PRIME BLOCKCHAIN INC.

(formerly Investissements TSPL Inc.)

ANNUAL Management Discussion and Analysis

For the year ending on August 31, 2018

December 21, 2018

Introduction

The purpose of this MD&A is to help readers understand and evaluate trends and material changes related to Prime Blockchain Inc.'s (formerly ¨Investissements TSPL Inc.¨) results of operations and financial position (¨Prime¨ or the "Corporation") for the years ended August 31, 2018 and 2017. This report should be read in conjunction with the Audited financial statements for these periods and the notes thereto. For more information, please visit the SEDAR web site at www.sedar.com.

The Financial Statements were not adjusted regarding the accounting value of Assets and Liabilities, Revenues and Expenses and to the classification used in the preparation of the Cash Flow Statement under the hypothesis of the Corporation`s ability to continue as a going concern. These adjustments could be significant.

The financial information presented in this MD&A has been prepared in compliance with International Financial Reporting Standards (IFRS), and amounts are expressed in Canadian dollars, unless otherwise indicated.

In this MD&A, the terms "Officers" and "Management" include Directors, Officers, the Chief Executive Officer and the Chief Financial Officer.

The Financial Statements of August 31, 2018, were prepared by management and were audited by the Corporation`s auditors Mallette s.e.n.c.r.l.

Forward-looking information

The reporting structure reflects how the Officers manage the Corporation and classifies the Corporation's activities for the purpose of planning and evaluating performance. This MD&A includes statements about the Company's objectives, strategies, financial condition, results of operations and activities. These statements are considered "forward looking" because they are based on management's current expectations regarding the Company's operations, the markets in which the Company operates, and various estimates and assumptions.

These forward-looking statements describe Management's expectations as of December 21, 2018.

-The actual results of the Company could differ materially from Management's expectations if known or unknown risks affect the Company's business, or if the estimates or assumptions prove to be incorrect. Consequently, Management cannot guarantee that any of its forward-looking statements will be realized.

-Forward-looking statements do not take into account the effect that transactions or non-recurring items announced or occurring after the preparation of the financial statements may have on the Company's business.

-Management does not intend, nor does it undertake to update, any of the forward-looking statements, except as required by law, even if new information comes to its attention or knowledge as a result of future events or for any other reason.

-Risks that could cause actual results to differ materially from management's current expectations are discussed in Section 10, "Risks and Uncertainties".

1. ACTIVITIES AND CONTINUITY OF OPERATION

The Company is a Québec-based corporation that was duly incorporated on January 13, 2004 under the Canada Business Corporations Act (CBCA) and is located in Verdun, QC. The Corporation has no commercial activities but is busy investigating acquisition possibilities, so it can become active commercially. The Corporation’s name has been changed to Prime Blockchain Inc.

The financial statements of the Company have been prepared on the basis of accounting principles that apply to an operating business. This assumes that the Company will continue to operate for the foreseeable future and will be able to realize its assets and pay its debts in the normal course of business. The Company incurred a net loss of $701,003 during the year ended August 31, 2018 (August 31, 2017, $230,810), accumulated a significant deficit as at August 31, 2018 and generated negative cash flows from operating activities. The Company has capital requirements, notably for the payment of its operating debts. In this regard, the Company issued shares in settlement of operating debts, and for notes and interest payable during the year. Since the year-end, it issued shares and share units to pay its operating debts while no notes were issued. The Corporation is seeking additional financing to carry out its future projects and the Corporation's ability to continue as a going concern depends on completing such financing in a timely and satisfactory manner. The financial statements of the Company have not been restated if the going concern assumption were unfounded. Management believes that the actions it has taken or plans to take will mitigate the effect of the conditions and facts that cast doubt on the soundness of this assumption.

Historically, the Company had failed to comply with legal requirements regarding the filing of its financial statements, Management Discussions and Analysis and annual certificates. Consequently, on January 23, 2013, the "Autorité des marchés financiers" (the "AMF") issued a Cease Trade Order ("CTO") against the Corporation, its securityholders, all brokers and their representatives, as well as any other person, from any activity related to trading in Corporation's securities. In addition, in September 2016, the Corporation's shares were delisted from the NEX market due to non-payment of maintenance fees.

Serge Beausoleil, a shareholder of the Company since 2012, undertook in the fall of 2016 to reactivate the Company with the consent of the Board of Directors. To this end, he mandated Mallette S.E.N.C.R.L. to prepare the various audited financial statements required, to ask for a lifting of the CTO by the regulatory authorities. Mr. Beausoleil then hired the law firm of Stein Monast S.E.N.C.R.L. so that an application for the lifting of the CTO be filed with the regulators. Mr. Beausoleil and about fifteen people, all Accredited Investors ("Lenders"), advanced to the Corporation the sums required to obtain the lifting of the CTO and to finance the maintenance of its activities.

The CTO was lifted on August 2, 2017 subject to one condition. TSPL was required to hold a general meeting of shareholders within 90 days of the lifting of the CTO to elect a new board of directors. This was done on October 30, 2017.

During the year the Corporation completed the following private placements:

(i) On September 15, 2017, the Corporation completed a private placement by issuing 5,502,000 (110,040,000 before consolidation 20:1) common share units for an amount of $550,200. Each unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 ($0.01 before consolidation 20:1) per share for a period of two (2) years. The shares had a value of $404,559 and the warrants a value of $145,641. The Corporation also issued 114,434 (2,288,680 before consolidation 20:1) shares as payment for operating expenses in a value of $11,443.

(ii) On September 29, 2017, the Corporation completed a private placement by issuing 734,900 (14,698,000 before consolidation 20:1) common share units for an amount of $73,490. Each unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 ($0.01 before consolidation 20:1) per share for a period of two (2) years. The shares had a value of $54,037 and the warrants a value of $19,453. The Corporation also issued 44,717 (894,336 before consolidation 20:1) shares as payment for operating expenses in a value of $4,472.

(iii) On November 28, 2017, the Corporation completed a private placement by issuing 1,393,737 (27,874,738 before consolidation 20:1) common share units for an amount of $139,374. Each unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 ($0.01 before consolidation) per share for a period of two (2) years. The shares had a value of $102,481 and the warrants a value of $36,893. The Corporation also issued 70,135 (1,402,702 before consolidation 20:1) shares as payment for operating expenses in a value of $7,013.

(iv) On December 11, 2017, the Company proceeded with a share consolidation with a ratio of 20 to 1.

(v) On January 18, 2018, the Corporation completed a private placement by issuing 1,000,000 common share units for an amount of $100,000. Each $0.10 unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The shares had a value of $73,529 and the warrants a value of $26,471. The Corporation also issued 78,979 shares as payment for operating expenses in a value of $7 898.

(vi) On February 15, 2018, the Corporation completed a private placement by issuing 550,000 common share units for an amount of $55,000. Each $0.10 unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The shares had a value of $40,440 and the warrants a value of $14,560. The Corporation also issued 327,900 shares as payment for operating expenses in a value of $32,790.

(vii) On May 24, 2018, the Corporation completed a private placement by issuing 900,000 common share units for an amount of $90,000. Each $0.10 unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The shares had a value of $66,176 and the warrants a value of $23,824. The Corporation also issued 120 491 shares as payment for operating expenses in a value of $12,049.

(viii) On July 24, 2018, the Corporation completed a private placement by issuing 850,000 common share units for an amount of $85,000. Each $0.10 unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The shares had a value of $62,500 and the warrants a value of $22,500. The Corporation also issued 313,701 shares as payment for operating expenses in a value of $31,370.

(ix) On August 28, 2018, the Corporation completed a private placement by issuing 130,000 common share units for an amount of $13,000. Each $0.10 unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The shares had a value of $9,559 and the warrants a value of $3,441. The Corporation also issued 108 849 shares as payment for operating expenses in a value of $10,885.

2. FINANCIAL OVERVIEW

-Prime Blockchain incurred costs for the search and analysis of investment projects, during the year.

- The acquisition and cancellation of Gestion La Marino caused the Corporation to incur expenses, related to the acquisition, which should not repeat themselves, such as the costs associated with completing an acquisition, and some costs associated with cancelling such an acquisition.

-The Corporation's operations were partly financed via accounts payable. The Company also secured financing through private placement of common share units.

The acquisition and cancellation of Gestion La Marino caused the Corporation to incur $27,909 of expenses which should not recur in the future.

During fiscal 2018, the Corporation spent $10,010 of development expenses which were incurred by Prime as it was searching for a company with whom to merge with or acquire. During 2017 $0 was spent trying to find an acquisition target when the Corporation was inactive while it waited for the Cease-Trade Order to be revoked. Similarly, it incurred $50,373 of travel expenses, as possible merger or acquisition candidates were visited and investigated, compared to $10,565 in fiscal 2017.

The Corporation does not have any employees. Any work done by the corporation is done through consultants. Consulting fees were incurred as part of the day-to-day management of its operations as well as hiring certain individuals for project specific purposes. As such, it incurred $382,540 in consulting fees compared to $96,775 in 2017, when it wasn't looking for projects or acquisition targets. Some of these fees were paid to a related party which is discussed at length in the relevant portion of this MD&A.

The Corporation incurred professional fees of $107,653 vs $64,684 in fiscal 2017. The main reasons for these variations were:

- In September and October 2017, Prime was paying the end of the fees related to having the Cease-Trade Order revoked;
- There were legal fees related to the holding of its Annual General and Special Meeting of shareholders, as requested by the AMF and other securities commissions; and
- Being much more active than the previous year it incurred more legal fees related to the private placements which were completed, various other corporate and possible Merger & Acquisition activities.
- Accounting fees were incurred in the Gestion La Marino transaction which should not occur again in the future.

3. SUMMARY OF RESULTS

Years ended August 31	**2018**	2017	2016
	$	$	$
Revenues	**-**	-	-
Expenses	**687 359**	320 159	254 329
Gain on debt settlement	**14 265**	89 349	-
Loss resulting from the holding of an investment	**27 909**		
Net loss and comprehensive income	**(701 003)**	(230 810)	(254 329)
Basic and fully diluted net loss per share	**(0.070)**	(0.030)	(0.002)

The following table sets out selected financial information of the Company for the last eight quarters:

In Dollars	Aug. 31, 2018	May 31, 2018	Feb. 28, 2018	Nov. 30, 2017	Aug. 31, 2017	May 31, 2017	Feb. 28, 2017	Nov. 30, 2016
Gain on write-off	-	-	-	-	-	-	-	-
Gain on debt settlement	14 265	-	-	-	89 349	-	-	-
Revenue	(54 165)	45 520	-	8 645	-	-	-	-
Expenses	(50 245)	390 705	48 977	297 922	131 862	107 380	39 197	41 720
Loss resulting from the holding of an investment	27 909							
Net loss	(17 564)	(345 185)	(48 977)	(289 277)	(42 513)	(107 380)	(39 197)	(41 720)
Basic loss per share	0.07	0.031	0.005	0.003	0.0160	0.0030	0.0003	0.0030

General Discussion on Financial Information for 2018

Following the revocation of the Cease-Trade Order, the Corporation resumed its business activities as a Reporting Issuer which normally calls for added activities related to bookkeeping, regulatory filings, running a business as well as the fact that during fiscal 2018, the Corporation was active in identifying and negotiating with potential acquisition or merger candidates, which created added expenses under various headings:

Office expenses were $25,706 vs $12,388 in 2017. This was caused mainly by additional communication costs of $3,500 and added office supplies and equipment.

Consulting fees of $382,540 compared to $96,775 for 2017, which are related with the corporation being much more active in 2018. The President received $140,000 in compensation during the year. $60,600 of Black and Scholes non-cash costs were incurred for the options granted to the non-officer consultants.

The interests on Notes payable diminished by $52,905 (from $53,853 in 2017 to $948 in 2018) since all the outstanding notes were repaid in September 2017. Other financial fees were $2,270 in 2018 compared to Nil in 2017 due to the Corporation inactive status.

The professional fees for the year ended on August 31, 2018, were $107,653 compared to $64,684 for the same period in 2017. The main cause of this increase is related to the bookkeeping and due diligence costs related to the cancelled La Marino transaction as well as the legal fees incurred to file a number of private placement notices with the regulators.

The renumeration for Directors and Officers is the Black & Scholes non-cash value of the granted options in March and August 2018, in an amount of $77,775.

Travel expenses in the year ending on August 31, 2018, totaled $50,373 vs $10,565 in 2017. Business development expenses were $10,010 compared to $0 in 2017. These two categories consisted mainly in travel, meal, airplane and hotel expenses related to identifying and negotiating with possible merger or acquisition candidates.

The listing fees of $30,084, during 2018, compared to none in 2017 were paid to start the process for the corporation to relist its shares on a Canadian public market.

4. SUMMARY OF STATEMENTS OF FINANCIAL POSITION

	August 31, 2018		August 31,2017
Current assets	$	19,158	$18,167
Long-term assets	$	Nil	$2,462
Total Assets	$	19,158	$20,629
Current liabilities	$	116,421	$779,249
Total Liabilities	$	116,421	$779,249

5. SUMMARY OF CASH FLOWS

Year ended August 31,	2018	2017
Operating Activities	($505,817)	($270,894)
Financing activities	$496,956	$266,000
Investing activities	-	($2,462)
Net decrease in cash	($8,861)	($7,356)

At August 31, 2018, Prime Blockchain Inc. had a negative working capital amounting to $97,263, compared to a negative working capital amounting to $761,082 at August 31, 2017.

6. SUMMARY OF SHAREHOLDERS 'EQUITY

	Dec. 21, 2018	August 31, 2018	August 31, 2017	August 2016
Number of shares outstanding	15,341,386	12,986,408	746,565	745,565
Stock options	1,845,000	1,845,000	23,750	23,750
Warrants	13,160,637	11,060,637	Nil	Nil

The Corporation had adopted a Stock Option Plan, in 2012, under which the Board of Directors could grant to the Directors, Officers, Employees and Consultants stock options that could be exercised for a period of up to five years from the date of grant. This plan came to an end and was replaced by a new plan that was adopted by the shareholders at the meeting on October 31, 2017.

One million eight hundred and forty-five thousand (1,845,000) options were granted in the 2018 giving the holder the right to acquire one Common Share per option at a price of $0.10 per share. 1,200,000 options expire on January 3, 2023 and 645,000 options expire on August 21, 2023. 1,037,000 options were granted to Directors and Officers, and 808,000 options were granted to consultants to the Corporation.

As at August 31, 2018, the number of issued and outstanding shares was 12,986,408. The number of warrants issued was 11,060,637.

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company is not party to any off-balance sheet commitments as at the date of this MD&A.

8. RELATED PARTY TRANSACTIONS

Related parties of the Company include its subsidiaries as well as the Company's key management personnel, as well as entities directly or indirectly controlled by key management personnel or entities where key management personnel are directors or officers.

The Company considers its directors and executives to be key management personnel. Key management personnel compensation for the year ended August 31, consisting of stock-based compensation, consulting fees, and are as follows:

				Years ended August 31,
		2018		2017
Consulting fees (1)	**$**	**153,225**	$	6,775
Directors remuneration - stock-based compensation		**77,775**		-
Office expense - rent		**6,000**		-
Note payable (interests)		**1,603**		1,502
Total	**$**	**238,603**	$	8,277

(1) Consulting fees for a director and officer of the Company are paid to a separate management company controlled by the director and officer.

As at August 31, 2017, the notes payable to a director and a company controlled by the director amounted to $320,500 in principal and $29,369 in interest. As at August 31, 2018, all the notes payables to Directors and officers had been repaid.

These transactions were carried out under terms equivalent to those prevailing in the case of arm's length transactions.

9. OUTLOOK

As at August 31, 2018, accounts payable totaled $116,421 and no notes payables were outstanding at year-end.

Management believes that the Company's cash position is not sufficient to finance its operating activities.

The Company is expected to proceed with some advances and the issuance of equity units by way of private placement in order to complete its restructuring efforts.

10. RISKS AND UNCERTAINTIES

In addition to the credit, liquidity and interest rate risks disclosed in the financial statements in Note 14 - "Financial Instruments", management presents, below, a non-exhaustive list of additional risk factors that a potential investor should take into account regarding the Corporation, namely:

1. The Corporation has limited operations and some assets. It does not have a history of revenues earnings, it does generate income and does not pay dividends.

2. An investment in the common shares of the Corporation is considered highly speculative given the current nature of its business and its current development stage.

3. The Corporation 's Management devote only part of their time to its affairs and some of them are or will be engaged in other projects, companies or companies. As a result, conflicts of interest may arise from time to time.

4. The Management cannot offer guarantees that an active and liquid market for its common shares will develop. As a result, investors may find it difficult, if not impossible, to sell their common shares.

5. Trading in the common shares of the Company may be interrupted for various reasons, including the failure by the Corporation to submit documents to the regulators on a timely basis.

11. MAJOR ACCOUNTING METHODS AND ESTIMATES

The financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the values of assets and liabilities and the presentation of contingent assets and liabilities as of the date of the financial statements. Similarly, income and expenses for the years presented are subject to estimates and assumptions. On a regular basis, the Corporation re-evaluates these estimates and assumptions, including those relating to the provision for credit losses, future income tax assets and certain accrued liabilities. It is therefore possible that actual results differ from these estimates.

Management bases its estimates and assumptions on past experience and on a number of factors that are believed to be reasonable in the circumstances, which are the basis of our judgment of the carrying amount of assets and liabilities that are not apparent in any other way. Actual results may differ from these estimates.

There has been no material change in the accounting policies and estimates of the Corporation since August 31, 2018. A full description of the accounting policies is presented in the corresponding section 3 of the financial statements.

On September 1, 2017, the Company applied the following amendments:

IAS 7 - Statement of Cash Flows

In February 2016, IASB issued amendments of limited scope to IAS 7 - Statement of Cash Flows to require that companies provide information concerning changes in their financing liabilities. These amendments lead to the addition of disclosures that have been disclosed in Note 13 of financial statements.

IAS 12 - Income Taxes

In January 2016, IASB issued amendments to IAS 12 - Income Taxes on the accounting of future tax assets relating to unrealized losses. Essentially, these amendments aim to clarify when a future tax asset should be recognized in regard to an unrealized loss. These amendments did not have any significant impact on the Company’s financial statements.

New standards and interpretations not yet effective

The International Financial Reporting Interpretation Committee and IASB have published new standards whose application will be mandatory for fiscal years beginning after September 1, 2018 or subsequent years. Many of these new accounting policies will have no impact on the comprehensive income (loss) and the statement of the financial position of the Company, so they are not discussed below.

IFRS 9 - Financial Instruments

In July 2014, IASB issued IFRS 9 - Financial Instruments to replace IAS 39 on the classification and measurement of financial assets and liabilities, amortization and hedge accounting. This standard is retrospectively applicable to financial statements of fiscal years beginning on or after January 1, 2018. This new standard will not have any significant impact on the Company’s financial statements.

IFRS 15 - Revenue from Contracts with Customers

In May 2014, IASB issued IFRS 15 - Revenue from Contracts with Customers to replace IAS 18 and IAS 11. This new standard provides guidance on the method to be used and when to recognize revenue as per a unique model, except for lease contracts, financial instruments and insurance contracts. This standard is retrospectively applicable from January 1, 2018. The Company will assess the impact of this new standard when it will recognize revenues from its ordinary activities.

IFRS 2 - Share-based Payment

In June 2016, IASB issued an amendment to IFRS 2 - Share-based Payment to clarify the measurement for cash-settled share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. This amendment will apply to fiscal years beginning on or after January 1, 2018, with early adoption permitted. This amendment will not have any significant impact on the Company’s financial statements

IFRS 16 - Leases

This standard, issued in 2016, sets out the principles for the recognition, measurement, presentation and disclosure of leases. It provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is twelve months or less or the underlying asset has a low value. However, lessor accounting remains largely unchanged in regard to IAS 17 and the distinction between operating and finance leases is retained. This standard will apply to fiscal years beginning on or after January 1, 2019. The Company has not yet assessed the impact of this standard on its financial statements.

IFRIC 23 - Uncertainty over Income Tax Treatments

In June 2017, IASB issued IFRIC 23 - Uncertainty over Income Tax Treatments. IFRIC 23 clarifies the application of recognition and measurement requirements in IAS 12 - Income Taxes, when there is uncertainty over income tax treatments. It specifically addresses whether a company considers each tax treatment independently or collectively, the assumptions a company makes about the examination of tax treatments by taxation authorities, how a company determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates and how a company considers changes in facts and circumstances. This standard will apply to fiscal years beginning on or after January 1, 2019, with earlier adoption permitted. This standard will not have any significant impact on the Company's financial statements.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Credit risk

Credit risk is the risk of financial loss for the Corporation if a counterparty fails to meet its obligations. Credit risk on cash is limited as the contracting party is usually a financial institution with a high credit rating. The maximum credit risk is equal to cash.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet all its cash flow commitments at the appropriate time.

The Company monitors its liquidity, which enables it to seek additional liquidity in a timely manner as required. The necessary financing comes from equity capital financings that allow the Company to continue its activities.

As at August 31, 2018, the Company had current liabilities consisting of operating debts $ 116,421 (August 31, 2017- $ 779,249).

Fair Value

The carrying amount of cash and accounts payable represents a reasonable estimate of their fair value due to the short-term maturities of these instruments.

Financial instruments measured at fair value are classified according to a hierarchy that reflects the importance of the inputs used in making the valuations. This hierarchy has three levels:

Level 1 - quoted prices (unadjusted) in active markets for similar assets or liabilities; cash is classified at this level.

Level 2 - Valuation based on observable market data for the asset or liability, either directly or indirectly.

Level 3 - Valuation based on inputs other than observable market inputs for the asset or liability.

During the years ended August 31, 2018 and 2017, there were no movements between the different levels in the financial asset valuations.

13. SUBSEQUENT EVENTS

Since the August 31, 2018, the following subsequent events occurred:

On November 20, 2018, the Corporation issued two million fifty thousand (2,100,000) common share units at a price of $0.05 per unit to complete a one hundred and two thousand five hundred dollar ($105,000) private placement. Each unit consisted in one share and one warrant. Each warrant giving the holder the right to acquire an additional share at a price of $0.20 per share for a period of two (2) years. The Corporation also issued two hundred and fifty-four thousand nine hundred and seventy-eight (254,978) shares as payment for operating expenses in a value of twenty-five thousand four hundred and ninety-seven dollars and eighty cents ($25,497.80).

14. OTHER INFORMATION

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

(s) Serge Beausoleil

Serge Beausoleil

Director and Chief Financial Officer

December 21, 2018