GLOBAL UAV TECHNOLOGIES

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED JANUARY 31, 2021

Introduction

This Management's Discussion and Analysis ("MD&A") of Global UAV Technologies Ltd., including its wholly owned subsidiaries, is the responsibility of management and covers the three months ended January 31, 2021. The MD&A takes into account information available up to and including March 30, 2021 and should be read together with the condensed consolidated interim financial statements for the three month period ended January 31, 2021 and with the audited annual consolidated financial statements for the year ended October 31, 2020. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Throughout this document the terms we, us, our, the Company, the Issuer and UAV refer to Global UAV Technologies Ltd. All financial information in this document is prepared in accordance with International Financial Reporting Standards ("IFRS") and is presented in Canadian dollars unless otherwise indicated.

Forward Looking Statements

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "designed", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Issuer believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

Description of Business

The Company trades on the Canadian Securities Exchange (CSE) under the symbol UAV, the Frankfurt Stock Exchange under the symbol YAB, and over the counter in the United States under the symbol YRLLF.

In January of 2017, the Company moved into the Unmanned Aerial Vehicle ("UAV") sector and completed a Change of Business, (COB), with the CSE and is now designated as a Technology issuer. In May of 2017, the Company changed its name to Global UAV Technologies Ltd. in order to better reflect its business. Since completion of the COB the Company has acquired various assets and businesses in the UAV sector.

Outlook

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally. It has also disrupted the normal operations of many businesses, including the Company's. This outbreak has decreased spending, limited travelling, adversely affecting demand for and the ability of the Company to provide its services. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Due in part to COVID-19, the Company is evaluating various restructuring options, including a sale of its subsidiaries or its key UAV assets. The Company remains focused on restructuring the entity in order to attract investments and opportunities.

Performance Summary and Subsequent Events

Corporate Events

The following are the detailed corporate events that occurred during the three months period ended January 31, 2021 and up to the filing date of this MD&A (for additional information all news releases are available either on the Issuer's website or www.sedar.com):

- On May 18, 2020 the Company entered in a non-binding Letter Intent with Draganfly Inc. for the sale of its wholly-owned subsidiaries, Pioneer Aerial Surveys Ltd. and High Eye Aerial Imaging Inc. The Company later signed a definitive option agreement to sell 100% of the assets of Pioneer and High Eye, which was terminated subsequent to the end of the period. For more information, please refer to the news releases dated May 18, 2020, November 10, 2020 and February 26, 2021

Results of Operations

During the three-month period ended January 31, 2021, the Company earned revenue of $14,063 compared to $352,064 during the three-month period ended January 31, 2020, a decrease of $338,001. The decrease in revenue was due to travel related restrictions and cease of operations related to COVID-19. The Company did not have the resources to sustain operations without any revenue and had to cut back staff, resulting in the Company ceasing providing UAV and survey services.

Net loss and comprehensive loss for three months period ended January 31, 2021 was $47,796 compared to $6,155 during the comparative three months period ended January 31, 2020. Net loss increased by $41,641 as the Company continued to face a decrease in activity due to Covid-19. Net loss included non-cash expenditures for accretion of $nil (2020 - $6,068), and depreciation of $24,411 (2020 - $41,438)

Significant variances in the Company’s operational expenditures for the three-month period ended January 31, 2021 compared to the period ended January 31, 2020, were as follows:

i. Accounting, audit and legal expenses decreased by $26,397 to $20,997 from $47,394 in 2020. This decrease is due to a decrease in operating activity.

ii. Consultants’ fees decreased by $15,641 to $16,115 from $31,756 in 2020. This was due to a drop in consultant activity due to a decrease in operating activity.

iii. Office and miscellaneous decreased by $7,166 to $8,664 from $15,830 in 2020 due to cost cutting measures implemented by the Company and its subsidiaries.

iv. Accretion decreased by $6,068 to $nil from $6,068 in 2020. During the year ended October 31, 2020, the estimate for the contingent consideration was revised down to $nil, resulting in no accretion.

v. Investor relations and promotion decreased by $6,540 to $780 from $7,320 in 2020. The decrease was due to a drop in activity and limited news as it investigated restructuring opportunities.

vi. Travel decreased by $8,553 to $nil from $8,553 in 2020. Travel decreased due to decreased conference activity as well as international travel restrictions due to Covid-19.

vii. Depreciation decreased by $17,027 to $24,411 from $41,438 in 2020 due to the disposal and impairment of depreciable assets.

viii. Repairs and maintenance decreased by $3,327 to $nil from $3,327 in 2020 due to no UAV activity during the period ended January 31, 2021.

Significant variances in the Issuer’s financial position as at January 31, 2021 compared to October 31, 2020 were as follows:

i. Cash increased by $43,340 to $110,191 from $66,851 in 2020. Refer to the cash-flow discussion below for a description of operating, investing and financing activities.

ii. Equipment decreased by $24,411 to $352,732 from $377,143 2020. The decrease relates to depreciation for the period.

iii. Accounts payable and accrued liabilities increased by $52,433 to $1,638,278 from $1,585,845 in 2020. The Company is focused on reducing costs during periods of decreased operating activities in order to conserve working capital.

Summary of Quarterly Results

	January 31, 2021	October 31, 2020	July 31, 2020	April 30, 2020
Revenue	$ 14,063	$ -	$ -	$ 141,375
Loss for the quarter	(47,796)	(229,451)	(174,985)	(186,569)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
	January 31, 2020	**October 31, 2019**	**July 31, 2019**	**April 30, 2019**
Revenue	$ 352,064	$ 668,707	$ 407,822	$ 372,280
Loss for the quarter	(6,155)	(32,827)	(214,533)	(602,385)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

The variability in the Company's net income (loss) over the last eight quarters resulted primarily from:

- The sales activities of the Company
- General corporate activities.

Related Party Transactions

Transactions with management and related parties during period ended January 31, 2021 and 2020 were as follows:

Supplier	Nature of Transaction	2021	2020
101252103 Saskatchewan Ltd. (i)	Consulting Fees	$ -	$ 15,000
Longford Capital Corporation (ii)	Consulting Fees	$ -	$ -
Westridge Management International Ltd (iii)	Consulting Fees	$ -	$ -
Red Fern Consulting Ltd(iv)	Professional Services	$ 15,000	$ 29,362

I. 101252103 Saskatchewan Ltd. is a private enterprise controlled by the Company's former CEO, Michael Burns.
II. Longford Capital Corporation is a private enterprise controlled by the Company's current president and interim CEO, James Rogers.
III. Westridge Management International Ltd is a private enterprise controlled by the Company's current COO, Andrew Male
IV. Red Fern Consulting Ltd is a private company controlled by the Company's former CFO, Jonathan Richards.

Accounts payable to related parties

Included in accounts payable and accrued liabilities is $1,057,394 (October 31, 2020 - $1,041,644) due to officers, former officers and directors of the Company.

Other

Mr. Burns is a shareholder of Pioneer Exploration Consultants Ltd., which sold its assets to the Company and retained a 10% royalty on future earnings before income taxes, depreciation, and amortization expenses of Pioneer Exploration Consultants Ltd, for five years from the date of acquisition. Mr. Burns was the former CEO and a former Director of the Company.

Liquidity and Capital Resources

As at January 31, 2021, the Issuer had cash totaling $110,191 compared to $66,851 as at October 31, 2020. As at January 31, 2021, the Company had a working capital deficit of $1,530,607 (October 31, 2020 – deficit of $1,527,221).

The Company has no source of revenue and will require additional capital. To maintain liquidity in the future, the Company continues to investigate additional financing opportunities and would consider raising capital via share issuances, debt facilities, or a combination of these options.

Significant variances in the Issuer's cash flows for the period ended January 31, 2021 compared to period ended January 31, 2020, were as follows:

i. Cash provided by operating activities decreased by $5,516 to $23,340 from $28,856 in 2020 largely due to the increase in accounts payable.

ii. Cash provided by investing activities decreased by $220 to $nil from $220 used in 2020. During the period ended January 31, 2021, the Company received proceeds from the sale of equipment of $nil (2020 - $220).

iii. Cash provided by financing activities increased by $20,000 to $20,000 from $nil in 2020. During the period ended January 31, 2021, the company received loan proceeds of $20,000 from the Canadian Emergency Business Account ("CEBA"). The CEBA provides companies with a $20,000 interest free loan to be used to cover non-deferrable operating expenses during the period where operations had been temporarily reduced due to the economic impacts of the COVID-19 virus.

The Issuer's objectives when managing capital are to safeguard the Issuer's ability to continue as a going concern in order to pursue the development of its new businesses, and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Issuer's capital consists of shareholders' equity. The Issuer 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 the capital structure, the Issuer may issue new shares or debt or acquire or dispose of assets.

In order to maximize ongoing development efforts, the Issuer does not pay out dividends.

Financial Instruments and Risk Management

The Issuer's financial assets and liabilities were categorized as follows:

		January 31, 2021		October 31, 2020
Financial assets				
Fair value through profit or loss				
Cash	$	110,191	$	66,851
Loans and receivables				
Amounts receivable		29,255		23,548
Total financial assets	$	139,446	$	90,399
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	$	1,638,278	$	1,585,845
Contingent consideration		31,775		31,775
Loans payable		60,000		40,000
Total financial liabilities	$	1,730,053	$	1,657,620

The fair values of the Company's amounts receivable and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments. Contingent consideration is recorded at fair value based on estimated future performance and discount rates. Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk and market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk with respect to its cash and amounts receivable.

The Issuer deposits substantially all of its cash at a Canadian chartered bank. The Company's amounts receivable consist primarily of Goods and Services Tax receivable from the Canadian government and Value Added Tax from the Mexican government. Management considers the risk of non-performance related to cash and amounts receivable to be minimal.

b) Liquidity risk

Liquidity risk is the risk that an entity will not be able to meet its financial obligations as they fall due. The Issuer manages liquidity risk through the management of its capital structure.

At January 31, 2021, the Company had cash in the amount of $110,191 (October 31, 2020 - $66,851) and accounts payable and accrued liabilities of $1,638,278 (October 31, 2020 - $1,585,845).

The Issuer aims to manage liquidity risk by maintaining adequate cash balances to meet payables as the fall due. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company is currently focused on sales and receivables collections, the sale or Pioneer and High Eye, negotiating payment plans and settlements on aged payables, combined with cost-cutting and efficiencies to enable the Company to start to pay down its debt.

c) Market risk

Market risk consists of interest rate risk, foreign currency risk and other price risk. These are discussed below:

Interest rate risk

Interest rate risk consists of two components:

i) To the extent that payments made or received on the Issuer's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Issuer is exposed to interest rate cash flowrisk.

ii) To the extent that changes in prevailing market rates differ from the interest rate in the Issuer's monetary assets and liabilities, the Issuer is exposed to interest rate price risk.

The Issuer is not exposed to significant interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Issuer is exposed to foreign currency risk with respect to cash, amounts receivable, and accounts payable and accrued liabilities, as a portion of these amounts are denominated in MXN pesos and US dollars as follows:

	January 31, 2021		**October 31, 2020**	
	MXN	US	MXN	US
Accounts payable and accrued liabilities	(3,383,411)	$ 5,850	(3,383,411)	$ 5,850
Rate to convert $1 CAD	0.063	1.2780	0.063	1.3318

Based on the Company's net exposure, a 23% change (October 31, 2020 - 23%) in the Canadian/Mexican peso exchange rate and a 12% change (October 31, 2020 - 12%) in the Canadian/US exchange rate (based on prior year fluctuations in the relative exchange rates) would not have a material impact on earnings.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any material other price risk,

As this sensitivity analysis does not take into account any variables other than the marketable securities rate fluctuations, the above information may not fully reflect the fair value of the assets and liabilities involved.

d) Fair value of financial instruments

IFRS 7 Financial Instruments: Disclosure establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash and marketable securities are classified at Level 1 of the fair value hierarchy. Contingent consideration are classified as Level 3 of the fair value hierarchy. As the carrying values of the Company's remaining financial instruments approximate their fair values, disclosure is not made of their level in the fair value hierarchy.

Management of Capital

The Issuer's objectives when managing capital are to safeguard the Issuer's ability to continue as a going concern in order to pursue development of the Issuer's UAV business, and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Issuer's capital consists of shareholders' equity.

The Issuer 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 the capital structure, the Issuer may issue new shares or debt or acquire or dispose of assets.

To effectively manage its resources and minimize risk, the Issuer maintains the majority of its capital at the parent company level and funds activities in its operating subsidiaries through a cash call process. The Issuer prepares annual expenditure budgets that are updated as necessary depending on factors including success of programs and general industry conditions. The budget and any revisions to it are approved by the Board of Directors. In order to maximize ongoing development efforts, the Issuer does not pay dividends.

The Issuer's investment policy is to invest any excess cash in liquid short-term interest-bearing instruments callable at any time.

There have been no changes to the Issuer's approach to capital management during the quarter ended January 31, 2021.

Off-Balance Sheet Arrangements

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

Proposed Transactions

There are currently no proposed transactions contemplated by the Issuer.

Contractual Obligations

Except as described herein or in the Company's condensed consolidated interim financial statements at January 31, 2021, the Company had no material contractual obligations.

Risks Related to Nature of Ownership of Common Shares

Dilution

Shareholders may suffer immediate and/or future dilution with respect to future private and or public offerings of common shares currently being contemplated in order to secure needed capital to facilitate Issuer growth.

Market Volatility

The trading price of the common shares may be subject to wide fluctuations in response due to variations in operating results, and other events and factors. In addition, the stock market may experience price and volume fluctuations, which may adversely affect the market price of the common shares of the Issuer.

Critical Accounting Estimates

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year:

Allowances for doubtful accounts
The Company must make an assessment of whether trade receivables are collectible from customers. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.

Share-based compensation
Management is required to make certain estimates when determining the fair value of share option awards and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the Company's consolidated statement of operations and comprehensive loss. For the period ended January 31, 2021, the Company recognized share-based compensation of $nil (2020 - $nil).

Income taxes
Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the consolidated financial statements and their tax basis using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences, and accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time. These differences could materially impact earnings.

Useful life of property, plant and equipment and intangible assets
Depreciation and amortization of the Company's property, plant and equipment and intangible assets incorporate estimates of useful lives and residual values. These estimates may change as market conditions change and the future economic benefits from the use of the asset changes, thereby impacting the useful life and residual value of the equipment or intangible asset. Any revisions to useful life are accounted for prospectively.

Critical judgments used in applying accounting policies

In the preparation of the consolidated financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the consolidated financial statements.

Impairment of assets
When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Utilization of deferred income tax assets
The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures, meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

New accounting standards and interpretations

The accounting policies applied in preparation of the consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended October 31, 2020.

Disclosure of Outstanding Share Data

As at the date of this report the Company had the following common shares, stock options and warrants outstanding:

Common shares	136,755,634
Stock options	-
Warrants	-
Fully diluted shares outstanding	**136,755,634**

The Issuer's ongoing business development is dependent on raising additional capital to develop its properties and the Issuer is continually assessing overall market conditions to ensure this need is fulfilled to the benefit of the Issuer and its shareholders.