SustainCo Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended November 30, 2018 and 2017

January 16, 2019

Introduction

This management discussion and analysis ("MD&A") of the financial condition and results of operations of SustainCo Inc., (the "Company" or "SustainCo"), is for the three months ended November 30, 2018 and 2017. It is supplemental to, and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended November 30, 2018 and 2017 and the audited annual consolidated financial statements and the accompanying notes for the year ended August 31, 2018 and 2017.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented herein are stated in Canadian dollars, unless otherwise indicated.

Readers are cautioned that this MD&A contains certain forward-looking statements. Please see the "Notice concerning forward-looking statements" section at the end of this document for a discussion concerning the use of such information in this MD&A.

Company Overview

SustainCo was incorporated under the Canada Business Corporation Act on August 22, 2008. The Company is listed on the TSX Venture Exchange Inc. (the "TSX-V" or the "Exchange") under the ticker symbol "SMS".

SustainCo is a leading provider of sustainable infrastructure solutions and services. The Company focuses on enabling sustainability, energy efficiency, clean and renewable energy projects and technology. The Company operates through its wholly owned subsidiaries of VCI CONTROLS Inc. ("VCI" or "VCI CONTROLS") and Clean Energy Developments Corp. ("CleanEnergy").

VCI CONTROLS Inc.

VCI is a leading supplier of building technologies and services that improve comfort, safety, energy efficiency, and occupant productivity. It is an industry leader in the development of intelligent building technology, including the integration of disparate building systems utilizing the latest in communications technologies and standards. VCI's business focuses on building automation and controls, HVAC mechanical services, real-time performance monitoring, and energy efficient retrofit and solutions.

Founded in 1981, VCI has an installed customer base of over 1,400 clients including very large and complex buildings such as the National Art Gallery of Canada, the RCMP complex in Ottawa, the Canadian Forces Base in Halifax, and the Billy Bishop Airport in Toronto.

With headquarters in Toronto, VCI employs over 70 people in Halifax, Montreal, Pembroke, Ottawa, and Toronto.

CleanEnergy Overview

CleanEnergy is a geoexchange company that provides heating and cooling solutions for multi-residential and commercial buildings using energy from the earth.

Overall Performance

VCI continues to execute work on the new MacNabb Braeside Municipal Building, providing mechanical, electrical and BAS controls installations.

VCI continues to install BAS controls across Canada for a multi-residential building client. The installed base with this client is now at 90 buildings with a total value in excess of $2M. VCI is also providing energy and operational dashboard to assist the client in managing these facilities.

CleanEnergy was awarded a contract valued at $892K at Seneca College, King Campus for the installation of geoexchange. The project comprises boring 80 holes at 500 feet. Work commenced in October 2018 and was scheduled for completion at the end of November. As a result of experiencing subsurface soil conditions that are not representative of a test hole drilled by others prior to contract award, modifications to scope and drilling procedures were required. As a result, the schedule has been extended and a delay claim has been submitted.

CleanEnergy continues to execute work at $1.7M geoexchange project at the University of Toronto, Scarborough. The project includes the boring of 90 holes at 500 feet. Work commenced in August 2018 and is scheduled for completion Spring 2019.

A marked increase in demand for geoexchange projects, particularly in the public sector was witnessed through the back half of fiscal 2018. As a result, CleanEnergy is currently pursuing a number opportunities that are expected to yield some larger bookings in the coming months.

Corporate Activities

On March 7, 2018, Emlyn David, CEO, acquired 2,646,566 common shares of the Company. Subsequent to the transaction Emlyn David directly and indirectly controls 10,414,872 shares of SustainCo, or approximately 66.01% of the current issued and outstanding shares of the Company.

Also on March 7, 2018, Emlyn David acquired an aggregate principal amount of $631,600 of unsecured non-interest bearing promissory notes issued by the Company in 2016, acquired from the note holders thereof.

Selected Financial Information

Selected Quarterly Financial Information

	Q1-2019	Q4-2018	Q3-2018	Q2-2018	Q1-2018 $	Q4-2017 $	Q3-2017 $	Q2-2017 $
Revenue	4,811,248	3,532,666	3,694,830	2,924,675	3,535,220	3,329,382	3,515,750	3,496,698
Net income (loss)	206,033	(267,289)	26,585	44,094	72,753	(208,336)	242,222	(71,052)
Basic & diluted earnings (loss) per share	0.01	(0.02)	0.00	0.00	0.00	(0.03)	0.03	(0.01)

Results of Operations

Sales and Direct Costs

The Company had the following sales and direct costs:

	Three months ended November 30, 2018	2017
Revenue		
Geoexchange services	$ **983,865**	$ 569,858
Controls and Mechanical contracting	**3,827,383**	2,965,362
Total Revenue	**4,811,248**	3,535,220
Cost of sales		
Geoexchange services	**(763,547)**	(454,182)
Controls and Mechanical contracting	**(3,019,720)**	(2,256,834)
Total Cost of sales	**(3,783,267)**	(2,711,016)
Gross margin		
Geoexchange services	**220,318**	115,676
Controls and Mechanical contracting	**807,663**	708,528
Gross margin	$ **1,027,981**	$ 824,204

Total revenues from geoexchange services was $983,865 for 2018, an increase of 72.7% from the same period in 2017. Revenues are earned on services provided for the installation of geoexchange systems. Cost of sales of relate to direct materials and expenditures, equipment costs and materials for products and services sold. Margins increased slightly from the prior year from 20.3% to 22.4% for 2018 due to the variability in margins from project to project.

The controls and mechanical contracting services recognized revenue of $3,827,383 in 2018, which is an increase of 29.1% from the same period in 2017. Revenues are earned from engineering services, building automation controls, mechanical and electrical installation, performance monitoring, and operations and maintenance services for multi-residential and ICI facilities. The cost of sales relate to direct materials and expenditures for products and services sold. Margins for this division were 21.1% for 2018, a decrease compared to last year at 23.9%.

General and Administrative Costs

	Corporate		Geoexchange services		Controls and Mechanical contracting		Total	
	2018	2017	**2018**	2017	**2018**	2017	**2018**	2017
Salaries and wages	**$ 96,605**	$ 98,187	**$ -**	$ 10,350	**$ 356,438**	$ 314,011	**$ 453,043**	$ 422,548
Professional and consulting fees	**11,137**	12,310	**40,153**	3,000	**48,475**	32,541	**99,765**	47,851
Office costs	**9,803**	8,631	**5,918**	6,544	**175,427**	179,687	**191,148**	194,862
Travel costs	**2,761**	309	**6,453**	8,679	**11,372**	13,687	**20,586**	22,675
	$ 120,306	$ 119,437	**$ 52,524**	$ 28,573	**$ 591,712**	$ 539,926	**$ 764,542**	$ 687,936

General and administrative costs in the Corporate segment increased slightly from $119,437 in 2017 to $120,306 in 2018. In the Geoexchange division, there was an increase to $52,524 compared to the prior year of $28,573 due to an increase in professional and consulting fees in the current period. There was an increase for the Controls and Mechanical contracting division from $539,926 in 2017 to $591,712 in 2018 due to the increase in salaries and wages and in professional and consulting fees. Overall, there was an increase in general and administrative costs to $764,542 for the period ended November 30, 2018 versus $687,936 in the prior year.

Amortization and Depreciation

Amortization and depreciation increased to $23,134 for the three months ended November 30, 2018 versus $22,017 in 2017. This consists of amortization and depreciation of intangible assets acquired with VCI Controls, as well as equipment within the two segments. There were small capital expenditures in 2018, at $6,535 versus $8,696 in 2017.

Finance Expense

Finance expenses of $19,272 (2017 - $19,470) were incurred for the three months ended November 30, 2018 and relate to interest on the Company's bank indebtedness and notes payable.

Share-based Payments

Total share-based payments for the three months ended November 30, 2018 was $Nil, compared to $22,028 in 2017. These share-based payments are a non-cash cost.

Net Income (Net Loss)

The Company reported net income of $206,033 for the three months ended November 30, 2018 (2017 - $72,753). The controls and mechanical contracting division and geoexchange services recorded net income of $175,350 (2017 - $146,006) and $167,303 (2017 - $84,528), respectively, while the corporate division reported a loss of $136,620 (2017 - $157,781).

Liquidity and Capital Resources

The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The Company constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. As at November 30, 2018, the Company had working capital of $1,629,139. As at the date of this report, the Company's working capital has not materially changed from that reported at November 30, 2018. Working capital provides funds for the Company to meet its operational and capital requirements.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Company has taken and continues to take steps to reduce these losses and ultimately become profitable. See the going concern risk for further details.

Financial Instruments Risk Exposure and Management

The Company's financial instruments consist of cash, accounts receivable, trade payables and accrued liabilities, notes payable and current income tax payable. Due to the short-term nature of these financial assets and liabilities, the carrying values approximate the fair values. The Company did not hold or issue any derivative financial instruments during the year.

Credit risk

The Company's cash is held at chartered Canadian financial institutions. Management reviews the strength of these institutions on a regular basis.

Accounts receivable subject the Company to credit risk. The Company believes the remaining amounts will be collected. Holdbacks are received upon substantial completion of the projects.

Accounts receivable aging	**November 30, 2018**	August 31, 2018
Within 30	**$ 2,158,545**	$ 1,871,517
31 to 60	**609,712**	937,020
61 to 90	**559,105**	352,591
Over 90	**602,657**	553,022
Holdbacks	**481,959**	266,157
Total accounts receivable	**$ 4,411,978**	$ 3,980,307

The maximum exposure is limited to the carrying amount of financial assets on the statement of financial position that includes cash and accounts receivable.

Concentration risk

The concentration of revenue generated from major customers is not significant, with the three largest customers combined accounting for less than 25% of gross revenue.

Interest rate risk

The Company is subject to interest rate risk from its bank indebtedness, which is subject to a floating interest rate, which changes based on prevailing market conditions. The Company also has notes payable bearing 0% interest.

Foreign exchange risk

The Company purchases a portion of its inventory in United States dollars ("USD") and does not currently engage in hedging activities. Accordingly, the Company is exposed to foreign exchange risk on a portion of its accounts payable and accrued liabilities and its USD bank account balances. However, the foreign exchange exposure to the Company at this time is not significant.

Changes in Accounting Standards

A number of new standards, amendments to standards and interpretations are not yet effective for the three months November 30, 2018, and have not been applied in preparing these consolidated financial statements but may affect the Company.

IFRS 9 - Financial Instruments: Classification and Measurement, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

IFRS 15 - Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, specifies how and when to recognize revenue and enhances relevant disclosures to be applied to all contracts with customers.

IFRS 16 - Leases was issued by the IASB on January 13, 2016. The Company will be required to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

The Company is currently assessing the effects of these new standards, if any on the financial statements.

Outlook

The goal of SustainCo is to be at the forefront of advancing sustainability principles in leading organizations. The Company will continue to look for and promote new and innovative technologies and services to create a differentiated value proposition for its customers.

The Company's objective is to add a range of sustainable infrastructure solutions and services. This will allow the Company to take advantage of the higher margin areas of the full service business model envisioned by the Company.

Disclosure of Outstanding Share Data

As at the date of this report, there were 15,776,223 issued and outstanding common shares in the capital of the Company. The Company has outstanding options to purchase an aggregate of 772,500 common shares, and outstanding warrants to purchase an aggregate of 1,251,750 common shares.

Risk Factors

The Company's overall performance and results of operations are subject to a number of risks and uncertainties. The Company is subject to certain risks and uncertainties from both financial and operational factors. Some of the key risks are highlighted as follows:

Going Concern Risk

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Although the Company has generated net income of $206,033 for the three months ended November 30, 2018 (2017 – $72,753) and has working capital of $1,629,139 as at November 30, 2018, the Company has an accumulated deficit of $20,809,919 (August 31, 2018 - $21,015,952). As a result, there is significant doubt surrounding the Company's ability to continue as a going concern. In order to rectify these problems, in addition to increasing revenues and decreasing costs in order to reduce losses, the Company may require additional financing in the form of debt or equity. Failure to obtain such financing could result in delay or indefinite postponement of the Company's strategic goals. The condensed interim consolidated financial statements do not include any adjustments to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Revenue Risk

The Company may experience delays in achieving revenues. Revenues may be delayed or negatively impacted by issues encountered by the Company or its customers including:

- unforeseen engineering and environmental problems;
- delays or inability to obtain required financing, licenses, permits and regulatory approvals;
- supply interruptions or labour disputes;
- foreign exchange fluctuations and collection risk; and
- competition from other suppliers or alternate less capital intensive energy solutions.

There is no assurance that the business will perform as expected or that returns from the business will support the expenditures needed to develop it.

Sales Cycle and Fixed Price Contracts

The Company may enter into sales contracts with fixed pricing, which may be impacted by changes over the period of implementation. The success of sales execution will require collaboration between the Company and its customers.

There is no assurance that delays or problems in the implementation process used for all customers will not adversely affect the Company's activities, operating results or financial position.

Sensitivity to Fixed Costs

Fixed costs, including costs associated with operating losses, leases, labour costs and depreciation will account for a significant portion of the Company's costs and expenses. As a result, reduced productivity resulting from reduced demand, equipment failure, weather or other factors could significantly affect financial results.

Reliance on Management and Key Personnel

The Company's success and future operations are dependent upon the abilities, expertise, experience, judgment and efforts of senior management and key technical and field personnel of the Company. Any loss of the services of these personnel could have a materially adverse impact on the Company's business, technical capabilities, operating results or financial condition or could result in delays to or abandonment of the Company's projects.

Loss of Contracts

The Company may lose contracts or customer arrangements through competitive bidding or early termination, which would cause its revenue and profitability to decline. In addition, some customers of the Company may terminate their contracts or arrangements before the end of the contract term. If the Company loses contracts or customer arrangements through competitive bidding, early termination or other competitive pressures, it may not be able to replace the lost revenue, which will result in a decrease in its revenue. Whether the Company will be the successful bidder for any particular contract is subject to significant uncertainty.

Competition

The geoexchange and controls/mechanical contracting industry is competitive; however, it is anticipated that the Company will be one of a smaller number of public companies offering a turn-key solution. There are smaller privately-owned companies which are providing segments of the process but not a complete solution. There can be no assurance that such competitors will not substantially increase the resources devoted to the development and marketing of a complete solution that competes with those of the Company or that new or existing competitors will not enter the various markets in which the Company will be active.

There can be no assurance that the Company's competitors will not develop new and unknown technologies, with which the Company may have difficulty competing. As well, without remaining cost competitive there is also a risk that the Company may lose business to its competitors.

Dependence on Suppliers

The ability of the Company to compete and grow will be dependent on the Company having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. Failure of suppliers to deliver such skilled labour, equipment, parts and components at a reasonable cost and in a timely manner would be detrimental to the Company's ability to compete and grow. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components.

Environmental Liability

The Company will be subject to various environmental laws and regulations enacted in the jurisdictions in which it operates which govern the manufacture, processing, importation, transportation, handling and disposal of certain materials used in the Company's operations. There can be no assurance that the Company's procedures will prevent environmental damage occurring from spills of materials handled by the Company or that such damage has not already occurred. On occasion, substantial liabilities to third parties may be incurred. The Company may have the benefit of insurance maintained by it or the operator, however, the Company may become liable for damages against which it cannot adequately insure or against which it may elect not to insure because of high costs or other reasons.

Notice Concerning Forward-looking Statements

Certain statements in this MD&A constitute forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include the intention to grow the business and operations of the Company. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of the Company to obtain necessary financing; the economy generally; consumer interest in the services and products of the Company; competition; and anticipated and unanticipated costs. While the Company anticipates that subsequent events and developments may cause its views to change, the Company specifically disclaims any obligation to update these forward-looking statements, except as required by law. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted under "Risk Factors" in this MD&A. These forward-looking statements are made as of the date of the MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Additional Information

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