Management Discussion and Analysis
For the Three Months Ended May 31, 2013
Neoteck Solutions Inc.
Report Dated July 22, 2013

INTRODUCTION

The following information, prepared as of July 22, 2013, should be read in conjunction with the unaudited condensed interim financial statements of Neoteck Solutions Inc. (the "Company" or "Neoteck") for the three months ended May 31, 2013.

These statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's audited financial statements for the year ended February 28, 2013.

These condensed interim statements do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited annual financial statements for the year ended February 28, 2013 and the related MD&A for the year then ended.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion

GENERAL

The Company was incorporated under the Company Act of British Columbia, and changed its name to Neoteck Solutions Inc. on September 10, 2012. Prior to the September 10, 2012 divestiture of its gas detection equipment and operations ("the divestiture"), its principal business activity was the development and sales of gas safety and loss control systems. The Company is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H".

RESULTS OF OPERATIONS

Sales for the three months ended May 31, 2013 were $nil, compared to sales of $43,846 for the three months ended May 31, 2012, due to the divestiture of the Company's gas detection equipment and operations.

Variances of note in administrative expenses are detailed below:

- Accounting and audit of $11,288 (2012 - $nil), consulting fees of $2,000 (2012 - $nil), and legal fees of $4,978 (2012 - $nil) were incurred during the three months ended May 31, 2013, due to the Company's efforts to find a viable project or acquisition target for the Company.
- Management fees of $15,000 (2012 - $19,499) were incurred in the three months ended May 31, 2013 as part of the above potential acquisition efforts. Management fees for the

comparative 2012 period related to operations prior to the divestiture of the gas detection equipment and operations.

- Rent of $7,270 (2012 - $750). The rent was higher during the three months ended May 31, 2013 compared to 2012, because effective December 1, 2012, the Company moved its office to a new location.
- Customer support of $nil (2012 - $6,054), marketing fees of $68 (2012 - $6,068), and research and development of $nil (2012 - $1,129) were lower this fiscal period primarily due to the divestiture of the Company's gas detection equipment and operations.

QUARTERLY FINANCIAL REVIEW

The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for each of the eight most recently completed quarters. No cash dividends were declared in any of the reported periods.

	THREE MONTHS ENDED			
	May 31, 2013 $	**February 28, 2013 $**	**November 30, 2012 $**	**August 31, 2012 $**
Gross sales	Nil	Nil	Nil	25,912
Total assets	253,352	278,784	340,101	34,423
Working capital (deficiency)	219,846	263,513	305,825	(1,138,440)
Net loss	(43,667)	(42,312)	(37,886)	(94,662)
Net loss per share[1]	(0.00)	(0.00)	(0.00)	(0.01)

	THREE MONTHS ENDED			
	May 31, 2012 $	**February 29, 2012 $**	**November 30, 2011 $**	**August 31, 2011 $**
Gross sales	43,846	33,778	32,544	52,720
Total assets	41,671	39,328	61,284	76,282
Working capital deficiency	(1,046,019)	(1,034,358)	(1,061,035)	(1,040,851)
Net income (loss)	(11,409)	25,272	(22,951)	(13,408)
Net income (loss) per share[1]	(0.00)	0.00	(0.00)	(0.00)

[1]The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants for all quarters.

The amounts reflected for all quarters are comparable except for the three months ended November 30, 2012 and subsequent quarters. During the quarter ended November 30, 2012, the Company completed a private placement for gross proceeds of $1,500,000, repaid its debts, and shifted its focus away from the gas detection equipment operations. Accordingly the quarters ended November 30, 2012, February 28, 2013 and May 31, 2013 reflect only administrative expenses. The net income reflected in the February 29, 2012 quarter was primarily a result of the recovery of sales prepayment related to a forfeited deposit on an order that was cancelled in 2009.

FINANCING ACTIVITIES

There were no financing activities in the three months ended May 31, 2013.

LIQUIDITY

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements imposed by a regulator.

As at May 31, 2013 the Company held cash of $227,020 (February 28, 2013 – $263,001) and working capital of $219,846 (February 28, 2013 – $263,513). During the three months ended May 31, 2013, net cash used in operating activities was $35,981 and net cash used in investing activities was $nil. Management expects that it will have sufficient funds to cover its operating costs at the current level over the next twelve months.

CAPITAL EXPENDITURES

The Company did not incur any significant capital expenditures for the three months ended May 31, 2013 and does not currently have any capital expenditure commitments.

RELATED PARTY TRANSACTIONS

The Company incurred charges to directors and officers and former directors and officers, or to companies associated with these individuals during the three month period ended May 31, 2013 and 2012 as follows:

	2013 **$**	**2012** **$**
Accounting and administrative support	7,537	-
Cost of sales	-	3,338
Management fees	7,500	16,398
Marketing, research and development	-	9,000
Rent	-	750
	15,037	29,486

The amount due to related parties at May 31, 2013 included $13,805 (February 28, 2013 – $nil) due to a former director and a company controlled by a director and in which the CFO is an associate. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the three months ended May 31, 2013, compensation in respect of services provided by key management consists of management fees of $7,500 (2012 – $nil) paid to the President and $nil (2012 – $16,398) paid to the former President, marketing, research and development fees of $nil (2012 – $9,000) paid to a former director, and accounting fees of $7,537 (2012 – $nil) paid to a company controlled by a director and in which the CFO is an associate. Other than as reflected above, there were no other transactions with key management, or compensation paid or payable for their services.

OFF-BALANCE SHEET ARRANGEMENTS
The Company has not entered into any off-balance sheet arrangements.

CAPITALIZATION
The authorized share capital consists of an unlimited number of common shares. As of July 22, 2013, an aggregate of 38,060,966 common shares were issued and outstanding. At July 22, 2013, the Company had 32,985,000 share purchase warrants outstanding with an exercise price of $0.10 expiring on September 20, 2013. The Company did not have any options outstanding as of July 22, 2013.

FUTURE OUTLOOK
In the short term Management will continue its efforts to identify the Company's future business focus.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES
The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by management during their preparation.

Management considers the area currently requiring a significant degree of estimation and assumption to relate to the going concern assumption.

FINANCIAL INSTRUMENTS
The Company's financial instruments consist of cash, and accounts payable and accrued liabilities. The Company's cash is held through a major Canadian chartered bank. The Company designated its cash as held-for-trading which is measured at fair value. Accounts payable and accrued liabilities are measured at their amortized cost, which approximates their fair value due to their short-term nature.

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as best as possible, that it will have sufficient cash to meet its liabilities when due, under both normal and stressed conditions. Existing working capital will be utilized to cover operating costs over the next twelve months.

Management believes that as at July 22, 2013, it is not exposed to significant credit, interest, or currency risks arising from these financial instruments.

DISCLOSURE CONTROLS AND PROCEDURES
In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information

contained in the unaudited condensed interim financial statements for the three months ended May 31, 2013 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue funding its operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.