Management Discussion and Analysis
For the three months ended May 31, 2014
Neoteck Solutions Inc.
Report Dated July 30, 2014

INTRODUCTION

This Management Discussion and Analysis of the Financial Position and Results of Operations for Neoteck Solutions Inc. (the "Company" or "Neoteck"), prepared as of July 30, 2014 ("MD&A"), should be read in conjunction with the unaudited condensed interim financial statements for the three months ended May 31, 2014. This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of Neoteck.

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, 2014.

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, 2014 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. Since divesting its gas detection operations in 2012, Management has been investigating other possible acquisitions of assets or companies which make good economic sense for the Company to pursue. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H".

RESULTS OF OPERATIONS

The Company recorded a net loss of $32,992 ($0.00 per share) for the three months ended May 31, 2014 as compared to a net loss of $43,667 ($0.00 per share) for the three months ended May 31, 2013.

Variances of note in administrative expenses are detailed below:

- Accounting and audit of $6,227 (2013 – $11,288), management and consulting fees of $15,750 (2013 – $17,000), and legal fees of $nil (2013 – $4,978) were lower in the 2014 fiscal year due to lower corporate business activities. These costs were incurred due to the Company's efforts to find a viable project or acquisition target for the Company.
- Rent of $9,000 (2013 – $7,270) increased because effective December 1, 2012, the Company moved its office to a new location.

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, 2014 $	**Feb 28, 2014 $**	**Nov 30, 2013 $**	**Aug 31, 2013 $**
Total assets	57,813	85,137	121,591	167,977
Working capital	36,497	69,489	104,976	159,542
Net loss	(32,992)	(35,487)	(54,566)	(60,304)
Net loss per share(1)	(0.00)	(0.00)	(0.00)	(0.01)

	THREE MONTHS ENDED			
	May 31, 2013 $	**Feb 28, 2013 $**	**Nov 30, 2012 $**	**Aug 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)

(1)The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

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 from that point in time the quarterly net loss amounts reflect only administrative expenses.

FINANCING ACTIVITIES

There were no financing activities in the three months ended May 31, 2014.

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, other than continued listing requirements of the TSX-V.

As at May 31, 2014, the Company held cash of $57,793 (February 28, 2014 – $85,137) and working capital of $36,497 (February 28, 2014 – $69,489). During the three months ended May 31, 2014 net cash used in operating activities was $27,344 (2013 – $35,981), but there were no investing or financing activities. To the extent possible, management intends to finance the operating costs over the next twelve months with current working capital. However, it is likely that the Company will be required to complete additional financings once the direction of future operations is determined, in order for the Company to continue operations. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the future.

CAPITAL EXPENDITURES

The Company did not incur any capital expenditures for the three months ended May 31, 2014 and does not currently have any capital expenditure commitments.

RELATED PARTY TRANSACTIONS

The Company incurred charges to directors and officers, or to companies associated with these individuals during the three months ended May 31, 2014 and 2013 as follows:

	2014	**2013**
	$	**$**
Accounting fees	3,162	7,537
Management fees	7,875	7,500
	11,037	15,037

Accounts payable and accrued liabilities at May 31, 2014 includes $2,361 (February 28, 2014 – $441) due to 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, 2014, compensation paid to key management consisted of management fees of $7,875 (2013 – $7,500) paid to the President and accounting fees of $3,162 (2013 – $7,537) paid to a company controlled by a director and in which the CFO is an associate.

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 30, 2014, an aggregate of 38,060,966 common shares were issued and outstanding. The Company did not have any share purchase warrants or options outstanding as of July 30, 2014.

FUTURE OUTLOOK

In the short term Management will continue its efforts to identify the Company's6 future business focus.

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, 2014 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 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.