IMEX SYSTEMS INC. (FORMERLY BA BA CAPITAL INC.)
MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE THREE MONTHS ENDED MARCH 31, 2016

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") of Imex Systems Inc. (formerly Ba Ba Capital Inc.) ("the Company") for the three months ended March 31, 2016 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2015. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2015, and December 31, 2014, together with the notes thereto, and condensed interim financial statements for the three months ended March 31, 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Information contained herein is presented as of May 30, 2016, unless otherwise indicated.

Additional information regarding the Company is available on the SEDAR website at www.SEDAR.com.

FORWARD-LOOKING STATEMENTS

Some statements contained in this MD&A are forward-looking statements, and therefore involve uncertainties or risks that could cause actual results to differ materially. These statements are based on the Company's expectations, estimates and projections regarding its business and the economic environments in which it operates, and readers should not place undue reliance on such statements. The Company disclaims any obligation to update forward-looking statements.

OVERVIEW

The Company is a publicly held company and was incorporated on December 30, 1985 in Ontario. The Company is an inactive company. The Company's revenue consists of only interest income and the expenses incurred are all related to maintaining the Company's status as a public issuer Company.

On May 13, 2016, the Company completed the Transaction with Imex Systems Inc. ("Original Imex") (See "Proposed Transactions and Subsequent Events" below).

OVERALL PERFORMANCE

For the three months ended March 31, 2016, the Company had net income of $2,083 (three months ended March 31, 2015: net loss of $29,982) or income of $0.001 per share (three months ended March 31, 2015: loss of $0.020 per share), on no revenue.

LIQUIDITY AND CAPITAL RESOURCES

During the three months ended March 31, 2016, the Company had sufficient Liquidity and Capital Resources to maintain operations and meet its disclosure requirements. The company has no significant assets other than cash. The company must obtain additional cash resources to provide satisfactory working capital to maintain future operations (See “Proposed Transactions and Subsequent Events” below).

PROPOSED TRANSACTIONS AND SUBSEQUENT EVENTS

Original Imex entered into a securities exchange agreement (the "Securities Exchange Agreement") dated February 18, 2016 with all of the securityholders of Original Imex and the Company, pursuant to which all of the securityholders of Original Imex agreed to exchange all of their securities of Original Imex for securities of the Company on a post-Consolidation basis (the "Transaction") as follows:

- all common shares of Original Imex will be exchanged on a one-for-one basis for common shares of the Company (the "Common Shares");
- all warrants of Original Imex will be exchanged for warrants of the Company on a one-for-one basis (the "Warrants");
- each Original Imex subscription receipt will be exchanged for one Common Share and one-half of one Warrant;
- all accrued interest under the Original Imex convertible debentures (the "Convertible Debentures") as of the Closing Date shall be paid and satisfied by the issuance of Common Shares at the rate of $1.00 per Common Share;
- for each $1 of principal sum, a holder of Convertible Debentures will receive one Common Share and one-half of one Warrant, and the Convertible Debentures will be cancelled; and
- each finder option of Original Imex will be exchanged for one Finder Option.

Shortly prior to completion of the Transaction, Original Imex completed a financing comprised of 1,301,528 Units (“Financing”). In connection with the closing of the Financing, Original Imex also issued 91,107 finder options ("Finder Options") to certain finders as partial compensation. Each Finder Option is exercisable into a Unit for a period of 18 months at an exercise price of $1 per Unit.

Immediately prior to completion of the Transaction, the Company filed articles of amendment effecting a consolidation of all of the issued and outstanding Common Shares of the Company on a 1 for 11 basis resulting in 2,741,442 common shares of the Company being issued.

On May 13, 2016, the Transaction was completed, as a result of which:

- all of the issued and outstanding common shares, Warrants and Finder Options of Original Imex were exchanged on a one-for-one basis for common shares, warrants and finder options of the Company having the same terms as the Warrants and the Finder Options, on the terms set out in the Securities Exchange Agreement;
- the convertible debentures of Original Imex were exchanged for common shares of the Company and all accrued interest and penalty interest, as applicable, were paid in common shares of the Company, in accordance with the terms of the securities being exchanged;
- the Company issued 500,000 shares to Paige Capital Inc. as a finder's fee for completion of the Transaction;
- the Company completed a short-form amalgamation with its wholly-owned subsidiary Original Imex resulting in the Company changing its name to Imex Systems Inc.; and
- The Company has also issued 2,500,000 common shares to Damodar Arapakota, the Chief Executive Officer of the Company, which will be subject to the release terms of a performance escrow agreement as described in the Listing Application.

After the completion of the Transaction and the Financing, the aggregate capitalization of the Company is now 20,254,301 common shares, 1,823,264 warrants and 213,407 finder options comprised of the following.

The aggregate capitalization of the Company is:

	Common Shares	**Warrants**	**Finder Options**
Original Imex Shareholders	10,240,000	120,000	122,300
Original Company Shareholders (post-consolidated)	2,741,442		
Conversion of Convertible Debentures	2,055,000	1,027,500	
Interest on Convertible Debentures	196,331		
Penalty Shares re Conversion of Convertible Debentures[1]	670,000		
Conversion of Subscription Receipts	50,000	25,000	
Performance Shares	2,500,000		
Finder's Fee Shares	500,000		
Financing	1,301,528	650,764	91,107
Total	**20,254,301**	**1,823,264**	**213,407**

[1] Convertible debentures issued on April 16, 2015 ($470,000) and May 4, 2015 ($250,000) contained a provision which resulted in the issuance of two common shares (instead of one common share) per $1 invested if a go-public transaction was not completed within one year of issuance of the convertible debentures. One holder of $50,000 of convertible debentures issued on April 16, 2015 provided an extension until June 17, 2016 to complete the go-public transaction until the penalty became effective.

RELATED PARTY TRANSACTIONS AND BALANCE

During the three months ended March 31, 2016, the company accrued interest on a loan to a related party of $nil (three months ended March 31, 2015 - $33,484).

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.