KNOL RESOURCES CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2018

INTRODUCTION

This management discussion and analysis ("MD&A") of financial position and results of operations for Knol Resources Corp. (the "Company" or "Knol") is prepared as at April 3, 2019 and should be read in conjunction with the Company's audited financial statements and related notes as at and for the year ended December 31, 2018.

Additional information relating to the Company including previous interim and annual financial statements, press releases and information on possible corporate transactions is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

Forward-looking statements

Certain statements contained in the MD&A constitute forward-looking statements. Such forward-looking statements may include, but are not limited to Company's expectations for the timing, nature and structure of new operating activities; future financial and operational results; the execution of the Company's business strategy; access to capital; and the outcomes of uncertain events. When used in this MD&A, words such as "believe," "anticipate," "project," "intend," "expect," "may," "will," "plan," "attempts," "seeks," and similar expressions are intended to identify these forward-looking statements.

Actual performance or achievements could differ materially from those expressed in, or implied by these forward-looking statements, and accordingly, no assurance can be given that any events, situations or outcomes indicated in these forward-looking statements will transpire or what benefits or liabilities to the Company will arise from these outcomes. Accordingly, readers of this MD&A are cautioned against placing undue reliance on forward-looking statements.

BUSINESS PROFILE, STRATEGY AND 2018 OPERATIONS UPDATE

The Company currently has no significant business activities or operating assets and is seeking a strategic business or asset acquisition that would benefit from the Company's balance of cash and cash equivalents, as well as its status as a publicly-listed entity.

The Company's common shares trade on the NEX Board of the TSX-Venture Exchange (TSXV) under the symbol "NOL.H".

Potential business combination

On December 31, 2018, the Company entered into a non-binding letter of intent ("LOI") with Freckle IoT Ltd. ("Freckle"), a global leader in multi-touch, offline advertising attribution. Pursuant to the LOI, the Company and Freckle will effect a business combination that will result in a reverse takeover of the Company by the shareholders of Freckle (the "Proposed Transaction") and the listing for trading of the securities of the resulting issuer (the "Resulting Issuer") on the TSXV.

The completion of the Proposed Transaction will constitute a "Reactivation" for Knol as a company listed on the NEX Board of the TSXV, and will be subject to the RTO Policy. The completion of the Proposed Transaction will require and be conditional upon the approval of the TSXV, completion of a definitive agreement, completion of due diligence, completion of a financing of Freckle and shareholder approval of Freckle and Knol, if required.

Upon closing of the Proposed Transaction, it is anticipated that the Company will, among other things:

- change its name to "Freckle" or such other name as may be selected by Freckle and confirmed by Knol;
- consolidate its common share capital, on a basis of 2.2 existing common shares for each one new share in the Resulting Issuer;
- structure Freckle as a wholly-owned subsidiary of Knol and the sole business of Knol will be the current business of Freckle;
- revise its Board of Directors to comprise five persons, one nominated by Knol and four nominated by Freckle.

In connection with the Proposed Transaction and in conjunction with a financing by Freckle, the Company has reserved for issuance up to 32,500,000 subscription receipts (the "Subscription Receipts") at a price of $0.20 per Subscription Receipt. Subscription Receipts sold will be converted into one common share of the Resulting Issuer following the completion of the Proposed Transaction and other conditions (the "Escrow Conditions"). Until then, any gross proceeds from the sale of Subscription Receipts will be held with an escrow agent and, should the Escrow Conditions not be satisfied by June 30, 2019, the Subscription Receipts will be cancelled and the escrowed funds will be returned to subscribers.

In connection with the sale of Subscription Receipts, the Company has reserved for issuance up to 782,424 compensatory options (the "Agents' Options") to the selling agents for the Subscription Receipt financing. Each Agents' Option will be exercisable for one common share in the Resulting Issuer at a price of $0.20 for a period of 24 months following the satisfaction of the Escrow Conditions. Should the Proposed Transaction not be completed and the related Escrow Conditions not be satisfied, the Agents' Options will be cancelled. All other compensation earned by the selling agents for Subscription Receipts issued by the Company will be paid by Freckle.

On March 28, 2019, the Company issued 7,900,000 Subscription Receipts for gross proceeds of $1,580,000 as well as 276,500 Agents' Options. An additional 276,500 Agents Options will be granted when the Proposed Transaction is completed and all Escrow Conditions are satisfied.

Sale of assets and related liabilities

To facilitate a transition to new operations, during the year ended December 31, 2018 the Company sold its remaining oil and gas interests related to its historical business operations in the oil and gas sector. As a result of these disposals, the Company is discharged from obligations for environmental reclamation related to these interests.

In the year ended December 31, 2018, the Company paid $407,614 to the acquirors of the Company's former oil and gas interests to compensate them for future environmental reclamation, as well as consulting costs incurred for the disposal of the interests and other carrying costs incurred prior to disposal. Of this amount, $400,000 had been accrued for prior to 2018.

Following the disposal of these assets, the Company will no longer incur costs for land leases or land consultants that were required when the Company was an operator of oil and gas assets.

SELECTED ANNUAL INFORMATION

The following table highlights certain aspects of the Company's financial performance and position as at and year ended December 31, 2018 compared with the two most recent annual periods. This information should be read in conjunction with the "Operational Review" section of this MD&A.

In thousands of dollars, except for number of shares and loss per share

For the years ended December 31	**2018**	2017	2016
General and administrative expenses	**(291)**	(383)	(426)
Revaluation of liabilities held for sale and asset retirement obligation	**(8)**	(100)	(204)
Net interest income	**64**	48	57
Other gains	**-**	-	12
Net loss and comprehensive loss	**(235)**	(435)	(561)
Basic and diluted loss per share[1]	**(0.00)**	(0.01)	(0.01)
Weighted average number of shares[1]	**55,696,470**	55,696,470	55,696,470
Cash and cash equivalents from (used in) operating activities	**48**	(646)	(406)
Cash and cash equivalents (used in) from investing activities	**(317)**	48	57

	December 31 2018	December 31 2017	December 31 2016
Cash and cash equivalents	**3,412**	3,681	4,279
Working capital surplus	**3,381**	3,588	3,939
Total assets	**3,413**	4,047	4,311
Total liabilities	**32**	432	345
Number of common shares outstanding	**55,696,470**	55,696,470	55,696,470
Number of fully diluted common shares outstanding[1]	**107,696,470**	107,696,470	107,196,470

[1] Fully diluted common shares as at December 31, 2018 includes 55,696,470 common shares then outstanding (December 31, 2017 and 2016 - 55,696,470), 50,000,000 shares issuable on the exercise of warrants (December 31, 2017 and 2016 – 50,000,000), and 2,000,000 shares issuable on the exercise of stock options (December 31, 2017 – 2,000,000; December 31, 2016 – 1,500,000). Options and warrants were excluded from the weighted average number of common shares for the purposes calculating diluted loss per share as their inclusion would be anti-dilutive.

General and administrative expenses

General and administrative expenses comprise recurring accounting, land and management consulting fees, legal and professional fees, TSXV listing and filing fees, and other office administrative expenses incurred as a publicly-traded company. Generally, the Company's these routine overhead and administrative costs have remained stable since 2016. In addition to these costs, the Company recognized a $85 thousand share-based compensation expense for the grant of stock options in the year. Additionally, the Company incurred $177 thousand for legal and consulting fees in 2016 in connection with an unsuccessful corporate acquisition.

A further discussion of general and administrative expenses is included under the section "Operational Review," herein.

Revaluation of liabilities held for sale and asset retirement obligation, and total liabilities

As discussed in the section "Business Profile, Strategy and 2018 Operations Update" herein, the Company held working interests in two oil and gas properties that remained from its legacy operations in the oil and gas industry and which were disposed of in 2018. The wells associated with both properties were abandoned prior to 2016 and no asset value was attributed to them. The Company reported liabilities for its estimated portion of the surface reclamation of these sites which, depending on whether the Company expected to discharge these obligations by assignment of its interest or by conducting its own reclamation, have been reported as liabilities held for sale or asset retirement obligation.

The Company recognized charges of $204 thousand and $100 thousand for the years ended December 31, 2016 and 2017 as the expected costs to reclaim or sell the property interests was refined as a result of confirmation of reclamation scope and quotes obtained from potential reclamation contractors, resulting in increases to the carrying value of the liabilities. In 2018, a charge of $8 thousand was recorded to reflect actual charges incurred in the disposition of both properties and the Company's total liabilities as at December 31, 2018 were reduced to reflect the derecognition of the reclamation obligations.

Other gains

In 2016, the Company recorded a $12 thousand gain on the reversal of certain accounts payable which had been accrued in prior periods, but for which no payment was ultimately required.

Cash and cash equivalents and total assets

The Company's cash and cash equivalents has generally declined since the year ended December 31, 2016 as a result of ongoing general and administrative expenses.

In the year ended December 31, 2017, the Company also put $335 thousand in an escrow account for anticipated costs for the assignment of the wellsites discussed in "Revaluation of liabilities held for sale and asset retirement obligation, and total liabilities", herein. As at December 31, 2017, this amount is was included in restricted cash rather than cash and cash equivalents, resulting in a reduction in cash and cash equivalents.

In the year ended December 31, 2018, the Company released the restricted cash on disposition of the wellsites and made an additional $73 thousand in payments for holding and consulting fees for the properties in addition to $196 thousand in ongoing general and administrative expenditures, resulting in a reduction of cash and cash equivalents during 2018. This reduction and the reduction in restricted cash were the primary factors in the $634 thousand decrease in total assets between the years ended December 31, 2017 and 2018.

OPERATIONAL REVIEW

Interest income

Interest income earned on the Company's cash and cash equivalents for the year ended December 31, 2018 was $64 thousand, an increase from $48 thousand for 2017. The increase is a result of increases in interest rates paid on short-term deposits held by the Company.

The Company holds cash in an operating account with a Schedule 1 Chartered Canadian bank and cash equivalents in the form of a term deposit with another Canadian financial institution with an R-1(low) credit rating from DBRS. As at December 31, 2018, the term deposit can be withdrawn on demand, and earns an interest rate of 2.30% (December 31, 2017 - 1.30%).

General and administrative ("G&A") expenses

G&A expenses comprise the following:

($ thousands, except as indicated)		
For the year ended December 31	**2018**	2017
Consulting fees	**202**	201
Legal and audit services	**52**	51
Transfer agent, listing and filing fees	**21**	19
Office expenses	**12**	8
Insurance	**4**	13
Share-based compensation	**-**	85
Land leases	**-**	6
Total	**291**	383

Consulting fees for the years ended December 31, 2018 and 2017 include costs incurred for accounting, land, management and office services provided to the Company. These costs are typically incurred on a fixed-rate basis and were generally comparable for both years. Following the disposal of the Company's remaining oil and gas interests in late 2018, certain land-related consulting arrangements were discontinued so future consulting costs to maintain the Company's current operations will decrease.

The Company incurred a $85 thousand share-based compensation charge for the grant of 1,300,000 stock options in the year ended December 31, 2017. These options were fully-vested on grant, so the entire fair value of the grant was recorded in 2017 and no share-based compensation expense was incurred in 2018.

Other G&A expenses were incurred for legal and accounting services, office expense, and transfer agent, listing and filing fees related to the on-going operations as a public company and were comparable between 2018 and 2017.

Income taxes

As at December 31, 2018, the Company has unrecognized deferred tax assets of $14.8 million (December 31, 2017 - $14.7 million). There is no objective evidence that the benefit from the Company's deferred tax assets will be realized and, as a result, the Company has not recognized any deferred tax asset at December 31, 2018. Should the Company demonstrate future profitability, these assets may be fully or partially recognized.

QUARTERLY HIGHLIGHTS

($ thousands, except as indicated)	**Q4 2018**	**Q3 2018**	**Q2 2018**	**Q1 2018**	**Q4 2017**	**Q3 2017**	**Q2 2017**	**Q1 2017**
Revenues								
Interest income	22	14	15	13	12	13	11	12
Expenses								
General and administrative costs	(93)	(72)	(63)	(63)	(94)	(86)	(79)	(124)
Revaluation of liabilities held for sale and asset retirement obligation	-	(8)	-	-	-	-	(100)	-
Net loss and comprehensive loss	(71)	(66)	(48)	(50)	(82)	(73)	(168)	(113)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Working capital surplus	3,381	3,451	3,490	3,539	3,589	3,671	3,729	3,897

General trends

Interest income for the reported quarters was earned on term deposits held by the Company. Quarterly interest income was consistent during 2017 as interest rates were stable, but benchmark interest rate increases during 2018 resulted in increasing interest income in 2018.

General and administrative costs comprise audit and legal fees, share-based compensation consulting fees for land, accounting and management services, and transfer agent, listing and exchange fees incurred as a public company. Generally, these costs are consistent from quarter to quarter, with increases in the fourth quarter of each year when the Company accrues its annual audit fees. Additionally, share-based compensation expenses of $70 thousand and $15 thousand were recorded in the first and third quarters of 2017, respectively, following the grant of stock options.

In the second quarter of 2017 and the third quarter of 2018, the Company reported expenses of $100 thousand and $8 thousand, respectively, for changes in expected costs to reclaim or otherwise dispose of its remaining oil and gas interests. These interests were disposed of in the fourth quarter of 2018 and no future charges are anticipated.

Fourth quarter 2018

Interest income earned in the fourth quarter of 2018 was higher than that of prior periods as a result of increased interest rates being paid on the Company's term deposits and for previously unrecognized interest income earned on an environmental reclamation bond held by the company.

General and administrative expenses were for the fourth quarter of 2018 were higher than those of prior quarters in 2018. This increase is primarily the result of charges for year-end audit and tax services and legal fees incurred in connection with the Proposed Transaction that were recognized in this period. Other costs for ongoing management and other consulting services, and transfer agent, listing and filing fees were consistent with prior quarters.

OUTLOOK

The Company's ability to generate net income in the long-term is dependent on the successful redeployment of cash into new assets or revenue streams. As discussed under the section "Business Profile, Strategy and 2018 Operations Update", herein, management is seeking new investment opportunities and is pursuing the Proposed Transaction, but the outcome and timing for such a transaction is uncertain, as is the exact form that such a transaction will take.

In the near-term, until such a transaction transpires, management is focusing on cost containment to preserve the cash and capital of the Company.

LIQUIDITY & SOURCES OF CAPITAL

As at December 31, 2018, the Company had cash and cash equivalents of $3.4 million. This balance is sufficient to discharge the Company's accounts payable and accrued liabilities and to fund on-going operating activities for the near term. Additional financing may be required in conjunction with a business combination and although the Company has been successful with previous equity financings, there is no assurance the Company will be able to raise funds in the future.

Share capital

As at the date of this MD&A, the Company has 55,696,470 shares issued and outstanding. An additional 50,000,000 shares are issuable on the exercise of warrants and 2,000,000 shares are issuable on the exercise of stock option. Of these, all outstanding warrants are scheduled to expire on April 11, 2019 and 700,000 stock options are scheduled to expire on May 21, 2019.

Contractual obligations, commitments and contingencies

Currently, the Company has no contractual commitments as it has disposed of its productive assets and has curtailed much of its general and administrative activities.

RELATED PARTY TRANSACTIONS

Consulting fees for the year ended December 31, 2018 includes $30 thousand (2017 - $30 thousand) for consulting services provided by Michael Atkinson, the Company's President and Chief Executive Officer. The fees were incurred for management and business development services provided in the normal course of business and have been measured at an exchange amount.

Consulting fees for the year ended December 31, 2018 includes $96 thousand (2017 - $96 thousand) for consulting services performed by Earlston Management Corp. ("Earlston"), an entity related by virtue of providing key management services to the Company. Additionally, Earlston charged the Company $15 thousand for services provided in connection with the disposals of the Sarcee and Little Pine Properties, which is included in the revaluation of liabilities held for sale and asset retirement obligation for the year ended December 31, 2018. As at December 31, 2018, $8 thousand (December 31, 2017 - $8 thousand) is included in accounts payable and accrued liabilities for amounts owing to Earlston.

Share-based compensation for the year ended December 31, 2018 includes $nil (2017 - $85 thousand) for stock options granted to directors, officers and employees of Earlston in the period. No other cash or non-cash compensation was paid to directors, officers or key members of management in the years ended December 31, 2018 or 2017.

OFF-BALANCE SHEET ARRANGEMENTS

As at December 31, 2018, the Company had no off-balance sheet arrangements such as transactions, agreements or contractual arrangements with unconsolidated entities, structured finance entities, special purpose entities or variable interest entities that are reasonably likely to materially affect the liquidity of or the availability of, or requirements for, capital resources.

FINANCIAL RISK MANAGEMENT

Following the disposal of its remaining oil and gas interests in 2018, the Company has no significant assets and liabilities other than cash and cash equivalents and accounts payable and accrued liabilities incurred for on-going operations as a public company. Consequently, the Company's financial risks are limited in scope and include the following:

Market risks

Market risks include unfavorable movements in commodity prices, interest rates, and foreign exchange rates. As at December 31, 2018, the Company held no producing assets, held the majority of its net assets in cash and cash equivalents, did not have any interest-bearing liabilities and has no commercial operations. Consequently, the Company has no significant exposure to market risks.

Credit risk

Credit risk is the risk of default on payment of the financial assets held by the Company by counterparties to these assets. The Company is exposed to credit risk with respect its balance of cash and cash equivalents, $3.3 million of which was held by one financial institution as at December 31, 2018. Although the Company ensures the credit ratings of the financial institutions it deals with are high, and that its cash and cash equivalents are held with Schedule 1 Canadian banks or with institutions that are guaranteed by a Canadian provincial government, the Company is exposed to the risk of default by one or more of these institutions.

The Company currently has no oil and gas income and its accounts receivable comprises nominal levels of sales taxes refundable by the Canada Revenue Agency. As a result, it has no significant exposure to credit risk with respect to its accounts receivable.

CRITICAL ACCOUNTING POLICIES AND MEASUREMENT UNCERTAINTY

Critical accounting policies

The Company's accounting policies are discussed in detail in Note 3 of the financial statements for the year ended December 31, 2018. Critical accounting policies are as follows:

Financial instruments

IFRS 9 became effective for the annual periods beginning on or after January 1, 2018, and replaces IAS 39, Financial Instruments: Recognition and measurement. The new standard provides a model for the classification and measurement of financial instruments, a single forward-looking "expected loss" impairment model, and a reformed approach for hedge accounting. As most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward into IFRS 9, the Company's accounting policy with respect to financial liabilities is unchanged.

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value along with, in the case of a financial asset or liability not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
ii) those to be measured at amortized cost.

A comparison between the classification of the Company's financial assets and financial liabilities under IFRS 9 and IAS 39 is as follows:

Financial Instrument	**Classification Under IAS 39**	**Classification Under IFRS 9**
Cash and cash equivalents	Fair value through profit or loss	Fair value through profit or loss
Restricted cash	Fair value through profit or loss	Fair value through profit or loss
Accounts receivable	Loans and receivables – amortized cost	Amortized cost
Accounts payable and accrued liabilities	Other liabilities – amortized cost	Amortized cost

i. Financial assets

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income.

The Company has classified its financial assets as follows:

- Cash, cash equivalents and restricted cash are measured at fair value with changes to fair value subsequent to initial recognition being recorded in profit or loss for the period in which they occur.
- Accounts receivable and reclamation deposits are measured at amortized cost using the effective interest rate method. Interest income, where material, is recorded in profit or loss.

ii. Impairment of financial assets

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The Company has not recognized any impairment losses on its accounts receivable.

iii. Financial liabilities

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). Any fair value changes due to credit risk for liabilities designated at fair value through profit and loss are recorded in other comprehensive income.

The Company's financial liabilities include accounts payable and accrued liabilities which are measured at amortized cost using the effective interest rate method. Interest expense, where material, is recorded in profit or loss.

The Company derecognizes a financial liability when the liability is extinguished by way of discharge, cancellation or expiry.

Notwithstanding the adoption of IFRS 9, there were no changes to the classification of financial instruments in the year ended December 31, 2018.

Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as in the amounts recognized in income in the period in which the change occurs.

Measurement uncertainty

Management is required to make estimates and assumptions that affect the reported amounts and presentation of assets, liabilities, revenues, expenses and disclosures of contingencies and commitments. Although these estimates are based on management's expectations for the likely outcome, timing and amounts of events or transactions, actual results may differ from these expectations and the corresponding amounts and disclosures reported in these financial statements.

Areas where management is required to make significant estimations or where measurements are uncertain are as follows:

Income taxes

Deferred tax assets are recognized to the extent that certain taxable losses or deferred expenditures will be utilized by the Company to reduce future taxes payable. The amount of deferred tax assets recognized, if any, is based on objective evidence that the Company will generate sufficient future taxable income to utilize these deferred assets, as well as the expected future tax rates that will apply to these assets. Changes to the Company's ability to generate sufficient taxable income or changes to enacted tax rates could result in the write-down of deferred tax assets, or the recognition of new deferred tax assets.

Share-based compensation

The Company uses the Black-Scholes option pricing model to determine the fair value of stock options granted. This model requires management to estimate the volatility of the Company's future share price, the risk-free interest rate, expected lives of stock options and future dividend yields and the number options granted which will be forfeited before vesting. Consequently, there is significant measurement uncertainty in the stock-based compensation expense reported.

Future changes in accounting standards

The following are new and revised accounting pronouncements that have been issued, but are not yet effective for the year beginning January 1, 2018:

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16 Leases which replaces the previous leases standard, IAS 17 Leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessors continue to classify leases as operating leases or finance leases, and account for those two types of leases differently. IFRS 16 is effective for periods beginning on or after January 1, 2019.

The eventual application of this standard is not expected to have a significant impact on the Company's existing accounting policies or financial statement presentation.

CHANGES IN GOVERNANCE AND DISCLOSURE CONTROLS AND PROCEDURES

The Company has not made any changes to its corporate governance or its disclosure controls and procedures during or subsequent to the year ended December 31, 2018.