BEWHERE HOLDINGS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2019

Set out below is a review of the activities, results of operations, and financial condition of BeWhere Holdings Inc. ("BEW", "BeWhere", or the "Company") for the three months ended March 31, 2019.

The discussion below should be read in conjunction with the Company's unaudited interim consolidated financial statements and the accompanying notes for the three months ended March 31, 2019, which are prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. The discussion should also be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018. Those financial statements were also prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated.

This MD&A has been prepared as at ***May 22, 2019.***

The Company is a reporting issuer in the provinces of British Columbia, Ontario, and Alberta in Canada and is listed on the TSX Venture under the symbol BEW. Additional information related to the Company is available on SEDAR at [www.sedar.com.](http://www.sedar.com)

1. BACKGROUND AND OVERVIEW OF CORE BUSINESS

BeWhere Holdings Inc. (TSX-V: BEW, OTCQB: BEWFF) (the "Company" or "BeWhere") was incorporated on October 28, 2003 under the Ontario Business Corporations Act. The Corporation continued into British Columbia from Ontario on May 22, 2015 as evidenced by the Certificate of Continuation issued on that date and pursuant to the provisions of the Business Corporations Act (British Columbia).

BeWhere is an Industrial Internet of Things ("IIoT") solutions company that designs, sells and manufacturers hardware with sensors and software applications to track real-time information on fixed and movable assets. The Company develops mobile applications, middle-ware, and cloud-based solutions that stand-alone or that can readily integrate with existing software. Its solutions enable end-users a level of operational visibility that is more easily accessible and significantly easier to implement than in the past.

BeWhere M-IoT devices are small rugged devices, powered either by two long-life AA batteries or solar energy rechargeable. As they are self-powered, they are simple and quick to install, without any additional electrical wiring. They are configured to report their internal and external sensor data and GPS location to BeWhere's servers via the M-IoT networks. Users can view and manage the information as well as edit their reporting frequency to match their requirements through easy-to-understand dashboards. The solution also supports alarms and warnings that can alert users in real-time.

These Cellular beacons as a disruptive and new innovative product have quickly seen traction within the transportation and construction verticals. Transport equipment has been tracked for decades with limited market penetration due to the high cost factor but our price model overcomes that hurdle

There are a number of features which uniquely position BeWhere for growth:

First, BeWhere is an early entrant launching new low-cost, low-powered, location-based data solutions.

Second, BeWhere is working with the major telecommunication providers including Bell, in bringing the new product and application solutions to the market. This will expedite the sale process. It also provides for an expanded customer base and allows for quick market penetration.

Third, is the level of flexibility and accessibility provided to clients. BeWhere's hardware and applications allows clients to bring their own sensors. This will allow BeWhere to expand into an untapped market.

Fourth, the Company already has a client base in verticals such as transportation, construction, utilities and municipalities to which it can provide and expand the suite of services.

Our key innovation lies in the ability to allow manufactures and clients to connect their own existing sensors to BeWhere's M-IoT devices, enabling them to use BeWhere solutions and dashboards which delivers data over the cellular network without having to design, or invest in, a separate cellular device.

The primary office of the Company is located at 3264 Lakeshore Blvd. West Etobicoke, Ontario M8V 1M4.

2. SIGNIFICANT HIGHLIGHTS

The following were key aspects for the three months ended March 31, 2019

Business update

On February 15, 2019, the Company closed its private placement for gross proceeds of $4,025,000 at a price of $0.19 per Unit. Each Unit consists of one common share in the capital of the Company and one-half of one Common Share purchase warrant. Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of $0.35 for a period of five years following the closing of the Private Placement. The Agent was paid a cash commission. The Agent and members of its selling group also received 1,022,368 broker warrants. Each broker warrant entitles the holder to purchase a Common Share at $0.19 per Common Share for a period of five years following the closing of the Private Placement.

On February 25, 2019, the Company appointed Nauby Jacob to the Board of Directors. Mr. Jacob is the Vice president of Products and Services at Bell Mobility. BeWhere looks forward to his insights and perspective on the Internet of Things and Smart City technologies.

In February, the Company attended the Mobile World Congress 2019 in Barcelona where BeWhere's Intelligent Water solution was featured at GSMA's Innovation City exhibit. CNBC interviewed the Chief Operating Officer at the exhibit which was aired on CNBC's program 'The Edge'. BeWhere's Intelligent Water solution is part of the Company's continuous efforts to break in new use cases using its 'Connected Sensors' offering. BeWhere's Connected Sensors consist of adding sensors to its existing products for emerging markets such as Smart Agriculture or Smart Cities.

The Chief Executive officer of the Company participated in a panel discussion at GSMA's 8th Annual MIOT Summit in Barcelona along with three other panel members represented by Nokia, Ericsson and T-Systems to discuss the value proposition of M-IOT for network infrastructure providers, mobile network operators and solution providers.

The Company continues to focus on its strategies of enabled growth by working on developing contracts and business opportunities with fleet management companies and service providers in North America. Our strategy of working with companies, who have existing relationships with the end users, is already paying off as it greatly diminishes the sales cycle. This strategy allows BeWhere to expand its marketing reach with a minimum sales force and therefore keep overheads low.

Subsequent to first quarter of 2019 we signed significant contracts:

On April 16, 2019, BeWhere and Fleet Hoster announced the integration of its LTE-M connected M-IoT devices into Fleet Hoster's platform. Fleet Hoster, a Georgia US based company, specializes in custom integrations, application development and data services; and offers many solutions including asset tracking, dash cameras, vehicle tracking and fuel card integration. This partnership is a great example of our M-IoT products being easily integrated into an existing platform to serve a multitude of end users. Fleet Hoster has placed an initial order of 3,000 MIOT devices. Additional orders are expected throughout FY2019.

On May 7, 2019, the Company announced the integration of its LTE-M connected M-IoT devices into Trakopolis's platform. Trakopolis is based in Calgary Alberta and its software solutions provide the location and performance of vehicles, equipment and people in real time, enhancing safety, reducing overheads and achieving operational excellence.

The Company plans to continue its efforts and build on the momentum to convert its sales opportunities to revenue by closely working on the various opportunities in its pipeline.

Revenues increase

Revenues for three months ended March 31, 2019 was $1,433,928 which is an increase of $899,314 from $534,614 of the same period in 2018, an increase of 168%.

Revenue is also higher as compared to three months ended December 21, 2018 which increased by $22,651 or of 2% from $1,411,277.

This increase reflects the ramping up on sales efforts and activities directly related to delivery of technology solutions on previously announced customer wins.

Gross profit

Gross profit for the three months ended March 31, 2019 was $188,003 which increased by $28,956 or 18% from $ 159,047 of the same period in 2018. This decrease was mainly due to product mix as the MIOT devices launched in June 2018 has lower hardware margins. These MIOT devices generate monthly recurring revenues which have better margins.

Operating expenses

Operating expenses, which does not include Share-based compensation expenses, for three months ended March 31, 2019 were $659,996 which is an increase of $102,308 or 18% from $557,688 of the same period in 2018. This was mainly due to the general increase for planned staffing levels.

Working capital balance

The Company continued its focus on managing the efficient use of its capital, including its cash on hand balances. Cash balance was $3,651,624 and working capital balance of $5,087,083 on March 31, 2019.

3. SELECTED FINANCIAL INFORMATION

3.1 Annual Information

The following table represents selected financial information of the Company for the recent three years audited financial statements:

	2018	2017	2016
	$	$	$
Total revenue	**3,608,676**	1,686,708	225,379
Loss and comprehensive loss for the year	**(1,407,523)**	(1,808,394)	(2,684,813)
Total assets	**4,827,438**	4,608,325	2,329,660
Total liabilities	**1,465,576**	417,742	344,625
Basic loss per common share	**(0.02)**	(0.03)	(0.07)

3.2 Results of operations for the three months ended March 31, 2019 and 2018

Revenue:

Revenues for the three months ended March 31, 2019 were $1,433,928 compared to $534,614 for the same period in 2018, an increase of $899,314 or 168%. Revenue increased primarily as a result of adding new customers and the continuing roll out of previously announced customer wins and including recurring service revenues.

Major components of revenues are as follows:

	Three months ended	
	March 31, 2019	March 31, 2018
Product sales	**$ 1,016,065**	$ 218,601
Service fees	**32,269**	45,043
Recurring fees	**385,594**	270,970
	$ 1,433,928	$ 534,614

Our new mobile-IoT (M-IoT) devises generate both one-time and recurring revenue. Revenue from recurring fees has increased due to expansion of the existing solutions with Brinks Inc. and addition of new subscribers as more mobile-IOT devices are sold.

Gross profit:

Gross profit for the three months ended March 31, 2019 was $188,003 compared to $159,047 for the three months ended March 31, 2018, which is an increase of $28,956 or 18%. This is mainly due to product mix as the newly launched MIOT devices have lower hardware margins. These MIOT devices generate monthly recurring revenues which have better margins.

Total expenses:

Total expenses, which include Share-based compensation expense, for the three months ended March 31, 2019 were $701,693 compared to $604,764 for the same period in 2018, an increase of $96,929 or 16%. This was mainly due to increased marketing initiatives including attendance at trade shows and related travel, increased amortization and increase in salaries.

Net loss:

Net loss for the three months ended March 31, 2019 was $506,603 compared to $454,588 for the three months ended March 31, 2018 which is an increase of $52,015 or 11%. This was primarily due to planned increase in expenses associated to staffing levels and marketing. The Company is following a managed growth strategy and continues to build its team count in line with customer wins and new technology development requirements.

3.3 Cash flows for the period ended March 31, 2019 compared to 2018

Cash used in operating activities amounted to $618,221 compared to $314,515 used in operating activities for the comparative three months ended March 31, 2018 as the Company managed its accounts receivable and payable balances, while it increased its inventories on hand.

Cash used in investing activities amounted to $195,342 compared to $635,672 used in the comparative three months in 2018. The Company used $195,342 for the development costs on technology related to its unique next generation IoT sensors and solution. The Company had used $213,086 for the purchase of assets of a Virginia based company in comparative three month in 2018.

Cash provided by financing activities in three months ended March 31, 2019 was $3,733,744 compared to $111,497 for the same period in 2018. The Company received net cash of $3,579,508 from private financing and $154,235 from exercising of warrants.

3.4 Summary of quarterly results

The following table shows information for each of the eight most recent quarters. The quarterly information has derived from our interim consolidated financial statements which have been prepared on a basis consistent with the annual audited consolidated financial statements.

	Q1 2019 **$**	**Q4 2018** **$**	**Q3 2018** **$**	**Q2 2018** **$**	**Q1 2018** **$**	**Q4 2017** **$**	**Q3 2017** **$**	**Q2 2017** **$**
Revenue	1,433,928	1,411,277	1,052,087	610,698	534,614	442,871	706,956	404,816
Gross Profit	188,003	181,772	148,913	201,267	159,047	(98,334)	192,885	134,899
Comprehensive loss	(506,603)	(314,970)	(308,850)	(329,114)	(454,588)	(730,085)	(308,381)	(388,393)
Basic loss per share Diluted loss per share	(0.01) (0.00)	(0.00) (0.00)	(0.00) (0.00)	(0.01) (0.00)	(0.01) (0.01)	(0.01) (0.01)	(0.01) (0.00)	(0.01) (0.01)

Revenues during the three months ended March 31, 2019 were $1,433,928 with Gross profit of $188,003. Total expenses were $701,693 including Stock-based compensation expense of $41,697 and amortization of $137,344 resulting in Comprehensive loss of $506,603.

4. FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

At March 31, 2019, the Company's working capital balance amounted to $5,087,083 including cash of $3,651,624. This compares with the working capital balance of $2,766,046 including cash of $2,367,224 at March 31, 2018. The Company invested $195,342 in development costs related to its next generation of MIOT devices.

The Company maintains a Revolving demand facility of $250,000. During the three months ended March 31, 2019 the Company incurred no interest expense. At March 31, 2019 the Company had not drawn against the credit facility. The Revolving demand facility is secured by a first ranking security interest in all personal property of the Company. The Revolving demand facility has no financial or non-financial covenants.

The non-cash component of working capital amounted to $2,237,169 at March 31, 2019 as compared to $850,255 at March 31, 2018, an increase of $1,386,914, primarily due to increase in revenues and related accounts receivable, and inventory, as the Company commercializes its technology and its sales and marketing efforts continued to result in new customer wins.

The business model of the Company comprises of sale of hardware as well as the provision of application fees. Recurring monthly fees have started to generate a constant stream of revenue which is expected to grow as more units are deployed.

The Company's continued development is contingent upon its ability to raise sufficient financing both in the short and long-term, successfully execute its business plan, generate sufficient cash flows, and achieve profitable operations as it continues to scale. There are no guarantees that additional sources of funding will be available to the Company however, management is committed to pursuing all possible sources of financing and to continue to execute its business plan.

5. OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. At March 31, 2019, there were 87,888,039 Common Shares outstanding.

At March 31, 2019, 14,175,306 share purchase warrants were outstanding.

Exercisable warrants	Exercise price $	Expiry date
2,560,833	0.25	September 16, 2019
10,592,105	0.35	February 15, 2024
1,022,368	0.19	February 15, 2024
14,175,306		

During the period subsequent to March 31, 2019 and up to the date of this MD&A, no warrants were exercised.

Employees, directors, officers, and consultants have been granted options to purchase common shares under the Company's stock option plan. As of the period ended, March 31, 2019, there were 2,294,500 exercisable stock options outstanding. During the period subsequent to March 31, 2019 and up to the date of this MD&A, no options were exercised.

6. OFF-BALANCE SHEET ARRANGEMENTS

At March 31, 2019, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations, or any obligations that trigger financing, liquidity, market or credit risk to the Company.

7. PROPOSED TRANSACTIONS

There are no proposed transactions as at the date of this report that have not been disclosed.

8. SUBSEQUENT EVENTS

There were no events to disclose for the Company.

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

1) Paid $80,385 salaries to the CEO of the Company during the period ended March 31, 2019 (2018 - $40,385).

2) Paid $80,385 salaries to the COO of the Company during the period ended March 31, 2019 (2018 - $40,385).

3) Paid professional fees to the CFO of the Company during the period ended March 31, 2019, totaling $52,493 (2018 - $10,000).

4) Paid professional fees to the former CFO of the Company for the period ended March 31, 2019, totaling $nil (2018 - $22,383).

5) Paid professional fees to the former Director of the Company for the period ended March 31, 2019, totaling $nil (2018 - $22,500).

6) Accrued $13,500 of salaries for Directors of the Company for the period ended March 31, 2019 (2018 - $9,000) which was recognized as accounts payable and accrued liabilities in the interim consolidated statement of financial position. The total salaries due for Directors as at March 31, 2019 is $40,500 (December 31, 2018: $33,923)

10. CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates

i. Share-based payments is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes Option Valuation Model. The Option Valuation Model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

ii. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations and estimates that there are no taxes payable resulting from the financial results for the year ended December 31, 2018. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence, and any new legislation may result in an increase or decrease in our provision for income taxes. At this time, the Company is not recording any deferred income tax asset balances related to its tax loss carryforward balance.

iii. Impairment exists when the carrying amount of a cash-generating unit ("CGU") exceeds it recoverable amount, which is the higher of its fair value less costs to sell or its value in use. The Company measures the recoverable amount for each CGU by using a fair value less costs to sell ('market') approach. The market approach assumes that companies operating in the same industry will share similar characteristics and that Company values will correlate to those characteristics.

iv. In valuing inventories at the lower of cost and net realizable value, the Company makes estimates in determining the net realizable price of products.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or financial instruments. The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. Cash, trade receivables and accounts payable are classified at amortized cost. The company does not have any other financial instruments classified in other categories. The carrying value of these instruments approximates their fair values due to their short term to maturity.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is held in a Canadian financial institution. The Company does not have any asset-backed commercial paper.

The carrying amounts of cash and accounts receivable on the interim consolidated financial position represent the Company's maximum credit exposure at March 31, 2019. The Company reduces its credit risk on cash by placing cash with institutions of high credit worthiness and by monitoring customers creditworthiness on an ongoing basis. The amounts disclosed in the consolidated financial statements for accounts receivable are net of allowance for doubtful accounts, estimated by management based on its assessment of the current economic environment.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company collecting its accounts receivable in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At March 31, 2019 the Company's accounts payable and accrued liabilities were $936,843 (March 31, 2018 - $449,504). The Company maintained cash at March 31, 2019 in the amount of $3,651,624 (March 31, 2018 - $2,367,224)

c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange, will affect the Company's income or the value of its holdings of financial instruments. At March 31, 2019 the Company carried no debt.

Interest rate risk

As of March 31, 2019, the Company does not have any financial instruments subject to this risk.

Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value 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 has financial assets and liabilities denominated in the American dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in American dollars:

	March 31, 2019	December 31, 2018
Financial assets		
Cash	**$ 179,272**	$ 329,600
Trade receivable	**1,027,175**	703,566
	1,206,447	1,033,166
Financial liabilities		
Accounts payable	**782,442**	1,141,284
	$ 782,442	$ 1,141,284

12. RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but these are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances, or other possible additional risks and uncertainties of which the management are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business, and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Potential Acquisitions and Investments

The Company expects to continue acquiring or investing in businesses, products and technologies that expand or complement the Company's current business, products, and services. Such acquisitions or investments may involve significant commitments of financial or other resources of the Company. There can be no assurance that any such acquisition or investment can be satisfactorily financed or, if acquired, will generate revenue, income or other returns for the Company, or that financial or other resources committed to such activities will not be lost. Such activities could also place additional strains on the Company's administrative and operational resources and its ability to manage growth.

Financial Condition, Liquidity, and Requirements Outlook

The Company's cash balance and working capital position are not adequate to sustain the Company's existing operations. If the Company is unable to continue to raise capital from issuances of shares, loans, or by other means, its cash and working capital position could be affected.

Major Contracts

The Company has, and may enter into, major contracts that are complex and have several delivery milestones. These contracts are often subject to delay, change, revision and renewal. There is no guarantee that the Company can complete all activities on time and on budget and that the funding available will be adequate to meet adjustments to the contract. Failure by the Company to fulfill such contracts on a timely basis is a significant risk to the Company.

Risk to Reputation

Reputation is a critical asset in the investment industry. Potential damage to that reputation is a significant risk for the Company. Any of the risks identified herein could damage the Company's reputation, which in turn, could result in a lack of client or employee confidence, legal liability, and difficulties in raising capital.

Risks Related to Investments

The Company intends to expand its operations and business by investing in additional businesses, products or technologies. Investments may involve a number of special risks, including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, and legal liabilities. In addition, there can be no assurance that the businesses, products or technologies, if any, will achieve anticipated revenues and income. Investments could also result in potentially dilutive issuances of equity securities. The failure of the Company to manage its investment and acquisition strategy successfully could have a material adverse effect on the Company's business, results of operations and financial condition.

Dependence on Key Personnel

The success of the Company is largely dependent on the performance of its key senior management employees. Failure to retain key employees and to attract and retain additional key employees with necessary skills could impact the Company's growth and profitability. The Company's progress to date in commercializing its proprietary products has been dependent, to a significant extent, on the skills of its senior management. The departure or death of certain members of the executive team could have an adverse effect on the Company. The Company has experienced changes in its management personnel and further changes may occur in the future. The Company may face transitional difficulties in connection with these changes, and there can be no assurance that the Company will be able to attract and retain highly skilled and qualified personnel to replace employees who leave the Company.

Industry Growth

There can be no assurance that the market for the Company's existing products will continue to grow or that the Company will be successful in independently establishing markets for its products. If the markets in which the

Company's products compete fail to grow or grow more slowly than the Company currently anticipates, or if the Company is unable to establish markets for its new products, the Company's operating results and financial condition could be adversely affected.

Economic Slowdown

From time to time markets have witnessed the weakening of global macro-economic conditions. This weakness could have adverse effects on the investments of the Company's ability to continue as a going concern.

Management of Future Growth and Expansion

Planned expansion of the Company's business and its future success will depend on its ability to manage growth as it expands its products and marketing capacities, which may place a significant strain on the Company's management resources, employees, and operations, as well as its ability to finance such growth. To manage growth effectively, the Company will be required to continue to implement changes in certain aspects of its business, expand its operations, and develop, train, manage and assimilate an increasing number of management-level and other employees. If management is unable to manage growth effectively, the Company's business, prospects, financial condition, and operating results could be affected. The Company can give no assurance that it will produce revenue, operate profitably, or provide a return on investment in the future.

Legislative, Insurance, Compliance Costs, Regulatory Action and Environment

To comply with various increasing and complex regulatory reporting and standards involves significant cost. Changes to securities regulatory standards, account policy, and compliance reporting could place an additional expense burden on the Company. Insurers may increase premiums as the Company's business continue to grow so future premiums for the Company's insurance policies, including directors' and officers' insurance policies, could be subject to increase.

13. CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Forward-looking information typically contains statements including words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, expectations regarding future revenues, earnings, capital expenditures, operating and other costs; business strategy and objectives; market trends; acquisition and disposition plans; the sufficiency of cash and working capital for future operations; and the timing and the completion of various development projects.

Forward-looking information is based on a number of assumptions, which may prove to be incorrect. In addition to other assumptions identified in this MD&A, assumptions have been made regarding, among other things, the Company's transition to new products and releases; a continuing increase in the number of customer relationships; the length of the sales cycles; the competitive environment; the ability to maintain or accurately forecast revenue from the Company's products or services; the ability of the Company to identify, hire, train, motivate, and retain qualified personnel; the ability of the Company to develop, introduce, and implement new products as well as enhancements or improvements for existing products that respond in a timely fashion to customer/product requirements and rapid technological change; risks associated with operations; the impact of any changes in the laws and regulations in the jurisdictions in which the Company operates; and the effect of new accounting pronouncements or guidance.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. The forward-looking information contained herein is based on BeWhere's current expectations, estimates, and projections, and is subject to a number of significant risks and uncertainties that could cause actual results to differ materially from those anticipated. Such risks and uncertainties include, among others; general business and economic conditions; the overall performance of stock markets; actions of competitors and partners; the regulatory environment; the corporate governance environment and regulatory reporting requirements for BeWhere's clients; product capability and acceptance; the Company's ability to generate sufficient cash flow from operations to meet its current and future obligations; and the Company's ability to access external sources of financing, if required.

A more detailed assessment of the risks that could cause actual results to materially differ from current expectations is contained in the Risk Factors section of this MD&A, and in the Annual Information Form filed by the Company on November 13, 2018. The foregoing list is not exhaustive and other risks are detailed from time to time in other continuous disclosure filings of the Company.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, or expected. Forward-looking information contained herein is based on estimates and opinions of management at the date the statements are made. Except as required by law, BeWhere does not undertake any obligation to update forward-looking information even if management's estimates or opinions should change. The Company uses future-oriented financial information for budgeting and planning purposes and the information may not be appropriate for other purposes. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above.

This Management's Discussion and Analysis was approved by the Audit Committee and the Board on May 22, 2019.