, the Company's operations could be adversely impacted and the trading price of Element's common shares could be affected.

Liquidity Risk

Liquidity risk arises from the possibility of not having sufficient debt and equity capital available to the Company to fund its growth program and re-finance or meet its payment obligations as they arise. The Company's principal liquidity needs arise from or may arise from working capital requirements, debt servicing and repayment obligations, planned funding of maintenance, and possible property acquisition funding requirements.

Tax Risks

The Company is subject to various taxes including, but not limited to, Canadian income tax, goods and services tax (GST), harmonized sales tax (HST), land transfer tax and payroll tax, and its tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Geographic Concentration

A substantial portion of Element's business and operations is conducted in British Columbia. The market value of these properties and the income generated from them could be negatively affected by changes in local and regional economic conditions.

Competition

The seniors' housing industry is highly competitive. Numerous other companies, developers, managers and owners of seniors' housing residences compete with Element in seeking residents. Competition for residents is based primarily on convenience of location, quality of the residence, reputation of the operator/brand, rental rates and the range and quality of food, and the services and amenities offered. Competition for residents and prospective residents for Element's communities could adversely affect occupancies and Element's ability to attract residents and the rents which may be charged could affect Element's revenues and its ability to meet its debt obligations.

Competition for acquisitions of real properties can be intense and some competitors may have the ability or inclination to acquire properties at a higher price or on terms less favourable than those that the Company may be prepared to accept. An increased availability of investment funds in real estate, an increase in interest in real property investment or a decrease in interest rates may increase competition for real property investments and may increase purchase prices, reducing the yields on such investments or make it more difficult for the Company and its partners to locate and purchase suitable properties.

In addition to industry competition, the providing of in-home care services to seniors is enabling more and more seniors to remain in their homes for longer periods of time, thereby potentially eliminating or reducing their potential lengths of residency within retirement communities.

Element competes with various health care service providers and the hospitality operators in attracting and retaining skilled and qualified personnel to manage and operate the Company's communities. A shortage of trained and qualified personnel may require the Company to enhance wage and benefits packages in order to compete. No assurance can be given that labour costs will not increase, or that if they do increase, they can be matched by corresponding increases in rental and management revenue.

Reliance on Attracting Seniors with Sufficient Resources to Pay

The Company currently, and for the foreseeable future, expects to rely primarily on its residents' ability to pay rents and purchase services from their own or familial financial resources. Generally, only seniors with income or assets meeting or exceeding the comparable median in the region where the Company's properties are located can afford the Company's services. Inflation or other circumstances that adversely affect the ability of seniors to pay for the Company's services could have an adverse effect on the Company. Volatility in the residential real estate market generally, and in the economy as a whole, may affect the ability of potential residents to realize proceeds from the sale of a principal residence, or to generate income, which would otherwise allow them to be able to afford to live in a retirement community. If the Company encounters difficulty in attracting seniors with adequate resources to pay for its services, its business, operating results and financial condition could be adversely affected. It is important to note that revenues in the seniors' housing industry are not immune from economic factors (notably interest rates on retirees' savings, the ability of seniors to sell their existing residences and the value they will realize from such sales, and concerns about the funding of pension plans).

Reliance on Rentals and Rental Increases

Upon the move-out of any resident, there can be no assurance that the resident will be replaced or that a new resident will pay the same or greater amount of rent. The failure to achieve rentals and maintain or increase rents may have an adverse effect on the financial condition of the Company.

Reliance on Attracting Co-owners

The Company may rely upon co-owner participants to provide the majority of the equity capital required to develop new Element residences. These co-tenancy participants enter into long-term management contracts with the Company for the management of the property that will be developed or operated. There is no guarantee that the Company will be able to attract co-tenancy participants to provide the majority of the equity capital required for new developments. As well, there is no guarantee that the Company will be able to continue to obtain additional long-term management contracts.

Operational Risks

The Company is exposed to all of the operational risks inherent in managing and owning independent living and assisted living rental retirement properties for seniors. There is no assurance that the Company's policies and procedures to address these operational risks will be adequate or effective. The Company maintains insurance to cover some of these risks. See "RISKS AND UNCERTAINTIES – Risks Related to Element and the Industry – *Liability and Insurance"* below.

Damage from Fire or Other Calamities

The Company's ability to sustain or grow its business is heavily dependent on efficient and uninterrupted operations at its communities. Power failures or disruptions, the breakdown, failure or substandard performance of equipment, the improper installation of equipment and the destruction of buildings, equipment and other facilities due to natural disasters such as hurricanes, fire or earthquakes would severely affect its ability to continue operations. While it does maintain certain insurance policies covering losses due to fire, lightning and explosions, there can be no assurance its coverage would be adequate to compensate Element for the actual cost of replacing such buildings, equipment and infrastructure nor can there be an assurance that such events would not have a material adverse effect on its business, financial condition, results of operations or prospects. Even if losses were covered by insurance, damage to the Element brand could be substantial.

Liability and Insurance

The Company's business entails an inherent risk of liability, including with respect to injury or death of its residents. Management expects that from time to time the Company may be subject to lawsuits as a result of the nature of its business. The Company maintains general and professional liability, business interruption and property insurance policies in amounts and with such coverage and deductibles as deemed appropriate, based on the nature and risks of the business, historical experience and industry standards. However, certain types of losses are either uninsurable or not economically insurable. There can be no assurance that claims in excess of the Company's insurance coverage or claims not covered by its insurance will not arise or that the liability coverage will continue to be available on acceptable terms. A successful claim against the Company not covered by, or in excess of, its insurance could have a material adverse effect on the Company's business, operating results and financial condition. Claims against the Company, regardless of their merit or eventual outcome, also may have a material adverse effect on the Company's ability to attract residents or expand its business, and will require management to devote attention and resources to addressing such claims. There exists a risk that the insurance companies from which insurance is purchased may become insolvent and unable to fulfill their obligations to defend, pay or reimburse the Company when that obligation becomes due. The Company's policies are renewable periodically and the Company must negotiate acceptable terms for coverage upon renewal, exposing the Company to the volatility of the insurance markets, including the possibility of rate increases, and the Company cannot be sure to obtain insurance in the future at acceptable levels.

Litigation and Other Disputes May Adversely Affect the Company's Assets and Share Price

In the normal course of the Company's operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings, termination of employment and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner that is materially adverse to the Company and as a result, could materially adversely affect the business, results of operations and financial condition of the Company. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Company's business operations, which could materially adversely affect the business, results of operations and financial condition of the Company and its ability to pay dividends on its common shares.

Dependence on Executives and Other Personnel

The Company's success depends heavily on its ability to attract, retain and motivate key management and operating personnel. As Element expands its portfolio of retirement residences, it will require more skilled and experienced personnel. Recruiting personnel for the retirement industry is highly competitive and Element's failure to attract or retain qualified personnel could have a material adverse effect on its business. See "RISKS AND UNCERTAINTIES – *Competition*" above.

Additionally, Element is dependent on the services of key executives, and a small number of other highly skilled and experienced executives and personnel. The loss of technical knowledge, management expertise, and knowledge of operations of one or more members of the Company's executive management could result in a diversion of management resources, as the remaining members of management would need to cover the duties of any executive officer who leaves the Company and would need to spend time usually reserved for managing the business to spend time to search for, hire and train new members of the management team. The loss of some or all of the Company's executives could negatively affect the Company's ability to develop and execute its business strategy, which could adversely affect the Company's business and financial results. Additionally, Element's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Changes in the Regulatory Environment

Laws periodically change and regulatory bodies may impose licensing requirements for certain facilities, health standards or services, change the terms of licences or impose more stringent environmental laws and regulations in the future. Inspections may identify deficiencies in the Company's operations. Changes in the law and regulations and inspections could have an adverse effect on the Company's operations and financial condition.

Personal Information

As a custodian of a large amount of personal information and personal health information relating to Element's employees and its residents, the Company is exposed to the legal and reputational risk of the loss, misuse or theft of any such information. Element mitigates this risk by deploying appropriate technology and training for its employees relating to the safeguarding of such information.

Risks Related to a Public Company and Common Shares

Volatile market price for common shares

The market price for common shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- changes in estimates of future results of operations by Element or securities research analysts;
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company;
- addition or departure of the Company's executive officers and other key personnel;
- release or other transfer restrictions on outstanding common shares;
- sales or perceived sales of additional common shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- news reports relating to trends, concerns or competitive developments, regulatory changes and other related issues in the Company's industry or target markets;
- conditions in the seniors' housing industry and real estate industry generally;
- interest rates;
- the market for similar securities;
- general economic conditions in the financial markets;
- the Company's dividend practice; and
- the Company's financial condition, performance, creditworthiness and prospects.

Financial markets can have significant price and volume fluctuations that can affect the market prices of equity securities of companies and that may be unrelated to the operating performance, underlying asset values or prospects of the companies. Accordingly, the market price of the Company's common shares may decline even if the Company's operating results, underlying asset values or prospects have not changed.

Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the Company's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in a limited or no investment in the common shares by those institutions, which could adversely affect the trading price of the common shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility continue, the Company's operations and the trading price of the common shares may be adversely affected.

Financial Markets

Uncertainty in the stock and credit markets may materially adversely affect the Company's ability to access additional financing for the continuation of the Company's operations and other purposes, including obtaining any renewals of existing financing on commercially reasonable terms, which may materially adversely affect the Company's business. Uncertainty over whether the economy will be materially adversely affected by inflation, deflation or stagflation and the systematic impact of increased unemployment, volatile energy costs, geopolitical issues and availability and cost of credit may contribute to increased market volatility and weakened business and consumer confidence. The future state of the financial markets may cause the Company to seek alternative sources of potentially less attractive financing, and may require the Company to adjust its business plan accordingly. This may also make it more difficult or costly for the Company to raise capital, including the issuance of equity securities. The current conservative nature of the financial markets may have a material adverse effect on the market value of the common shares and the business, results of operations and financial condition of the Company.

Dilution and Future Sales of Common Shares

The Company's articles permit the issuance of an unlimited number of common shares and an unlimited number of preferred shares, and shareholders will have no pre-emptive rights in connection with such further issuances. The directors of the Company have the discretion to determine the price and the terms of issue of further issuances of common shares and preferred shares.

Disclosure Controls and Internal Controls Over Financial Reporting

Element's business could be adversely impacted if there are deficiencies in disclosure controls and procedures or internal controls over financial reporting. The design and effectiveness of Element's disclosure controls and procedures and internal controls over financial reporting may not prevent all errors, misstatements or misrepresentations. While management continues to review the effectiveness of the Company's disclosure controls and procedures and internal controls over financial reporting, it cannot assure that Element's disclosure controls and procedures or internal controls over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, particularly material weaknesses, in internal controls over financial reporting which may occur in the future could result in misstatements of the Company's results of operations, restatements of Element's financial statements, a decline in share price, or otherwise materially adversely affect Element's business, reputation, results of operation, financial condition or liquidity.

Future Sales of Common Shares by Directors and Executive Officers

Subject to compliance with applicable securities laws, officers and directors and their affiliates may sell some or all of their common shares in the future. No prediction can be made as to the effect, if any, such future sales of common shares will have on the market price of the common shares prevailing from time to time. However, the future sale of a substantial number of common shares by the Company's officers and directors and their affiliates, or the perception that such sales could occur, could adversely affect prevailing market prices for the common shares.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (BC) ("Corporations Act") dealing with any conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Cautionary Note Regarding Forward-Looking Information

The Company's financial statements and this accompanying MD&A contain statements that constitute "forward-looking statements" involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecasted or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "RISKS AND UNCERTAINTIES" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. There can be no assurance that forward-looking 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.

Approval

The Board of Directors of the Company have approved the disclosure contained in this MD&A.

Additional Information

Additional information related to the Company can be found on SEDAR at www.sedar.com and on the Company's website at www.elementliving.com.