Fortress Technologies Inc.
(formerly Fortress Blockchain Corp. and Focused Capital II Corp.)

Management Discussion and Analysis
Six months ended June 30, 2019

Fortress Technologies Inc.
(formerly Fortress Blockchain Corp. and Focused Capital II Corp.)
Management's Discussion and Analysis of Financial Condition and Results of Operations
June 30, 2019
Expressed in CDN Dollars unless otherwise indicated

Introduction

The following management's discussion and analysis ("**MD&A**") of the financial condition and results of the operations of Fortress Technologies Inc. (formerly Fortress Blockchain Corp. and Focused Capital II Corp. or "**Focused II**") constitutes management's review of the factors that affected the Company's financial and operating performance for the six months ended June 30, 2019. The MD&A is intended to help the reader understand Fortress Technologies Inc. ("**Fortress**", "**we**", "**our**" or the "**Company**"), our operations, financial performance, current and future business environment and the opportunities and risks facing the Company. The risks are explicitly set out in Appendix 1 of this MD&A. In addition, certain statements in this MD&A incorporate forward looking information and readers are advised to review the cautionary note regarding forward looking statements in section 12 of this MD&A.

This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements for the Company for the period ended June 30, 2019, and the related notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the reporting period is not necessarily indicative of the results that may be expected for any future period. The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee ("**IFRIC**"). Further information about the Company and its operations can be obtained from SEDAR on www.sedar.com.

This MD&A contains information up to and including August 27, 2019.

Contents of the MD&A

1. DESCRIPTION OF THE COMPANY

Fortress Technologies Inc. is a technology company headquartered in Vancouver, BC and with operations established in North America. On February 19, 2018, Fortress Blockchain Corp. entered into a letter of intent with Focused Capital II Corp. and entered into a definitive business combination agreement on March 21, 2018, which set forth the terms of the business combination of Fortress Blockchain Corp. and Focused Capital II Corp. and the issuance of securities of Focused Capital II Corp. in exchange for Fortress Blockchain Corp.'s securities. The Qualifying Transaction (the "**QT**") involved the merger of Focused Capital II Corp. and Fortress Blockchain Corp. by way of 3-corner amalgamation between Focused Capital II Corp., Fortress Blockchain Corp. and 1171054 B.C. Ltd., a wholly-owned subsidiary of Focused Capital II Corp., pursuant to the business combination agreement.

The QT was completed on August 16, 2018. Focused Capital II Corp. became the resulting parent company and was renamed as Fortress Blockchain Corp. ("**Fortress**" or the "**Company**"). On August 22, 2018, the Company was listed for trading on the TSX-V under the ticker symbol "FORT". Fortress' filing statement and related documents in connection with the QT are available under its profile on SEDAR at www.sedar.com.

On April 10, 2019 the Company was renamed Fortress Technologies Inc.

Focused II was incorporated as a private company under the Business Corporations Act (Ontario) on July 13, 2011. Focused II's financial year-end was June 30. The Company was classified as a Capital Pool Company as defined in Policy 2.4 – Capital Pool Companies ("**Policy 2.4**") of the TSX Venture Exchange ("**Exchange**"). Focused II did not have commercial operations and had no assets other than cash, deposits and prepaids. It did not carry on any business other than identifying and evaluating other companies with a view to completing a transaction to acquire significant assets by way of purchase, amalgamation, reverse take-over or arrangement with another company (a "**Qualifying Transaction**").

2. QUALIFYING TRANSACTION

On August 16, 2018, Fortress Blockchain Corp. (formerly Focused Capital II Corp.) announced the closing of its Qualifying Transaction, as defined under the policies of the Exchange pursuant to the business combination agreement between the Company and Fortress Blockchain Corp. ("**Fortress**") dated March 21, 2018, as amended (the "**Transaction**").

The Transaction involved the acquisition of all of the issued and outstanding shares of Fortress by way of a three-cornered amalgamation. As part of the Transaction, Fortress amalgamated with 1171054 B.C. Ltd. to form "Fortress Blockchain Capital Holdings Corp.", a wholly-owned subsidiary of the Company.

As a result of the Transaction, the Company also (a) completed the continuation of its corporate existence from the province of Ontario to the province of British Columbia; (b) consolidated its outstanding shares on the basis of 1 post-consolidation share for every 3.25077 pre-consolidation shares; and (c) changed its name to "Fortress Blockchain Corp."

Expressed in CDN Dollars unless otherwise indicated

In connection with the Transaction, the Company issued (on a post-consolidation basis):

a. an aggregate of 69,277,981 common shares issuable in exchange for the outstanding Fortress Shares;

b. an aggregate of 18,200,000 replacement warrants issuable in exchange for the outstanding Fortress warrants, each exercisable into one common share at a price of $0.50 with expiry dates ranging from January 4, 2019 to January 8, 2023;

c. an aggregate of 1,050,000 replacement broker options with an expiry date of January 9, 2020 issuable in exchange for the outstanding Fortress broker options, each exercisable into one common share at a price of $0.50; and

d. an aggregate of 2,102,500 replacement options with an expiry date of February 20, 2028, issuable in exchange for the outstanding Fortress options, each exercisable into one common share at the following exercise prices: (a) 1,550,000 Replacement options at an exercise price of $0.60 per common share; and (b) 552,500 replacement options at an exercise price of $0.50 per common share.

Following completion of the Transaction and consolidation, the Company has issued and outstanding an aggregate of 71,177,984 post-consolidation common shares.

On the close of the QT, a total of 233,000 stock options were granted to certain advisory board members and consultants of the Company pursuant to the Company's stock option plan. The options are exercisable for a period of ten years at a price of $0.60 per share.

3. WEHASH TRANSACTION

On November 1, 2017, prior to the incorporation of Fortress Corp., the directors of Fortress Corp. entered into an asset purchase agreement with WeHash Technology LLP ("**WeHash**") to acquire their operating 2MW Grant County Bitcoin mining data center (the "**Flagship Facility**") that was used to host customers who mined cryptocurrencies (the "**Agreement**"). In accordance with the Agreement, the directors acquired the Flagship Facility and assumed the lease of real property and electrical utility rates. On December 22, 2017, the Agreement was amended and the rights and obligations under the Agreement were assigned to Fortress Corp. The transaction was completed on February 16, 2018.

The total consideration was as follows:

Considerations		
Cash payment – US$3,000,000	$	3,747,925
Units issued to WeHash – 3,500,000 units of the Company		1,750,000
Transaction expenses		154,156
Listing expenses	$	5,652,081

The fair value of 3,500,000 units of the Company was estimated to be $0.50 per unit using the price of a financing that was completed prior to the closing of the acquisition of the Flagship Facility.

4. OUTLOOK

Fortress Technologies Inc. is a well-capitalized company currently evaluating emerging opportunities in technology sectors. Fortress is focused on developing projects where access to growth capital is highly valued. The Company's Board of Directors and Management has an accomplished track record in business development and building shareholder value, and thus the Company is well positioned to find an accretive path forward for the business. Fortress looks to develop projects that combine intellectual property with the potential for widespread adoption of technological innovation. The Company's Board exercises careful oversight, only considering opportunities that can demonstrate long term viability, in order to earn strong stakeholder support. Additionally, Fortress benefits from a tightly held capital structure with founders and directors owning over 30% of the Company. Currently there are 64,446,261 shares outstanding out of a total of 71,177,984 shares issued and reserved for issuance.

Fortress is proud to have completed the audit of its 2018 financial statements, and noted the Company's internal controls and engineering processes contributed to this process. Fortress is evaluating the optimal strategy to realize long term value from the crypto-mining operations. Management notes that the impairment value of the crypto-currency mining assets used in the 2018 year end financial statements are based on salvage value of the individual components. The Company believes the value of the Flagship Facility as a continuing operation has much greater value.

There are several factors that are critical to the profitability of a Bitcoin or Bitcoin Cash mining facility. These include low electricity, using specialized, SHA256 ASIC mining hardware, mining difficulty, and reducing other data center costs while maximizing the hashrate generated from the mining hardware based on available power capacity. The discussion below addresses each of these factors.

The narrative below provides consideration for the value of the Flagship Facility as a Bitcoin mining operation from April 1, 2019 onwards.

a. Electricity Costs

The cost of power is the primary determinant in the profitability of proof-of-work mining of digital currencies. The Grant County Public Utility District (GCPUD) Rate 17-B Evolving Industries average all-inclusive electrical cost is US$0.034 per kWh, compared to many competitors who are paying US$0.04 or higher per kWh for electricity.

The rate of electricity for Evolving Industries is reviewed annually. The Company expects that the GCPUD will announce the April 2020 electrical rates in the Fall/Winter of 2019.

b. Mining Hardware

Fortress purchased Bitmain S9 ASIC Miners, a SHA256 ASIC Bitcoin Miner. These Miners consume a low amount of energy per hash (measured in Joules per Terahash [J/TH]), making them amongst the most efficient SHA-256 ASIC miners available on the market at the time of purchase.

Fortress received its new Miners in the first week of March 2018 and began installing them in its Flagship Facility on March 7, 2018. All 1,400 Miners were installed by the end of March and the Company was operating the Flagship Facility at its rated 2MW capacity at the end of Q1, 2018. With each miner rated at 13.5 TH/s, with up to 1,400 S9 ASIC Miners operating, the total hash rate of the Flagship Facility is up to 18.9 PH/s (total number of miners operating dependent on outside ambient temperature).

As of March 5 2019, Fortress has mined 301 Bitcoin and 100 Bitcoin Cash at its Flagship Facility. From May 17, 2019 onwards to August 14, 2019, WeHash mined an additional 55 Bitcoin on behalf of Fortress under the terms of the amended sublease.

In the last week of October 2018, BitMain (the manufacturer of the S9 ASIC Miner) announced Overt ASIC Boost, which was a firmware update that allowed the S9 ASIC Miner to operate at the same hashrate but requiring 12-15% less electricity. Initial releases of this firmware resulted in S9 ASIC Miners with lower power consumption, however with reduced hashing (about 12.7 TH/s instead of the rated 13.5TH/s). BitMain released an updated firmware stack on November 2, 2018 which the Company installed on all its S9 ASIC Miners. The Company recorded an improvement in the hashing, while also measuring a reduction in the consumption of power. The result is the Company's S9 ASIC Miners are now hashing at 13.5 TH/s on average consuming 14% less power. Previously, the Company measured the power consumption of the S9 ASIC Miners to average 1450W (within the +10% swing advertised by BitMain on the 1323W rated electrical consumption). With Overt ASIC Boost the Company's S9 ASIC Miners were consuming approximately 1250W on average. The CEO and former CTO of Fortress studied the capacity of the existing circuitry 2MW facility to determine additional S9 ASIC Miners could be safely installed. As a result, the Company installed an additional S9 ASIC Miners to increase overall hashing output of the 2MW mine. As of the first week of March 2019, the Company was generating 20 PH/s from the 2MW mine.

c. Mining Difficulty

Another key variable that affects the profitability of mining Bitcoin is the mining difficulty ("**Difficulty**") set by the network. Difficulty is defined by the time it takes the network to mine two thousand and sixteen blocks which is intended to take exactly fourteen days at ten minutes per block. If the time taken to solve two thousand and sixteen blocks is less than fourteen days, the Difficulty is increased proportionately to ensure that the next batch of blocks takes the projected amount of time. If it took more than fourteen days, then the Difficulty is decreased. The Difficulty is the same for every Bitcoin miner and is an uncontrollable variable for Fortress. The Difficulty generally increases as more hashpower is applied to the Bitcoin mining network globally. As Difficulty rises, less efficient Bitcoin miners will become unprofitable and cease their mining activities. This should result in a reduction of global hashing power and consequently, smaller increases or even a decrease in the Difficulty rate. Since Fortress has lower mining costs and is running a more efficient mine compared to many competitors, the Flagship Facility has been able to withstand significant price decreases in Bitcoin and increases in Difficulty by continuing to mine Bitcoin with positive gross mining margins.

The Company uses gross mining margin as a key non-IFRS indicator to evaluate the efficiency and profitability of the mine. Gross mining margin is computed by deducting all direct costs related to mining such as electricity, rent, labour, internet access and similar expenses from the revenue generated from mining Bitcoin. Non-cash costs like depreciation are not deducted to arrive at gross mining margin. The gross mining margin provides a clear measure of cash generated from mining cryptocurrencies. Gross mining margin is a non-standard measure of mining efficiency that may be computed differently by other cryptocurrency miners and accordingly should not be considered in isolation or as a substitute for other IFRS operating and profitability measures of performance.

Expressed in CDN Dollars unless otherwise indicated

Run-Rate of Gross Mining Margin Summary
The forecasted run-rate schedule below the gross mining margins, assuming that other variable operating costs such as staffing remain constant. This run-rate is based on the current 2MW operating capacity and the following parameters:

- The price of Bitcoin ranging from US$6,000 to US$10,000 (US$9,989 as of August 14, 2019)
- The Difficulty ranging from 6E+12 to 1.4E+13 (10.0E+12 as of August 14, 2019)
- Fortress operating a hash rate of 19.6 PH/s from approximately 1,500 S9 ASIC miners
- Power usage of 2MW at a total electricity cost of US$0.034/kWhr and an all-in monthly cash operating expenses of US$70,000 per month (equivalent to US$0.048/kWhr) which includes the cost of staffing the mine 24/7, rent, insurance, internet and electricity costs ("**Monthly Cash Operating Expenses**").

		Bitcoin Price (USD)								
		$6,000	**$7,000**	**$8,000**	**$9,000**	**$10,000**	**$11,000**	**$12,000**	**$13,000**	**$14,000**
Difficulty	**6.00E+12**	$79,828	$104,800	$129,771	$154,742	$179,714	$204,685	$229,656	$254,628	$279,599
	7.00E+12	$58,424	$79,828	$101,232	$122,636	$144,040	$165,444	$186,848	$208,252	$229,656
	8.00E+12	$42,371	$61,100	$79,828	$98,557	$117,285	$136,014	$154,742	$173,471	$192,199
	9.00E+12	$29,885	$46,533	$63,181	$79,828	$96,476	$113,123	$129,771	$146,419	$163,066
	1.00E+13	$19,897	$34,880	$49,863	$64,845	$79,828	$94,811	$109,794	$124,777	$139,759
	1.10E+13	$11,724	$25,345	$38,966	$52,587	$66,207	$79,828	$93,449	$107,070	$120,690
	1.20E+13	$4,914	$17,400	$29,885	$42,371	$54,857	$67,343	$79,828	$92,314	$104,800
	1.30E+13	-$849	$10,677	$22,202	$33,727	$45,252	$56,778	$68,303	$79,828	$91,353
	1.40E+13	-$5,788	$4,914	$15,616	$26,318	$37,020	$47,722	$58,424	$69,126	$79,828

This table reflects the gross mining margin at the Flagship Facility based on the GCPUD Rate 17 for Evolving Industries. This table does not include the 10% Consulting Fee (to a maximum of US$10,000 monthly to payable WeHash). With Bitcoin priced at US$10,000 and a Difficulty rate of 10E+12, the Flagship Facility would generate a net income of approximately US$80,000 per month, of which WeHash would be paid US$8,000. This would result in Fortress earning approximately $72,000 USD per month (90% of the net income) or more than US$864,000 annually.

d. Growth Outlook

On March 27, 2019, the Company has subleased its Flagship Facility to WeHash for $25,000 USD per month to earn income from this operation, as it is still profitable. This agreement provides Fortress $25,000 USD per month of net income, with WeHash covering all expenses arising from the use of the facility, while ensuring the facility is kept in good operating condition, and at the conclusion of the sublease, the facility will be returned to Fortress with 20.0 PH/s of Bitcoin mining capacity.

On May 16, 2019 the Company renegotiated the sublease of its Mining Facility (the "**Sublease Amendment**"), allowing the Company to participate in the upside of rising Bitcoin prices. Replacing the flat-fee US $25,000 monthly rent (the "**Rent**"), the Company will now be paid the revenue from all Bitcoin mined at the Mining Facility, while paying the sub-lessee, WeHash, a 10% fee of monthly net profit, up to a maximum of US $10,000, payable monthly (the "**Consulting Fee**"). As part of the Consulting Fee, WeHash will be responsible for the custody and sale of mined Bitcoin and for transferring the proceeds of the sale of Bitcoin to the Company.

Following the amendment to the sublease, from May 17, 2019 onwards, the Mining Facility currently operates on the following terms:

- Electrical cost is US$0.034 per kWh;

- Electrical cost, staff, lease payments on the Mining Facility, internet and insurance are the "**Monthly Cash Operating Expenses**";

- At the end of each 30 day period, the total revenue from Bitcoin mined less Monthly Cash Operating Expenses, will determine the net profit from the sublease (the "**Net Profit**"). The Consulting Fee will represent 10% of the Net Profit, up to a maximum of US$10,000 for the 30 day period; and

- There is no upper bound in the amended sublease for the potential income earned by Fortress from mining revenue. At the recent difficulty levels as of August 14, 2019, WeHash is mining approximately 0.50 Bitcoin per day for Fortress.

As of August 26 2019, the Company's Mining Facility generated 61.48 Bitcoin which resulted in a recorded revenue of US$601,336. Total Monthly Cash Operating Expenses from the May 17 Sublease Amendment commencement until August 26, 2019 were approximately US$200,628.

Thus the Company's Mining Facility generated a 66% Cash Gross Mining Margin of $400,707, with an average cash cost to produce a Bitcoin of US$3,264. WeHash was paid a total consulting fee of approximately US$34,659 for custody and sale of Bitcoin during this period, which results in a Cash Net Mining Margin of US$366,049 to Fortress and an average cost of Bitcoin mined, stored and sold by WeHash on behalf of Fortress of US$3,827.

The Company maintains a strong cash position as of August 27, 2019 with over $10,600,000 in cash and GICs.

5. RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2019

Fortress is pleased to report progress on our cryptocurrency mining operations for the quarter.

Operational Highlights:

- For the three months ended June 30, 2019, WeHash, on behalf of Fortress, has mined and sold 31.43 Bitcoin over 45 days (from the May 17, 2019 Sublease Amendment commencement until June 30, 2019).

- As compared to when Fortress operated the facility, 53.71 Bitcoin were mined over 64 days from January 1, 2019 to March 5, 2019 (on March 5, 2019, the Company temporarily deactivated its Flagship Facility and then entered into a sublease at the Flagship Facility on March 27, 2019 which was later amended on May 16, 2019 as disclosed below).

- The average Bitcoin mined per day during Q2 2019 was 0.70 Bitcoin compared to 0.84 Bitcoin during Q1 2019, representing a 17% decrease.

- The average Bitcoin price for the forty five-day mining period in Q2 2019 is US$8,935 compared to US$3,694 for the average Bitcoin price for the sixty four-day mining period in Q1 2019.

- During Q2 2019, based on the Company's Sublease Amendment with WeHash operating the facility (see below) maintained its competitive cost of mining at US$2,789 per Bitcoin mined (based on quantity of Bitcoin produced divided by Monthly Cash Operating Expenses), which is one of the lowest per Bitcoin costs of production among digital currency mining companies listed on the TSX Venture Exchange ("**TSX-V**").

- WeHash mined, stored and sold the coins for the Company. The total cost of mining, storing, and selling Bitcoin to the Company was $3,307 including the Consulting Fee paid to WeHash for custody and sale of the coins.

Financial Highlights:

- The Company reported total revenue from the Sublease Amendment with WeHash for the three months ended June 30, 2019 of $439,836 ($262,980 for the three months period ended March 31, 2019), and a total of $702,816 for the six months ended June 30, 2019.

- Cash balance of $10,354,525 as at June 30, 2019 compared to cash balance of $10,564,795 as at December 31, 2018 shows a cash balance reduction of $210,270. This is attributed to currency revaluation along with one-time and prepaid expenses incurred by the Company of $237,466 during this six month period.

- Accordingly, the business was able to preserve its cash position outside these items (one-time and prepaid payments of $160,527 include annual audit fees, and the currency valuation reduction is $76,939, resulting from the decreased USD exchange rate from 1.3642 to 1.3087), during the six month period where the Bitcoin operation was temporarily shutdown.

Expressed in CDN Dollars unless otherwise indicated

- Fortress had gross mining margin of $271,410 during the quarter. The Company defines gross mining margin (a non-IFRS measure) as the revenue generated from mining activities less operating costs. Operating costs include Monthly Cash Operating Expenses, as well as incidental or accrued expenses. Depreciation, being a non-cash cost, is not deducted to arrive at the gross mining margin. Gross mining margin is a non-standard measure of mining efficiency and should not be considered as a substitute for other IFRS operating and profitability measures of performance. The table below reconciles gross mining margin for the respective periods to gross margin in the income statement.

Calculation of gross mining margin	**Q2 2019 ($)**	**Q1 2019 ($)**	**Q4 2018 ($)**	**Q3 2018 ($)**	**Q2 2018 ($)**	**Q1 2018 ($)**
Revenue	372,743	262,980	439,028	617,034	986,253	264,348
Less: Operating costs	130,431	199,441	258,652	232,760	245,381	61,169
Gross mining margin	**242,312**	**63,539**	**180,376**	**384,274**	**740,872**	**203,179**
Gross mining margin (%)	**65%**	**24%**	**41%**	**62%**	**75%**	**77%**
Less: Depreciation	93,990	57,390	1,743,741	284,893	281,520	93,981
Less: B&O taxes	16,278	-	-	-	-	-
Less: WeHash Consulting fees	21,717	-	-	-	-	-
Net mining margin	**110,327**	**6,149**	**(1,563,365)**	**99,381**	**459,352**	**109,198**
Sublease revenue (April/May flat fee)	67,093	-	-	-	-	-
Total Sublease margin(%)	40%	-	-	-	-	-
Gross margin per Income Statement	**138,618**	**966**	**(1,563,365)**	**99,381**	**459,352**	**109,198**
Gross margin (%)	31%	(0%)	(356%)	16%	47%	41%

- Fortress had a net loss of $403,195 during the quarter. The largest expenses were non-cash costs for share based compensation $95,639 and foreign exchange $172,600, and depreciation of $94,754. The corporate overhead (recurring costs relating to the staffing, operation and maintenance of the Company as TSX-V listed company in good standing) were approximately $30,000 per month, while the free cash flow from the mining operation in Q1 was $30,000 per month. The Company was well capitalized at the end of the quarter with cash balances of $10,354,525. Total assets were $11,339,479, primarily comprised of assets held for sale at the Flagship Facility and cash balances.

Expressed in CDN Dollars unless otherwise indicated

6. QUARTERLY RESULTS

The table below presents selected unaudited financial results of the Company for the quarters ended June 30, 2019, March 31, 2019, December 31, 2018, September 30, 2018, June 30, 2018 and June 30, 2018. Fortress Blockchain Corporation incorporated on November 14, 2017 and did not mine any cryptocurrencies or have any operations in 2017. As a result, the results for the period ended December 31, 2017 are not comparable. The Company commenced its mining operations on March 7, 2018 and so revenue was only generated from March 7, 2018 to March 31, 2018 whereas expenses are for the entire quarter.

Three months ended	Total revenue ($)	Net loss ($)	Basic and diluted loss per share ($)
June 30, 2019	439,836	(403,195)	(0.01)
March 31, 2019	262,980	(335,776)	(0.00)
December 31, 2018	439,028	(9,430,571)	(0.17)
September 30, 2018	617,034	(1,553,149)	(0.02)
June 30, 2018	986,253	(268,741)	(0.00)
March 31, 2018	264,348	(107,138)	(0.00)
December 31, 2017	-	(66,021)	(0.04)

- Revenue from the mining of digital currencies for the three months ended June 30, 2019 was $439,836 (Q1 2019: $262,980 from 53.7 Bitcoin) (Q4 2018: $439,028 from 64.8 Bitcoin and 16.4 Bitcoin Cash) (Q3 2018: $617,034 from 64.5 Bitcoin and 52.0 Bitcoin Cash) (Q2 2018: $986,253 from 93.8 Bitcoin and 31.1 Bitcoin Cash).

Financing Highlights:

There were no financing highlights for the six months period ended June 30, 2019.

During the year ended December 31, 2018, the Company completed the following transactions:

(i) Immediately prior to the closing of the RTO on August 16, 2018, the Company completed a consolidation of its common shares on the basis of 3.25 pre-consolidation shares to one post-consolidation common share for a pre-RTO balance of 1,900,003 common shares outstanding in the Company.

(ii) Upon completion of the RTO, the Company issued a total of 1,900,003 common replacement shares to the previous shareholders of Focused Capital II Corp.

(iii) On August 16, 2018, in accordance with the RTO, 69,277,981 common shares of Fortress were issued to the shareholders of Fortress Corp. as consideration for 100% of the issued and outstanding shares of Fortress Corp.

Prior to the RTO, the Company completed the following transactions:

On January 4, 2018, the Company completed a non-brokered private placement, issued 4,000,000 units at $0.10 per unit for gross proceeds of $400,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant shall be exercisable at $0.50 per warrant to acquire one additional common share of the Company during a period of 12 months following the date of issue. The Company incurred $30 of share issuance costs.

On January 4, 2018, the Company completed a non-brokered private placement, issued 1,400,000 units at $0.10 per unit for gross proceeds of $140,000. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each warrant shall be exercisable at $0.50 per warrant to acquire one additional common share of the Company during a period of 36 months following the date of issue.

On January 4, 2018, the Company completed a non-brokered private placement, issuing 3,600,000 common shares at $0.10 per common share for gross proceeds of $360,000.

On January 5, 2018, the Company completed a non-brokered private placement, issued 13,327,979 common shares at $0.30 per common share for gross proceeds of $3,998,394. The Company incurred $26,707 of share issuance costs.

On January 8, 2018, the Company completed a non-brokered private placement, issued 450,000 common shares at $0.30 per common share for gross proceeds of $135,000.

On January 9, 2018, the Company completed a brokered private placement, issued 30,000,000 common shares at $0.50 per share for gross proceeds of $15,000,000. In connection with the private placement, the Company paid agents' fees of $1,029,000, other share issuance costs of $99,994 and 3.5% compensation option with a fair value of $256,902 (1,050,000 compensation options, in aggregate) exercisable at a price of $0.50 per share for a period of 24 months following the closing.

On February 16, 2018, the Company completed the WeHash asset purchase agreement as disclosed in Note 3. As part of the purchase price, the Company issued 3,500,000 units at $0.50 per share. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant shall be exercisable at $0.50 per warrant to acquire one additional common share of the Company during a period of 12 months following the date of issue.

7. LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2019, the Company had a working capital surplus of $10,366,648 (December 31, 2018 – $10,569,297). The Company has sufficient cash balances to fund its current operating and administrative costs.

The net change in the Company's cash position for the six months ended June 30, 2019 was a decrease of $339,253 (period ended December 31, 2018 - $5,451,044) as a result of the following cash flows:

- Cash used in operations of $339,253 (December 31, 2018 - cash used in operations of $482,299), primarily due to the loss in the quarter and payments made to its payables and accrued liabilities in the quarter;
- Cash provided by investing activities of $nil (December 31, 2018 – cash used in investing activities of $8,581,965);
- Cash provided by financing activities of $nil (December 31, 2018 - $14,631,967), there were no financing in the quarter; and,
- Effect of exchange rate changes on cash of $183,782.

As at August 27, 2019, the Company maintains a strong cash position with over $10,600,000 in cash and GICs.

8. OUTSTANDING SHARE DATA

As at August 27, 2019, 71,177,984 common shares, 6,735,428 stock options and 10,000,000 warrants were issued and outstanding. There are securities law restrictions on resale, as well as voluntary restrictions, on certain shares.

Pursuant to the RTO dated August 16, 2018, a portion of the common shares, warrants and options issued as part of the transaction are subject to escrow restrictions. Pursuant to the escrow agreements, the shares will be released as follows: 25% on the date of the Final Exchange Bulletin respecting the RTO (August 20, 2018) and 25% will be released 6, 12, and 18 months thereafter.

As at August 29, 2019, the Company has the Company has 7,828,394 common shares in escrow.

9. RELATED PARTY TRANSACTIONS

Payments to Goldmoney.
The Company formerly had an account with Goldmoney to sell its digital currencies. Mr. Roy Sebag, the Founder, CEO and a major shareholder of Goldmoney is also the Chairman of the Board of Directors of Fortress. The Company paid US$1,023 (Cdn$1,366) to Goldmoney for the three months period ended March 31, 2019 (year ended December 31, 2018 - US$7,193 (Cdn$9,395)) as commissions payable for the sale of digital currencies (55.29 Bitcoin and 15.78 Bitcoin Cash) through Goldmoney.

Key Management Compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Company's corporate officers.

For the six months period ended June 30, 2019, key management compensation includes management and consulting fees paid for the amount of $100,997 (December 31, 2018 - $257,825) in relation to management consulting fees and $nil (December 31, 2018 - $42,716) for executive assistant and business consultant services provided by a company controlled by the CEO of the Company. These fees include services provided by two people, as well as the provision of office space and a corporate boardroom, a dedicated office telephone landline, along with computing and printing resources. The Company paid key management and accounting services to the company controlled by the CFO of the Company for the amount of $31,500 (December 31, 2018 - $15,750). For the year ended December 31, 2018, the Company paid key management salaries for the amount of $229,387 to the former CFO and former CTO. The Company incurred shared based compensation of $231,951 (December 31, 2018 - $400,451) to directors and management.

10. CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods. Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the consolidated financial statements are described below.

Significant Judgments

Asset acquisition

Management determines whether assets acquired and liabilities assumed constitute a business based on the criteria determined by IFRS 3. A business consists of inputs and processes applied to those inputs that have the ability to create outputs. The Company completed acquisition of the Flagship Facility from WeHash in February 2018 at which time, concluded that the transaction did not qualify as a business combination under IFRS 3, "Business Combinations". Management concluded that significant processes and inputs were not acquired and the outputs after the acquisition were different from those produced by WeHash. Accordingly, the transaction was accounted for as an asset acquisition.

Revenue recognition

The Company recognizes revenue from the provision of transaction verification services within digital currency networks, commonly termed "cryptocurrency mining". As consideration for these services, the Company receives digital currency from each specific network in which it participates ("coins"). Revenue is measured based on the fair value of the coins received. The fair value is determined using the spot price of the coin on the date of receipt, based on the daily average from www.blockchain.info. The coins are recorded on the consolidated statement of financial position, as digital currencies, at their fair value and re-measured at each reporting date. Revaluation gains or losses, as well as gains or losses on the sale of coins for traditional (fiat) currencies are included in profit or loss. The Company records the revaluation gains or losses in profit or loss because this is considered to be the most fair and accurate presentation of the Company's operations to the users of the financial statements.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the production and mining of digital currencies, and management has exercised significant judgement in determining appropriate accounting treatment for the recognition of revenue for mining of digital currencies. Management has examined various factors surrounding the substance of the Company's operations and the guidance in IFRS 15, Revenue from Contracts with Customers, including the stage of completion being the completion and addition of block to a blockchain and the reliability of the measurement of the digital currency received. In the event authoritative guidance is enacted by the IASB, the Company may be required to change its policies which could result in a change in the Company's financial position and earnings.

Significant Estimates

Fair value of financial instruments

The individual fair values attributed to the different components of a financing transaction, convertible debenture, is determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of the issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. The valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of the instrument that are not quoted in active market.

Deferred tax liabilities and assets
Deferred tax liabilities and assets are measured at tax rates expected in the period during which the asset is realized or the liability is settled, based on tax rates (and tax laws) that are enacted or substantively enacted at the end of the reporting period of the financial information. The measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that result from the manner in which the Company expects, at the end of the reporting period of the financial information, to recover or settle the carrying amount of its assets and liabilities.

Depreciation
Depreciation of the assets in the cryptocurrency data center is based on an estimate of the assets' expected life. In order to determine the useful life of the assets in the cryptocurrency mining center, assumptions are required about a range of computing industry market and economic factors, including global hashrates dedicated to proof of work mining, network difficulty, technological changes, release and availability of newer and more efficient hardware and other inputs, and production costs. Based on the data that management has reviewed, management has determined to use the straight-line method of amortization over three years, with a one third residual value, to best reflect the current expected useful life of mining equipment. Management will review its estimates and assumptions at each reporting date and will revise its assumptions if new information supports the change.

Impairment of non-financial assets
Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in-process development and the related marketing rights.

Taxes
The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and interpretation of the treatment for tax purposes of digital currencies by taxation authorities. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payments of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

Digital currency valuation
Digital currency denominated assets are included in current assets. Digital currencies are carried at their fair value determined by the spot rate based on the daily average from https://www.blockchain.com/en/charts/market-price and https://finance.yahoo.com/quote/BCH-USD/. The digital currency market is still a new market and is highly volatile; historical prices are not necessarily indicative of future value; a significant change in the market prices for digital currencies would have a significant impact on the Company's earnings and financial position.

Share based compensation
The Company utilizes the Black-Scholes Option Pricing Model ("**Black-Scholes**") to estimate the fair value of stock options granted to directors, officers, employees and consultants. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the calculation of the share based compensation; however, the most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has had limited history, is in a unique industry, and historical volatility is not necessarily indicative of future volatility.

Adoption of New Pronouncements

IFRS 16 – *Leases*

The Company adopted IFRS 16 effective January 1, 2019, using the modified retrospective approach. The comparatives for the 2018 reporting period have not been restated and are accounted for under IAS 17 Leases, as permitted under the specific transitional provisions in the standard. The transitional adjustments arising from the adoption are recognized in the opening consolidated financial statement of financial position on January 1, 2019 (refer to the impact of the IFRS 16 transition below).

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less, and leases of low-value assets. For these leases, the Company recognizes the lease payments as an expense in net income on a straight-line basis over the term of the lease.

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the following:

- the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company; and
- an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. It is depreciated in accordance with the Company's accounting policy for property, mill and equipment, from the commencement date to the earlier of the end of its useful life or the end of the lease term. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use assets are presented as property, mill and equipment and the lease liabilities are presented as loans on the consolidated statement of financial position.

Impact of Accounting Policy Changes – IFRS 16 Transition

The Company has applied IFRS 16 using the modified retrospective approach which requires the cumulative effect of initial application to be recognized in retained earnings at January 1, 2019. On adoption of IFRS 16, the Company recognized lease liabilities for leases previously classified as an operating lease under IAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the Company's applicable incremental borrowing rate as of January 1, 2019. The weighted average incremental borrowing rate applied to the lease liabilities on January 1, 2019 is 7.0%. For leases previously classified as finance leases under IAS 17, the carrying amount of the lease asset and lease liability immediately before transition was recognized as the carrying amount of the right-of-use asset and the lease liability at the date of initial application.

The Company has applied the following practical expedients permitted by IFRS 16:

- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at January 1, 2019 as short-term leases; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company exercised judgment regarding whether it was reasonably certain that the Company would exercise an option to extend a lease. The associated right-of-use assets were measured at the amount equal to the lease liability. As the Company's lease agreement for its cryptocurrency mine facility is ending on August 31, 2019, the Company was able to further extend its lease to December 13, 2019 while the Company is still evaluating future business opportunities. There was no material impact of the transition to IFRS 16 on the Company's statement of financial position.

Expressed in CDN Dollars unless otherwise indicated

IFRIC Interpretation 23

IFRIC Interpretation 23 *Uncertainty over Income Tax Treatments* ("IFRIC 23") was issued by the IASB on June 7, 2017. IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. There was no impact on the Company's condensed interim consolidated financial statements upon the adoption of the interpretation.

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and commodity price risk.

Credit risk
Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The financial instruments that represent a potential concentration of credit risk consist primarily of cash, digital currencies and receivables and prepaid expenses. The Company limits its exposure to credit loss by placing its deposits with Tier-1 Canadian financial institutions. All the receivables are current. The carrying amount of financial assets represents the maximum credit exposure.

	June 30, 2019	December 31, 2018
Cash	**$ 10,354,525**	$ 10,564,795
Deposit	**117,774**	122,714
	$ 10,472 ,299	$ 10,687,509

The Company believes it has no significant credit risk.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations. The Company manages its liquidity risk by ensuring that it has enough cash to meet its financial liabilities. As at June 30, 2019, the Company had a working capital surplus of $10,366,466, the majority of which is comprised of a cash balance of $10,354,525 to settle current liabilities of $218,776. All of the Company's financial liabilities sounds have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as Bitcoin and Bitcoin Cash prices, interest rates, foreign exchange rates and equity prices.

Based on the current balances of digital currencies, the Company believes that it is not exposed to significant risk from commodity pricing, interest rates and foreign exchange rates.

Bitcoin and Bitcoin Cash prices
Digital currencies have a limited history and have had a high degree of price volatility. The historical performance of digital currencies may not be indicative of their future performance. A decline in the fair value of these digital currencies could have a significant impact on the Company's earnings. In addition, the Company may not be able to liquidate its inventory of digital currency at its desired price if required.

Based on the current balances of digital currencies, the Company believes that it is not exposed to significant risk from the volatility in Bitcoin and Bitcoin Cash prices.

Interest rate risk
The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The interest rate risk on bank deposits is insignificant as the deposits are short term. The Company is not exposed to interest rate risk in respect to amounts due to shareholder and convertible debenture as both are non-interest bearing.

Foreign currency risk
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk as the entities operated in Canada holds financial assets in US dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

If the US dollar had changed against the Canadian dollar by 10% at period end, the Company's net loss and comprehensive loss after taxes would change by approximately $216,472, resulting from the translation of the US dollar denominated financial instruments.

Fair value hierarchy

The Company applied the following fair value hierarchy for financial instruments that are carried at fair value. The hierarchy prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at June 30, 2019, cash is assessed as a Level 1 instrument while digital currencies are assessed as a Level 2 instrument.

The Companies financial instruments have been classified as follows:

	Level 1	Level 2	Level 3
Fair value:			
Financial assets			
Cash	$ 10,427,038	$ -	$ -
Deposit	$ 117,774	$ -	$ -
Financial liabilities			
Accounts payable	$ 218,776	$ -	$ -

12. CAUTION REGARDING FORWARD LOOKING INFORMATION

This Management Discussion and Analysis contains certain "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The forward-looking information includes information about the Company's growth or expansion plans regarding mining digital currencies as well as other proof-of-stake digital currencies or blockchain technologies and businesses that may not come to fruition. Forward-looking information involving the costs and future revenues from mining Bitcoin and Bitcoin Cash are dependent on market factors, including but not limited to the price of digital currencies, global petahash rates and Difficulty that are beyond the control of the Company and may differ materially with the Company's assumptions.

Forward-looking information includes information about the Company's expansion into the United States through its digital currency mine acquisition; the expected electrical consumption and tariffs in the United States; additional opportunities to be identified in the future to contribute to growth of revenue and computing equipment; the business goals and objectives of the Company, and other forward-looking information including but not limited to information concerning the intentions, plans and future actions of the Company. The forward-looking information in this Management Discussion and Analysis reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company that are all subject to change. In connection with the forward-looking information contained in this Management Discussion and Analysis, the Company has made assumptions about the Company's ability to complete planned expansion into the United States; the ability of the Company to mine digital currencies will be consistent with historical prices; and there will be no regulation or law that will prevent the Company from operating its business. The Company has also assumed that no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

13. MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided in the unaudited financial statements and the accompanying MD&A is the responsibility of management. Management is required to make a number of judgement, assumptions and estimates when preparing these financial statements and MD&A, including estimates to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements but actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Management is responsible for the internal controls over the operations and financial reporting, including internal controls related to maintaining records that reflect the transactions, acquisitions and dispositions of the assets of the Company. As all controls and processes are subject to certain limitations, management acknowledges that the internal controls may not prevent or detect all misstatements due to error or fraud.

APPENDIX 1

Limited Operating History

The Company has only a limited operating history upon which an evaluation of the Company and its prospects can be based. In particular, the Company has a limited history with its mining operations and remains in the early stage of development. The Company is subject to many risks common to venture enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment or meeting other metrics of success.

The Company is dependent on retained earnings for substantially all of its working capital needs, and there is no assurance that additional funding will be available to it for further development and growth. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

The Company incurs substantial expenses in the establishment and operating of its business. A significant portion of the Company's financial resources have been and will continue to be, directed to the development of its business and related activities. The success of the Company will ultimately depend on its ability to generate cash from its business. There is no assurance that the required funds will be available for future expansion of the Company's business. If the Company does not have access to the required funds to continue the operation and development of its business and operational activities, and to the extent that it does not generate cash flow and income, the Company's long-term viability may be materially and adversely affected.

Business Risks and Uncertainties

There are a number of risk factors associated with Fortress and its business. Shareholders should carefully consider each of the risks described below. Fortress' success will depend on a number of things, including the expertise, ability, judgment, discretion, integrity and execution of its management. The risks and uncertainties below are not the only ones facing Fortress. Additional risks and uncertainties not presently known to Fortress or that it currently considers immaterial may also impair our business operations and cause the value of the Company to decline. If any of the following risks actually occur, Fortress' business may be harmed and its financial condition may suffer significantly.

Liquidity and Future Financing Risk

Fortress may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations and expansion plans will depend in part upon prevailing capital market conditions and business success. There can be no assurance that Fortress will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. Moreover, future activities may require the Company to alter its capitalization significantly and, if additional financing is raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of current holders of the Common Shares. The inability of the Company to access sufficient capital for its operation could have a material adverse effect on the Company's financial condition and results of operations.

In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Going Concern Risk

The Fortress Financial Statements have been prepared using accounting principles applicable to a going concern which assumes an entity will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Fortress' future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving its growth plans. The Fortress Financial Statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should it be unable to continue as a going concern.

Cash Flow Risk

The Company may sell its coins to pay for expenses incurred, irrespective of then-current coin prices. Consequently, Fortress' coins may be sold at a time when the price is low, resulting in a negative effect on its profitability. The Company believes that the risk of this outcome is preferred over potentially greater risks of holding coin inventories and speculating in the price of coins.

Access to Power and Electricity Rate Risks

The Company's operations are dependent on its ability to maintain reliable and economical sources of power in order to run its cryptocurrency mining assets. While the Company believes its source of power is reliable and current regional infrastructure limits the likelihood of power interruptions, any suspension of its power supply could result in a material and adverse effect on the Company. The Company conducts cryptocurrency mining in the State of Washington. As a result of operations in a single jurisdiction, the Company's current and future operations, anticipated growth, and sustainability of hydroelectricity at economic prices for the purposes of cryptocurrency mining in the State of Washington poses certain risks

On August 28, 2018, the Grant County Public Utility District ("**GPUD**") Board of Commissioners unanimously voted to approve a three-year, graduated increase to a new above-cost electricity rate, Rate 17-B, for "evolving industries", the criteria of which include any business involved in cryptocurrency mining, which applies to the Company. Starting April 1, 2019, electrical rates for Fortress Blockchain in Grant County, Washington, will increase to $0.034/kWhr. The creation of Rate 17-B also requires that new evolving industries applicants will have to pay up-front costs for lines, poles, transformers, studies and other equipment needed to expand or connect power supply.

The increase in electricity rates in GPUD were a result of increased demand for electricity from cryptocurrency miners. The GPUD is a non-profit corporation owned by its customers. Public utility districts ("**PUDs**")s must comply with state regulations for municipal corporations. PUDs are required to encourage the orderly development of plentiful supplies of electricity at reasonable prices. Power rate changes must be considered through a hearing process, but there is no assurance that a particular rate structure will remain in effect and a PUD is under no obligation to lock in rates for any period of time and the GPUD has not done so.

The effect of these electricity rate increases may or may not affect future demand for electricity in Grant County, and GPUD could further increase electricity rates for evolving industries to protect rates for residential and agricultural consumers. Any further increases to the Company's electricity costs in Grant County may limit the profitability of its cryptocurrency mining operations and have a material and adverse effect on the Company's profitability. Any interruption of electrical supply from GPUD would also have a material and adverse effect on the Company's business.

Regulatory Requirements

Governmental regulation may affect the Company's activities and the Company may be affected in varying degrees by government policies and regulations. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Governments may take regulatory action that may increase the cost and/or subject cryptocurrency mining companies to additional regulation.

The operations of the Company may also require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required.

The Company's operations will be subject to environmental regulations, which make operations expensive or prohibitive. The continued evolvement of environmental regulations may lead to the imposition of stricter standards, more diligent enforcement, and heavier fines and penalties for non-compliance. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations or cause delays in the development of mining projects.

Cryptocurrency Industry Risks

The further development and acceptance of the cryptocurrency industry is subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of cryptocurrency may adversely affect an investment in the Company. Cryptocurrency may be used, among other things, to buy and sell goods and services which is a new and rapidly evolving industry subject to a high degree of uncertainty. The factors that affect the further development of the cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of cryptocurrency; (ii) government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of cryptocurrency systems; (iii) changes in customer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies; (v) the wide-spread adoption of cryptocurrency to hedge against economic instability and inflation; and (vi) general economic conditions and the regulatory environment relating to cryptocurrency. A decline in the popularity or acceptance of cryptocurrency would harm the business and affairs of the Company.

Risk of Loss, Theft or Restriction on Access

Although the Company stores its coins offline, there is a risk that some of the Company's coins could be lost or stolen. Any of these events may adversely affect our operations and, consequently, our profitability.

Cryptocurrencies are controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which they are held. The Company publishes the public key relating to its digital wallets when it verifies the receipt of cryptocurrency transfers and disseminates such information into the network but needs to safeguard the private keys relating to such digital wallets. To the extent such private keys are lost, destroyed or otherwise compromised, we will be unable to access our coins and such private keys cannot be restored. Any loss of private keys relating to our digital wallets could adversely affect our investments and profitability.

Bitcoin ("**BTC**") and Bitcoin Cash ("**BCH**") transactions are irrevocable and stolen or incorrectly transferred BTC or BCH may be irretrievable. BTC/BCH transactions are not reversible without the consent and active participation of the recipient of the transaction. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of BTC/BCH or a theft of BTCs/BCHs generally will not be reversible, and the Company may not be capable of seeking compensation for any such transfer or theft. To the extent that the Company is unable to seek a corrective transaction with the third party or is incapable of identifying the third party that has received the Company's cryptocurrencies through error or theft, the Company will be unable to revert or otherwise recover incorrectly transferred BTCs/BCHs. The company will also be unable to convert or recover BTC/BCH transferred to uncontrolled accounts.

Risk of Malicious Actors

If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to "mining", it may be able to alter the blockchain on which cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, though it could not generate new cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. Such changes could have a material and adverse effect on the Company's operations.

Risk of Reduced Incentives

As the number of BTC/BCH awarded for solving a block in the blockchain decreases, the incentive for miners to contribute processing power to the BTC/BCH network (the "**Network**") will transition from a set reward to transaction fees. In order to incentivize miners to continue to contribute processing power to the Network, the Network may either formally or informally transition from a set reward to transaction fees earned upon solving for a block. If miners demand higher transaction fees to record transactions in the blockchain or a software upgrade automatically charges fees for all transactions, the cost of using BTC/BCH may increase and the marketplace may be reluctant to accept BTC/BCH as a means of payment. Existing users may be motivated to switch from BTC/BCH to another digital currency or back to fiat currency. Decreased use and demand for cryptocurrencies may adversely affect their value and result in a reduction in cryptocurrencies index price and, consequently, the price of the Company's Common Shares.

Facility Development Risk

The continued development of existing and planned facilities is subject to various factors, and may be delayed or adversely affected by such factors beyond the Company's control, including delays in the delivery or installation of equipment by suppliers, difficulties in integrating new equipment into existing infrastructure, shortages in materials or labour, defects in design or construction, diversion of management resources, insufficient funding, or other resource constraints. Actual costs for development may exceed the Company's planned budget. Delays, cost overruns, changes in market circumstances and other factors may result in different outcomes than those intended.

Risk of Non-Availability of Insurance

When considered practical to do so, the Company will maintain insurance against risks in the operation of its business and in amounts that it believes to be reasonable. Such insurance, however, will contain exclusions and limitations on coverage. There can be no assurance that such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. The novelty of the industry may impair the ability of the Company to acquire adequate insurance coverage for risks associated with its operations. The occurrence of an event that is not covered, in full or in part, by insurance may cause substantial economic damage to the Company. In some cases, such as with respect to environmental risks, coverage is not available or considered too expensive relative to the perceived risk.

Bitcoin Network Risks

The open-source structure of the Network protocol means that the core developers of the Network and other contributors are generally not directly compensated for their contributions in maintaining and developing the Network protocol. A failure to properly monitor and upgrade the Network protocol could damage the Network.

The core developers of the Network can propose amendments to the Network's source code through software upgrades that alter the protocols and software of the Network and the properties of BTC/BCH, including the irreversibility of transactions and limitations on the mining of new BTC/BCH. Proposals for upgrades and related discussions take place on online forums, including www.github.com and www.bitcointalk.org. To the extent that a significant majority of the users are miners on the Network install such software upgrade(s), the Network would be subject to new protocols and software.

The acceptance of the Network software patches or upgrades by a significant, but not overwhelming, percentage of the users and miners in the Network could result in a "fork" in the blockchain underlying the Network, result in the operation of two separate networks. Without an official developer or group of developers that formally control the Network, any individual can download the Network software and make desired modifications, which are proposed to users and miners on the Network through software downloads and upgrades, typically posted to Bitcoin development forums. A substantial majority of miners and Bitcoin users must consent to such software modifications by downloading the altered software of upgrade; otherwise, the modifications do not become a part of the Network. Since the Network's inception, modifications to the Network have been accepted by the vast majority of users and miners, ensuring that the Bitcoin network remains a coherent economic system.

If, however, a proposed modification is not accepted by a vast majority of miners and users, but is nonetheless accepted by a substantial population of participations in the Network, a "fork" in the blockchain underlying the Network could develop, resulting in two separate Bitcoin networks. Such a fork in the blockchain typically would be addressed by community-led efforts to merge the forked blockchain, and several prior forks have been so merged. However, in some cases, there may be a permanent "hard fork" in the blockchain and a new cryptocurrency may be formed as a result of that "hard fork". For example, Bitcoin Cash™ was recently created through a fork in the blockchain. Where such forks occur on the blockchain, the Company will follow the chain with the greatest proof of work in the fork.

Momentum Pricing Risk

Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciated in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, cryptocurrency prices may be more likely to fluctuate in value due to changing investor confidence in the future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's inventory and/or revenues, thereby having a material and adverse effect on the Company's business.

Cryptocurrency Exchange Risk

To the extent that cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in cryptocurrency prices.

Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. For example, during the past three years, a number of Bitcoin exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed cryptocurrency exchanges were not compensated or made whole for the partial or complete loss of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide the larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action. Such attacks to cryptocurrency exchanges may have a material and adverse effect on the price of cryptocurrencies, and accordingly, the Company's operations.

Banking Risk

A number of companies that provide Bitcoin and/or other cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to Bitcoin and/or other cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. Many businesses that provide Bitcoin and/or other cryptocurrency-related services may continue to have difficulty in finding banks willing to provide them with bank accounts and other banking services which may be decrease the usefulness of cryptocurrencies as a payment system. Inability to secure banking services may also harm public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing Bitcoin and/or other cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and have a material and adverse effect on the Company's business.

Risk of System Failure

The Company's operations will be dependent on its and WeHash Technology LLP's ("**WeHash**") ability to maintain its equipment in effective working order and to protect its systems against cyber security breaches, damage from fire, natural disaster, power loss, telecommunications failure or similar events. Security procedures implemented by the Company are technical and complex, and the Company depends on the security procedures to protect the storage, acceptance and distribution of data relating to its inventory or cryptocurrencies. The Company's and WeHash's security procedures may not protect against all errors, software flaws (i.e. bugs) or vulnerabilities. Defects in the security procedures may only be discovered after a failure in the Company's mining operations or safekeeping and storage of its inventory of cryptocurrencies. While the Company will continually review and seek to upgrade its technical infrastructure and provide for certain system redundancies and backup power to limit the likelihood of systems overload or failure, any damage, failure or delay that causes interruptions in the Company's operations could have a material and adverse effect on the Company's business.

Technological System Risk

The success of the Company is dependent on the accuracy, proper use and continuing development of its technological systems, including its business systems and operational platforms. The Company's ability to effectively use the information generated by its information technology systems, as well as its success in implementing new systems and upgrades, may affect its ability to maximize the efficiency of its miners.

As technological change occurs, the security threats to the Company's Bitcoins and mining systems will likely adapt and previously unknown threats may emerge. The Company's and WeHash's ability to adopt technology in response to changing security needs or trends may pose a challenge to the Company's business. To the extent that the Company or WeHash is unable to identify and mitigate or stop new security threats, the Company's cryptocurrencies may be subject to theft, loss destruction or other attack, which would have a material and adverse effect on the value of the Company.

Competitive Risk

The Company will compete with other users and/or companies that are mining cryptocurrencies and other financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to the Company, or exchange-traded funds (ETFs). Market and financial conditions, and other conditions beyond the Company's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies, directly which could limit the market for the Company's Shares and reduce their liquidity.

Technological Obsolescence Risk

To remain competitive, the Company will continue to invest in hardware and equipment required for maintaining the Company's activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment.

Hardware Supply Risk

The increase in interest and demand for cryptocurrencies may lead to a shortage of capable hardware as individuals and businesses purchase equipment for mining and other cryptocurrency-related uses. Equipment will also require replacement from time to time and any shortages of ASIC machines or graphics processing units may lead to unnecessary downtime as the Company searches for replacement equipment.

Risk of Equipment Breakdown

The Company purchased 1,400 cryptocurrency mining machines in connection to the acquisition of the Grant County mining facility. It is possible that serious defects or deficiencies could arise in these machines, which would make it difficult or impossible for the Company to meet its expected operational levels and could result in a material and adverse effect on the Company's business.

Profit Risk

Further development and acquisitions of server farms and the ongoing operation of the existing Flagship Facility will require additional capital and monthly expenses. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with the maintenance of the Flagship Facility and any other mining facility the Company may acquire are added. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

There can be no assurance that the Company will generate net profits in future periods. Further, there can be no assurance that the Company will be cash flow positive in future periods. In the event that the Company fails to achieve profitability in future periods, the value of the Company's Common Shares may decline. In addition, if the Company is unable to achieve or maintain positive cash flows, the Company would be required to seek additional financing, which may not be available on favorable terms, if at all.

Third-party Risk

The Company relies on services and software developed and maintained by third-party vendors. The Company also expects that it may incorporate in the future software from third-party vendors and open source software. The Company's business may be disrupted if this software, or functional equivalents of this software, were either no longer available to the Company or no longer offered to it on commercially reasonable terms. In either instance, the Company would be required to redesign services to function with alternate third-party software or open source software.

Intellectual Property Risk

The Company cannot assure its shareholders that its activities will not infringe on patents, trademarks or other intellectual property rights owned by others. If the Company is required to defend itself against intellectual property rights claims, it may spend significant time and effort and incur significant litigation costs, regardless of whether such claims have merit. If the Company is found to have infringed on the patents, trademarks or other intellectual property rights of others, the Company may also be subject to substantial claims for damages or a requirement to cease the use of such disputed intellectual property, which could have an adverse effect on its operations. Such litigation or claims and the consequences that could follow could distract management of the Company from the ordinary operation of its business and could increase costs of doing business, resulting in a negative impact on the business, financial condition or results of operations of the Company.

Contractual Risk

The Company is a party to various contracts and it is always possible that the other contracting parties may not fully perform their obligations.

Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that has not been taken into account, if such expenses were subsequently incurred, the Company's forecasted uses of funds and other budgets may be adversely affected.

Geopolitical Risk

Crises may motivate large-scale purchases of cryptocurrencies which could increase the price of cryptocurrencies rapidly. This may increase the likelihood of a subsequent price decrease as crisis-driven purchasing behavior wanes, adversely affecting the value of the Companies digital currency inventory.

The possibility of large-scale purchases of cryptocurrencies in times of crisis may have a short-term positive impact on the price of Bitcoin. For example, in March 2013, a report of uncertainty in the economy of the Republic of Cyprus and the imposition of capital controls by Cypriot banks motivated individuals in Cyprus and other countries with similar economic situations to purchase Bitcoin. This resulted in a significant short-term positive impact on the price of cryptocurrencies. However, as the purchasing activity of individuals in this situation waned, speculative investors engaged in significant sales of cryptocurrencies, which significantly decreased the price of cryptocurrencies. Crises of this nature in the future may erode investors' confidence in the stability of cryptocurrencies and may impair their price performance which would, in turn, adversely affect the Company.

As an alternative to fiat currencies that are backed by central governments, cryptocurrencies, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralized means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of cryptocurrencies either globally or locally. Large-scale sales of cryptocurrencies would result in a reduction in their market prices and adversely affect the Company's operations and profitability.

Litigation Risk

The Company may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. If the Company is unable to resolve these disputes favorably, it may have a material and adverse effect on the Company. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources. Litigation may also create a negative perception of the Company's brand. Securities litigation as well as potential future proceedings could result in substantial costs and damages and divert the Company's management's attention and resources. Any decision resulting from any such litigation that is adverse to the Company could have a negative impact on the Company's financial position.

Key Personnel Risk

Our success is largely dependent on the performance of our proposed directors and officers. Certain members of our management team have experience in the cryptocurrency industry, while others have experience in other areas including financial management, corporate finance and sales and marketing. The experience of these individuals is expected to contribute to our continued success and growth. Fortress will be relying on its directors and officers, as well as independent consultants and advisory board, for various aspects of our business. The amount of time and expertise expended on our affairs by our management team, consultants, advisory board members and directors will vary according to Fortress' needs. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any director and officer, key employee or consultant, could have a material adverse effect on its operations.