TrackX Holdings Inc.

Management's Discussion and Analysis

For the Year Ended September 30, 2017

TrackX
Connecting Assets in a Connected World

The following discussion and analysis ("**MD&A**") of the operations, results, and financial position of TrackX Holdings Inc. (formerly Cougar Minerals Corporation) (the "**Company**") for the year ended September 30, 2017 should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the fiscal years ended September 30, 2017 and September 30, 2016. For further information on the Company, reference should also be made to its public filings under the Company's profile on SEDAR at www.sedar.com. Information is also available on the Company's website at www.trackx.com. The effective date of this report is January 29, 2018. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY HISTORY AND COMPANY OVERVIEW

The Company was incorporated under the Canadian Business Corporations Act on April 21, 2004. On August 24, 2012, the Company consolidated all of its issued and outstanding common shares on a ten (10) old common shares for one (1) new common share basis. On December 31, 2013, the Company consolidated all of the issued and outstanding common shares on a four (4) old common shares for one (1) new common share basis. On July 2, 2015, the Company consolidated all of the issued and outstanding common shares on a ten (10) old common shares for one (1) new common share basis. On January 11, 2016, the Company continued into and became a company existing in British Columbia under the British Columbia Business Corporations Act.

The Company's head office is located at 7800 E. Union Ave., Suite 430, Denver, CO 80237 USA and its registered office and records office is located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6B 2R9.

The Company changed its name from Cougar Minerals Corporation to TrackX Holdings Inc. ("**TrackX**") (formerly TrackX LLC) upon the completion of an acquisition of all of the issued share capital of TrackX, Inc. (the "**Acquisition**") resulting in a reverse takeover of the Company, on May 26, 2016.

TrackX is incorporated and existing under the laws of the state of Delaware, U.S.A. TrackX's principal business is the development and customization of its proprietary enterprise software which enables hardware to track physical assets using sensory technology.

On closing of the Acquisition, TrackX, Inc. became a wholly owned subsidiary of the Company. As TrackX, Inc. is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation on July 9, 2015 are included in the consolidated financial statements at their historical carrying value. The Company's results of operations are those of TrackX, with the Company's operations being included from May 26, 2016 onwards, being the closing date of the Acquisition. Please refer to "Reverse Takeover" (Note 4) of the Consolidated Financial Statements for more details.

SIGNIFICANT HIGHLIGHTS

The following highlights developments for the year ended September 30, 2017 and to the date of this MD&A:

In fiscal 2017, the Company has continued to focus on several strategies that have enabled growth, being:

a. The Company continued with the nationwide deployment of asset-tracking, manufacturing work-in-process and yard management solutions across various industries, including the automotive industry. The Company expanded it's business with Carvana from 22 locations to 42 locations with plans to expand further in 2018. The Company is now an integral part of the Carvana's operation and growth strategy. The Company invested time and resources in migrating the

Company's AssetTrack solution and broTECH's Trulocate Technology to deliver it's IIOT Global Asset Management for Enterprises ("**G.A.M.E.**") platform which enabled the customer to gain better visibly of their transportation fleet, available vehicle inventory and the tracking of each vehicle from acquisition to customer sale. This represents the Company's first entry into the automotive industry.

b. The Company completed a bought placement of 13,684,210 units at a price of $0.38 per unit of the Company with a syndicate of investment dealers, for gross proceeds of $5.2 million. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable at a price of $0.55 per common share for a period of two years (Note 11).

c. The Company acquired all of the assets and certain liabilities of broTECH Solutions LLC, a California based provider of asset management and Industrial Internet of Things ("**IIOT**") solutions. Key benefits of this transaction include: expanding our IIOT platform through the intregration of the broTECH's mobile technology product and the Company's asset tracking products for the creation of the Global Asset Management for the Enterprise ("**G.A.M.E.**"). The new platform enables the Company to broaden it's suite of product offerings for customers, expansion of technical and development resources, and extension of industry leadership in asset tracking and IIOT (Note 5).

d. During Q4, the Company was awarded a contract of $2 million CAD to provide G.A.M.E. for tracking IT assets for one of the largest company's in the insurance industry Phase one, to be deployed in the second fiscal quarter of 2018, will track assets in and out of is facilities by augmenting the customer's current asset management system and providing real-time data and advanced analytics to improve operation effectiveness.

FISCAL PERFORMANCE

The Company total revenue increased 270% to $5,170,078 for the year ended September 30, 2017 as compared to $1,396,810 for September 30, 2016. The annually recurring revenue increased $734,355 (115%) for a total of $1,371,201 for year ended September 30, 2017 as compared to $636,846 for year ended September 30, 2016.

The increase in operating expenses of $1,805,287 ($5,401,204 for 2017, $3,595,920 for 2016) was largely due to the acquisition of broTECH Solutions, LLC, the time required to consolidate engineering resources, and the effort to integrate the combined technology and related intellectual property. This increase can also be attributed to the addition of product development costs, increased sales and marketing efforts, and the addition of amortization for newly acquired intellectual property.

SELECTED ANNUAL INFORMATION

The following table represents selected financial information of the Company for the three (3) most recently completed financial years and should be read in conjunction with the Company's audited financial statements:

	2017	2016	2015
	$	$	$
Total revenue	5,170,078	1,396,810	1,629,611
Profit (loss) for the year	(3,974,271)	(4,296,239)	(1,070,239)
Comprehensive (loss) for the year	(4,104,102)	(4,216,863)	(1,550,480)
Total assets	5,497,999	2,446,197	410,707
Total liabilities	2,282,408	1,377,122	4,001,380
Basic and fully diluted loss per common share	(0.07)	(0.15)	(0.08)

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly financial results for the years ended September 30, 2017 and 2016:

	September 30 2017	June 30 2017	March 31 2017	December 31 2016
	$	$	$	$
Revenues	1,331,054	878,331	1,327,502	1,633,191
Cost of Sales	1,132,798	592,181	872,549	1,184,431
Gross Margin	15%	33%	34%	27%
General & Admin	1,525,153	1,378,047	1,490,686	1,007,321
Net Loss	(1,289,614)	(1,090,363)	(1,035,733)	(558,561)
Loss per Share	(0.02)	(0.02)	(0.02)	(0.01)
Total Assets	5,497,999	6,604,267	2,022,121	2,495,720

	September 30 2016	June 30 2016	March 31 2016	December 31 2015
	$	$	$	$
Revenues	491,994	328,438	306,311	270,067
Cost of Sales	475,963	383,874	452,687	315,444
Gross Margin	3%	(17%)	(48%)	(17%)
General & Admin	1,440,212	1,452,671	320,785	382,252
Net Loss	(916,409)	(2,485,040)	(467,161)	(427,629)
Loss per Share	(0.02)	(0.10)	(0.02)	(0.08)
Total Assets	2,446,197	3,220,552	580,998	519,835

Revenues during the quarter ended September 30, 2017 were $1,331,054 with a total cost of sales of $1,132,798, resulting in a gross margin of $198,256. General and administrative costs totaled $1,525,153 for a net loss of $1,289,614.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 73,199,841 common shares outstanding. The following table summarizes the maximum number of common shares outstanding as at September 30, 2017 and as of the date of this MD&A as if all outstanding stock options and common share purchase warrants were converted to common shares:

	September 30, 2017	As of the date of this MD&A
Common shares	73,199,841	73,199,841
Warrants to purchase common shares	7,587,037	7,587,037
Options to purchase common shares	4,670,000	4,670,000
Compensation options to purchase common shares	1,066,052	1,066,052
TOTAL	**86,552,930**	**86,552,930**

RESULTS OF OPERATIONS

Year ended September 30, 2017 ("2017 period") compared with the year ended September 30, 2016 ("2016 period")

Revenues

Revenues were $5,170,078 during the 2017 period (2016 period - $1,396,810). The majority of this increase in revenue is due to new implementations of AssetTrack and Yard Management solutions. The new implementations were expansion of existing customers, the addition of a new customers, and the addition of the existing broTECH customers. (See Note 12 for revenue breakdown by category).

During the 2017 period, the Company increased the focus on recurring revenue by selling software and services on a SaaS basis and shifting more revenue from enterprise licenses to SaaS. As a result, SaaS revenues more than doubled during the current period. The growth of the SaaS revenue increases the recurring revenues in future years without adding appreciable costs of sales. All of the new customers for year ended September 30, 2017 were SaaS based customers.

Cost of Sales

During the 2017 period, cost of sales was $3,781,959 (2016 period - $1,627,968). The increase corresponds with the growth in revenue related to the AssetTrack and Yard Management implementations noted above.

Operating Expenses

Operating expenses were $5,364,107 in the 2017 period, (2016 period – $3,595,920). The increase was largely due to the acquisition of broTECH Solutions, LLC, the time required to consolidate engineering resources, and the effort to integrate the combined technology and related intellectual property.

Net Loss

Net loss during the 2017 period was $3,974,271 (2016 period - $4,296,239). The increase in the net loss is a result of the Company's increase in operating expenses due to the broTECH aquistion. This increase can also be attributed to the addition of product development costs, increased sales and marketing efforts, and the addition of amortization for newly acquired intellectual property.

Non-IFRS Measures

The accompanying non-IFRS measures do not have any standardized meaning as it relates to performace measures and may not be comparable to other Company or issuer disclosures of similar performance measures. The Company has provided a reconciliation of Adjusted EBITDA to IFRS loss in the following table. Adjusted EBITDA is defined as earnings before interest income, taxes, depreciation and amortization, accretion, and share based compensation and other non-recurring gains and losses. Management believes that adjusted EBITDA is a useful measure that facilitates period to period operating comparisons. Adjusted EBITDA should not be considered a measure superior to IFRS net income (loss).

Adjusted EBITDA	For the Year Ended September 30, 2017	For the Year Ended September 30, 2016
	$	$
Net loss	(3,974,271)	(4,296,239)
Accretion on contingent liability	-	8,945
Amortization of intangible assets	367,102	73,699
Depreciation of equipment	10,019	5,123
Finance charges	92	59,082
Gain on settlement of contingent liability	-	(2,043,515)
Listing charge	-	2,684,485
Share based compensation	174,743	1,124,903
Adjusted EBITDA	**(3,422,315)**	**(2,383,517)**

OUTLOOK

TrackX is deploying a land and expand strategy within multiple industry verticals (for example, yard management, high value asset tracking, returnable transport item management, and work in process tracking). It has secured initial implementation agreements with large multi-national organizations that are leaders in their industry verticals. As these implementations prove their value within these organizations, the Company anticipates realizing additional revenue expansion within these opportunities. Additionally, TrackX is leveraging strategic reseller and implementation partners in the marketplace which provides several key benefits to both parties. For TrackX, this opens additional sales channels for its product offering, provides implementation resources to meet growing demand, and gains exposure to new geographic and solution verticals. For partners, this provides a proven software solution to offer to their customer base and allows for enhanced differentiation in their respective markets.

TrackX will continue to explore merger and acquisition ("**M&A**") opportunities that are complementary to our current strategic direction. Any M&A activity would enable the Company to expand its footprint of services into new vertical markets and provide new technology to cross sell to our existing and new customer base. Additionally, any M&A opportunities would allow for the acquisition of new talent to ensure that the Company has top tier resources in the IIoT marketplace.

The TrackX IIoT platform, G.A.M.E., will continue to expand its functional reach by supporting existing and developing new application program interfaces ("**API**") that will facilitate plugging in our G.A.M.E. solution to market leading Enterprise Resource Planning ("**ERP**") solutions like SAP, Oracle, NetSuite, Microsoft and others. The ERP solutions are the backbone of many of the large enterprise customers and require that G.A.M.E. intregrate into their systems. In addition, the Company intends to extend its G.A.M.E platform through mobile applications, sensors, and other emerging autoID technologies.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management personnel consist of directors and senior management including the President and Chief Executive Officer (CEO), Chief Strategy Officer (CSO), Chief Operating Officer (COO), Chief Technology Officer (CTO) and Chief Financial Officer (CFO). Key management personnel compensation includes:

	For the Year Ended September 30, 2017	For the Year Ended September 30, 2016
	$	$
Salaries and wages	855,972	632,783
Consulting	290,873	232,032
Automobile allowance	24,972	29,372
Professional fees	-	47,067
Share-based compensation	177,750	595,577
	1,349,567	**1,536,831**

Included in professional fees are $47,315 (2016 - $21,065) for directors' fees and services charged by the directors of the Company that are not considered key management and therefore are not included in the amounts above.

Included in due to related party (short term) are $8,576 (2016 – $42,808) payable to the COO, CFO, and CTO.

On completion of the Acquisition, the Company acquired rights to an intangible asset (Intellectual Property Patent) from one director and one former director of the Company for $267,460 ($200,000 USD). Payments of $52,572 ($50,000 USD) were made during the current year. $Nil remains owed as at September 30, 2017.

Included in due to related party (short term) is $304,673 along with the $297,900 due to related party (long term) owed to broTECH which is majority owned by the COO of the Company.

Included in rent and facilities expense is $12,000 (2016 – $4,000) of rental fees paid to a company controlled by two directors of the Company.

Included in share issuance costs are $42,000 (2016 - $Nil) of services paid to two directors of the Company.

Contingently issuable shares are due to a company owned by the CEO, former CSMO and CSO as indicated in Notes 4 and 10 to the accompanying financial statements. The following balances remain at

September 30, 2017:

- $127,920 relating to the future contingent grant of contingently issuable common shares included in share-based compensation for 2017. Forfeitures of $242,160 were recorded during the year ended September 30, 2017 and are included in share-based compensation.

- $132,000 relating to the future payment of a cash based incentive bonus and has been recorded as a current liability. Payments of $133,000 were made during the year ended September 30, 2017.

RECENT ACCOUNTING PRONOUNCEMENTS

Accounting Standards Issued but Not Yet Adopted

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

lAS 12 – Amendments to the Standard to clarify the recognition of a deferred tax asset for unrealized losses. The amendement of IAS 12 is effective October 1, 2017.

IFRS 9 – Financial Instruments: Classification and Measurement. Replaces the current IAS 39 Financial Instruments Recognition and Measurement. The standard introduces new requirements for classifying and measuring financial assets and liabilities which related to determining and measuring lifetime expected credit losses and assessing significant increases in credit risk. The Company will start the application of IFRS 9 in the financial statements effective from October 1, 2018.

IFRS 15 – Revenue from Contracts with Customers. The standard provides clarity by removing inconsistencies and weakness in revenue recognition requirements, providing a more robust framework, improved comparability across entities, more information, and simplified presentation. The Company is currently assessing the impact of the amendment and is expecting the amendment to have a material impact on the consolidated financial statements. The amendment of IFRS 15 is effective October 1, 2018.

IFRS 16 – Leases. The new standard establishes a right-of-use model that requires a lessee to record a right-of-use asset and lease liability on the balance sheet for all leases with terms longer than 12 months. The Company is currently assessing the impact the amendment will have on the consolidated financial statements. The amendment of IFRS 16 is effective October 1, 2019.

FINANCIAL INSTRUMENTS AND RISKS

Capital risk management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes shareholders' equity, comprised of issued share capital, reserves and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further develop the infrastructure for customer deployment to support the growing sales and marketing opportunities in the IIOT. To secure the additional capital necessary to pursue these plans, the Company will attempt to raise additional funds through the issuance of equity and warrants, debt or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the year ended September 30, 2017.

The Company is exposed to a variety of financial risks by virtue of its activities. In particular: market risk (composed of currency risk), liquidity risk, fair value risk and credit risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by management under policies reviewed by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

The Company's financial instruments and risk exposures are summarized below.

a) 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 with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk.

b) Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. Cash is held with major financial institutions in the United States and Canada and is subject to the Interest Rate Risk. Receivables are subject to standard credit terms.

c) Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

d) Foreign Currency Risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than US dollars.

In managing currency risks the Company aims to reduce the impact of short-term fluctuations on earnings by minimizing transactions between TrackX Holdings, Inc. which the functional currency is Canadian Dollars and TrackX, Inc. in which the operational currency is in United States Dollars. As at September 30, 2017, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

Fair value hierarchy

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of accounts receivable, accounts payable, due to related party, and accrued liabilities are equal to their carrying values due to the short-term nature of these instruments.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company may be regarded as speculative due to the Company's stage of development. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from those described in forward-looking statements relating to the Company. Prospective investors should carefully consider the following risks and uncertainties:

Additional Financing

The Company has a history of operating losses and uses cash raised in equity markets to partially fund working capital. If adequate funds are not available when required or on acceptable terms, the Company may be required to delay, scale back or terminate its sales and marketing efforts, and may be unable to continue operations. There can be no assurance that the Company will be able to obtain the additional financial resources required to compete in its markets on favorable commercial terms or at all. Any equity offering may result in dilution to the ownership interests of shareholders and may result in dilution of the value of such interests. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Product Enhancements and Development

The development activities of the Company may be funded by its customers through engineering services provided in addition to the Company's investment in enhancing its existing product suite. If the Company fails to develop new products, incurs delays in developing new products, or if the product or enhancements to existing products and services that the Company develops are not successful, the Company's business could be harmed. Even if the Company does develop new products that are accepted by its target markets, the Company cannot assure that the revenue from these products will be sufficient to justify the Company's investment in research and development.

History of Losses

The Company has a history of losses, and there can be no assurance that the Company's losses will not continue in the future. As at September 30, 2017, the Company had an accumulated deficit of $11,501,370. The Company's prospects must be considered in the context of the implementation stage of its current strategy, the risks and uncertainties it faces, and the inability of the Company to accurately predict its results of sales and marketing initiatives. There can be no assurances that implementation of the Company's strategy will result in the Company generating and sustaining profitable operations.

Product Development and Technological Change

The market for the Company's products and services is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. To be successful, the Company will need to enhance existing products and to introduce new products and features in response to changing standards, customer requirements, and technological innovations by others. There can be no assurance that the Company will be successful in doing this in a timely manner or at all.

The embedded computing and IIoT industries are characterized by a continuous flow of improved products that render existing products obsolete. There can be no assurance that products or technologies developed by others will not render the Company's products obsolete or non-competitive.

Intellectual Property Protection

The Company's ability to compete may be affected by its ability to protect its intellectual property. It relies primarily on a combination of copyright, trademark, patent and trade secret laws, confidentiality procedures and contractual provisions to protect its intellectual property. While the Company believes that its products and technologies are adequately protected against infringement, there can be no assurance of effective protection. Monitoring and identifying unauthorized use of the Company's technology is difficult, and the prohibitive cost of litigation may impair the Company's ability to prosecute any infringement. The commercial success of the Company will also depend upon its products not infringing any intellectual property rights of others and upon no claims for infringement being made against the Company. The Company believes that it is not infringing any intellectual property rights of third parties, but there can be no assurance that such infringement will not occur. An infringement claim against the Company by a third party, even if it is invalid, could have a material adverse effect on the Company because of the costs of defending against such a claim.

Customer Concentration

The Company has sales agreements with customers comprising a significant portion of our revenue. The Company's business and future success depends on the Company's ability to maintain its existing customer relationships and expand its new customer base. If certain of the significant customers, for any reason, discontinues their relationship with us, or reduces or postpones current or expected orders for products or services, or suffers from business loss, our revenues and profitability could decline materially. During the years ended September 30, 2017 and 2016, one customer accounted for 59% and 11% of total revenues, respectively.

Dependence on Key Personnel

The Company's future success depends largely on its ability to attract and retain talented employees. The Company is highly dependent on a limited number of key personnel to maintain customer and strategic relationships. Loss of key personnel could have an adverse effect on these relationships and negatively impact the Company's financial performance. The Company's future results of operations will depend in part on the ability of its officers, management and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. If the Company were to lose the services of any key personnel, the Company may encounter difficulties finding qualified replacement personnel.

Management of Growth

The Company's future results of operations will depend in part on the ability of its officers and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. Substantial growth in the Company's hardware initiatives may require the Company to raise additional capital through the issuance of additional shares or securing financing. There can be no assurance that the Company would be able to secure additional funding through these activities.

Stock Price Volatility

The market price for the common shares of the Company fluctuates significantly, and these fluctuations tend to be exaggerated if the trading volume is low. The market price of the common shares may rise or fall in response to announcements of technological or competitive developments, acquisitions or strategic alliances by the Company or its competitors, the gain or loss by the Company of significant orders or broad market fluctuations.

Changes in Tax Legislation

In December 2017, the United States federal government enacted numerous amendments to the Internal Revenue Code of 1986 pursuant to an act known by the short title of the Tax Cuts and Jobs Act (the "**TCJA**"). The TCJA may impact the Company's income tax expense (benefit) in future periods. The Company has recorded a full valuation allowance on its net deferred tax assets and does not anticipate any impact form the TCJA on its net deferred tax assets. The Company is currently analyzing the impact of the TCJA.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company's Independent Auditors have included an explanatory paragraph in their Audit'rs report describing a material uncertainty that may cas significant doubt about the Company's ability to continue as a going concern due to recurring losses incurred in recent years. The Company's accompanying financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2017, the Company had net working capital of $301,473 (September 30, 2016 - $750,058) and had an accumulated deficit of $11,501,370. The Company's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. The continuation of the Company is dependent upon the financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations.

Net cash used in operating activities for the 2017 period were $3,140,811 compared with cash used of $3,282,822 in the 2016 period. The decrease in cash used in operating activities was primarily due to the the listing fees associated with the Acquisition during the prior period that did not occur in the 2017 period.

Net cash flows used in investing activities for the 2017 period were $1,341,416 (2016 - $195,592). The biggest change is attributable to the acquisition of broTECH during the current period.

Net cash flows generated for financing activites for the 2017 period were $4,615,975 (2016 - $4,720,721) primarily attributed to the private placement of units during the third quarter less cash paid to acquire broTECH.

The Company's consolidated financial statements have been prepared in accordance with IFRS under the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation. The consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52- 109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

ADDITIONAL INFORMATION

For further detail, see the Company's unaudited interim condensed consolidated financial statements for the year ended September 30, 2017. Additional information about the Company can also be found under the Company's profile at www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – TKX
Exchange - TSX-V

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