



Universal PropTech Inc.

(formerly SustainCo Inc.)

Management's Discussion and Analysis

For the three months ended November 30, 2020

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Introduction

The following is the Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of Universal PropTech Inc. (formerly SustainCo Inc.) ("Universal PropTech", "we" or the "Company") as at and for the period ended November 30, 2020. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the three months ended November 30, 2020 and 2019, as well as the audited consolidated financial statements and related notes for the year ended August 31, 2020. The Company's unaudited condensed interim consolidated financial statements for the three months ended November 30, 2020 and 2019, and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All figures are expressed in Canadian dollars unless stated otherwise.

This MD&A also covers the subsequent period up to January 27, 2021.

Description of Business

Universal PropTech was incorporated under the *Canada Business Corporation Act* on August 22, 2008. The address of the Company's corporate office is 1 Royal Gate Blvd., Suite D, Vaughan, Ontario, Canada, L4L 8Z7. The Company is listed on the TSX Venture Exchange (the "TSXV") under the trading symbol "UPI".

Universal PropTech is a leading supplier and integrator of PropTech building solutions and services, through its wholly-owned subsidiary VCI CONTROLS Inc. ("VCI"). VCI is an industry leader in the acquisition and deployment of intelligent building technology, including the integration of all building systems utilizing the latest in communications technologies and standards. VCI's business focuses on digital controls and mechanical services, performance monitoring, and energy efficiency solutions. Founded in 1981, VCI has an installed customer base of over 1,400 clients including the National Art Gallery of Canada, and the Billy Bishop Airport in Toronto.

With headquarters in Toronto, Universal PropTech has offices across Canada, including Halifax, Montreal and Ottawa.

Recent Developments

On October 27, 2020, the Company granted 270,000 options to an officer and an advisory board member at an exercise price of \$0.30, expiring on October 27, 2023. The options vest in the following schedule: 30% immediately, 35% on the 6-month anniversary of grant, and 35% on the 1-year anniversary of grant.

On November 10, 2020, the Company held its Annual General & Special Meeting of Shareholders. Christopher Hazelton, the Company's Chief Executive Officer ("CEO"), Al Quong and Daniel Cohen were elected to the board of directors (the "Board"). Shareholders also approved the name change to "Universal PropTech Inc.", which was officially changed on November 27, 2020.

On November 16, 2020, the Company announced that the Board has approved the formation of an advisory board on future acquisitions and development of PropTech solutions. The advisory board will focus on identifying and assessing the development of PropTech solutions as well as acquisition targets and their integration of products, solutions and services. Adam Szweras, a former director of the Company, has been appointed to the advisory board. Mr. Szweras has extensive experience structuring and executing on cross border acquisitions and has a focus on working with emerging companies.

On November 23, 2020, the Company announced that it has entered into a Collaboration and Commercialization Agreement with Delta-X Global Corp. ("Delta-X") to test and bring their Proprietary Face and Temperature Recognition software technology, Delta-X TM Trust, to market. The product is one component of an integrated approach to stopping the spread of Covid-19. The Company intends to integrate the Delta-X Trust products into the building control systems of existing customers' and new prospects to provide a more holistic healthy building environment.

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On November 23, 2020, the Company also announced the launch of a 14-month campaign through AGORACOM, an online marketing, broadcasting, conferences and investor relations services to North American small and mid-cap public companies. The Company will receive exposure through content brand insertions on the AGORACOM network and extensive search engine marketing during the term of the agreement.

On December 1, 2020, the Company's common shares commenced trading under its new ticker symbol of UPI on the TSXV.

On December 1, 2020, Universal PropTech announced the appointment of Frank Carnevale as Chief Growth Officer. Mr. Carnevale, a former Chief Operating Officer of Universal PropTech, is returning to focus on acquisitions, investments, organic growth strategies and execution to improve the overall value of the Company. Mr. Carnevale will work closely with management to deliver an aggressive growth program over the coming months.

On December 9, 2020, the Company announced its new strategic direction, as first described in its press release dated October 5, 2020, has been more fully articulated in its updated investor presentation, "Capitalizing on Our Strengths" (see "Outlook and Strategy" for more details).

On December 15, 2020, the Company announced that it has retained Generation IACP Inc. to provide market-making services with the view to enhance the liquidity of and maintain a reasonable market for the Company's common shares.

On December 16, 2020, the Company granted 535,000 options to certain employees and consultants of the Company. The options are exercisable at an exercise price of \$0.30 per common share for a period of three years. The options vested immediately on grant.

On December 18, 2020, the Company announced the appointment of Robert Daniels to the advisory board. Mr. Daniels is a long-time creator and developer of new business ventures and initiatives in the real estate and sustainability fields. With over 30 years of experience, Mr. Daniels has been involved in substantial ventures in real estate and land development, commercial property investment and renewable power. Mr. Daniels will support the Company's efforts in investments and acquisitions of PropTech companies.

On January 7, 2021, the Company announced that it had engaged Hybrid Financial Ltd. to provide marketing services to the Company.

On January 11, 2021, the Company completed an oversubscribed non-brokered private placement (the "Offering") of 4,027,779 units of the Company ("Units") at a price of \$0.21 per Unit, for gross proceeds of \$845,833. Each Unit is comprised of one common share in the capital of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.30 for a period of two years from the date of issuance. The Company will use the net proceeds of the Offering to establish new business lines and for general working capital purposes.

On January 25, 2021, the Company announced the signing of a Canadian distribution agreement with Fresh-Aire UV to carry its air purification systems to help combat SARS-CoV-2 in schools, colleges, universities, government facilities and seniors' homes.

On January 27, 2021, the Company announced the signing of an International Reseller Agreement with AtmosAir Solutions (Clean Air Group) for bi-polar ionization technology to help mitigate against the strain of the coronavirus ("COVID-19"), and other viruses and bacteria, in schools, colleges, universities, government facilities and long-term care facilities.

Outlook and Strategy

The goal of Universal PropTech is to continue to build a leading building innovation company focused on PropTech for healthy buildings. The Company has been successfully executing on its renewed strategy, as presented in a press release dated December 9, 2020, through a number of agreements for products and services which target the strain of COVID-19. The expertise assembled from the Company's new management team, streamlined operations, combined with a

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renewed strategy with a focus on growth by offering unique products to building owners through acquisitions and licensing, had provided considerable upside potential to investors of the Company.

As per its announcement dated October 5, 2020, the Company is seeking to expand its service and product offerings to include additional PropTech solutions for healthy building solutions and services, the Company has since secured several technologies related to fighting COVID-19 from detection to air and surface sanitization to auditing results.

The Company is currently developing strategies to deliver COVID-19 solutions and services to match the significant funding from federal and provincial governments to stop the spread within schools, colleges and universities, government facilities, and seniors' homes.

In addition to developing strategies to grow market share of COVID-19 response opportunities, the Company continues to identify, assess and secure either investments, acquisitions and/or licensing of PropTech and servicing companies that enhance its abilities to deliver improved building systems optimization, energy resources management, and building performance solutions and services, that combined with existing HVAC and BAS (building controls) solutions and services, enable the Company to secure new customers and increased share of wallet of existing customers.

In the last few months, the Company has successfully executed key elements of its strategic imperatives, including:

- Strengthening trusted advisor status by adding additional products and approach to ensure a more holistic customer centric approach:
 - New sales resources are being sought and deployed.
 - New customers acquisitions had begun to ramp up.
- Expanding product offering to include several COVID-19 fighting products; and,
 - AtmosAir (Clean Air Group), Fresh-Aire UV and Delta-X Global.
- Facilitate aggressive organic growth & share of wallet campaigns:
 - Active new customer acquisition assessments.
 - Upselling COVID-19 products to existing customers.

The Company continues to secure additional PropTech solutions and services, integrate newly secured products into existing BAS systems, and is actively in process to scale solutions after initial installations as well as scale in markets outside the Company's existing service territories. It will also continue to monitor worldwide implications of COVID-19. The manner and extent that the pandemic, and measures taken as a result of the pandemic, will affect the Company and cannot be predicted with certainty.

Results of Operations

The Company's selected annual financial information as at and for the three most recently completed financial years ended August 31 are summarized as follows:

	2020 ¹	2019 ¹	2018
	\$	\$	\$
Total revenue	9,939,576	12,732,867	12,733,070
Net loss from continuing operations	(1,215,200)	(755,544)	(165,704)
Income from discontinued operations	39,230	760,458	41,847
Net (loss) income and comprehensive (loss) income	(1,175,970)	4,914	(123,857)
Net (loss) income per share from continuing operations	(0.08)	(0.05)	(0.01)
Total assets	3,921,691	5,785,261	6,012,497
Long-term liabilities	1,120,935	35,775	40,453

¹ As a result of the sale of Clean Energy Developments Corp. ("CleanEnergy" or "CED") in April 2020, the financial results of CED had been reclassified as discontinued operations for the years ended August 31, 2020 and 2019.

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The Company's selected financial results for the eight most recently completed quarters are as follows²:

	Q1 2021	Q4 2020	Q3 2020	Q2 2020
	\$	\$	\$	\$
Revenue	2,382,662	1,647,395	1,763,679	2,139,824
Net income (loss) from continuing operations	314,427	(818,827)	200,006	(394,583)
Net income (loss)	314,427	(818,827)	238,297	(393,848)
Basic net income (loss) from continuing operations	0.02	(0.03)	0.01	0.00
Diluted net income (loss) from continuing operations	0.01	(0.03)	0.01	0.00
Basic net income (loss)	0.02	(0.03)	0.01	(0.02)
Diluted net income (loss)	0.01	(0.03)	0.01	(0.02)

	Q1 2020	Q4 2019	Q3 2019	Q2 2019
	\$	\$	\$	\$
Revenue	4,388,675	3,763,079	2,349,867	2,792,538
Net (loss) income from continuing operations	(201,796)	53,081	(278,003)	(569,352)
Net (loss) income	(201,592)	37,809	251,902	(490,830)
Basic and diluted net (loss) income from continuing operations	(0.01)	0.00	(0.02)	(0.04)
Basic and diluted net (loss) income	(0.01)	0.00	0.02	(0.03)

Sales and direct costs

During the three months ended November 30, 2020 ("Q1 2021"), the Company generated total revenue of \$2,382,662 from its Controls and Mechanical Contracting services, as compared to total revenue of \$4,388,675 in the three months ended November 30, 2019 ("Q1 2020"), which represents a year-to-year decrease of about 45.7%. 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. Cost of sales relate to direct materials and expenditures for products and services sold. Margins for the division were 34.3% in Q1 2021 (Q1 2020 – 12.6%).

General and administrative costs

During the three months ended November 30, 2020, the Company incurred total general and administrative ("G&A") costs of \$470,371, as compared to total G&A costs of \$668,472 in the comparative period, for a decrease of \$198,101. The year-to-year decrease in G&A costs is primarily related to the following items:

- Decrease in salaries and wages of \$187,103, to \$300,053 (Q1 2020 – \$487,156).
- Decrease in bad debt expense of \$62,207, to a recovery of \$37,424 (Q1 2020 – bad debt of \$24,783); offset by
- Increase in office expenses of \$2,544, to \$117,405 (Q1 2020 – \$114,861).
- Increase in professional and consulting fees of \$41,890, to \$83,691 (Q1 2020 – \$41,801), and
- Increase in marketing and sales of \$18,075 (Q1 2020 – \$nil).

G&A costs in the in the Corporate division was fairly consistent, while it increased from \$159,574 in Q1 2020 to \$172,814 in the current period. The year-to-year increase of \$13,240 in corporate G&A costs was mainly due to increases in professional and consulting fees, primarily for added legal and accounting expenses incurred, and increases in management compensation. From the Controls and Mechanical contracting division, total G&A costs substantially decreased in Q1 2021 to \$297,557 (Q1 2020 – \$484,115) due to the implementation of cost-cutting measures.

² As a result of the sale of CED, the selected financial results for the eight most recently completed quarters had been adjusted to exclude the results of CED from revenue and net income (loss) from continuing operations.

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Amortization and depreciation

During the three months ended November 30, 2020, amortization and depreciation of \$65,043 was fairly consistent as compared to amortization and depreciation of \$68,302 from Q1 2020. The amortization and depreciation for the current period primarily relate to amortization of right-of-use assets which continue to be amortized over the term of the leases.

Finance expense

During the three months ended November 30, 2020, finance expense increased by \$43,196, to \$61,298 (Q1 2020 – \$18,102), as interest and accretion had been recorded from the finance lease obligations and on the Convertible Debentures which were issued in July 2020. In the comparative period, finance expense was primarily related to interest and bank charges on the Company's bank indebtedness and promissory notes.

Share-based payments

During the three months ended November 30, 2020, the Company recognized stock-based compensation of \$46,059 (Q1 2020 – \$nil) related to the vesting of options granted to various directors, officers and consultants of the Company in August and October 2020. In the comparative period, the Company did not grant any stock options. Stock-based compensation represent a non-cash cost.

Government assistance

On April 11, 2020, the Government of Canada enacted the Canada Emergency Wage Subsidy ("CEWS"), which provides a wage subsidy to eligible Canadian employers to enable them to continue to pay their Canadian employees through their payroll. To qualify for the CEWS, companies must satisfy certain eligibility criteria, including among others, a significant decline in revenue as compared to earlier periods. Eligible employers will have to sustain losses of "qualifying revenues" that meet pre-determined thresholds during the eligible periods.

During the quarter ended November 30, 2020, the Company had also applied for the Canada Emergency Rent Subsidy ("CERS"), which provides eligible Canadian businesses, non-profit organizations, or charities who have seen a drop in revenue due to the COVID-19 pandemic for a subsidy to cover part of their commercial rent or property expenses, starting on September 27, 2020 until June of 2021. The CERS provides payments directly to qualifying renters and property owners, without requiring the participation of landlords.

During the three months ended November 30, 2020, the Company received CEWS funding of \$240,085 (2019 – \$nil) and CERS funding of \$16,289 (2019 – \$nil), respectively, which has been recorded as government assistance on the unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss).

As at November 30, 2020, \$78,600 of wage subsidy and \$8,923 of rent subsidy were included in accounts receivable, respectively, and were received in December 2020.

Net loss

Overall, the Company reported a total net income of \$314,427 for the three months ended November 30, 2020 (Q1 2020 – net loss of \$201,592). The Controls and Mechanical contracting division recorded a net income of \$579,763 (Q1 2020 – net loss of \$42,086), while the Corporate division reported a net loss of \$265,336 (Q1 2020 – net loss of \$159,710). Income of \$204 from CleanEnergy had been reported as income from discontinued operations for Q1 2020.

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, 2020, the Company had a working capital of \$2,195,310 (August 31, 2020 – \$1,790,035). 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, the 12-month period from the end of the reporting

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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.

Key Management Compensation and Related Party Transactions

Key management personnel compensation

Key management includes the Company's directors and officers with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

The remuneration for members of key management personnel and directors during the three months ended November 30, 2020 and 2019 were as follows:

	2020	2019
	\$	\$
Management remuneration	43,750	85,250
Professional fees	13,750	1,500
Stock-based compensation	19,852	-
	77,352	86,750

Management remuneration

Remuneration of key management personnel of the Company for the three months ended November 30, 2020, included \$43,750 of short-term compensation (2019 – \$85,250). As at November 30, 2020, no balance was owed to any key management personnel (August 31, 2020 – \$nil).

Management service agreement

On June 8, 2020, the Company and Branson Corporate Services Ltd. ("Branson"), where Keith Li, the Chief Financial Officer ("CFO") of the Company is employed, entered into a management services agreement, providing for CFO services to the Company, as well as other accounting and administrative services, which are included in professional fees. In consideration for the services provided, the Company agreed to pay an annual fee of \$55,000. During the three months ended November 30, 2020, the Company was charged \$13,750 (2019 – \$1,500) for services provided by Branson. As at November 30, 2020, no balance was owed to Branson (August 31, 2020 – \$6,388 included in accounts payable and accrued liabilities).

Stock-based compensation

On August 26, 2020, the Company granted 600,000 options, of which 100,000 options were granted to each of Al Quong, a director, and the CFO of the Company. During the three months ended November 30, 2020, stock-based compensation of \$6,356 attributable to these 200,000 options was recorded on the Company's unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss) in connection with the vesting of options.

On October 27, 2020, the Company granted 270,000 options, of which 135,000 options were granted to the CEO and also a director of the Company. During the three months ended November 30, 2020, stock-based compensation of \$13,496 attributable to these 135,000 options was recorded on the Company's unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss) in connection with the vesting of options.

Financial Instruments and Risk Management

Capital management

The Company's capital consists of debt and equity. Its principal sources of cash are from operations, and the issuance of common shares and debt. The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence.

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The Company intends to maintain a flexible capital structure consistent with the objectives mentioned above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, raise secured debt or refinance existing debt with different characteristics.

Financial instrument risk exposure and management

Liquidity risk

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, 2020, the contractual maturities of the Company's financial liabilities are as follows:

	Less than 1	1 to 3 years	3 to 5 years	Total
	\$	\$	\$	\$
Accounts payable and accrued liabilities	977,438	-	-	977,438
Convertible debentures	-	1,515,306	-	1,515,306
Lease commitments	219,577	411,486	21,503	652,566
Total	1,197,015	1,926,792	21,503	3,145,310

Credit risk

The Company's cash is held with reputable chartered Canadian financial institutions, and in trust with the Company's legal counsel. Management reviews the strength of these institutions on a regular basis.

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

The Company's aging of accounts receivable as at November 30, 2020 and August 31, 2020 is as follows:

<u>Accounts Receivable Aging</u>	November 30, 2020	August 31, 2020
	\$	\$
Within 30 days	865,697	817,919
31 to 60 days	745,183	435,137
61 to 90 days	202,382	321,820
Over 90 days	63,211	283,367
Holdbacks	144,289	90,564
Expected credit loss	(11,640)	(16,515)
Total Accounts Receivables	2,009,122	1,932,292

The maximum exposure is limited to the carrying amount of financial assets on the unaudited condensed interim consolidated statements of financial position that includes cash and accounts receivable. As at November 30, 2020, an allowance for ECL of \$11,640 (August 31, 2020 – \$16,515) has been netted against accounts receivable.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's convertible debentures have fixed interest rates. As at November 30, 2020, the Company had no hedging agreements in place with respect to floating interest rates.

Concentration risk

The concentration of revenue generated from major customers is not significant, with the three largest customers combined accounting for more than 53% of gross revenue for the three months ended November 30, 2020 (2019 – 25% of gross revenue).

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As at November 30, 2020, one particular customer account comprises of approximately 13% of total outstanding accounts receivable, all of which is within 90 days aging.

Foreign exchange risk

The Company purchases a portion of its inventories 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.

Categories and fair value of financial instruments

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. The Company's financial instruments consist of cash, accounts receivables (excluding HST), accounts payables and accrued liabilities, and convertible debentures. The fair value of cash, accounts receivables (excluding HST) and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. The fair value of the convertible debenture was determined on its initial recognition using discount rate of 14%. The Company does not believe this rate would have changed since initial recognition. The carrying value of the convertible debenture differs from its fair value because of the allocation of issuance costs.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at November 30, 2020, the Company did not have any financial instruments carried at fair value.

Subsequent Events

Share issuance, options, warrants and conversion of debentures

On December 10, 2020, the Company issued 60,536 common shares as a result of a service agreement.

On December 16, 2020, the Company granted 535,000 options to certain employees and consultants of the Company. The options are exercisable at an exercise price of \$0.30 per common share for a period of three years. The options vested immediately on grant.

On December 23, 2020, 100,000 common shares were issued as a result of the exercise of warrants for cash proceeds of \$10,000.

Subsequent to November 30, 2020, a total principal amount of \$547,021 of the Converted Debentures was converted into 10,554,088 common shares of the Company at a conversion price of \$0.05 per share.

Private placement financing

On January 11, 2021, the Company completed an oversubscribed Offering of 4,027,779 Units of the Company at a price of \$0.21 per Unit, for gross proceeds of \$845,833. Each Unit is comprised of one common share in the capital of the Company and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.30 for a period of two years from the date of issuance.

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Outstanding Share Data

As at the date of this MD&A, the number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Universal PropTech are as follows:

Common Shares	Number Outstanding
Issued and Outstanding	30,904,963
Issuable under Options	2,105,000
Issuable under Warrants	15,783,191

Significant Accounting Policies

The accounting policies applied by the Company in its unaudited condensed interim consolidated financial statements are the same as those noted in the Company's audited financial statements for the year ended November 30, 2019, unless otherwise noted below.

Adoption of New Accounting Standards

The Company adopted the following amendments, effective September 1, 2020:

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”)

IAS 1 and IAS 8 were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The Company had assessed that there was no material impact upon adoption of these amendments on the Company's unaudited condensed interim consolidated financial statements.

Significant Accounting Judgments and Estimates

The preparation of the Company's unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The global pandemic outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, store closures, self-imposed quarantine periods and social distancing, may cause material disruption to businesses globally resulting in an economic slowdown. COVID-19 has cast uncertainty on the assumptions used by management in making its judgements and estimates. The full extent of the impact that COVID-19, including government and/or regulatory responses to the outbreak, will have on the Company is uncertain and difficult to predict at this time. Accordingly, there is a higher level of uncertainty with respect to management's judgments and estimates.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the Company's unaudited condensed interim consolidated statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where

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possible, but where observable market data are not available, judgment is required to establish fair values. Judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Allowances for expected credit losses

An expected credit losses ("ECL") impairment model applies which requires a loss allowance to be recognized based on ECL. This applies to financial assets measured at amortized cost. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in the Company's unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss) for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through the unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss) to the extent that the carrying amount of the financial instrument at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Stock-based compensation

The Company uses the Black-Scholes pricing model to determine the amount of stock-based compensation. Such models require assumptions related to share price volatility, expected life of options and discount rate. Changes in these assumptions affects the fair value of the options and the amount of stock-based compensation to be recognized in profit or loss over the vesting period.

Deferred income taxes

Management uses estimates when determining deferred income assets and liabilities. Provisions for taxes are made by management using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future, an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Estimated useful lives of intangible assets

Management estimates the useful lives of intangible assets based on the period during which the assets are expected to be available for use and also estimates their recoverability to assess if there has been an impairment. The amounts and timing of recorded expenses for amortization and impairments of intangible assets for any period are affected by these estimates. The estimates are reviewed at least annually and are updated if expectations change as a result of commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's intangible assets in the future.

Percentage of completion

The Company measures the percentage-of-completion using the cost input method in accounting for its contract revenues which requires the Company to determine the contract work performed to date as a proportion of the estimated total contract work to be performed and it is management's judgment that use of the costs to date in proportion to the total estimated costs provides the most appropriate measure of percentage of completion.

Litigation risk and claims risk

Disputes are common in the industry and as such, in the normal course of business, the Company is involved in various legal actions and proceedings which arise from time to time, some of which may be substantial, including the legal proceedings discussed in Note 20 of the Company's consolidated financial statements. The Company must make certain assumptions and rely on estimates regarding potential outcomes of legal proceedings in order to determine if a provision

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is required. Estimating and recording the future outcome of litigation proceedings requires management to make significant judgments and assumptions, which are inherently subject to risks and uncertainties.

Management regularly analyzes current information about these matters, and external legal counsel are often used for these assessments. In making decisions regarding the need for provisions, management considers the degree of probability of an unfavorable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The outcome of these matters may have a material effect on the financial position, results of operations or cash flows of the Company, and there is no guarantee that there will not be a future rise in litigation which, depending on the nature of the litigation, could impact the financial position, results of operations, or cash flows of the Company.

Contingencies

During the year ended August 31, 2019, a lawsuit was filed against the Company by a former employee for a claim of approximately \$815,000. The Company believes the employment was terminated for cause. Since it presently is not possible to determine the outcome of this matter, no provision has been made on the Company's unaudited condensed interim consolidated financial statements.

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. Management is of the opinion, based on information currently available, that it is unlikely that any such liability, to the extent not provided for by insurance or otherwise, would have a material adverse effect to the Company's consolidated financial position, liquidity or results of operations.

Segmented Information

The Company's segments have been organized based on its principal business operations (Corporate, Controls and Mechanical Contracting, and Geoexchange Services), all within Canada.

Three months ended November 30, 2020

	Corporate	Controls and Mechanical Contracting	Geoexchange Services	Total
	\$	\$	\$	\$
Capital expenditures	-	12,003	-	12,003
Total assets	261,506	3,921,906	-	4,183,412
Statement of Operations				
Revenue	-	2,382,662	-	2,382,662
Cost of sales	-	(1,564,592)	-	(1,564,592)
General and administrative	(172,814)	(297,557)	-	(470,371)
Depreciation	-	(65,043)	-	(65,043)
Finance expense	(46,463)	(14,835)	-	(61,298)
Inventory provision	-	(1,666)	-	(1,666)
Stock-based compensation	(46,059)	-	-	(46,059)
Government assistance	-	256,377	-	256,377
Current income tax	-	(115,580)	-	(115,580)
Segmented Income (Loss)	(265,336)	579,763	-	314,427

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Three months ended November 30, 2019

	Corporate	Controls and Mechanical Contracting	Geoexchange Services	Total
	\$	\$	\$	\$
Capital expenditures	-	13,762	-	13,762
Total assets	148,193	6,739,876	22,754	6,910,823
Statement of operations				
Revenue	-	4,388,675	-	4,388,675
Cost of sales	-	(3,835,595)	-	(3,835,595)
General and administrative	(159,574)	(508,898)	-	(668,472)
Depreciation	-	(68,302)	-	(68,302)
Finance expense	(136)	(17,966)	-	(18,102)
Discontinued operations	-	-	204	204
Segmented (Loss) Income	(159,710)	(42,086)	204	(201,592)

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.

During the three months ended November 30, 2020, the Company reported a net income from continuing operations of \$314,427 (Q1 2020 – net loss from continuing operations of \$201,796). As at November 30, 2020, the Company had a working capital of \$2,195,310 (August 31, 2020 – \$1,790,035) and an accumulated deficit of \$21,872,581 (August 31, 2020 – \$22,187,008). Despite incurring a net income from continuing operations during the current period, there remains 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, 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 Company's unaudited 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.

Additional financing

The Company believes that its raised capital is sufficient to meet its presently anticipated working capital and capital expenditure requirements for the near future. This belief is based on its operating plan which, in turn, is based on assumptions, which may prove to be incorrect. In addition, the Company may need to raise significant additional funds sooner to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms or at all.

Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders.

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If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

Volatile global financial and economic conditions

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

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.

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Competition

The Controls and 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.

Private or illiquid securities

The Company invests in securities of private issuers with a near term plan to complete a going public transaction. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for a private company investment or that the Company will otherwise be able to realize a return on such investments. The Company may also invest in illiquid securities of public issuers. A period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy.

Limited market for securities

There can be no assurance that an active and liquid market for the Company's shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

The market price of securities is volatile and may not accurately reflect the long-term value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of common shares or Warrants to sell their securities at an advantageous price. Market price fluctuations in the common shares and Warrants may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the shares and warrants.

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Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the shares and warrants may decline even if the Company's investment results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in investment values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the shares and warrants may be materially adversely affected.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and materially adversely affect the trading price of the Company's common shares.

Liability for activity of employees, contractors and consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims or regulatory enforcement actions against the Company. Failure to comply with relevant laws could result in fines, suspension of licenses and civil or criminal action being taken against the Company. Consequently, the Company is subject to certain risks, including that employees, contractors and consultants may inadvertently fail to follow the law or purposefully neglect to follow the law, either of which could result in material adverse effects to the financial condition of the Company.

Disruption of business

Conditions or events including, but not limited to, those listed below could disrupt the Company's operations, increase operating expenses, resulting in delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (see also, "Public Health Crises, including COVID-19"); (iii) political instability, social and labour unrest, war or terrorism; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road.

Public health crises

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond our control, including the current outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in consumer activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time.

Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the

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Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. At this point, the extent to which COVID-19 may impact the Company is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

Disclosure of Internal Controls over Financial Reporting

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements; and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to non-venture issuers this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

Caution Regarding Forward-Looking Information

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to our ability to generate revenue and cash flows from operations, market fluctuations, the strength of the Canadian, and other economies, political and economic conditions in the regions where the Company's main businesses are operated, and other risks included elsewhere in this MD&A under the headings "Risk Factors" and "Financial Instruments and Risk Management" and in the Company's other public disclosure documents filed with certain Canadian securities regulatory authorities and available under Universal PropTech's profile at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a

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result of new information, future events or otherwise, except as otherwise required by law. All forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Management's Responsibility for Financial Information

Management is responsible for all information contained in this MD&A. The unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the unaudited condensed interim consolidated financial statements in all material aspects.

The Audit Committee has reviewed the Company's unaudited condensed interim consolidated financial statements and this MD&A with management of Universal PropTech. The Board of the Company has approved the unaudited condensed interim consolidated financial statements and this MD&A on the recommendation of the Audit Committee.

Additional Information

Additional information relating to Universal PropTech, including its annual management information circular for the Company's most recently completed financial year, is available under the Company's profile on SEDAR at www.sedar.com.

January 27, 2021

Christopher Hazelton
Chief Executive Officer