



URBANIMMERSIVE INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2019**

DATED JANUARY 13, 2020

Urbanimmersive Inc.

Management discussion and analysis for the year ended September 30, 2019

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of January 13, 2020, and complements the audited consolidated financial statements of Urbanimmersive Inc. ("Urbanimmersive" or the "Corporation") for the year ended September 30, 2019, which are compared to the year ended September 30, 2018.

All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated. Additional information is provided in the Corporation's audited consolidated financial statements for the year ended September 30, 2019.

The audited consolidated financial statements and the MD&A have been reviewed by the audit committee and approved by the Corporation's Board of Directors on January 13, 2020. These documents and more information about the Corporation are available on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Corporation is hereby providing cautionary statements identifying important factors that could cause the Corporation's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Corporation has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Corporation. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Corporation that could influence actual results are summarized under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Corporation does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Corporation, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

ABOUT URBANIMMERSIVE

Urbanimmersive is the leading SaaS business management solution providing mission critical solutions to visual content providers serving the real estate residential, commercial, construction and local businesses markets. The Urbanimmersive platform helps customers increase their operational productivity while helping in delivering the full potential of visual content creations through leading-edge websites builder tool, AI-backed image indexing, robust file transfer systems and interactive visual technology solutions. Urbanimmersive's core technology is a 3D emulator powered by a visual content recognition post-production algorithm that delivers online and offline cost-effective alternatives to traditional 3D engines for the creation of immersive digital environments. The 3D emulator enables to quickly create immersive environments of small existing and future spaces like houses to extremely large environments

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like stadiums, to which clients can interpolate multiple layers of interactive and contextualized set of data for many purposes such as for online marketing, building asset management and offsite training and inspection. The Company offers its advance features on a pay-per-use transactional business model and licenses its immersive technology in other market segments.

HIGHLIGHTS

- Success in the completion of the integration of Urbanimmersive LLC ('Tourbuzz') along with all the realized cost synergies anticipated;
- Gross Merchant Volume ('GMV') of \$2,535k for Q4-19 while compared to \$1,481k for Q4-18, a growth of \$1,054k or 71% and a GMV of \$10,061k for 2019 compared to \$3,477k for 2018, a growth of \$6,584k or 189%;
- Revenues of \$864k for Q4-19 while compared to \$812k for Q4-18, a growth of \$52k or 6.4% and revenues of \$4,454k for 2019 compared to \$2,271k for 2018, a growth of \$2,183k or 96%;
- Gross margin (before amortization) of \$816k (94.4%) for Q4-19 compared to \$273k (33.6%) for Q4-18 (increase of \$543k) and gross margin of \$3,378k (75.8%) for 2019 compared to \$335k (14.8%) for 2018 (increase of \$3,043k);
- EBITDA of \$466k for Q4-19 compared to -\$285k for Q4-18 (increase of \$751k) and EBITDA of \$725k for 2019 compared to -\$1,411k for 2018 (increase of \$2,136k);
- Net income of \$746k for Q4-19 compared to a net loss of \$1,589k for Q4-18 (improvement of \$2,335k) and net income of \$1,942k for 2019 compared to a net loss of \$2,766k for 2018 (improvement of \$4,708k);
- Cashflows related to operating activities of \$437k for Q4-19 compared to -\$243k for Q4-18 (improvement of \$680k) and cashflows related to operating activities of \$464k for 2019 compared to -\$1,325k for 2018 (improvement of \$1,789k);
- Conversion of all merchants using low-margin services to new high margin platform feature;
- Renewal of terms and conditions of the US term loan in compliance with its required financial covenants and reclassified as long-term debt;
- Launch of a new corporate website with enriched investors section;

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ACHIEVEMENTS

" This other consecutive quarter of strong financial performance once again demonstrates the profitability and sustainability of the Company following the successful integration of Tourbuzz's activities and allows us to tackle the low season with serenity and a financial strength never achieved before. This is particularly satisfying to realize that this improvement in our financial situation is driven by many various financial metrics including revenues, gross margin, operating income, net income, cash flow from operating activities and working capital. In addition, the ongoing refinancing process of our term loan should provide us with greater financial flexibility", said Ghislain Lemire, President and CEO of Urbanimmersive.

" This year, we have put a lot of effort into integrating, streamlining and harmonizing our technological, human and financial activities following our major acquisition of Tourbuzz in order to provide ourselves with the means to invest more in the growth of our activities and we are very proud of the results achieved today", said Ghislain Lemire, President and CEO of Urbanimmersive.

"We are also proud of the competent and tightly integrated team we have put in place this year. Now that the integration of our activities is behind us, team's priority in the coming months will be to optimize the customer experience through increased sales and marketing support and the launch of new innovative business solutions driven by the core technologies developed by Urbanimmersive. We also intend to continue to pursue strategic accretive acquisitions that will allow us to enhance our product offering and accelerate our growth", said Ghislain Lemire, President and Chief Executive Officer of Urbanimmersive.

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OPERATING RESULTS ANALYSIS

	Three-month period ended Sept. 30, 2019	Three-month period ended Sept. 30, 2018	Twelve-month period ended Sept. 30, 2019	Twelve-month period ended Sept. 30, 2018
	In thousands \$	In thousands \$	In thousands \$	In thousands \$
Gross Merchant Volume (GMV) *	2,535	1,481	10,061	3,477
Revenues	864	812	4,454	2,270
Direct charges	48	539	1,076	1,936
Amortization	132	58	494	87
Gross margin (before amortization)	816	273	3,378	335
Operating expenses	363	934	2,666	2,091
EBITDA**	466	(285)	725	(1,411)
Other expenses (revenues)	51	870	(1,313)	938
Net income (loss)	746	(1,589)	1,942	(2,766)
Basic net income (loss) per share	0.01	(0.04)	0.03	(0.04)

* GMV represents the value of all transactions performed by merchants using Urbanimmersive's business solutions for invoicing and/or collecting payments for their services

** Exclude Tourbuzz acquisition costs of \$13k for the 3 and 12-months periods ended September 30, 2019 and respectively \$331k and \$346k for the 3 and 12-months periods ended September 30, 2018.

THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2019 COMPARED TO THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2018

Net income for Q4-19 was \$746k compared to a net loss of \$1,589k for Q4-18, a year-over-year improvement of \$2,335k which is explained by the following changes:

REVENUES

For Q4-19, revenues totalled \$864k compared to \$812k for Q4-18, an increase of \$52k or 6.4%. This increase comes from the full quarterly contribution of Tourbuzz in 2019 (+\$550k) (versus 26 days in Q4-18) offset by a decrease of Urbanimmersive's revenues of -\$498k which is mainly explained by the change of billing method for merchants (from gross to net) in March 2019.

GROSS MARGIN (BEFORE AMORTIZATION)

For Q4-19, the Company recorded a gross margin of \$816k or 94.4% compared to \$273k (33.6%) for Q4-18, a significant improvement of \$543k. This improvement is attributable to the full Q4-19 contribution of Tourbuzz, the change of billing method for merchants (from gross to net) in March 2019 and the reclassification of some direct charges to operating expenses. Direct charges mainly consist of credit card processing fees (\$24k) and subcontracting fees (\$24k).

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AMORTIZATION

The increase of amortization of \$74k between Q4-18 and Q4-19 is mainly explained by the additional amortization coming from Tourbuzz intangible and tangible assets.

OPERATING EXPENSES

For Q4-19, operating expenses totalled \$363k compared to \$949k for Q4-18, a decrease of \$586k. This decrease is mainly explained by the decrease in acquisition costs (-\$318k), wages and employee benefits (-\$344k), consulting fees (-\$49k) and bad debt (-\$37k), partly offset by an increase in hosting fees (+\$63k), licences (+\$22k) and exchange loss (+\$48k)

EBITDA

For Q4-19, EBITDA totalled \$466k compared to -\$285k for Q4-18, a significant increase of \$751k.

OTHER EXPENSES (REVENUES)

For Q4-19, other expenses totalled \$51k compared to other expenses of \$870k for Q4-18, a variation of \$819k mainly explained by the change in fair value of embedded derivatives on convertibles debentures (+\$947k) and warrants (\$76k) which were partly off-set by an increase in financial expenses of +\$133k attributable to interests on convertible debentures and long-term debts which were mainly used to finance the acquisition of Tourbuzz along with a loss on R&D write-off of \$86k following the dissolution of Tourbuzz as at September 30, 2019.

YEAR ENDED SEPTEMBER 30, 2019 COMPARED TO YEAR ENDED SEPTEMBER 30, 2018

Net income for 2019 totalled \$1,942k compared to a net loss of \$2,766k for 2018, a significant improvement of \$4,708k which is explained by the following changes:

REVENUES

For 2019, revenues totalled \$4,454k compared to \$2,270k for 2018, a significant increase of \$2,184k or 96%. This increase comes from the 12-months contribution of Tourbuzz in 2019 (+\$3,084k) (versus 26 days in 2018) partly offset by a decrease of Urbanimmersive's revenues of \$1,100k which is mainly explained by the change in billing method for merchants (from gross to net) in March 2019.

GROSS MARGIN (BEFORE AMORTIZATION)

For 2019, the Company recorded a gross margin of \$3,378k compared to \$335k for 2018, a significant improvement of \$3,043k. This improvement is attributable to the 2019 full contribution of Tourbuzz (versus 26 days in 2018), the change of billing method for merchants (from gross to net) in March 2019 and the reclassification of some direct charges to operating expenses.

AMORTIZATION

For 2019, amortization totalled \$494k and is composed of amortization of intangible assets (\$429k) and property and equipment (\$65k). The increase in amortization expense of \$407k while compared to 2018 is mainly explained by the additional amortization coming from Tourbuzz intangible and tangible assets.

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OPERATING EXPENSES

For 2019, operating expenses totalled \$2,666k compared to \$2,091k for 2018, an increase of \$575k. This increase comes mainly from the full contribution of Tourbuzz to operating expenses and the reclassification of some direct charges to operating expenses, partly offset by a decrease in acquisition costs (-\$363k).

EBITDA

For 2019, EBITDA totalled \$725k compared to -\$1,411k for 2018, a significant increase of \$2,136k.

OTHER EXPENSES (REVENUES)

For 2019, other revenues totalled \$1,313k compared to other expenses of \$938k for 2018. This variation of \$2,251k is explained by the change in fair value of embedded derivatives on convertibles debentures (+\$3,105k), warrants (+\$116k), which is partly offset by an increase in financial expenses (+\$902k) attributable to interests on convertible debentures and long-term debts and a R&D write-off loss (+\$86k) following the dissolution of Tourbuzz.

FINANCIAL POSITION ANALYSIS

	September 30, 2019	September 30, 2018
	In thousands \$	In thousands \$
Assets	7,288	7,757
Liabilities	5,384	8,665
Equity (deficiency)	1,904	(907)

ASSETS

Total assets at September 30, 2019 were \$7,288k compared to \$7,757k at September 30, 2018, a decrease of \$469k resulting from a decrease in trade and other receivables (-\$339k), R&D credits receivables (-\$101k), prepaid expenses (-\$39k), property and equipment (-\$143k) and goodwill (-\$65k), partly offset by an increase in cash (+\$75k) and intangible assets (+\$13k).

The decrease in trade and other receivables (-\$339k) is due to the termination of the line of credit service in March 2019 and the change in billing method for the merchants (from gross to net billing). The decrease in R&D credits receivables (-\$101k) is explained by the dissolution of Urbanimmersive LLC ("Tourbuzz") as at September 30, 2019. The decrease in property and equipment (-\$143k) is mainly related to the disposal of property and equipment following the termination of the lease agreement of its facilities in Atlanta as well as amortization. The decrease in goodwill (-\$65k) is attributable to the exchange impact due to the revaluation of those assets at the closing rate.

The increase in intangible assets (+\$13k) is explained by the capitalization of internal development projects (+\$335k) and the exchange impact due to the revaluation of those assets at the closing rate (+\$107k), nets of amortization (-\$429k).

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LIABILITIES

Total liabilities at September 30, 2019 were \$5,384k compared to \$8,665k at September 30, 2018, a decrease of \$3,281k due to the change in fair value of embedded derivatives on convertible debentures of \$2,437k and warrants (-\$78k), a decrease in accounts payable and accrued liabilities (-\$434k), deferred tax liabilities (-\$481k) due to the record of tax losses, deferred revenues (-\$107k) and long-term debts capital repayments (-\$281k). These decreases were partly offset by an increase in convertible debentures (+\$712k) due to the recognition of theoretical interest and amortization of issue costs as well as the use of the line of credit (+\$100k).

EQUITY

Equity totalled \$1,904k at September 30, 2019 compared to an equity deficiency of \$907k at September 30, 2018, an increase of \$2,811k. This increase is mainly due to the period net income of \$1,968k, the issuance of shares in settlement of liabilities (\$437k), the completion of a private placement for net proceeds of \$121k and the recognition of share-based payments of \$139k. Readers are invited to refer to the statement of changes in equity for more details.

On June 30, 2019, the Company issued 3,773,214 common shares at a price of \$0.07 per share for a total amount of \$264k in settlement of liabilities including interests payable to convertible debenture holders (\$227k) and for compensation (\$38k).

On December 31, 2018, the Company issued 1,924,280 common shares at a price of \$0.09 per share for a total amount of \$173k in settlement of interests payable to convertible debenture holders.

On November 20, 2018, the Company issued 1,000,000 units at a price of \$0.125 per unit for gross proceeds of \$125k. Each unit comprises one common share of the Company and one warrant. Each warrant entitles its holder to acquire one common share of the Company at a price of \$0.125 per common share until November 20, 2020.

CASH FLOW ANALYSIS

	Three-month period ended September 30, 2019	Three-month period ended September 30, 2018	Twelve-month period ended September 30, 2019	Twelve-month period ended September 30, 2018
	In thousands \$	In thousands \$	In thousands \$	In thousands \$
Operating activities	437	(243)	464	(1,325)
Investing activities	(268)	(3,200)	(324)	(3,207)
Financing activities	26	3,749	(101)	4,999

THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2019 COMPARED TO THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2018.

OPERATING ACTIVITIES

For Q4-19, operating activities generated cash flows of \$437k compared to required cashflows of \$243k for Q4-18, a significant improvement of \$680k which is explained by the increase in the net income after non-cash items (+\$909k), net of the variation in non-cash working capital items (-\$228k).

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INVESTING ACTIVITIES

Investing activities required cash flows of \$268k in Q4-19 in order to improve Urbanimmersive and Tourbuzz technological platforms and develop the new Company's website. In 2018, investing activities required cash flows of \$3,202k for the acquisition of Tourbuzz.

FINANCING ACTIVITIES

Financing activities generated cash flows of \$26k in Q4-19 which are explained by the use of the line of credit (+\$100k), net of long-term debt principal repayments relating to the Tourbuzz acquisition (-\$80k).

In 2018, financing activities generated cash flows of \$3,749k which were related to a term loan of \$1,516k, the issuance of convertible debentures for a net amount of \$1,900k and to the completion of a private placement for total net proceeds of \$363k which were partly off-set by the long-term debts principal repayments of \$29k.

YEAR ENDED SEPTEMBER 30, 2019 COMPARED TO THE YEAR ENDED SEPTEMBER 30, 2018.

OPERATING ACTIVITIES

For 2019, operating activities generated cash flows of \$464k compared to cash flows required of \$1,325k for 2018. This important increase in cash flows from operations of \$1,789k is explained by the variation in net income after non-cash items (+\$1,777k) and the variation in non-cash working capital items (+\$12k).

INVESTING ACTIVITIES

For 2019, investing activities required cash flows of \$324k in order and to improve Urbanimmersive and Tourbuzz technological platforms and to develop the new Company's website. In 2018, investing activities required cash flows of \$3,202k for the acquisition of Tourbuzz.

FINANCING ACTIVITIES

For 2019, financing activities required cash flows of \$101k compared to generated cash flows of \$4,999k for 2018. The required cash flows of 2019 are due to the additional the long-term debt principal repayments (-\$322k) with regards to the Tourbuzz acquisition and which were partly off-set by the completion of a private placement for net proceeds of \$121k and the use of the line of credit (+\$100k).

The generated cash flows of 2018 are related to a term loan of \$1,516k, the issuance of convertible debentures for a net amount of \$1,900k, the completion of a public offering and a private placement for total net proceeds of \$1,498k and to the exercise of 1,720,000 warrants for total proceeds of \$129k which is off-set by the long-term debts principal repayments of \$44k.

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QUARTERLY RESULT TRENDS

The operating results for each of the last eight quarters are presented in the following table. Management considers that the information for each of those quarters was determined in the same way as for our audited consolidated financial statements for the year ended September 30, 2019.

Since September 4, 2018, the Company's results also include the results of Tourbuzz, a wholly-owned subsidiary.

	2019				2018			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
In thousands of \$	\$	\$	\$	\$	\$	\$	\$	\$
Gross Merchant Volume (GMV)	2,535	3,081	2,308	2,137	1,481	1,066	560	370
Revenues	864	1,104	1,226	1,260	812	616	421	407
Gross margin (before amortization)	816	1,048	725	789	273	(29)	63	7
EBITDA *	466	521	14	(276)	(285)	(384)	(321)	(342)
Net income (loss)	746	516	59	621	(1,695)	(452)	(354)	(372)
Basic and diluted net income (loss) per common share	0.01	0.01	0.00	0.01	(0.03)	(0.01)	(0.01)	(0.01)

* Exclude Tourbuzz acquisition costs

LIQUIDITY AND SOURCES OF FINANCING

As of September 30, 2019, the Company had a cash position of \$628k, a used line of credit of \$100k, an unused line of credit of US\$100k along with a working capital of -\$341k (-\$23k when excluding the current portion of the long-term debt).

The Company has prepared a budget using assumptions that management considers reasonable. Achieving budgeted results depends mainly on the increase of sales, compliance with the gross operating margin forecast and control of general and administrative expenses. Management believes that the current liquidity of the Company shall allow the continuation of the current commercial strategies held by the Company.

Readers are invited to refer to the Risk and Uncertainties section for more information

COMMITMENTS

The Corporation has entered into long-term lease agreements for equipment and automotive rental which call for total lease payments of \$27,565. The minimum lease payments for the next years are \$13,405 in 2020, \$5,415 in 2021, \$3,180 in 2022, \$3,180 in 2023 and \$2,385 in 2024.

The Corporation has entered into long-term agreement for the lease of premises ending January 31, 2021, which will call for total lease payments of \$146,252. The minimum lease payments for the next years are \$96,886 in 2020 and \$32,295 in 2021.

As part of the EDC guarantee described in Note 12, the Corporation will have to pay a guarantee fee until May 2021, which will require total payments of \$28,549 (US\$21,710). The minimum payments for the next years are \$18,499 (US\$14,030) in 2020 and \$10,099 (US\$7,680) in 2021.

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INFORMATION ON OUTSTANDING SECURITIES

The Company's authorized share capital consists in an unlimited number of common shares of which 74,105,715 are currently outstanding as well as 4,880,000 share options and 23,094,460 warrants.

The number of outstanding share options, as the date of the MD&A, that could be exercised for an equal number of common shares is as follow:

Expiry date	Exercise price	Number of option outstanding
	\$	
November 13, 2019	0.125	375,000
March 31, 2021	0.16	722,500
June 3, 2021	0.17	75,000
March 30, 2022	0.20	682,500
December 11, 2022	0.13	150,000
January 29, 2023	0.125	100,000
March 28, 2023	0.08	1,425,000
March 29, 2023	0.075	1,100,000
May 18, 2023	0.10	100,000
October 1, 2023	0.13	250,000
		4,980,000

The number of warrants outstanding, as of the date of the MD&A, is as follows:

Expiry date	Exercise price	Number of warrants outstanding
	\$	
December 20, 2019	0.125	920,000
December 20, 2019	0.25	11,500,000
November 20, 2020	0.13	1,000,000
July 30, 2022	0.125	5,141,960
July 30, 2022	0.25	2,582,500
September 4, 2022	0.25	1,950,000
		23,094,460

Outstanding warrants may be exercised as follows:

In exchange for one common share of the Corporation	20,509,500
In exchange for a unit of the Corporation (one common share of the Corporation and one warrant)	1,188,160
In exchange for a unit of the Corporation (one common share of the Corporation and 0.125 warrant)	1,396,800
	23,094,460

The Company may also have to issue a total of 36,260,000 common shares in the event that the convertible debentures are exercised.

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RELATED PARTY TRANSACTIONS

Please refer to Note 22 of the audited consolidated financial statements for the year ended September 30, 2019 for key management personnel compensation. The Corporation has not entered into any other related party transaction.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The Corporation prepares its consolidated financial statements in accordance with IFRS, which require management to make estimates and assumptions that affect the amounts of its assets and liabilities, the information provided with regard to future assets and liabilities as well as the amounts of revenues and expenses for the relevant periods.

The elements in the consolidated financial statements that require more use of estimates and judgment are disclosed in Note 5 of audited consolidated financial statements for the year ended September 30, 2019. Actual results may differ from these estimates, but management believes they will not result in material changes versus the results being presented. Readers are invited to refer to the audited consolidated financial statements for the year ended September 30, 2019 for a full description of the significant accounting policies and the most estimates and judgments of the Corporation at that date.

RISKS RELATED TO FINANCIAL INSTRUMENTS

Readers are invited to refer to Note 25 of the audited consolidated financial statements for the year ended September 30, 2019, for a full description of these risks.

RISKS AND UNCERTAINTIES

The following are certain factors relating to the business of the Corporation, which factors investors should carefully consider when making an investment decision concerning securities of the Corporation. These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not presently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the operations of the Corporation. If any such risks actually occur, it could have a material adverse effect on the Corporation's business prospects, results of operation and financial condition. In any such case, the market price of the Corporation's shares could decline, and investors may lose all, or part of, their investment.

The Corporation has a history of operating losses and may need additional capital and it may not be able to obtain it, which could adversely affect its liquidity and financial position.

The Corporation has a history of operating losses. To date, the Corporation has primarily been financed through operating revenues, share issuance, debt or convertible debt issuances, bank loans and government assistance. The ability of the Corporation to continue on a going concern basis is dependent on achieving profitable operations and future financing. There can be no assurance that financing will be available in amounts or on terms acceptable to the Corporation, if at all. Any failure by the Corporation to raise additional funds on terms favourable to it could have a material adverse effect on its liquidity, financial condition and the success of its business plan.

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To raise additional capital, the Corporation may, in the future, offer additional shares or other securities to the public. As a result, shareholders may experience dilution of their interest. The Corporation cannot assure that it will be able to sell shares, or other securities, in any other offering at a price per share that is equal to, or greater than, the price per share paid by existing investors. The price per share at which the Corporation sells additional shares or other securities may be higher, or lower, than the price per share in a previous offering.

The Corporation has limited operating history of its current business model, which may make it difficult to evaluate its business and prospects.

The Corporation has a limited operating history of its current business model upon which its viability and sustainability and its acceptance by customers and partners can be evaluated. It is also difficult to evaluate the viability of the Corporation's business model because of the risks frequently encountered by companies using new technologies and operating in new and rapidly evolving markets. The Corporation may be unable to generate sufficient revenue to become profitable and have sustainable positive cash flows.

In addition, the Corporation's quarterly operating results are difficult to predict and may fluctuate significantly from period to period due to numerous factors, such as the cyclic nature of the real estate industry. Finally, its limited history could impact both its expansion projects, due to its limited recognition in the industry across North America, and its ability to broaden its market base.

If the Corporation is unable to adapt to changing technological trends, it will not be able to compete effectively and will be unable to increase or maintain its revenues, which may materially and adversely affect its business prospects and revenues.

The market for its Marketplace and Content Management System ("CMS") platforms requires the Corporation to continuously identify new technology trends and the needs of customers, which may require the Corporation to develop new features and enhancements for its platforms. Furthermore, even though few similar services are currently being offered to real estate professionals, competitors may develop new, or improved, technological responses to the real estate problematics that the Corporation addresses. Furthermore, the Corporation may fail to respond to these changing technology needs and to implement such changes on its products or fail to do so in a timely manner. The new systems and the update of the existing ones may not gain popularity with customers, or may not maintain any achieved popularity. In such case, the Corporation's competitors, or future entrants into the market who do take advantage of such initiatives, could gain a competitive advantage over the Corporation.

The Corporation's long-term strategy might impact its short-term results.

The Corporation aims at providing long-term solutions to its customers and partners. In order to achieve this goal, the Corporation will prioritize research and development investments, over other investments, which may impair its short-term results. The Corporation may also be required to incur development and acquisition costs in order to keep pace with new technology but the Corporation may not have the financial resources necessary to fund and implement future technological innovations or to replace obsolete technology, which may materially and adversely disrupt its business. In addition, in order to expand its business, the Corporation will need to invest in finding new ways to widen its market base. In order to do so, the Corporation might need to invest in educating some industry actors in order to create a competitive advantage for its technological solutions. Furthermore, the Corporation may need to invest to increase both the value generated for customers and partners as well as the accessibility of its services in order to reach new customers and partners.

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Failure to manage the Corporation's growth could strain the Corporation's management, operations and other resources and the Corporation may not be able to achieve anticipated levels of growth, which could materially and adversely affect the Corporation's business and growth potential.

The Corporation plans to continue to rapidly expand its operations. These plans will continue to result in substantial demands on the Corporation's management, operations and other resources. To manage its growth, the Corporation must develop and improve its existing administrative and operational systems and its financial and management controls and further expand, train and manage its work force.

The Corporation may face increased expenses in order to achieve its growth.

As the Corporation continues its effort to grow and penetrate new markets, it may incur substantial costs and expend substantial resources in connection with any such expansion due to, among other things, different technology standards, legal considerations and cultural differences. The Corporation expansion plans could lead to an increase in fixed costs, notably if the need to open new physical offices arises. Finally, international sales and operations will expose the Corporation to additional risks as well as increase the costs of legal and regulatory compliance.

The Corporation may not be able to manage its current or future operations effectively and efficiently or compete effectively in such markets. The Corporation may also not be able to hire, retain, integrate or motivate its current or new personnel. There can be no assurance that the Corporation will be able to efficiently or effectively manage the growth of its operations, recruit top talent and train its personnel. Any failure to efficiently manage its expansion may materially and adversely affect the Corporation's business and future growth.

The Corporation may be subject to intellectual property infringement claims, which may force the Corporation to incur substantial legal expenses and, if determined adversely against the Corporation, may materially disrupt its business.

The Corporation cannot be certain that its platforms or other aspects of its business do not, or will not, infringe upon patents, copyrights or other intellectual property rights held by third parties. The Corporation may become subject to legal proceedings and claims from time to time relating to the intellectual property of third parties in the ordinary course of its business. Furthermore, the potential expansion of its activities in multiple jurisdictions may increase the risks of infringement on its intellectual property. The Corporation may incur substantial expenses in defending against these third-party infringement claims, regardless of their merit. Consequently, management may not be able to dedicate its time and resources on growth strategies, which may materially and adversely disrupt its business.

If the Corporation is found to have violated the intellectual property rights of third parties, it may then be forced to abandon applications or registrations for intellectual property protection, modify or discontinue production of its products in certain countries, or operate under different trademarks. The Corporation could be required to obtain a license from a third party holding the patent or other intellectual property right, if such third party agrees to give the Corporation a license to develop, manufacture, use, sell, offer for sale or market the products. Finally, the Corporation could also be limited in the marketing of new products. Successful infringement or licensing claims against the Corporation may result in substantial monetary liabilities, which may materially and adversely disrupt its business.

The Corporation may be subject to, and may expend significant resources in defending against, actions and civil and regulatory suits based on the products, content and services it provides.

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Although the Corporation requires its users to comply, at all times, with all applicable laws, the Corporation has no assurance that its customers and partners do not provide items and content which may infringe third party intellectual property rights, privacy laws or other laws and regulations. Furthermore, the Corporation may be liable, or alleged to be liable, to third parties if the visual content is found to be indecent, misleading, negligent, fraudulent, defamatory or otherwise illegal. In the event that a customer, supplier or partner's content is in breach of such rights or regulations, the Corporation may be required to cease providing the relevant content to prevent any other infringement. In addition to the content hosted by the Corporation, customers are invited to provide reviews and feedback on their experience with suppliers. These comments, over which the Corporation has no control other than in its efforts to monitor them, might also expose the Corporation to potential liability. Any alleged liability could also harm the Corporation's business by damaging its reputation, requiring the Corporation to incur legal costs in defence, exposing the Corporation to awards of damages and costs and diverting management's attention which could have an adverse effect on the Corporation's business, results of operations and its financial condition.

Finally, given the sensitive nature of some of the information hosted on its Marketplace and CMS platforms, the Corporation is subject to privacy protection requirements. This legal framework is ever changing and the compliance with its various requirements may lead to increased financial obligations in the future as well as expose the Corporation to reputational damages. The Corporation's marketing strategies will also need to be tailored to comply with the various anti-spam regulations in Canada as well as in the various jurisdictions where the Corporation intends to develop its operations.

The Corporation's growth and success also depend on its capacity to protect its intellectual property and have its rights respected in the event of infringement.

The ability of the Corporation to successfully protect its exclusive methods and technology is important for its success. The Corporation relies, in part, on trade secrets and contractual restrictions, such as confidentiality agreements and licenses, but there is no assurance that they will constitute adequate protection against competitors' products and trademarks. The Corporation intends to promote its trademarks aggressively in order to build goodwill and to develop improvements to its products, which may be subject to legal protection. The Corporation's efforts could be unsuccessful and these improvements might not qualify for legal protection or produce a competitive advantage for the Corporation. Competitors may also produce products similar to those of the Corporation without infringing on its intellectual property rights. Competitors and other third parties could infringe on the Corporation's intellectual property rights which could result in significant litigation expenses. These expenses would reduce the Corporation's cash flow. The Corporation may lose potential or existing customers, suppliers or partners if it is not successful in protecting its intellectual property rights against such third-party infringements.

The Corporation faces competition, and if it does not compete successfully against new and existing competitors, the Corporation may lose its market share, and its profitability may be adversely affected.

The Corporation competes with other companies offering content exchange platforms to real estate professionals. The Corporation also competes for overall advertising and training spending with other web-based content exchange platforms. In the future, the Corporation may also face competition from new entrants into the real estate market. The Corporation's sector is characterized by relatively low entry costs, as is customary in the content exchange industry. As a result, the Corporation expects competition to intensify in the future as existing competitors introduce new, and more competitive, offerings alongside their existing products, and as market entrants introduce new products into these markets.

Increased competition could reduce the Corporation's operating margins and profitability and result in a loss of market share. Some of the Corporation's existing and potential competitors may have competitive

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advantages, such as significantly greater financial, marketing or other resources, or exclusive arrangements with major clients, and others may successfully mimic and adopt the Corporation's business model. The Corporation cannot assure investors that it will be able to successfully compete against new or existing competitors.

The Corporation depends on the leadership and services of key personnel and its business and growth prospects may be severely disrupted if the Corporation loses their services.

The Corporation's future success is dependent on its current and future executive management team. The Corporation relies on their industry expertise, experience and specialized technical knowledge in the Corporation's business operations, including their business vision, management skills, and working relationships with the Corporation's employees, its shareholders and many of the Corporation's customers, suppliers and partners. The Corporation does not maintain key-man life insurance for its key employees. Although all employees have entered into non-competition and non-solicitation agreements, these agreements may not be effective in helping the Corporation retain qualified personnel. If one of them was unable, or unwilling, to continue in his or her present position, the Corporation might not be able to replace this individual easily, or at all. Furthermore, this would result in a time-consuming disruption of the management's resources. As a result, the Corporation's business and growth prospects may be severely disrupted if the Corporation loses personnel or if the Corporation is unable to hire qualified personnel.

The Corporation's failure to maintain existing relationships or obtain new relationships with partners would harm the Corporation's business and prospects.

The Corporation's ability to generate revenues outside of its immediate geographic market depends largely upon its ability to maintain and expand a network of partners and their ability to successfully commercialise the Corporation's suite of products. This, in turn, requires that the Corporation develop knowledge of the key players in the countries and regions where it wants to conduct business. If the Corporation fails to maintain its relationships with partners, or fails to develop new relationships with partners, its revenues would decline and its efforts to develop international sales, and its reputation, could suffer.

The Corporation is dependent on its relationships with a limited number of partners.

The Corporation relies on its partners for a significant percentage of the Corporation's revenue. Its dependence on these partners may increase in the future as the Corporation pursues its strategy of increasing penetration of some of these partners' existing markets. Furthermore, large customers and partners may move their technology assignments from one service provider to another, or may divide their assignments among two or more service providers which would decrease the Corporation's revenues. Finally, service agreements being on a short-term basis make it difficult for the Corporation to evaluate the spending of current customers and partners for the next fiscal years and plan accordingly.

A significant reduction in the spending by, or the loss of one or more of, the Corporation's largest customers or partners, could have a material adverse effect on its prospects, business, financial condition and results of operations if not replaced by new customers or partners or an increase in business from existing customers or partners.

There is uncertainty relating to the ability of the Corporation to enforce its rights under the representative or licensing agreements.

The Corporation intends to enter into representative or licensing agreements with partners in foreign jurisdictions which are subject to various legal obligations. If a representative or licensing agreement is

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breached, the Corporation may incur additional costs for determining its rights and obligations under the agreement under applicable foreign laws and to enforce the agreement in a foreign jurisdiction. The Corporation may not be able to enforce such rights or may determine that it would be too costly to enforce such rights.

The Corporation may derive a significant amount of its revenues from activities which are sensitive to changes in economic conditions.

Given the nature of its target market, the Corporation is directly affected by the performances and trends of the residential real estate industry and the cyclical nature of home-buying patterns. As such, overall economic conditions as well as the fluctuations of the mortgage interest rates, property access requirements and broker-free sales trends could adversely impact its market base and results.

Fluctuation in currency exchange rates may affect the Corporation's business prospects and revenues.

A portion of the Corporation's revenues may be in foreign currencies, mainly in US dollars, and most of its expenses are in Canadian dollars. Therefore, the Corporation's results will be affected by the fluctuation of the Canadian dollar relative to currencies in which it transacts. This may lead to foreign exchange currency losses which could materially affect financial results.

The Corporation's services and products could suffer delays, failures or damage due to events that are beyond the Corporation's control, which could adversely affect its reputation and operating results.

The Corporation's information technology systems and infrastructures may be subject to damage or interruption following natural or man-made disasters such as earthquakes, floods, fires, power loss and sabotage, as well as interruptions from technology malfunctions arising from telecommunications failures, computer viruses, security breaches or cyber-attacks. Given that the Corporation hosts some of its content on third-party cloud providers' systems, sometimes located in the United States, and third-party credit card processing service providers, these risks could also be triggered by cyber-attacks on these third parties' systems. Even if those disruptions were to be found to result from those third parties, there can be no assurance that the Corporation would not be liable or would be able to enforce its contractual provisions against these third parties. Other potential service interruptions may result from unanticipated service requests or unanticipated forms of use from customers, suppliers or partners, which could result in the Corporation being unable to provide its hosting services, grant access to its content or incur significant data losses. Furthermore, the proliferation of viruses and cyber-attacks in the recent years, both deliberate and unintentional, could result in important remediation costs, increased security costs and loss in confidence by industry professionals. The Corporation may incur substantial costs in order to address, repair or replace hardware and software. Prolonged disruption of the Corporation's systems may reduce its efficiency or taint its entire operations, which could materially adversely affect its business. Data losses may also financially expose the Corporation and lead to mandatory disclosures of such a breach.

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The market price of the shares may be volatile, which may make it difficult for holders to resell the shares when desired or at attractive prices.

In addition to market and industry factors, the price and trading volume for the shares may be highly volatile for specific business reasons. Factors such as variations in the Corporation's revenues, earnings and cash flow, announcements of new investments, cooperation arrangements or acquisitions, and fluctuations in market prices for the Corporation's services could cause the market price for the shares to change substantially. The Corporation's operating results may be below the expectations of public market analysts and investors. If this were to occur, then the market price of the shares would likely significantly decrease. Any of these factors may result in large and sudden changes in the volume and price at which the shares will trade. The Corporation cannot give any assurance that these factors will not occur in the future. Prospective investors should be aware that the value of an investment in the Corporation may go down as well as up and that the market price of the shares may not reflect the underlying value of the Corporation. Investors may therefore realize less than, or lose all of, their investment. The sale, or availability for sale, of substantial amounts of the shares could adversely affect their market price.

Sales of substantial amounts of the shares in the public market or the perception that these sales could occur, could adversely affect the market price of the shares and could materially impair the Corporation's future ability to raise capital through offerings of shares.

The return on investment from the shares depends on any future appreciation in the market price of the shares.

The Corporation currently intends to invest its future earnings, if any, to fund its growth. Any future determination to pay dividends on the shares would be at the discretion of the board of directors and would depend on, among other things, the Corporation's results, surplus, financial condition, solvency tests and other factors that the board of directors may deem relevant. Since the Corporation does not intend to pay dividends in the foreseeable future, the investors' ability to receive a return on their investment will depend on any future appreciation in the market price of the shares. There is no assurance that their shares will appreciate in price.

There may be a limited market for the shares.

The shares are currently listed on the TSXV. However, there may be a limited and volatile market for the shares, which may make it difficult for investors to resell the shares when desired, or at attractive prices. Financial markets have, in the past, experienced significant price and volume fluctuations that have particularly affected market prices, even though the performances, underlying asset values and prospects of the affected companies were healthy.

Accordingly, the market price of the shares may decline even if the Corporation's results have not changed.

Management believes it monitors these risks very closely. It is constantly watching each of these elements and takes the necessary action to mitigate its risks.

Readers are referred to the more detailed information described in other disclosure documents filed with the applicable Canadian securities regulatory authorities and available at www.sedar.com.