The following Management's Discussion and Analysis ("MD&A") is prepared as at January 28, 2020 in accordance with National Instrument 51-102F1, and should be read together with the condensed interim consolidated financial statements for the three months ended November 30, 2019 and related notes and the audited consolidated financial statements for the year ended August 31, 2019 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). These documents, along with additional information about the Company, are available at www.sedar.com .

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of the date of the MD&A, and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

The Company's Business

Blackchain Solutions Inc. (the "Company") was incorporated pursuant to the Business Corporations Act (British Columbia) on July 10, 2007. On September 21, 2018, the Company changed its name to Trackloop Analytics Corp. The Company was a software sales and consulting company engaged in the business of providing software solutions and consulting services to financial institutions to meet their regulatory obligations. During the year ended August 31, 2019, the Company acquired Chaintrack Technologies Inc. The head office, address and records office of the Company are located at Suite 1000 – 409 Granville Street, Vancouver, BC, Canada, V6C 1T2.

On September 25, 2018, the Company completed a share consolidation on the basis of 2 old shares for 1 new share. In addition, on October 25, 2019, the Company completed another share consolidation on the basis of 20 old shares for 1 new share. These share consolidations have been retroactively presented in the MD&A and all share amounts, including per share amounts, reflect the share consolidations. The Company also changed its name to Tracker Ventures Corp.

On September 26, 2018 the Company acquired Chaintrack Technologies Inc. ("Chaintrack"). The Company intends to refocus in efforts on offering a diversified business intelligence and analytics business. The Company continues to offer its financial solutions, alongside the IoT-powered solutions Chaintrack delivers. Io, or Internet-of-things, technology is the use of connected systems to deliver data from network connected devices or sensors. The Company intends to further diversify its offering, adding new modules to the service currently being delivered to its clients.

On September 24, 2019, the Company entered into a share purchase agreement with one of the former shareholders of Chaintrack (the "Purchaser"), wherein the Company agreed to sell all of the issued and outstanding shares in the capital of Chaintrack, issue a promissory note in the amount of $37,500 in favour of the purchaser and consent to the Purchaser the use of the name Trackloop Analytics Corp.

As of the date of the MD&A, the Company will seek out new business opportunities and continue its focus on development and deployment of its diverse set of supply chain analytics, business intelligence and traceability compliance solutions for regulated goods.

<u>During the year ended August 31, 2019</u>

On September 26, 2018, the Company completed a share exchange agreement with Chaintrack Technologies Inc. ("Chaintrack"), a private company incorporated under the laws of British Columbia, pursuant to which the Company will acquire all of the issued and outstanding shares of Chaintrack. Chaintrack is a company providing Internet of-Things powered supply chain tracking solutions for the food and pharmaceutical industries. The Company issued 825,000 (16,500,000 pre-consolidated) common shares, which are subject to resale restrictions whereby 20% are released from escrow every three months, in exchange for 100% of the issued and outstanding shares of Chaintrack. Chaintrack became a wholly-owned subsidiary of the Company.

In connection with the completion of the above transaction, the Company must transfer to Chaintrack the following funds to be utilized by Chaintrack exclusively for research and development: (i) $125,000 (advanced) within 5 days of closing; (ii) $50,000 (advanced) within 60 days of closing; (iii) $75,000 within 7 months from closing. The Company must, on a best efforts basis, raise a minimum of $500,000 within 4 months of closing and transfer to Chaintrack an additional $150,000 within 8 months of closing.

The acquisition of ChainTrack expands and enhances the Company's existing product line. The Company intends to continue to develop its other businesses and assets, including its digital asset exchange solution, peer-to-peer lending platform and credit risk analysis application for the digital asset industry.

The acquisition makes the Company the sole provider of analytics and IoT-powered tracking solutions to award-winning Volta Air Technologies Inc. ("Volta Air"), a delivery vehicle refrigeration solution provider. Integrated with Volta Air's electric transport refrigeration units, the Company will now provide end-to-end cold chain tracking and third party enterprise solutions to some of the leading delivery and logistics players, both in Canada and abroad. Current customers and technology partners include Sustainable Produce Urban Delivery, Save-On-Foods, B.C. Ferries, Canadian Blood Services and BYD Motors -- the world's largest electric vehicle company, whose largest shareholder is Berkshire Hathaway.

ChainTrack is currently generating revenue by delivering tracking services to its existing customers. Moreover, ChainTrack expects to sign independent cold chain tracking contracts with mid-stream logistics service providers, dealers and upfitters within food and urban delivery sector. Going forward, the company has planned expansion with main grocery chains and will also expand its customer base rapidly via distribution agreements. The main revenue will come from delivery of its software-as-a-service (SaaS) tracking platform and which integrates with existing ERP (enterprise resource planning) software solutions through a software API (application programming interface). APIs enable separate applications to interact with one and other and pass data.

Selected Annual Financial Information

The table below sets out certain selected financial information regarding the operations of the Company for the periods indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	Year ended August 31, 2019	Year ended August 31, 2018	Year ended August 31, 2017
Revenue – continuing operations	$ -	$ -	$ -
Net loss and comprehensive loss	$ 2,345,018	$ 1,379,942	$ 1,126,981
Loss per share	$ 0.76	$ 0.04	$ 0.05
Total assets	$ 157,633	$ 922,657	$ 58,163

The Company incurred a net loss of $2,345,018 in 2019 which is higher than 2018. The increase in the net loss in 2019 includes an impairment of $715,032 on the reclassification of Chaintrack's assets as held for sale and $161,000 in finders fee on the acquisition of Chaintrack. Total assets for 2019 decreased by approximately $765,000.

The Company incurred a net loss of $1,379,942 in 2018 which is comparable to 2017. The increase in net loss of $252,961 in 2018 was largely attributed to a recognition of an impairment of intangible assets, share-based compensation from issuance of share options, and higher consulting fees. The Company's total assets for 2018 increased to $922,657 which is mainly made up of cash and its receivables as compared to total assets for 2017 of $58,613 after recognition of an impairment of its intangible assets of $296,899.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares, but intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

Selected Quarterly Financial Information

A summary of results for the last eight quarters follows:

	Nov 30, 2019 Q1	Aug 31, 2019 Q4	May 31, 2019 Q3	Feb 28, 2019 Q2	Nov 30, 2018 Q1	Aug 31, 2018 Q4	May 31, 2018 Q3	Feb 28, 2018 Q2
Revenue - continued	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Revenue - discontinued	$ 2,979	$ 6,796	$ 38,432	$ 13,159	$ 6,132	$ -	$ -	$ -
Net loss (income) total	$(118,530)	$795,729	$313,907	$545,110	$690,272	$483,213	$203,136	$579,480
Loss (income) per share	$ (0.04)	$ 0.25	$ 0.10	$ 0.17	$ 0.25	$ 0.24	$ 0.10	$ 0.36

Due to rounding, the figures for the Company's loss per share may not add up to the amount disclosed in the Company's annual consolidated financial statements.

For the three months ended November 30, 2017 the Company recorded a net loss of $114,113 as compared to a net loss of $484,779 for the previous quarter a decrease of approximately $370,000 mainly due to the impairment of the intangible asset in the 4th quarter ended August 31, 2017. For the three months ended February 28, 2018, the Company recorded a net loss of $579,480 as compared to a net loss of $114,113 for the previous quarter an increase of approximately $465,000 which can be attributed to increase in consulting fees due to the hiring of developers for the development of its technology and website and its business development. For the three months ended May 31, 2018, the Company recorded a net loss of $203,136 as compared to the net loss of $579,480 for the previous quarter a decrease of approximately $376,000 which can be attributed to the decrease in the number developers that was engaged by the Company. For the three months ended August 31, 2018, the Company recorded a net loss of $483,213 as compared to the net loss of $203,136 for the previous quarter an increase of approximately $280,000 which can be attributed to the terminated project costs of $100,000 on the Limitless Blockchain Technology LLC. ("Limitless") deal and loss on settlement of debt of $183,000. During fiscal 2018 the Company had signed a deal to license digital asset exchange technology with Limitless. Limitless digital asset exchange software is an engine that facilitates the matching and transfer of a variety of digitized assets, as well as their storage and management. The was going to use the software in its person-to-person digital asset lending platform. Management had decided to not to pursue with this technology and had terminated the agreement. For the three months ended November 30, 2018, the Company recorded a net loss of $690,272 as compared to the net loss of $483,213 for the previous quarter an increase of approximately $200,000 which can be attributed to the recording of the fair value of the stock based compensation of $152,500 on the granting of 3,050,000 stock options during the current quarter and the expensing of the finders' fee of $96,000 in connection with the acquisition of Chaintrack. For the three months ended February 28, 2019, the Company recorded a net loss of $545,110 as compared to the net loss of $690,272 for the previous quarter a decrease of approximately $145,000 which can be attributed to no share-based compensation recorded in this quarter. For the three months ended May 31, 2019 the Company recorded a net loss of $313,907 as compared to the net loss of $545,110 for the previous quarter a decrease of approximately $231,000 which can be attributed to lower consulting fees in the current quarter. For the three months ended August 31, 2019, the Company recorded a net loss of $795,729 as compared to the net loss of $313,907 for the previous quarter an increase of approximately $482,000. The main increase can be attributed to the recording of an impairment on the reclassification of Chaintrack's assets as held for sale, offset by decline in expense due to cash constraints. For the three months ended November 30, 2019, the Company recorded a net income of $118,530 as compared to the net loss of $795,729. The decrease is mainly due to the write-off the unallocated purchase price of Chaintrack.

Quarterly results will continue to fluctuate dependent on activities associated with implementation of the Company's sales of its software solutions, as well as marketing and promotional activities of its product offerings.

Results of Operations

During the three months ended November 30, 2019, the Company reported a total net income of $118,530 as compared to a net loss of $690,272 for the comparable period ended 2018. Included in the total net income for 2019 was a gain on disposal of Chaintrack of $160,528 which is included in discontinued operations. Actual net loss from continued operations was $26,910. Total expenses for the three months ended November 30, 2019 amounted to $26,910 for continued operations as compared to $509,460 for the comparable period in 2018 a decrease of approximately $483,000 which can be attributed to a decline in the consulting fees from $268,744 to $12,000 in the current period due to cash constraints and a reduction in the number of consultants hired for development of its technology and its marketing and business development,. There was no stock based compensation in the current quarter as compared to $152,500 recorded in the 2018. Stock based compensation is a non-cash transaction. All remaining cost have declined due to cash constraints.

On September 24, 2019, the Company disposed of Chaintrack; accordingly, the Company has recorded a net income of $145,440 from September 1, 2019 to September 24, 2019 as compared to the net loss $84,812 from the comparable period in 2018. Included in the net loss was a gain on disposal of Chaintrack of $160,528. Actual loss from Chaintrack's operation was $15,088.

Fourth Quarter

N/A

Liquidity and Capital Resources

The Company's cash position as at November 30, 2019 was $51,208 (August 31, 2019: $63) with a working capital deficit of $52,134 (August 31, 2019: working capital deficit of $170,664). Total assets as at November 30, 2019 was $53,790 (August 31, 2019: $157,633)

The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and its commitments and will need to seek additional funding to fund its overhead expenses, commitments, its development of its product and future business opportunities. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. There were no changes to the Company's approach to capital management during the period ended November 30, 2019.

Going Concern

The condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At November 30 2019, the Company has not achieved profitable operations, has accumulated losses of $8,212,178 since inception and expects to incur further losses in the development of its business. The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its operations, its ability to attain profitable operations to generate funds, and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

Related Party Transactions

Key Management Compensation

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

	For the three months ended November 30, 2019	2018
	$	$
Consulting fees		
Zayn Kaylan, CFO	-	30,000
Harmony corporate Services Ltd. controlled by Geoff Balderson	12,000	11,000
	12,000	41,000

The following summarizes the balances with related parties	November 30, 2019	August 31, 2019
	$	$
Balances		
Due to related party		
Current director	-	6,000
	-	6,000
Accounts payable		
Zayn Kaylan – CFO and CTO	10,500	10,500
Harmony Corporate services Ltd. – company controlled by Geoff Balderson, CEO	3,870	20,433
	14,370	30,933
	14,370	36,933

The amounts due to related parties are unsecured, non-interest bearing, with specific terms of repayment.

Proposed Transactions

NA

Outstanding Share Data

The Company's authorized capital consists of:

An unlimited number of common shares without par value.
An unlimited number of preferred shares without par value.
Below is the summary of the Company's share capital as at November 30, 2019 and as of the date of this report:

	As at	
Security description	November 30, 2019	Date of Report
Common shares - issued and outstanding	3,212,632	3,212,632
Options - vested	185,000	185,000
Warrants issued	1,010,060	1,010,060
Agent's warrants	96,444	96,444
Common shares - fully diluted	4,504,136	4,504,136

Critical Accounting Estimates and Judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in note 4 to the financial statements.

Future Accounting Pronouncements

The following standards was adopted effective September 1, 2019:

IFRS 9 Financial Instruments

IFRS 16 Leases - In June 2016, the IASB issued IFRS 16, *Leases* which establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or financing leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17.

The adoption of this standard did not have an impact on the Company's condensed interim financial statements.

Risk and Uncertainty Factors Risks Related to our Business Limited Operating History:

The Company is a development stage company which has a limited operating history and has only generated revenues derived from operations in the 2016 fiscal year where the Company completed implementation of its initial sale of its ERA™ solution to VIB to achieve SBV Basel compliance.

Significant expenditures have been focused on research and development to create the Chaintrack IoT-tracking solution. The Company's near-term focus remains in actively developing reference accounts and building sales, marketing and support capabilities. As a result of these and other factors, the Company may not be able to achieve, sustain or increase profitability on an ongoing basis. The Company is developing a new modules to expand its platform in an effort to increase its market penetration.

The Company is subject to many risks common to development stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, technology, and market acceptance issues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the Company's early stage of operations.

Problems Resulting from Rapid Growth:

The Company has been pursuing, from the outset, a plan to market its software solutions to banks abroad and in North America and will continue to require capital in order to meet these growth plans and there can be no assurances that the Company's capital resources will enable the Company to meet these growth needs. The plan will place significant demands upon the Company's management and resources. Besides attracting and maintaining qualified personnel, employees or contractors, the Company expects to require working capital and other financial resources to meet the needs of its planned growth. No assurance exists that the plans will be successful or that these items will be satisfactorily handled, and this may have material adverse consequence on the business of the Company.

Additional Financing Will be Required:

The Company will need additional financing to continue its operations. Financing may not be available to the Company on commercially reasonable terms, if at all, when needed. There is no assurance that the Company will be successful in raising additional capital or that the proceeds of any future financings will be sufficient to meet its future capital needs.

Impact of Competition:

The technology industry is very dynamic with new technology and services being introduced by a range of players, from larger established companies to start-ups, on a frequent basis. Newer technology may render the Company's technology obsolete which would have a material, adverse effect on its business and results of operations. The Company will be competing with others offering similar products. If the Company's systems and technology fail to achieve or maintain market acceptance, or if new technologies are introduced by competitors that are more favorably received than the Company's technology, or are more cost-effective or provide legal exclusivity through patents or are otherwise able to render the Company's technology obsolete, the Company will experience a decline in demand which will result in lower sales performance and associated reductions in operating profits all of which would negatively affect stock prices for the Company.

Information Technology, Network and Data Security Risks:

The Company faces security risks. Any failure to adequately address these risks could have an adverse effect on the business and reputation of the Company. Computer viruses, break-ins, or other security problems could lead to misappropriation of proprietary information and interruptions, delays, or cessation in service to clients.

Reliance on Third Parties:

The Company relies on certain technology services provided to it by third parties, and there can be no assurance that these third party service providers will be available to the Company in the future on acceptable commercial terms or at all. If the Company were to lose one or more of these service providers, it may not be able to replace them in a cost-effective manner, or at all. This could harm the business and results of operations of the Company.

Investment in Technological Innovation:

If the Company fails to invest sufficiently in research and product development, its products could become less attractive to potential clients, which could have a material adverse effect on the results of operations and financial condition of the Company.

New Laws or Regulations:

A number of laws and regulations may be adopted within the banking industry both domestically and internationally. Adoption of any such laws or regulations might impact the ability of the Company to deliver increasing levels of technological innovation and will likely add to the cost of developing its software solutions, which would adversely affect its results of operations.

Retention or Maintenance of Key Personnel:

There is no assurance that the Company can continuously attract, retain or maintain key personnel in a timely manner if the need arises, even though qualified replacements are believed by management to exist. Failure to have adequate personnel may materially harm the ability of the Company to operate.

Proprietary Rights Could Be Subject to Suits or Claims:

No assurance exists that the Company or any Company with which it transacts business, can or will be successful in pursuing protection of proprietary rights such as business names, logos, marks, ideas, inventions, and technology which may be acquired over time. In many cases, governmental registrations may not be available or advisable, considering legalities and expense, and even if registrations are obtained, adverse claims or litigation could occur.

Lack of Control in Transactions:

Management of the Company intends to retain other companies to perform various services, but may not be in a position to control or direct the activities of the parties with whom it transacts business. Success of the Company may be subject to, among other things, the success of such other parties, with each being subject to their own risks.

No Guarantee of Success:

The Company as well as those companies with which it intends to transact business, have significant business purchases, advertising and operational plans pending and is/are, therefore, subject to various risks and uncertainties as to the outcome of these plans. No guarantee exists that the Company, or any company with which it transacts business, will be successful.

Fluctuations in Operating Results:

The Company's revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital and market acceptance of its services.

Revenues and operating results may also fluctuate based upon the number and extent of potential financing activities in the future. Thus, there can be no assurance that the Company will be able to reach profitability on a quarterly or annual basis.

Financial, Political or Economic Conditions:

The Company may be subject to additional risks associated with doing business in foreign countries.

The Company currently operates within Canada and overseas. As a result, it ma face significant additional risks associated with doing business in other countries. In addition to the language barriers, different presentations of financial information, different business practices, and other cultural differences and barriers, ongoing business risks may result from the international political situation, uncertain legal systems and applications of law, prejudice against foreigners, corrupt practices, uncertain economic policies and potential political and economic instability. In doing business in foreign countries, the Company may also be subject to such risks, including, but not limited to, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, expropriation, corporate and personal liability for violations of local laws, possible difficulties in collecting accounts receivable, increased costs of doing business in countries with limited infrastructure, and cultural and language differences. The Company also may face competition from local companies which have longer operating histories, greater name recognition, and broader customer relationships and industry alliances in their local markets, and it may be difficult to operate profitably in some markets as a result of such competition. Foreign economies may differ favorably or unfavorably from the Canadian economy in growth of gross national product, rate of inflation, market development, rate of savings, and capital investment, resource self-sufficiency and balance of payments positions, and in other respects.

When doing business in foreign countries, the Company may be subject to uncertainties with respect to those countries' legal system and application of laws, which may impact its ability to enforce agreements and may expose it to lawsuits.

Legal systems in many foreign countries are new, unclear, and continually evolving. There can be no certainty as to the application of laws and regulations in particular instances. Many foreign countries do not have a comprehensive system of laws, and the existing regional and local laws are often in conflict and subject to inconsistent interpretation, implementation and enforcement. New laws and changes to existing laws may occur quickly and sometimes unpredictably. These factors may limit the Company's ability to enforce agreements with its current and future clients and vendors. Furthermore, it may expose the Company to lawsuits by its clients and vendors in which it may not be adequately able to protect itself.

When doing business in foreign countries, the Company may be unable to fully comply with local and regional laws which may expose it to financial risk.

When doing business in foreign countries, the Company may be required to comply with informal laws and trade practices imposed by local and regional government administrators. Local taxes and other charges may be levied depending on the local needs to tax revenues, and may not be predictable or evenly applied.

These local and regional taxes/charges and governmentally imposed business practices may affect the cost of doing business and may require the Company to constantly modify its business methods to both comply with these local rules and to lessen the financial impact and operational interference of such policies. In addition, it is often extremely burdensome for businesses operating in foreign countries to comply with some of the local and regional laws and regulations. Any failure on the part of the Company to maintain compliance with the local laws may result in fines and fees which may substantially impact its cash flow, cause a substantial decrease in revenues, and may affect its ability to continue operation.

Risks Related to the Company's Intellectual Property

Protection of the Company's Intellectual Property:

The Company's products utilize a variety of proprietary rights that are important to its competitive position and success. To date, the Company has not been granted any definitive patents and because the Intellectual Property associated with the Company's technology is evolving and rapidly changing, current intellectual property rights may not adequately protect the Company. The Company may not be successful in securing or maintaining proprietary or future patent protection for the technology used in its systems or services, and protection that is secured may be challenged and possibly lost. The Company generally enters into confidentiality or license agreements or has confidentiality provisions in agreements with the Company's employees, consultants, strategic partners and clients and controls access to and distribution of its technology, documentation and other proprietary information. The Company's inability to protect its Intellectual Property adequately for these and other reasons could result in weakened demand for its systems or services, which would result in a decline in its revenues and profitability.

Third Party Intellectual Property Rights:

The Company could become subject to litigation regarding intellectual property rights that could significantly harm its business. The Company's commercial success will also depend in part on its ability to develop and sell its software solutions without infringing on the patents or proprietary rights of third parties. Competitors, many of whom have substantially greater resources than the Company and have made significant investments in competing technologies or products, may seek to apply for and obtain patents that will prevent, limit or interfere with the Company's ability to make or sell the Company's systems or provide the Company's services.

Other Risks

The Company's Share Price Fluctuations and Speculative Nature of Securities:

The price of the Company Shares could fluctuate substantially and should be considered speculative securities. The price of the Company's shares may decline, and the price that prevails in the market may be higher or lower than the price investors pay depending on many factors, some of which are beyond the Company's control. In addition, the equity markets in general have experienced extreme price and volume fluctuations historically that have often been unrelated or disproportionate to the operating performance of those companies. These broad market factors may affect the market price of the Company's Shares adversely, regardless of its operating performance.

Volatility in the Price of the Company Shares:

The market for the Company's Shares may be characterized by significant price volatility when compared to seasoned issuers, and management expects that the share price will be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. The Company may in the future be a target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention from day-to-day operations and consume resources, such as cash.

Operating results may fluctuate as a result of a number of factors, many of which are outside of the control of the Company. The following factors may affect operating results: ability to compete; ability to attract clients; amount and timing of operating costs and capital expenditures related to the maintenance and expansion of the business, operations and infrastructure; general economic conditions and those economic conditions specific to the banking industry; ability to keep web access operational at a reasonable cost and without service interruptions; the success of product expansion; and ability to attract, motivate and retain top-quality employees.

Investor Relations

The Company has not entered into any agreements with any investor relations firms. Additional information on the Company can also be found on www.sedar.com.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's Statements of Loss and Comprehensive Loss in its condensed interim consolidated financial statements for the three months ended November 30, 2019, which is available on the Company's website or through www.sedar.com.