MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

Six Month Period Ended
February 28, 2017

Report Date – April 26, 2017

Introduction

CellStop Systems Inc. ("CellStop" or the "Company") is a public traded company incorporated on April 29, 1982, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario, and its common shares are listed and posted for trading on the NEX Board ("NEX") of the TSX Venture Exchange (the "Exchange") under the trading symbol "KNO.H". The Company was transferred to the NEX board of the Exchange effective July 2, 2010 due to the Company's lack of operations. The NEX allows the Company's shares to continue trading while it analyzes project opportunities to resume active business. The Company is subject to restrictions on share issuances and certain types of payments as set out in NEX policies.

The Company's registered and head offices are located at 302 – 1620 West 8th Avenue, Vancouver, BC, V6J 1V4.

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of CellStop for the six month period ended February 28, 2017. The following discussion and analysis should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the six month period ended February 28, 2017 and the annual audited consolidated financial statements for the years ended August 31, 2016 and 2015 which were prepared in accordance with IFRS. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Overall Performance and Results of Operations

The Company has no active operations at this time, but is currently evaluating and analyzing opportunities in various business sectors.

Three Month Period Ended February 28, 2017

During the three month period ended February 28, 2017, the Company incurred a loss and comprehensive loss of $18,358 as compared to $19,269 for the three month period ended February 29, 2016. Operating expenses declined by $911 (5%) over the prior year period primarily due to discontinuance of management fees and a reduction in certain professional and consulting fees. This decline in costs was offset, however, with an increase office rental costs commencing in December 2016.

Six Month Period Ended February 28, 2017

During the six month period ended February 28, 2017, the Company incurred a loss and comprehensive loss of $35,454 as compared to $40,639 for the six month period ended February 29, 2016. Operating expenses declined by $5,185 (13%) over the prior year period primarily due to discontinuance of management fees and a reduction in certain professional and consulting fees. This decline in costs was offset, however, with an increase office rental costs commencing in December 2016.

Summary of Quarterly Results

The following table sets out selected unaudited consolidated financial information for the eight most recently completed quarters:

Three Months Ended	February 28, 2017	November 30, 2016	August 31, 2016	May 31, 2016
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Loss from Operations	(18,358)	(17,096)	(17,602)	(21,098)
Loss and Comprehensive Loss	(18,358)	(17,096)	(17,602)	(21,098)
Basic and Diluted Loss per Share [1]	(0.00)	(0.00)	(0.00)	(0.00)

Three Months Ended	February 29, 2016	November 30, 2015	August 31, 2015	May 31, 2015
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Loss from Operations	(19,269)	(21,370)	(23,920)	(34,065)
Loss and Comprehensive Loss	(19,269)	(21,370)	(22,110)	(34,065)
Basic and Diluted Loss per Share [1]	(0.00)	(0.00)	(0.00)	(0.01)

There were no significant variations in the results of the most recent eight quarters except for the quarter ended August 31, 2015, wherein the Company implemented certain costs cutting efforts to reduce its operating costs, including reduced office rent and management fees.

Selected Annual Information

The following table sets out selected annual financial information for the last three financial years ended August 31, 2016, 2015, and 2014. The financial data has been prepared in accordance with IFRS:

Years Ended	August 31, 2016	August 31, 2015	August 31, 2014
	($)	($)	($)
Total Revenue	Nil	Nil	Nil
Operating Loss	(79,339)	(135,956)	(150,607)
Loss and Comprehensive Loss	(79,339)	(134,146)	(150,428)
Basic and Diluted Loss per Share	(0.02)	(0.04)	(0.06)
Total Assets	1,381	3,617	4,041
Total Non-Current Liabilities	80,100	Nil	Nil
Cash Dividends Declared	Nil	Nil	Nil

Capital Resources and Liquidity

The Company had a cash position of $1,167 and a working capital deficiency of $107,372 as at February 28, 2017, compared to $399 and $94,518 as at August 31, 2016, respectively. There was only a marginal decline in the Company's working capital deficiency as a result of issuance of long term unsecured debt to fund operations during the period. Since the Company does not generate any revenue from its existing assets it must fund all of its operational expenditures through the issuance of debt and equity.

During the six month period ended February 28, 2017, the Company issued three year unsecured notes payable for gross proceeds of $22,600. The notes bear interest at 10% per annum, compounded annually, and are payable quarterly in cash.

During the year ended August 31, 2016, the Company issued three year unsecured notes payable for gross proceeds of $80,100. The notes bear the same terms as above.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding

As at the Report Date, the Company had 5,005,793 common shares outstanding.

Warrants

As at the Report Date, the Company had no share purchase warrants outstanding.

Stock Options

As at the Report Date, the Company had no stock options outstanding.

Commitments

On August 1, 2015, as amended on December 1, 2016, the Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services. Under the terms of the agreement, the Company will pay $1,500 plus GST per month commencing on September 1, 2015, increasing to $2,500 per month on December 1, 2016 and continuing until the expiration of the underlying head lease on July 31, 2018.

Fiscal Year	Amount
	($)
2017	15,000
2018	27,500

Transactions with Related Parties

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the six month periods ended February 28, 2017 and February 29, 2016:

Key Management Compensation

	2017	**2016**
	($)	**($)**
Consulting fees paid or accrued to a corporation controlled by David Hughes, Chief Financial Officer ("CFO") of the Company.	2,000	3,000
Professional fees paid or accrued to a corporation controlled by Gerald Tuskey, a director of the Company.	-	515
Total	2,000	3,515

Other Related Party Transactions

	2017	**2016**
	($)	**($)**
Office sharing and occupancy costs paid or accrued to a corporation in which David Hughes, CFO of the Company, is a director.	12,000	9,000
Total	12,000	9,000

i) As at February 28, 2017, a total of $7,200 (August 31, 2016 - $5,200) was included in accounts payable and accrued liabilities owing to a corporation controlled by David Hughes, CFO of the Company, for consulting fees.

ii) As at February 28, 2017, a total of $10,500 (August 31, 2016 - $12,600) was included in accounts payable and accrued liabilities owing to a corporation controlled by Henry Bromley, former CFO of the Company, for consulting fees.

iii) As at February 28, 2017, a total of $50,850 (August 31, 2016 - $38,250) was included in accounts payable and accrued liabilities owing to a corporation in which David Hughes, CFO of the Company, is a director for office sharing and occupancy costs.

New Accounting Policies

Standards issued but not yet effective up to the date of issuance of the Company's condensed interim consolidated financial statements are listed below. 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 pronouncements are being assessed to determine their impact on the Company's results and financial position.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2017 but are not yet effective:

IAS 12, *Income Taxes*

Amendments to IAS 12 to clarify the recognition of a deferred tax asset for unrealized losses.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial Instruments – Classification and Measurement

IFRS 9 is a new standard on financial statements that will replace IAS 39, *Financial Instruments - Recognition and Measurement*.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

The following standard has been issued for annual periods beginning on or after January 1, 2019 but is not yet effective:

IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

Proposed Transactions

Currently there are no proposed transactions, however, the Company continues to seek new business opportunities and to raise capital as required.

Financial Risk Management

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts payable and accrued liabilities and notes payable.

The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments.

The carrying amounts of the notes payable approximate fair value as the interest rates were negotiated between the Company and an arm's length third party.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company manages this credit risk by ensuring that cash is placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of amounts due from a government agency. Management believes that the credit risk with respect to receivables is remote.

Financial Risk Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company endeavors to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company is exposed to liquidity risk.

Interest rate risk

The Company is nominally exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The Company does not have any variable interest rate liabilities.

Foreign exchange risk

The Company is not exposed to significant foreign currency risk.

Management of Capital

The Company considers items included in shareholders' deficiency as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue project opportunities for the benefit of its shareholders. 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 the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company is not subject to any externally imposed capital requirements. The Company prepares annual expenditure budgets and updates these as required throughout the year which it uses as the primary tool for assessing its capital requirements.

There have been no changes to the Company's approach to capital management during the six month period ended February 28, 2017.

Risks and Uncertainties

a) 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.

b) 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.

c) 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.

d) 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.

e) Price Volatility of a Public Stock

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 exploration of 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.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of these financial statements and the MD&A. The condensed interim consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Additional Information

On September 30, 2016, Kelsey Chin replaced Leah Martin as Corporate Secretary of the Company.

On January 20, 2017 Brian Tingle was appointed to the Board of Directors after the resignation of Virginia Olnick.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Corporate Information

Directors:	Michael Curtis Michelle Gahagan Brian Tingle
Officers:	Michelle Gahagan, President and CEO David Hughes, CFO Kelsey Chin, Corporate Secretary
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	Tingle Merrett LLP Suite 639 – 1250 Standard Life Building 5th Avenue SW Calgary, AB T2P 0M9
Transfer Agent:	Computershare Trust Company of Canada 2nd Floor – 510 Burrard Street Vancouver, BC, V6C 3B9