

# CELLSTOP SYSTEMS INC.

## MANAGEMENT DISCUSSION AND ANALYSIS

For the period ended November 30, 2012

Dated January 25, 2013

The following management discussion and analysis (“MD&A”) should be read in conjunction with the CellStop Systems Inc.’s (the “Company”) unaudited condensed consolidated interim financial statements for the period ended November 30, 2012 and 2011 and the notes thereto.

The unaudited condensed financial statements and comparative information have been prepared by management in accordance with International Financial Reporting Standard (“IFRS”), as issued by the International Accounting Standards Board (“IAS”). The Company’s accounting policies and estimates used in the preparation of these interim financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process. This analysis contains forward-looking statements about the Company’s future prospects that involve certain risks and uncertainties and the Company provides no assurances that actual results will meet management’s expectations. This document is current in all material respects as of January 25, 2013.

Management is responsible for the preparation and integrity of the unaudited condensed consolidated interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

## FORWARD-LOOKING STATEMENTS

This management discussion and analysis (MD&A) contains or incorporates by reference forward-looking statements. All statements other than statements of historical fact included or incorporated by reference and that address activities, events or developments that we expect or anticipate may or will occur in the future are forward-looking statements. While any forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business; actual results may vary, sometimes materially, from any estimates, predictions, projections, assumptions or other suggestions of future performance herein. Undue reliance should not be placed on these forward-looking statements, which are based upon our assumptions and are subject to known and unknown risks and uncertainties and other factors, including those discussed under "Risk and Uncertainties" in this MD&A, some of which are beyond our control, which may cause actual results, levels of activity and achievements to differ materially from those estimated or projected and expressed in or implied by such statements. We undertake no obligation to update publicly or revise any forward-looking statements contained herein, and such statements are expressly qualified by this cautionary statement. See "Risk and Uncertainties".

## NATURE OF OPERATIONS

The Company is presently analyzing various opportunities to invest its capital. Previously the Company was in the business of providing wireless telemetry solutions utilizing the GSM network. On September 01, 2007, the Company ceased its operations, being the development and marketing of automotive security using wireless GSM technology, upon the sale of its subsidiary, CellStop International Limited.

## OVERVIEW

The Company is a public company incorporated under the laws of British Columbia. The Company is a reporting issuer in Alberta, British Columbia, Saskatchewan, Manitoba and Ontario and its shares are now listed and quoted for trading on the NEX under the trading symbol KNO.H.

## OVERALL PERFORMANCE

The Company has no active operations at this time other than analyzing various opportunities in which to invest its capital.

**SELECTED INFORMATION**

	<b>November 30, 2012 3 Months (Unaudited) \$</b>	<b>November 30, 2011 3 Months (Unaudited) \$</b>
<b>REVENUE</b>	-	-
<b>COST OF SALES</b>	-	-
<b>GROSS PROFIT (LOSS)</b>	-	-
<b>EXPENSES :</b>		
General and administrative	29,043	29,955
Salaries, wages and consulting fees	6,000	6,000
Settlement of legal claim	-	-
<b>LOSS FOR THE PERIOD</b>	(35,043)	(35,955)
<b>(DEFICIT), BEGINNING OF PERIOD</b>	(7,585,128)	(7,840,880)
<b>(DEFICIT), END OF PERIOD</b>	(7,620,171)	(7,876,835)
<b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>	(0.00)	(0.00)
<b>TOTAL ASSETS</b>	172,326	355,676
<b>TOTAL LONG TERM LIABILITIES</b>	-	-

Discussion of the variation of these numbers for the comparative periods follows:

## RESULTS OF OPERATIONS

**First quarter – Three months period ended November 30, 2012, compared to three month period ended November 30, 2011.**

### Revenue, Cost of Sales and Gross profit

The Company does not have any active operations other than analyzing investments in which to invest its capital. Therefore no revenue was recorded during the period ended November 30, 2012 and 2011.

### General and Administration

General and administration expenses from operations of \$29,043 has decreased by 3% for the quarter ended November 30, 2012, compared to general and administration expenses of \$29,955 in the prior year. The decrease in general and administration expenses compared to prior year is the due to a decrease in operational costs.

### Salaries, Wages and Consulting fees

Salaries, wages and consulting fees from operations of \$6,000 for the quarter ended November 30, 2012, compared to salaries, wages and consulting fees from continuing operations of \$6,000 in the prior year.

## SUMMARY OF QUARTERLY RESULTS

	Sales \$	Net Income (Loss) \$	Basic income (loss) per share \$
<b>CONTINUING OPERATIONS</b>			
1 <sup>st</sup> quarter ended November 30, 2012	\$-	(\$35,043)	(\$0.001)
4 <sup>th</sup> quarter end August 31, 2012	\$-	(\$6,216)	(\$0.000)
3 <sup>rd</sup> quarter ended May 31, 2012	\$-	(\$36,347)	(\$0.001)
2 <sup>nd</sup> quarter ended February 29, 2012	\$-	(\$44,784)	(\$0.002)
1 <sup>st</sup> quarter ended November 30, 2011	\$-	(\$35,955)	(\$0.001)
4 <sup>th</sup> quarter ended August 31, 2011	\$-	(\$33,323)	(\$0.001)
3 <sup>rd</sup> quarter ended May 31, 2011	\$-	(\$18,062)	(\$0.001)
2 <sup>nd</sup> quarter ended February 28, 2011	\$-	(\$19,084)	(\$0.001)
1 <sup>st</sup> quarter ended November 30, 2010	\$-	(\$38,816)	(\$0.002)

### 1<sup>st</sup> quarter ended November 30, 2010

The net loss of \$38,816 has increased for the quarter ended November 30, 2010, compared to net loss of \$23,820 in the first quarter of fiscal 2010 and an increase compared to net loss of \$33,463 for the fourth quarter of 2010. The increase in net loss compared to the net loss for the first quarter of fiscal 2010 is due to the amortization of the financing fee as a result of the conversion of the loan to shares of the Company.

### 2<sup>nd</sup> quarter ended February 28, 2011

The net loss of \$19,084 has decreased for the quarter ended February 28, 2011, compared to net loss of \$27,882 in the second quarter of fiscal 2010 and decreased compared to net loss of \$38,816 for the first quarter of fiscal 2011. The decrease in net loss compared to the net loss for the second quarter of fiscal 2010 is due a decrease in operational expenses.

### 3<sup>rd</sup> quarter ended May 31, 2011

The net loss of \$18,062 has decreased for the quarter ended May 31, 2011, compared to net loss of \$37,177 in the third quarter of fiscal 2010 and decreased compared to net loss of \$19,084 for the second quarter of fiscal 2011. The decrease in net loss compared to the net loss for the third quarter of fiscal 2010 is due a decrease in operational expenses.

### 4<sup>th</sup> quarter ended August 31, 2011

The net loss of \$33,323 has decreased for the quarter ended August 31, 2011, compared to net loss of \$33,463 in the fourth quarter of fiscal 2010 and an increased compared to net loss of \$18,062 for the third

quarter of fiscal 2011. The increase in net loss for the quarter ended August 31, 2011, is due to renting office space.

**1<sup>st</sup> quarter ended November 30, 2011**

The net loss of \$35,955 has decreased for the quarter ended November 30, 2011, compared to net loss of \$38,816 in the first quarter of fiscal 2011 and an increase compared to net loss of \$33,323 for the fourth quarter of 2011. The decrease in net loss compared to the net loss for the first quarter of fiscal 2011 is due interest expense incurred during the quarter ended November 30, 2010. The increase in net loss compared to the net loss for the fourth quarter of fiscal 2011 is due to higher operational expenses.

**2<sup>nd</sup> quarter ended February 29, 2012**

The net loss of \$44,784 has increased for the quarter ended February 29, 2012, compared to net loss of \$19,084 in the second quarter of fiscal 2011 and increased compared to net loss of \$35,955 for the first quarter of fiscal 2012. The increase in net loss compared to the net loss for the second quarter of fiscal 2011 is due an increase in operational expenses and additional consulting costs incurred.

**3<sup>rd</sup> quarter ended May 31, 2012**

The net loss of \$36,347 has increased for the quarter ended May 31, 2012, compared to net loss of \$18,062 in the third quarter of fiscal 2011 and decreased compared to net loss of \$44,784 for the second quarter of fiscal 2012. The increase in net loss compared to the net loss for the third quarter of fiscal 2011 is due an increase in operational expenses incurred.

**4<sup>th</sup> quarter ended August 31, 2012**

The net loss of \$6,216 has decreased for the quarter ended August 31, 2012, compared to net loss of \$33,323 in the fourth quarter of fiscal 2011 and decreased compared to net loss of \$36,347 for the third quarter of fiscal 2012. The decrease in net loss compared to the net loss for the fourth quarter of fiscal 2011 is due the extinguishment of long outstanding payables.

**1<sup>st</sup> quarter ended November 30, 2012**

The net loss of \$35,043 has decreased for the quarter ended November 30, 2012, compared to net loss of \$35,955 in the first quarter of fiscal 2012 and an increase compared to net loss of \$6,216 for the fourth quarter of 2012. The decrease in net loss compared to the net loss for the first quarter of fiscal 2012 is due a decrease in operational costs incurred during the quarter ended November 30, 2012. The increase in net loss compared to the net loss for the fourth quarter of fiscal 2012 is due the extinguishment of long outstanding payables in the fourth quarter of fiscal 2012.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company does not currently have an adequate source of reliable, long-term revenue to fund operations. As a result, the Company is reliant on outside sources of funding. There can be no assurances that the Company will in the future achieve a consistent and reliable revenue stream adequate to support continued operations in the future. In addition, there are no assurances that the Company will be able to secure adequate sources of new capital, whether it be in the form of capital, debt, or other financing sources.

The future cash requirements of the Company will be dependant on the Company's success in identifying an acquisition or otherwise establishing or renewing operations. The Company's ability to develop and maintain a new financially viable business plan is uncertain.

Working capital on August 31, 2012, was \$172,326 compared to working capital of \$207,369 as at August 31, 2012. The decrease in working capital was due to operation expenses which were incurred for the Company to move forward.

In the period ended November 30, 2012, the Company generated negative cash outflow of \$31,013 compared to negative cash outflow of \$31,748 in the prior year. This decrease in negative cash flow is as a result of an decrease in operational expenses.

As at November 30, 2012, the Company had the following contractual obligations.

<b>Contractual Obligation</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1 – 3 years</b>	<b>Mote than 3 years</b>
Management agreements (1)	\$2,500	\$2,500	\$-	\$-
Employment contracts (2)	\$2,000	\$2,000	\$-	\$-
Rental agreement (3)	\$160,000	60,000	\$100,000	\$-
Total Contractual obligations	\$164,500	\$64,500	\$100,000	\$-

1. The Company has a one-month rolling management agreement for administration services for \$2,500 per month.
2. The Company has a one-month rolling employment agreement for management and consulting services for \$2,000 per month.
3. Effective August 01, 2012, the Company entered into an office rental agreement of \$5,000 per month with an arm's length party. The agreement expires on July 31, 2015.
- 4.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

#### **RELATED PARTY TRANSACTIONS**

All related party transactions were in the ordinary course of business and were measured at their exchange amount.

- a) The Company paid \$6,000 (November 30, 2011 – \$6,000) to an officer of the Company for management services provided (Note 7(b)), of which \$2,000 (November 30, 2011 – \$2,000) remained outstanding in accounts payable and accrued liabilities as at November 30, 2012.
- b) The Company paid \$nil (November 30, 2011 – \$2,551) to an officer of the company for legal services provided of which \$nil (November 30, 2011 – \$644) remained outstanding in accounts payable as at November 30, 2012.

#### **PROPOSED TRANSACTIONS**

The Company continues to seek to strengthen its board of directors and management, to find new business opportunities, and to raise capital.

#### **SUBSEQUENT EVENTS**

There are no subsequent events.

#### **CRITICAL ACCOUNTING ESTIMATES**

The Company has no active operations at this time other than analyzing various opportunities in which to invest its capital. Therefore currently the Company does not have any critical accounting estimates.

#### **RECENT ACCOUNTING PRONOUNCEMENTS**

This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The following pronouncements are being assessed to determine their impact on the Company's results and financial position:

**(a) IFRS 9, Financial Instruments - Classification and Measurement ("IFRS 9"):**

IFRS 9 reflects the first phase of IASB's work on the replacement of IAS 39 - Financial Instruments, Recognition and Measurement, and deals with the classification and measurement of financial assets and financial liabilities. This standard establishes two primary measurement categories for financial assets, amortized cost and fair value, and eliminates the existing categories of held-to-maturity, available-for-sale, and loans and receivables. The new classification will depend on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2013.

**(b) IFRS 10, Consolidated Financial Statements:**

The amendment establishes a single control model that applies to all entities. These changes will require management to exercise significant judgment to determine which entities are controlled and, therefore, are required to be consolidated by a parent, compared with the former requirements. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

**(c) IFRS 13, Fair Value Measurement:**

In May 2011, the IASB published IFRS 13 - Fair Value Measurement, which is effective prospectively for annual periods beginning on or after January 1, 2013. IFRS 13 replaces the fair value measurement guidance contained in individual IFRS with a single source of fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e., an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements to provide information that enables financial statement users to assess the methods and inputs used to develop fair value measurements and, for recurring fair value measurements that use significant unobservable inputs (Level 3), the effect of the measurements on profit or loss or other comprehensive income. IFRS 13 explains "how" to measure fair value when it is required or permitted by other IFRS.

**(d) IAS 1, Presentation of Financial Statements ("IAS 1"):**

The IASB amended IAS 1 by revising how certain items are presented in other comprehensive income ("OCI"). Items within OCI that may be reclassified to profit and loss will be separated from items that will not. The standard is effective for financial years beginning on or after July 1, 2012, with early adoption permitted. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company does not have any financial instruments, other than cash deposited with a reputable banking institution.

## **RISKS AND UNCERTAINTIES**

### **Political and Regulatory Risk**

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder. These may include responding to orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

### **Limited Operational History**

The Company does not have any significant operations. As a result, there is no assurance that the Company will earn profits in the future or that profitability, if achieved, will be sustained.

**Additional Financing**

The Company will require additional financing in order to make further developments or take advantage of unanticipated opportunities. The ability of the Company to arrange such financing will depend in part upon prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to it. If additional financing is raised by the issuance of shares from treasury, control of the Company may change and shareholders may suffer dilution. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures and remain in business.

**Key Personnel and Future Staffing Requirements**

The Company's success will also be dependent on its ability to identify, recruit, motivate and retain highly qualified executive, management and technical support.

**Price Volatility of Public Stock**

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance or underlying net asset values of such companies.

**OTHER MD&A REQUIREMENTS**

Outstanding Share Data as at January 25, 2013:

Share Capital	\$7,792,497
Common shares issued	25,058,196
Stock options outstanding	Nil
Warrants outstanding	Nil

**Additional Information**

Additional information relating the Company, including the Company's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Directors and Officers**

The Company's directors and officers as at January 25, 2013, are:

**Directors:**

Michael Curtis  
Gerald R. Tuskey  
Lucas Marchak  
Michelle Gahagan

**Officers:**

Michelle Gahagan, Chief Executive Officer  
Henry Bromley, Chief Financial Officer  
Leah Martin, Corporate Secretary

**Board Approval**

The contents of this management's discussion and analysis have been approved and its mailing has been authorized by the Board of Directors of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Michelle Gahagan  
Michelle Gahagan