mCloud Technologies CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

November 14, 2019

This Management Discussion and Analysis ("MD&A") of the financial condition and results of mCloud Technologies Corp. (the "Company", "our", "we", or "mCloud") is provided to assist our readers to assess our financial condition, material changes in our financial condition and our financial performance, including our liquidity and capital resources, for the nine months ended September 30, 2019 (Q2/19), compared with the nine months ended September 30, 2018 (Q2/18) and as at September 30, 2019 and December 31, 2018. The information in this MD&A is current as of November 14, 2019 and should be read in conjunction with the unaudited condensed interim consolidated financial statements as at September 30, 2019 and December 31, 2018, and for the nine months ended September 30, 2019 and 2018 (the "interim financial statements"), and the 2018 Annual MD&A.

The Company's unaudited condensed interim consolidated financial statements and notes thereto for the nine months ended September 30, 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and are recorded in Canadian dollars unless otherwise indicated. Certain dollar amounts in this MD&A have been rounded to the nearest thousands of dollars. Our interim financial statements and this MD&A for nine months ended September 30, 2019 are filed with Canadian securities regulators and can be accessed at www.sedar.com and our company Web site www.mcloudcorp.com.

Certain comparative figures have been reclassified in order to conform with the financial presentation adopted in the current or prior year.

The Company adopted the new accounting standards, IFRS 16, Leases (**"IFRS 16"**) using the modified retrospective approach and has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standards. The adoption of IFRS 16 has not had a significant impact in operating profit before amortization, and thus comparisons to 2018 remain meaningful.

Throughout this MD&A, management refers to non-IFRS financial measures, including Normalized Operating Income. A description of this measure is discussed under the heading *"Non-IFRS Financial Measures"*, along with a reconciliation to the nearest IFRS financial measure.

Additional information relating to mCloud can be found on its Web site at www.mcloudcorp.com. The Company's continuous disclosure materials, including its annual and quarterly MD&A, audited annual and unaudited interim financial statements, its annual information form, information circulars, various news releases, and material change reports issued by the Company are also available on its Web site at www.mcloudcorp.com or directly through SEDAR at www.sedar.com.

OVERVIEW, OVERALL PERFORMANCE AND OUTLOOK

The Company is headquartered in Vancouver, British Columbia with technology and operations centers in twelve cities across Canada, the United States, and China. mCloud uses Artificial Intelligence ("AI"), Internet of Things ("IoT") sensors, and the cloud to address some of the world's most challenging energy problems, curbing energy waste, optimizing energy production, and maximizing the health of critical energy infrastructure. Through mCloud's proprietary AssetCare™ platform, the Company empowers asset managers, operators, and maintainers to take actions that drive the optimal operation and care of energy assets such as HVAC units, wind turbines, and process control systems. AssetCare is delivered to customers through commercial Software-as-a-Service ("SaaS") subscriptions and is accessible over the Web, on mobile devices, and hands-free digital eyewear.

Effective July 11, 2019, the Company successfully completed its acquisition of Autopro Automation Consultants Ltd ("Autopro"), one of Western Canada's largest process automation service providers. The acquisition of Autopro represents the Company's entry into process industry markets including new customers in oil and gas, petrochemical, and pipeline management. Autopro provides over thirty years of domain expertise in these and other process markets, accelerating the Company's agenda to deliver AI solutions specific to upstream, midstream, and downstream process facilities. Autopro also brings a strong customer base that serves as a pathway to creating new mCloud AssetCare customers.

As at the date of this MD&A, the Company has signed a definitive agreement to acquire CSA, Inc. ("CSA"), a leading provider of 3D laser scanning solutions for energy facility management and is awaiting final approval from the TSXV as well as other normal closing actions. The CSA acquisition creates opportunities to bring new customer value through the creation of 3D Digital Twins, or digital replicas of energy assets and process facilities accessed through AssetCare, which enables process facilities to substantially improve the health and efficiency of maintaining process assets.

These acquisitions were supplemented through new additions to the mCloud team, with a focus on creating new solutions that take advantage of the Company's access to next-generation IoT, drone, and 3D technologies to deliver new forms of customer value.

mCloud's revenues in Q3 2019 were $9.233 million with a normalized net income of $1.208, and net losses including one-time and non-recurring expenses totaling ($6.869 million). When adding CSA to the results for the quarter, the company did $9.466 million and $1.309 normalized income. In addition to these, the Company carried all customary expenses related to acquisitions, financing, and regulatory approvals, and expenses for integrating technologies gained from acquisitions into the Company's AssetCare platform.

In Q3 2019, the Company's revenues from AssetCare were $4.007 million. When adding CSA to this, which is now integral to the AssetCare platform the revenues were $4.240 million and gross margin of 75%.

On a nine-month basis, AssetCare revenues were $8.133 million, representing year-on-year growth in high-margin revenues of more than 350%. Overall adjusted net income was $520k, with a gross margin of 63%. Approximately 70% of AssetCare revenues were directly attributed to SaaS-based monthly recurring revenue contracts.

Q3 2019 was the first quarter where the Company reported consolidated Technical Services and Project ("TSP") revenues for its Smart Process segment. Historically, these revenues were attributed to Autopro and its traditional process automation business. After considering adjustments of $3.2 million due to the timing of the closing of the acquisition and a work-in-progress cutoff for working adjustments, and a cash payment to Autopro of $22.865 million as part of the final purchase agreement and related Purchase Accounting ("PA") treatment, TSP revenues were $5.226 million. As at the time of this MD&A a final Purchase Price Accounting of the acquisition was not yet complete.

FISCAL YEAR

In the first nine months of 2019, management took action to organically scale mCloud's business by leveraging the acquisitions it made in 2018 and 2019. Two major focus areas for management were the integration of all acquired technologies into AssetCare, making these technologies part of a single unified customer offering, and taking AssetCare to new customers and new markets across its three lines of business in Smart Facilities, Smart Energy, and Smart Process. Management has identified the following activities as the primary drivers for the Company's performance in the 2019 fiscal year, which it expects will create robust growth velocity in 2020:

1. **Efforts to aggressively expand into new markets internationally, taking AssetCare to Greater China, Southeast Asia, Continental Europe, and the Middle East.** In 2019, mCloud is establishing a Joint Venture in Bahrain and opened a new sales office in Australia, both of which expanded the Company's ability to reach new oil and gas and petrochemical customers.

   In 2019, mCloud signed two new strategic contracts in China across all of its lines of business, including a nine-year AssetCare SaaS implementation at the Heiwado Shopping Center in Changsha, Hunan Province, China, and an agreement with Longyuan Construction Investment (Chengde) Wind Power Co., Ltd ("Longyuan") at their Pu Fa wind farm. The Company has seen numerous other engagements throughout the year to bring AssetCare to wind farms throughout the Greater China region, including the use of AssetCare's AI for turbine power curve optimization and digital blade inspection.

   mCloud also established a partnership with Britwind, an affiliate of UK's Ecotricity, in March 2019, which enabled the Company to reach over 1,000 wind turbines across the UK countryside. As at September 30, 2019, mCloud expects to see the first wind turbines from this market go online with AssetCare by fiscal year-end.

2. **Completion of mCloud's acquisition of Autopro and new efforts to convert Autopro's current customer base to AssetCare.** Immediately following the close of the Autopro acquisition in July 2019, the Company began to pursue opportunities to create revenue synergies with Autopro's traditional process automation business by incorporating Autopro into the Company's Smart Process line of business and leveraging existing Autopro relationships to introduce AssetCare capabilities to these customers.

   Within weeks of close, the Company had already secured its first AssetCare deployment through this customer base, connecting six facilities representing numerous process assets and delivering new predictive maintenance capabilities to these facilities via AssetCare's SaaS model, with annual contracted revenues totaling $1 million across these facilities alone.

   Since then, this approach has proven effective, with the Smart Process segment seeing additional engagement from numerous other customers in the Autopro portfolio and the team demonstrating AssetCare's capacity to create new value. At one recently connected process facility in Western Canada, maintenance response times have improved 300%, and an unexpected outage that would have taken six hours to resolve conventionally had been resolved in two hours, enabling that customer to preserve $50,000 in revenue that would have otherwise been lost.

3. **Major advances in technology development and the launch of new capabilities driving new revenues through AssetCare.** In 2019, mCloud completed its transition of AssetCare from the Google Cloud Platform to Microsoft Azure, heralding a crucial milestone in the Company's ability to service its global customer base and scalably connect to many different kinds of energy assets and apply deep learning to field new AI-powered capabilities

across all of its lines of business.

The Company's product development efforts have made it easier for mCloud to connect to energy assets, including through advanced wireless IoT sensors, direct connection to assets through industry-standard protocols, and an option to virtually sit with high security on top of an existing asset management stack, enabling mCloud to deliver AssetCare without the need to install new hardware.

Through the use of deep learning and the Company's own database of energy data from 5,500 buildings over ten years, the AssetCare team developed new AI-driven techniques to curb energy waste beyond the conventional set point schedule-and-policy approaches exclusively relied upon by virtually every major energy management vendor today. The use of AI and machine learning has enabled AssetCare to adjust HVAC energy use in a commercial building moment-to-moment, creating new ways to adapt to energy demand charges by accounting for dozens of variables simultaneously, including HVAC unit performance, outdoor weather conditions, cost of energy, time of day, occupancy, and comfort preferences.

This capability has uniquely enabled mCloud to deliver energy savings to Quick Service Restaurants ("QSRs") and retailers in small commercial spaces – both among the largest sources of wasted energy and, prior to AssetCare, a segment generally underserved by the industry due to conventional economics of scale. In 2019, the Company began to roll-out this AI-powered capability, with several QSRs in the United States expected to have these capabilities online by fiscal year-end.

In addition, the AssetCare product team made substantial advances in the delivery of mobile capabilities to customers, with new remote assistance and mixed reality capabilities on digital eyewear via RealWear hands-free headsets leveraging the Company's controlling interest in Agnity Global ("Agnity"). With the pending acquisition of CSA in Q4 2019, the Company expects to deliver new 3D Digital Twin capabilities and through its relationship with Ascent AeroSystems ("Ascent"), new aerial survey and inspection capabilities through AssetCare.

4. **New marketing and business development initiatives to create awareness and generate demand for AssetCare across all lines of business.** In 2019, mCloud implemented a variety of new marketing programs, including engagement with trade publications and media outlets, programmatic digital marketing to target specific market segments aligned with the Company's lines of business, and renewed outreach to current customers and partners with the aim of growing the value of existing relationships.

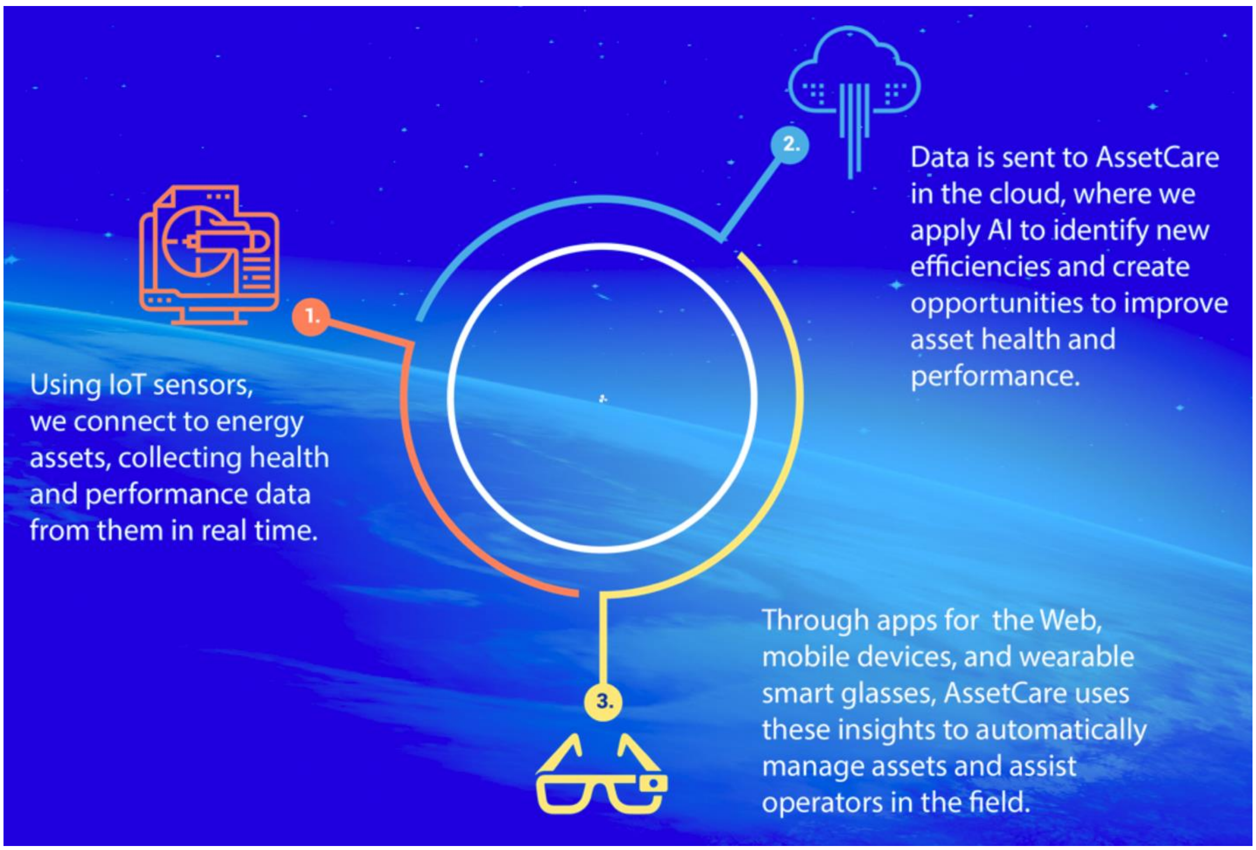
   As a result of these and related activities, the Company continued to sign multi-year AssetCare engagements in its Smart Facilities line of business in the first nine months of 2019, including a six-year agreement with TELUS to improve the energy efficiency of their flagship office tower at Consilium Place in Ontario, and the delivery of AssetCare to three customers in Montana, all members of the Chippewa Cree Tribe.

   As of September 30, 2019, the Company had over 7,000 buildings in the Smart Facilities portfolio, each with multiple connected assets.

TECHNOLOGY OVERVIEW

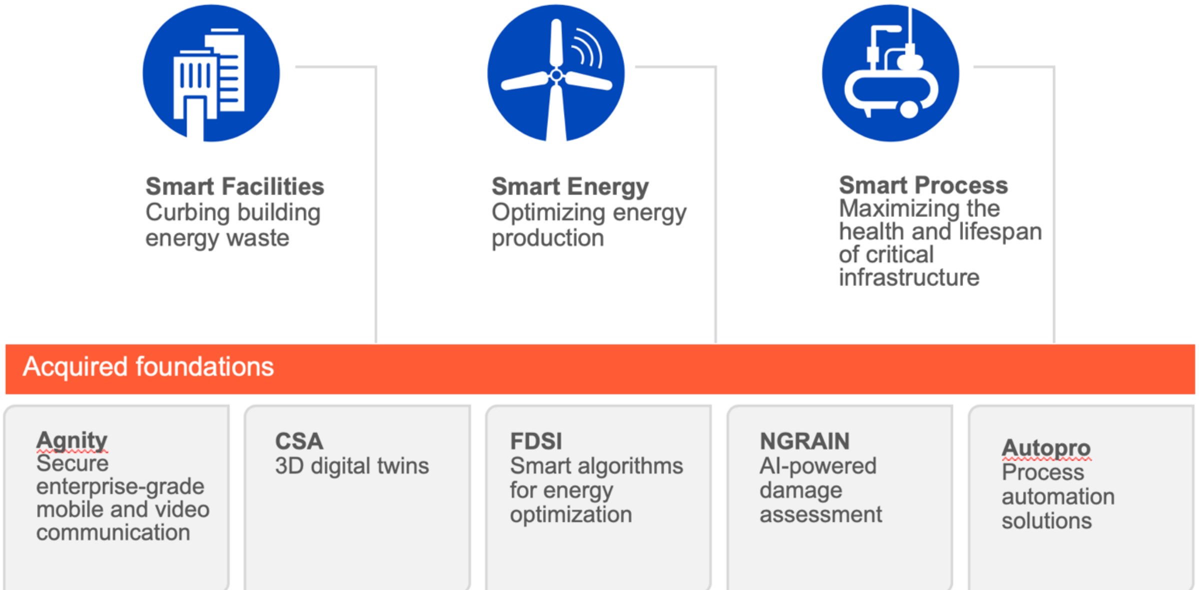
mCloud offers AssetCare™, a Software-as-a-Service ("SaaS") commercial offering that uses Artificial Intelligence ("AI") to optimize the health and performance of energy assets, including HVAC units, wind turbines, distribution transformers, process control loops, process assets such as found in midstream oil and gas facilities and more. Through the use of AI, AssetCare:

- Curbs wasted energy while improving occupant comfort in commercial facilities through AI-powered adaptive control
- Maximizes asset availability and production yields of renewable energy sources through continuous performance assessment and predictive maintenance
- Optimizes uptime and manages the operational risk of industrial process plants, including oil and gas facilities through continuous AI-powered advisory and assistance to process operators in the field



AssetCare collects real-time and historical data through the use of IoT sensors and direct connection to industrial control systems, bringing these sources of asset performance data in the cloud, where AI is applied to optimize asset health and performance.

AssetCare delivers direct results and immediate value to customers. In addition, customers can access cloud-based analytics and management dashboards that create actionable insights driving better asset management decisions. Field maintainers and operators get access to mobile applications powered by AssetCare that use AI to provide remote assistance, AI-powered recommendations, and mixed reality capabilities that ensure every field job is done timely and right the first time.



The underlying technologies that make up AssetCare are derived from the various acquisitions the Company has made since 2017. Each acquisition provides a key piece of the end-to-end asset management capability that mCloud provides to its customers, all connected to the AssetCare platform in the cloud. Continued development of the AssetCare platform extends the solution suite to the creation of ever-increasing customer value.

RESULTS OF OPERATIONS

Non-IFRS Financial Measures Normalized Income

The Group defines Net Normalized Income attributed to shareholders as per the tables below. It should be noted that these performance measures are not defined under IFRS and may not be comparable to similar measures used by other entities. Management uses these measures, and excludes certain items, because it believes doing so results in a more effective analysis of underlying operating and financial performance, including, in some cases our ability to generate cash. Excluding these items does not imply that they are non-recurring or not useful to investors. Investors should be cautioned that Normalized Income attributed to shareholders should not be construed as an alternative to net earnings or cash flows as determined under IFRS.

The information below reflects the financial statements of mCloud for the quarter ended September 30, 2019 compared with the quarter ended September 30, 2018.

REVENUE

Net Loss and comprehensive loss – for the Three Months Ended September 30, 2019

	Three-month Period Ended September 30		$ change	% change
	2019	2018		
Revenue	$ 9,233	$707	8,526	1,206%
COGS	4,194	138	4,056	2,939%
Operating Expenses	11,908	3,392	8,516	251%
Net loss for the period	(6,869)	(2,824)	(4,045)	143%
Net loss and comprehensive loss	(6,332)	(2,747)	(3,585)	131%
Earnings Per Share				
Basic/Diluted	(0.05)	(0.04)		

Normalized net income – for the Three Months Ended September 30, 2019

Revenue	$ 9,233
Gross margin	5,038 55%
General and Administrative (G&A)	1,125
Research and Development (R&D)	1,163
Sales and Marketing (S&M)	1,542
Normalized Income	1,208
Acquisitions, financings, technology integration and new market expansion	(5,575)
Other items	(2,502)
Net loss and comprehensive income (loss)	(6,869)

Net Loss and comprehensive loss – for the Nine Months Ended September 30, 2019

Revenue	$ 14,430
Gross margin	9,130 63%
General and Administrative (G&A)	2,245
Research and Development (R&D)	2,120
Sales and Marketing (S&M)	4,245
Normalized Income	520
Acquisitions, financings, technology integration and new market expansion	(7,722)
Other items	(3,616)
Net loss and comprehensive income (loss)	(10,818)

The increase in revenues in the first three and nine months were primarily driven by the substantial uptake in AssetCare connected assets and AssetCare platform software ($4,007k in Q3 and $4,126k Q1 and Q2 combined), and the consolidation of Autopro revenues. AssetCare revenues have a high margin rate of mid-to-seventy percent and are primarily recurring and repeat in nature with contracts often ranging from 3-5 years in duration. The company saw these increases in revenues primarily in the USA and some initial contracts in Canada. Autopro revenues largely consisted of oil and gas process control systems design implementation and upgrades. Most of the contracts were primarily from long standing Autopro Alberta based customers.

During the first nine months the company was very active in closing three acquisitions and two financings. The company commenced upon signing binding LOIs the immediate integration of the technologies of each acquired company into AssetCare. The company also undertook significant efforts with early success to enter the very large China market. Acquisitions, financings, acquired technology integration and new market expansion accounted for many of the expenses in the first nine months totaling over $7.722m for the nine-month period ending September 30, 2019 and $5.575m for the three-month period ending September 30, 2019.

OPERATING EXPENSES

	Three-month Period Ended September 30		$ change	% change
	2019	2018		
Salaries	$ 2,745,217	$317,087	2,428,130	766%
Sales & Marketing	1,593,579	832,743	760,836	91%
Research & Development	1,850,985	361,218	1,489,767	412%
General & Administrative	1,776,057	779,947	996,110	128%

	Nine-month Period Ended September 30		$ change	% change
	2019	2018		
Salaries	$ 4,672,712	$2,091,781	2,580,931	123%
Sales & Marketing	2,813,364	1,661,937	1,151,427	69%
Research & Development	2,025,767	986,806	1,038,961	105%
General & Administrative	2,763,390	2,102,786	660,604	31%

Operating expenses in Q3/19 increased by 248% or $8,6751k from Q3/18, and 79% or $5,432k for the nine months ended September 30, 2019, compared with the nine-month ended September 30, 2018. There were increased costs associated with the ongoing development of AssetCare, as well as the consolidation of Autopro operating expenses for the three-months ended of $1,900k. Management is in the process of assessing the capitalization of these costs, along with their availability for inclusion in a Scientific Research & Economic Development tax credit.

PROFESSIONAL FEES AND CONSULTATION FEES

	Three-month Period Ended September 30		$ change	% change
	2019	2018		
Professional fees and consultation fees	$ 1,439,165	$332,930	1,106,235	322%

	Nine-month Period Ended September 30		$ change	% change
	2019	2018		
Professional fees and consultation fees	$4,056,796	758,469	3,298,327	435%

Professional fees and consultation costs have increased 332% to $1,439,165 in the three months ended September 30, 2019 compared with the three months ended September 30, 2018, as well as 435% on a year-to-date basis as at September 30, 2019 comparted with September 30, 2018 as a result of deal costs associated with the acquisition of Autopro, Debenture financing and Fiera Capital Loan.

AMORTIZATION AND STOCK-BASED COMPENSATION

	Three-month Period Ended September 30		$ change	% change
	2019	2018		
Amortization	$ 197,059	$211,413	-14,354	-7%
Stock-based compensation	1,527,295	413,069	1,114,226	270%

	Nine-month Period Ended September 30		$ change	% change
	2019	2018		
Amortization	$ 606,625	$516,528	90,097	17%
Stock-based compensation	1,935,092	887,563	1,047,529	118%

Amortization

The Company incurred consistent amortization and stock-based compensation expenses for the nine-months ended September 30, 2019. Amortization expense continues to be driven by the amortization of intangible assets driven by the significant R&D investments in its IoT connected asset care cloud technologies to broaden its solution suite and support all stakeholders around and Asset-Care-Circle-of-Care. Management is in the process of assessing these expenses to make a determination as to the appropriateness of capitalization of these expenses. Additionally, management will assess these expenditures for consideration of the Scientific Research & Experimental Development tax credit. Should these expenditures meet the criteria for capitalization, they will be amortized once they reach commercialization.

Stock-based Compensation

Stock-based compensation increased to $1,935k for the three quarters ended September 30, 2019 as a result of the stock-based compensation issued in conjunction with the acquisition of Autopro. The Black-Scholes option model continues to be used in calculating the fair-value of the options issued using a nil dividend yield, and interest rate of between 1.33% to 1.91% depending on the issue date of the options, and an expected volatility of 150%.

Stock based compensation relating to the options and RSU's was recognized using the graded vesting approach.

WORKING CAPITAL

The Company has positive working capital as at September 30, 2019 as a result of closed first tranche of Convertible Debenture financing and cash from operating cash flows.

As at September 30, 2019: $160,941
As at December 31, 2018: $(824,083)

	Nine-month Period Ended September 30	
	2019	2018
Cash provided by (used) in:		
Operating activities	$(13,564,158)	$(6,960,379)
Investing activities	(21,072,052)	(767,410)
Financing activities	35,879,165	7,795,310
Increase in cash, before effect of exchange rate fluctuation	1,242,955	67,521

Operating Activities

The Company's "cash used" in operating activities for the period ended September 30, 2019 was $(13,564,158) and $(6,960,379) for the nine-month period ended September 30, 2018. The uses of cash remain primarily due to operations acquired via acquisitions and increased spend to grow the Company and expand its presence in the market. Consistent with the same period last year, the Company incurred significant expenses associated with acquisitions (both deals that closed in the subsequent period, and others that are pending), and efforts related to its equity raise activities.

Investing Activities

The Company's net use of $(21,072,052) of cash in the nine-month period ending September 30, 2019 compared with only $(767,410) in the nine-month period ending September 30, 2018, relates primarily to the acquisition of Autopro. Additionally, the implementation of IFRS 16, *Leases*, resulted in the recognition of the right-of-use assets related to two leases for office space used by the Company.

Financing Activities

Cash provided by financing activities increased $35,879,165 between September 30, 2018 and September 30, 2019. The significant impact of this change is attributed to the proceeds from the convertible debenture of $22,874,854 and the loan from Fiera Capital of $13,000,000.

Capital Resources

As at September 30, 2019, the company had cash of $2,562,593 compared with $108,192 at the nine-months ended September 30, 2018.

The Company's ability to fund current and future operations is dependent on it being able to generate sources of cash through positive cash flows from operations and/or equity financing.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity or debt transactions. As a junior technology company, up front investments are high, with any returns on capital expected in the future. The Company has sustained losses in recent years and its ability to continue as a going concern is dependent on the Company's ability to generate future profitable operations and cash flows and/or obtain additional financing.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its success at integrating recent acquisitions into the mCloud AssetCare™ product. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating new revenues, cash flows or earnings.

Historically, the Company has used net proceeds from issuances of securities to fund acquisitions and to provide sufficient funds to meet its near-term asset development plans and other contractual obligations when due.

CONTROL MATTERS, ACCOUNTING ESTIMATES AND POLICIES

Internal Controls and Procedures

There were no changes to internal controls over financial reporting (ICFR) during the quarter ended September 30, 2019 that materially affected, or are reasonably likely to materially affect, our ICFR.

Changes in Accounting Policies

The following new IFRS standards and amendments were effective for mCloud from January 1, 2019:

- IFRS 16, *Leases;*
- IFRIC 23, *Uncertainty over Income Tax Treatments;* and

There was no material impact on the interim financial statements as a result of their adoption.

Adoption of IFRS 16

All of mCloud's identified leases are premise leases. At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at mCloud incremental borrowing rate as at January 1, 2019 of 12%. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. mCloud has applied judgement in determining the lease term for some contracts in which there is a renewal option or termination option.

Future changes in accounting policies

The following standard is not yet effective for the year ending December 31, 2019, and has not been applied in the preparation of the interim financial statements:

> The International Accounting Standards Board (IASCB) issued the revised *Conceptual Framework for Financial Reporting* on March 29, 2018 which underpins IFRS Standard. The Conceptual Framework sets out a comprehensive set of concepts for financial reporting, standard setting, guidance for preparers in developing consistent accounting policies and assistance to others in their efforts to understand and interpret the standards. For preparers who develop accounting policies based on the Conceptual Framework, it is effective for annual periods beginning on or after January 1, 2020. mCloud intends to adopt the amendments for the annual period beginning on January 1, 2020. Management does not expect the amendments to have a material impact on its financial statement.

Critical Accounting Estimates

The Company's MD&A is based on its condensed consolidated interim financial statements that have been prepared in accordance with IFRS. The preparation of condensed consolidated interim financial statements requires management to make estimates and judgments that affect reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management re-evaluates its estimates and judgments, particularly those related to the determination of the impairment of long-lived assets. As a venture issuer, we do not provide additional analysis of our critical accounting estimates.

Governance and Employee Policies

The Company updated its Employee Handbook and annually ensures that all employees understand the Company Code of Conduct which sets the highest standards of corporate behavior.

FORWARD-LOOKING INFORMATION

This MD&A contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information concerning the future business prospects and potential revenue of the Company and the completion of acquisitions referenced herein by the Company.

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements.

An investment in securities of the Company is speculative and subject to a number of risks including, without limitation, the risks discussed under the heading "Risk Factors" on pages 29 to 46 of the Company's filing statement dated October 5, 2017. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this MD&A, the Company has made certain assumptions. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this MD&A are made as of the date of this MD&A, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

RECONCILIATION OF ACQUIRED AND PROPOSED TO BE ACQUIRED BUSINESS OPERATIONS

CSA, Inc.

On December 20, 2017, the Company entered into a binding agreement to acquire CSA. This transaction now has a final definitive agreement and is expected to close by September 2019.

CSA revenues for the six-month period ended September 30, 2019 were $397,150 USD with SG&A expenses totaling $299,236 and EBITDA of $145,519.