

MINAEAN SP CONSTRUCTIONS CORP.
(Formerly Minaean International Corp.)

MANAGEMENT DISCUSSION AND ANALYSIS

September 30, 2016

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1.1 Date

This Management Discussion and Analysis (“MD&A”) of Minaean SP Construction Corp. (“Minaean” or the “Company”) has been prepared by management as of November 29, 2016 and should be read in conjunction with the condensed consolidated interim financial statements and related notes thereto of the Company for the six months ended September 30, 2016 and 2015, which were prepared in accordance with International Accounting Standards (“IAS”)34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and International Financial Reporting Interpretations Committee (“IFRIC”).

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. The use of words such as “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe”, “outlook”, “forecast” and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunity. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these forward-looking statements. Readers should not put undue reliance on forward-looking information.

Unless required by law, the Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

1.2 Overall Performance

The Company was incorporated under the Business Corporations Act (Alberta) on November 5, 1998 and continued into British Columbia on August 28, 2015. On April 29, 2003, Minaean completed a share exchange with Minaean Building Solutions Inc. (“MBSolutions”). On August 28, 2015, Minaean changed its name to Minaean SP Construction Corp. and consolidated its common shares on a 2:1 basis as part of its corporate reorganization. Effective August 28, 2015, the Company's common shares commenced trading on a post-consolidated basis under its new name “Minaean SP Construction Corp.” and under its new trading symbol “MSP”.

The Company has five wholly-owned subsidiaries, MBSolutions, Minaean Habitat India Private Limited (“MHIPL”), Minaean Building Structures Inc. (“MBStructures”), Minaean (Ghana) Limited (“MGhana”) and Minaean SP SL Ltd (“MSL”).

The Company is in the business of providing general contracting to the construction industry with a specialty in Light Gauge Steel Quik-Build Systems. The Company also provides a variety of contracting services including engineering, procurement, construction and design-build capabilities in the residential, commercial, industrial, healthcare, and hospitality sectors.

The Company's three products of Quik-Build Systems include "Vesta Quik-Build", a corrugated wall panel system, "Artisan Quik-Build", a steel framing load bearing wall panel system, and "Modular Quik-Build", a factory production and assembly of clad wall panels. The Company has been promoting and marketing its more economic and cost effective Artisan and Modular systems which have been gaining a gradual recognition globally. The Company is researching and developing "Cellular Light Concrete", an infill product, with the support of the Canadian Government's NSERC. This product is to be integrated and used with the "Artisan QBS" trade marked "Artisan Composite QBS" to meet the mindset and needs of developing countries desiring cost effective quick build system. This effort has currently been put on hold in view of company's current focus of developing of larger Design and Build projects globally and all efforts towards revenue growth.

Products

Modular Quik-Build	<ul style="list-style-type: none"> • Uses generic steel framing methods • Structures made of several individual modules • All work i.e. electrical, insulation etc. are completed in factory • Modules are then shipped to site and installed with minimal on site work
Vesta Quik-Build	<ul style="list-style-type: none"> • Uses cold formed steel to produce corrugated load bearing wall panels and concrete fibre boards • Designed for rapid distribution of housing construction kits to developing nations in need of homes or poor populace
Artisan Quik-Build	<ul style="list-style-type: none"> • Thin sheets of galvanized steel are formed into steel studs and used as load bearing columns for framing in commercial and residential construction • Load bearing steel stud walls are pre-engineered and fabricated to design specification in factory and shipped to site and installed • Formed alliance with Canam steel to provide its Hambro OWJS Flooring System and as a result created a complete structural building system that is fast and inexpensive to the client.

MINAEAN'S OUTLOOK FOR 2016-17

Through SP Group's investment in Minaean, the Company becomes an affiliate of the US\$4.5 billion revenue Shapoorji Pallonji Group and a strategic partner to conduct business development in the Americas and Africa and to execute contracts awarded through its efforts jointly. With Shapoorji's expertise in construction and infrastructure related to the sectors involving Housing, Healthcare, Education and Hospitality and through its subsidiaries in Ports, Railways, Refineries, Solar Renewable Power, and Water Purification Minaean's opportunity is strengthened on using its invaluable network in Canadian market to conduct business development and execute market through the support of DAFTD, CCC and EDC.

The Company together with Shapoorji Pallonji International, with a presence in nine African countries, seven Middle Eastern countries and its proactive approach in bidding for and executing contracts globally, Minaean has started conducting its business development efforts in the African countries supported by CCC, including Cote D'Ivoire, Ghana, Uganda, Tanzania, Zambia, and Cameroon, where initial introductions have been made. This is a part of the long term business model and the support of its partnership with large and credible construction group such as Shapoorji.

Minaean initiated and developed a project related to healthcare services involving the construction of a new 200-bed hospital and refurbishing another 210-bed hospital contract in Malta for Shapoorji Pallonji International, Dubai. The project has been concluded between the client in Malta and the SP Group's

Mideast subsidiary. The contract for construction has been signed between Shapoorji Pallonji Mideast Limited and the concessionaire with the annual payments duly guaranteed by the Government of Malta and the ground breaking ceremony was conducted on August 5, 2016. While the preliminary work has already started, the full construction work will commence upon financial closure anticipated within the next 60 days. This is the first contract prospect to be executed under the strategic partnership with the SP Group.

Africa

Minaean is in negotiations with a New York based NGO for construction of 240 apartments and students hostel at HO City in Ghana. This contract of approx. \$15 million in value has been put on hold due to financing difficulties. It will be awarded to MSP upon confirmation of financing of the project and will be executed under joint venture with Shapoorji Pallonji Ghana Ltd. A draft contract has already been exchanged and the contract is under negotiations.

Minaean's efforts in developing the design build contract of a 240 bed teaching hospital in HO City, Volta Region of Ghana, is currently on hold due to the elections in the country.

Further to the business development and submission of an Expression of Interest to construct a hospital in Cote D'Ivoire, the Ministry of Health has officially communicated its requirements for a hospital construction for neurological sciences in Abidjan and Minaean has been invited to meet with the Ministry during the first week of December 2016. As per the government's plans, this project is due for negotiations and award in 2017. Export Development Canada has communicated its support in principle for executing the project through an SPV model.

Minaean has finalized a memorandum of understanding with the Ministry of Health, Government of Cameroon for construction of a Greenfield 300-bed hospital project (Cancer and General) on a build operate transfer basis. This MOU is due to be signed during the 2nd half of December 2016 and the project study to commence immediately there-after.

Latin America

With Board approval, Minaean has taken a decision to promote and develop healthcare projects in Latin America. The Company's visit to Colombia as a part of Export Development Canada's trade mission in November 2015 has laid the foundation for discussions with the Colombian government for execution on a P3 model, developmental efforts in Peru is also underway. Backed by SP's expertise in construction of 45 hospitals / 13,000 beds, Minaean plans to market this business aggressively in Latin American and East European markets, replicating the model in Malta.

India

MHI operates on an outsourced model focusing on its core strengths in engineering, execution and contract management.

As at September 30, 2016, there are no ongoing contracts in progress.

For information on past projects, refer to the Management Discussions and Analysis for the years ended March 31, 2016 ad 2015.

1.3 Selected Annual Information

March 31,	2016	2015	2014
Total revenues	\$ 783,308	\$ 1,841,609	\$ 2,723,495
Net Income (Loss)	\$ 1,277,844	\$ (228,431)	\$(1,003,321)
Earnings (Loss) per share	\$ 0.03	\$ (0.00)	\$ (0.02)
Total assets	\$ 761,840	\$ 865,160	\$ 1,314,173
Total long term liabilities	\$ Nil	\$ Nil	\$ Nil
Cash dividends declared per share for each class of share	\$ Nil	\$ Nil	\$ Nil

1.4 Results of Operations

Six months ended September 30, 2016

For the six months ended September 30, 2016, the Company recorded net loss of \$150,834 as compared to a net income of \$1,435,817 for the six months ended September 30, 2015, an increase in net loss by \$1,586,651.

The Company's Indian subsidiary, MHI, had revenues of \$488,666 for first half of fiscal 2017 compared to \$548,225 for the same period in fiscal 2016, a decrease of \$59,559.

Cost of sales was \$472,183 for the six months ending September 30, 2016, resulting in a gross profit of \$16,483 or 3.4%. In comparison, cost of sales was \$479,158 for the six months ending September 30, 2015, resulting in a gross profit of \$69,067 or 12.6%. Cost of sales included labor, materials and material burden and other production costs.

Overall operating expenses decreased by \$1,526,352 primarily due to stock based compensation expense of \$908,117 recognized on options granted and management bonuses of \$486,250 incurred during the six months ended September 30, 2015.

Decreases within the operating expenses are as follows:

- Amortization by \$2,009 as the Company sold all of its equipment;
- Bonuses by \$486,250 as there were no management bonuses issued;
- Consulting by \$6,317 as no services were required from consultants;
- Interest and bank charges by \$7,304 as the Company incurred less interest on credit card purchases and bank charges in bank transactions;
- Professional fees by \$114,989 as the Company incurred higher legal costs related to the Company's corporate reorganization in the prior year. No such cost was incurred in the current period;
- Regulatory and transfer agent fees by \$20,493 due to the Company's corporate reorganization in the prior year;
- Stock based compensation by \$908,117 as there were no options granted in the current fiscal period;
- Wages and benefits decreased by \$3,705 as a reduction in staffing needs.

Offsetting these decreases was an increase in travel and entertainment costs by \$26,161 due to increased travel made by the CEO of the Company to India, UAE, Africa, and USA for various business development meetings and conferences in addition to the CEO's and CFO's travel to Dubai for the Company's board meeting.

Three months ended September 30, 2016

For the three months ended September 30, 2016, the Company recorded net loss of \$82,856 as compared to a net income of \$1,449,344 for the three months ended September 30, 2015, an increase in net loss by \$1,532,200.

The Company's Indian subsidiary, MHI, had revenues of \$89,573 with a gross loss of \$4,206 for the second quarter of fiscal 2017 compared to revenues of \$95,495 with a gross loss of \$5,477 for the same period in fiscal 2016.

Overall operating expenses decreased by \$1,525,585 in the second quarter between September 30, 2016 and 2015 comparative periods as a result of the corporate restructuring costs incurred in 2015.

Changes within the operating expenses resulted in the following:

- Decreases in bonuses by \$486,250, professional fees by \$117,591, and regulatory and transfer agent fees by \$19,150 due to the corporate restructuring in 2015. No similar cost was incurred in the current fiscal period;
- Amortization decreased due to the sale of operating equipment in India;
- Consulting fees decreased as the company did not use services of a consultant;
- Interest and bank charges decreased as the company settled its credit card debt as part of the corporate restructure;
- Office and administration decreased as the Company incurred less costs from operations in India;
- Stock based compensation decreased as there were no options granted in the current quarter;
- Travel and entertainment increased due to increased travel for the CEO and CFO of the Company for business development and a board meeting in Dubai;
- Wages and benefits increased as the Company hired part-time staff to assist the CEO with business development.

1.5 Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight reported quarters:

Quarter ended	Total Revenues	Gross Profit (Loss)	Net Income (Loss)	Earnings (Loss)per share
September 30, 2016	\$ 89,573	\$ (4,206)	\$ (82,856)	\$ (0.00)
June 30, 2016	399,093	20,689	(67,978)	(0.00)
March 31, 2016	84,098	(39,156)	(72,248)	(0.00)
December 31, 2015	150,985	35,131	(85,725)	(0.00)
September 30, 2015	95,495	(5,477)	1,449,344	0.02
June 30, 2015	452,730	74,544	(13,527)	(0.00)
March 31, 2015	102,268	77,992	(49,370)	(0.00)
December 31, 2014	1,203,571	125,803	28,983	0.00

Quarter period

Analysis

December 31, 2015,
March 31, 2016, June
30, 2016 and September
30, 2016

Higher loss due to lower gross profit margin earned in the quarter.

September 30, 2015	Net income due to the Company's debt settlement of liabilities in connection to its corporate restructuring.
June 30, 2015	Lower net loss due to reduced operating costs for the period and a freeze on interest expense on promissory notes and loans in connection to the Company's corporate reorganization which includes a debt settlement to various creditors.
March 31, 2015	Lower net loss due to a gain on debt forgiveness.
December 31, 2014	Net income resulted due to a gain in debt forgiveness recognized in the quarter.

1.6/1.7 Liquidity and Capital Resources

The Company reported working capital deficiency of \$88,712 at September 30, 2016 compared to working capital deficiency of \$17,862 at March 31, 2016, an increase in working capital deficiency by \$70,850. As at September 30, 2016, the Company had net cash on hand of \$76,791 compared to \$171,059 at March 31, 2016.

As at September 30, 2016, the Company's primary source of liquidity included cash of \$76,791, short-term investments of \$21,587, receivables of \$159,664 and holdback receivables of \$115,929. Other current assets at September 30, 2016 consisted of prepaid expenses and deposits of \$13,837.

Current liabilities as at September 30, 2016 increased by \$49,394.

During the period ended September 30, 2016, the Company:

- Utilized \$191,971 of cash from operations;
- Received proceeds of \$108,708 on the sale of equipment; and
- Repaid loans to related parties totaling \$58,980.

To-date, the other sources of funds potentially available to the Company are through the exercise of various outstanding 5,601,616 stock options at an exercise price between \$0.13 per share and \$0.26 per share which expire between May 28, 2018 and August 30, 2020.

The Company's continuing operations are dependent upon its ability to either secure additional equity capital or generate consistent cash flow from operations in the future. During the period, the Company commenced operations on its revenue generating projects. The Company's project in Sierra Leone valued at US\$1,004,650 is underway and will be completed within fiscal 2017. The Company received a mobilization advance of \$98,811 to date. In addition, the Company received a partial payment of \$150,000 from its shareholder, SP Group, towards the Company's fee for a project in Malta. In connection with this fee, the Company anticipates receiving an additional \$500,000 in installments during fiscal 2017 as the Malta project progresses.

1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors. The remuneration of directors and other key management personnel during the six months ended September 30, 2016 and 2015 were as follows:

	2016	2015
Management salaries	\$ 60,000	\$ 18,000
Bonuses	-	446,000
Total	\$ 60,000	\$ 464,000

- (a) On October 1, 2014, the Company entered into an administrative agreement for administrative services in exchange for a monthly fee of \$4,000 plus applicable tax (Note 10).

During the six months ended September 30, 2016, the Company paid \$24,000 (2015 - \$24,000) in administrative fees to VCC.

As at September 30, 2016, \$4,200 (March 31, 2016 - \$nil) in administrative fees were due to this company and paid subsequent to the period end.

- (b) During the six months ended September 30, 2016, the Company paid \$12,000 (2015 - \$12,000) in rent to a company controlled by the spouse of the CFO and director of the Company.
- (c) As at September 30, 2016, \$170 (March 31, 2016- \$19,784) was included in due to related parties for amounts owing to the CEO and director of the Company.
- (d) As at September 30, 2016, Rs 3,000,000 (CAD equivalent \$58,980) (March 31, 2016 – Rs 5,000,000 or CAD\$97,900) in operating loans included in due to related parties were due to the SP Group, a shareholder of the Company.

Unless otherwise specified above, amounts due to related parties are unsecured and have no specified interest rate or terms of repayment.

1.10 Fourth Quarter

None.

1.11 Proposed Transactions

None.

1.12 Critical Accounting Estimates

Not applicable to venture issuers.

1.13 Changes in Accounting Policies

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards (“IFRS”). Our significant accounting policies are set out in Note 2 of the condensed interim consolidated financial statements of the Company, as at and for the six months ended September 30, 2016 and 2015.

Accounting Standards Issued but not yet Effective

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

The Company has not early adopted these standards and is currently assessing the impact that these standards will have on its financial statements.

IFRS 9: New standard that replaces IAS 39 for classification and measurement of financial assets, effective for annual periods beginning on or after January 1, 2018.

IFRS 15: New standard that replaces existing revenue requirements IAS 11, IAS 18, IFRIC 13, IFRIC 18 and SIC 31 for measurement, recognition, and disclosure of revenues; effective for annual periods beginning on or after January 1, 2018.

IFRS 16 –New standard contains a single lessee accounting model, eliminating the distinction between operating and financing leases from the perspective of the lessee. The accounting requirements from the perspective of the lessor remains largely in line with previous IAS 17 requirements, effective for annual reporting periods beginning on or after January 1, 2019 for public entities with early adoption permitted.

1.14 Financial Instruments and Other Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's current assets and liabilities approximate fair value due to the short term nature of these instruments. The Company's holdback receivable and long term receivable approximate fair value due to the nature of these items, which primarily includes government refunds and holdback receivables which will be collected upon completion of construction projects.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. Trade receivables are due primarily from two customers in India consisting of 42% and 45% of total receivables. The Company's long term receivables are at various stages of review by government authorities in India. Should the Company receive an unfavorable ruling, a loss provision will be made in the year incurred. The Company has credit risk as it relates to the collection of these receivables. Management continues to monitor the credit granted to all customers and used the services of Export Development Canada where possible.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at September 30, 2016, the Company had a working capital deficiency of \$88,712 (March 31, 2016 –\$17,862). During the period ended September 30, 2016, the Company recognized deferred revenue of \$250,994 which will be earned in fiscal 2017 therefore reducing the Company's liabilities. Of the \$250,994 deferred revenue, \$150,000 was received in partial payment of fees

earned relating to a project in Malta with an anticipation of a further \$500,000 to be received during fiscal 2017.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

(a) Interest rate risk

Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company is exposed to interest rate risk as its bank account earns interest income at variable rates. The income earned on the bank account is subject to the movements in interest rates. Management considers the risk to be minimal.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, accounts payable and accrued liabilities and other payables that are denominated in Indian Rupees and Sierra Leonean Leone. Management does not hedge its exposure to foreign exchange risk and does not believe the Company's net exposure to foreign currency risk is significant.

As at September 30, 2016, MHIPL had net financial assets of Rs 19,393,239. A 10% change in the Canadian dollar versus the Rupee would give rise to a gain/loss of approximately \$38,127.

As at September 30, 2016, MSL had net financial assets of SLL 105,759,432. A 10% change in the Canadian dollar versus the Leone would give rise to a gain/loss of approximately \$2,480.

(c) Price risk

The Company does not feel it is significantly exposed to price risk with respect to commodity prices.

1.15 Summary of Outstanding Share Data

Summary of Outstanding Share Data as at November 29, 2016:

1. Authorized – Unlimited common shares without par value.
2. Issued and outstanding: 58,159,883 common shares
3. Stock options outstanding: 5,601,616

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors, thank you for your continued support.

“Mervyn Pinto”

Mervyn Pinto
President and CEO