TechX Technologies Inc. (Formerly LiteLink Technologies Inc.)

Management Discussion and Analysis

For the Year Ended February 28, 2021

Date and Presentation

This Management Discussion and Analysis ("MD&A") of financial position and results of operations is prepared as at June 28, 2021 and should be read in conjunction with the audited consolidated financial statements ("Consolidated Financial Statements') for the year ended February 28, 2021 and the audited financial statements for the year ended February 29, 2020. These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standard ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). These consolidated financial statements have been prepared on a historical cost basis except for financial assets at fair value for profit or loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in U.S. dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Significant Highlights and Company Outlook

TechX Technologies Inc. (formerly LiteLink Technologies Inc.) (the "Company") was incorporated on June 11, 2010 under the laws of the Province of British Columbia. The Company trades on the Canadian Securities Exchange ("CSE") under the symbol TECX (formerly LLT). The head office of the Company is located 1050 – 1040 West Georgia Street, Vancouver, British Columbia V6E 4H1. The Company is dedicated to revolutionizing established industries by creating applications with artificial intelligence, smart contract technology, and digital remittances. Apart from developing two main products in prior years (1Shift Logistics and the uBUCK voucher service), subsequent to the year ended on February 28, 2021, the Company significantly extended investments and products portfolio through a series of transactions occurring between February and May 2021.

During the year ended February 28, 2021, the following highlights affected the Company's operations:

In March of 2020, the World Health Organization declared a global pandemic known as COVID-19. The effect of COVID-19 has had material and significant impact on the Company's operations. The Company was affected in fiscal Q1, Q2 and Q3 by having to completely shut-down operations which included the development of its uBuck and ISHIFT Platform technologies, experienced a downturn in successful business development, faced challenges in meeting operational and technology milestones and faced further challenges to fulfill its compliance obligations in a timely manner.

In March 2020, the Company divested from its digital currencies and recognized a loss on sale of $30,793. The digital currencies were liquidated due to challenges in market conditions that cast doubt on the future value of the currencies.

In April 2020, the Company received $28,447 ($40,000 CAD) in accordance with the Canada Emergency Business Account ("CEBA") loan which is a loan provided by the Canadian government to eligible businesses to assist in covering operating costs in response to temporary reductions of income due to the COVID-19 pandemic.

On May 22, 2020, the Company entered into an asset-backed credit agreement with a financial institution (the "institution"). The institution advanced $191,663 to the Company on the date of agreement, along with an additional $75,325 on August 5, 2020. The loan is secured by the Company's accounts receivable and a first place General Security Agreement over all Company's assets. The Company is settling on the remaining payment of this loan.

In June 2020, the Company entered into an agreement with a vehicle dealership to lease two utility trucks for various business operations in British Columbia. The lease commenced in June 2020 with a term of 48 months ending in June 2024. During the period ended February 28, 2020 the Company recognized the right-of-use vehicle additions. During the year ended February 28, 2021, the Company derecognized the leases of both vehicles as the lease contracts were transferred to a director and former director for no consideration.

In September 2020, the Company entered into a promissory note agreement ("the Agreement") with a third party (the "Lender") in which the Lender extended a principal amount of $100,000 CAD ("the Principal") to the Company. The Principal is payable within five calendar days of a written demand from the lender. The Company could also repay the Principal at any time before the written demand from the Lender without penalty. Subsequent to the year end, on May 27, 2021, the Company entered into a debt settlement agreement and issued 164,062 common shares to settle the indebtedness.

In October 2020, the Company received an additional advance of $75,435 from an arm's length party by way of a non-interest-bearing note payable. Subsequent to year end, the Company received a civil claim for unpaid portion of the note payable acquired with a potential liability of $69,685 (CAD $84,298). Subsequent to year end as of the date of this report a settlement has been reached and the Company is finalizing an agreement for payment.

In October 2020, the Company passed a motion for approval from shareholders for a consolidation of all of the Company's issued and outstanding common shares on the basis of one post-consolidation common share for up to a maximum of every four pre-consolidation common shares. The motion was approved by the Company's shareholders.

In October 2020, Don Coulter was elected as a director of the Company. In January 2021, the Company restructured its board of directors and management to better align with its business objectives. Don Coulter resigned as director and the Company onboarded Aleem Nathwani and Michael Devine as two independent directors who will be involved with business development and advisory.

In January 2021, the Company cancelled 8,000,000 incentive stock options granted under the Company's stock option plan. These options were granted to a former officer of the Company and were exercisable at a price $0.35 until August 3, 2023. The cancelled options were voluntarily surrendered by the holder for no consideration.

On January 27, 2021, the Company signed a letter of intent to engage in an equity investment in CatalX CTS Ltd. ("CatalX"), a Canadian cryptocurrency exchange entity that specializes in cryptocurrency trading, blockchain and cybersecurity technology. CatalX holds a modularized platform with a trading engine that can scale to millions of users in real time.

During February 2021, the Company proceeded with the consolidation of its common shares on a two and a half for one basis (the "Consolidation").

On February 12, 2021 the Company closed a private placement whereby it issued 10,050,000 common shares at $0.10 CAD for gross proceeds of $1,005,000 CAD.

During February 2021, the Company proceeded with and asset acquisition from Internet of Things company (the "IoT Company"), which is a leader in its industry of smart sensors for the waste management space. The Company acquired smart sensor for waste management assets through a series of arms-length parties in consideration for an initial cash payment of $50,000 CAD, and issued 3,800,000 common shares, to the vendors. During the year it was determined that challenges in the IoT market cast significant doubt on the ability of the IoT assets to generate future economic benefits. It was determined that the fair value of the IoT assets were lower than their carrying value, therefore the Company recorded an impairment loss against the value of the acquisition.

On February 26, 2021, the Company changed its name from "LiteLink Technologies Inc." to "TechX Technologies Inc." to reflect the re-branding strategy for its pursuit of advancements in cryptocurrency, blockchain, AI, and IoT. The CSE symbol changed from "LLT" to "TECX".

Subsequent to the year ended February 28, 2021, the Company had the following significant transactions:

On March 8, 2021, the Company granted an aggregate 300,000 incentive stock options (the "Options") to the officers of the Company. The Options are exercisable at CAD $0.46 per share for a period of five years from the date of grant.

In April 2021, 2021, Michael Vogel was elected as a director.

On April 13, 2021, the Company closed a non-brokered private placement financing for total gross proceeds of CAD $10,000,000. The Company issued 20,000,000 units at a price of CAD $0.50 per unit. Each unit is comprised of one common share and one-half of one transferable warrant. Each whole warrant will entitle the holder to purchase one additional common share for a period of 60 months at a price of CAD $1.00 per share, subject to accelerated expiry. The Shares shall be subject to a hold period of four months and one day from issuance.

On April 13, 2021, the Company paid the remaining CA$250,000 pursuant to the agreement to acquire a 19% stake in a CatalyX CTS Ltd. On April 14, 2021, the Company issued 15,000,000 common shares pursuant to this agreement. The Shares shall be subject to a hold period of four months and one day from issuance. In conjunction with closing of the investment a finders' fee was paid to an arm's-length party of 750,000 common shares.

On April 14, 2021, the Company granted an aggregate 450,000 incentive stock options to directors and advisors. The Options are exercisable at CAD $1.19 per share for a period of two years from the date of grant and subject to vesting over two years.

In April 2021 engaged Market IQ Media Group ("**MIQ**") for a 6-month digital advertising campaign in connection with the Company's ongoing effort to increase awareness. This comprehensive advertising program is designed to build brand familiarity, general recognition, and awareness within online investor content platforms. MIQ will employ state of the art digital advertising, paid distribution, media buying and content creation to execute this important initiative. Under the terms of this agreement, MIQ will provide a combination of strategic digital media services, marketing co-ordination, content production, and data analytics services for a total payment value of $400,000 (CAD) amortized over the 6-month duration of the agreement. As of the date of this report, the entire $400,000 (CAD) had been paid.

In April 2021 the Company signed a Definitive Agreement" to acquire the Cryptobuddy.ai predictive cryptocurrency trading signals platform, through its wholly-owned subsidiary, Bull Market Media Inc.. In consideration, the Company issued 5,341,880 common shares in the capital of the Company. The Shares shall be subject to a hold period of four months and one day from issuance.

Pursuant to a definitive agreement signed, On May 5, 2021, the Company issued 5,252,100 common shares to acquire 100% ownership interest in Xport Digital Limited ("Xport"), a company focused in emerging technologies across growth sectors including: crypto, blockchain, AI and cloud technologies. The Company acquired a Fiat-to-Crypto merchant services gateway via Xport. The Shares shall be subject to a hold period of four months and one day from issuance. As of the date of this report the transaction with X-Port was not finalized due to administrative and corporate compliance delays.

On May 26, 2021, the Company entered into a definitive agreement to acquire a 100% interest in Mobilum OÜ. Mobilum is a financial technology start-up that provides Fiat infrastructure to the cryptocurrency industry, is a licensed plug-and-play Fiat-to-Crypto gateway and payment processing technology solution for exchanges, wallets, brokers, liquidity providers, and cryptocurrency businesses. As of the date of this report the transaction with Mobilum OÜ had not finalized due to administrative and corporate compliance delays.

On May 26, 2021, the Company granted an aggregate 6,050,000 incentive stock options (the "Options") to directors, officers and consultants of the Company. The Options are exercisable at CAD $0.80 per share for a period of three years from the date of grant.

On May 27, 2021, the Company entered into a debt settlement transaction with an arm's length party wherein the Company settled an indebtedness of CAD $105,000 by issuing 164,062 common shares. Of the CAD $105,000 settled, CAD $47,250 was an account payable at February 28, 2021 and CAD $57,750 was subsequently invoiced for consulting.

In June 2021, the Company announced the appointment of Dr. John Henderson, PhD as Chief Operating Officer of TechX and Chris LaFrance as Product Manager.

On June 16, 2021, the Company received a civil claim for unpaid portion of the note payable acquired in 2020) with a potential liability of $69,685 (CA$84,298). A settlement has been reached and the Company is finalizing an agreement for payment.

In June 2021, the Company granted an aggregate 625,000 incentive stock options (the "Options") to officers and employees of the Company. The Options are exercisable at $0.71 per share for a period of five years from the date of grant and vesting over a four-year period.

Products, technologies, and services

The company currently holds following products in its portfolio:

uBUCK Technologies SEZC

uBUCK Pay is a digital wallet and payments platform that serves as a payment alternative for consumers and merchants, with a focus on serving businesses that require digital remittance solutions, debit card programs, and a payment platform. uBUCK has pivoted from being a Business to Consumer solution to being a Business to Business solution to de-risk our business exposure that comes with consumer KYC and AML.

CatalyX CTS Ltd.

CatalX CTS Ltd ("CatalyX) is a Canadian-based FINTRAC compliant digital asset exchange platform that specializes in cryptocurrency trading, blockchain and cybersecurity technology. CatalX has developed a scalable and modularized platform with a trading engine that can scale to millions of users in real time and cutting-edge cyber security system CyberSmoat®, which is patent pending.

Features of the CatalX platform include:

- Scalability and security
- $0 deposit fees and immediate funding (post-KYC)
- Over 40 available cryptocurrencies
- Tight spread
- Low fees and global network

The Company holds a 19% investment interest in CatalyX

Cryptobuddy.ai/Altsignals.com

Cryptobuddy.ai predictive cryptocurrency trading signals platform, through the Company's wholly-owned subsidiary, Bull Market Media Inc.,

CryptoBuddy Key Features:

1. Leverages big data to find machine-recognizable patterns that are impossible for humans to identify
2. Easy-to-navigate dashboard that simplifies complex data and presents it in a user friendly and easy to understand way
3. Predictive analytics - Different charts and graphics for easy visualization on trends, current price, historical price, and forecasts
4. 70-77% prediction rate accuracy
5. AI system ingests over 1 billion data points daily and analyzes over 1,000 features
6. Subscription model creates recurring revenue stream
7. Coins monitored - Bitcoin, Ethereum, EOS, Litecoin and Ripple

The Company is currently evaluating the acquired assets to assess next steps.

Impaired products and technologies.

Internet o Things (IoT)

Pursuant to an asset acquisition from an Internet of Things company (the "IoT Company"), the Company acquired software for use in an Internet of Things (IoT) smart sensors for the waste management space. The product monitors fill levels of waste containers and alerts the waste management companies about the required container turnover. The Company acquired the assets from a series of arms-length parties in consideration for an initial cash payment of $50,000 CAD, and issued 3,800,000 common shares, to the vendors. During the year, it was determined that the fair value of the IoT assets were lower than their carrying value, therefore the Company recorded an impairment loss against the value of the acquisition. IoT continues to have good market prospects and the Company is evaluating the acquired assets to assess go forward opportunities.

1SHIFT Logistics

1SHIFT Logistics ("1SHIFT", "the Platform"), was the Company's primary development project. 1SHIFT is a Software-as-a-Service ("SaaS") based solution and is a Freight Intelligence Management System. It manages shipment efficiencies through the first, mid, or last mile with real time freight visibility, route optimization, environmental conditions (temperature, humidity, GPS), and more.

The 1SHIFT application is a cloud-based solution that is quick and easy to sign up to. Users will be able to gain real time visibility into their shipments to track and report problems back to dispatch. This reduces the need for manual calls between drivers and dispatch which means corrective action can take place quickly. Sensors can also be used for full cold chain management to track a variety of environmental conditions such as temperature and humidity. 1SHIFT also allows users to optimize the routes of shipments and truck capacity to ensure you are maximizing all your assets.

For the year ended February 29, 2020 it was determined that challenges in market conditions cast significant doubt on the ability for the Company to continue funding operations and development to recover the value from its intangible asset. It was determined that the fair value of intangible assets was lower than its carrying value, and as a result the Company recorded an impairment against the value of the asset.

Selected Annual Information

	Year Ended	
	February 28, 2021	**February 29, 2020**
Total assets	$ 957,527	$ 1,219,216
Total liabilities	1,137,956	503,281
Cash and cash equivalents	417,982	693,705
Sales	3,223	176,436
Gross Profit	3,223	18,207
Operating expenses	(3,157,364)	(5,975,932)
Net loss for the year	(4,840,842)	(9,461,887)
Comprehensive loss for the year	(5,070,339)	(9,590,700)
Equity attributable to holders of the parent	(4,827,840)	(9,461,887)
Non-controlling interest	(13,002)	-
Basic and diluted loss per share	(0.07)	(0.14)
Current ratio	0.70	2.24
Debt ratio	1.19	0.41

Summary of Quarterly Results

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's consolidated financial statements. All dollar amounts are in U.S. dollars.

	Qtr 4 February 28, 2021	**Qtr 3 November 30, 2020**	**Qtr 2 August 31, 2020**	**Qtr 1 May 31, 2020**
Total assets	$ 957,527	$ 673,398	$ 836,066	$ 1,005,231
Working capital (deficit)	(328,697)	(602,543)	(331,345)	(41,109)
Shareholders' equity (deficiency)	(180,429)	(573,243)	257,966	85,677
Net comprehensive loss	(3,213,099)	(367,373)	(464,948)	(795,422)
Basic and diluted loss per common share	(0.07)	(0.01)	(0.01)	(0.01)

	Qtr 4 February 29, 2020	**Qtr 3 November 30, 2019**	**Qtr 2 August 31, 2019**	**Qtr 1 May 31, 2019**
Total assets	$ 1,219,216	$ 5,165,000	$ 6,069,847	$ 7,605,502
Working capital (deficit)	542,225	1,096,508	1,908,436	3,443,829
Shareholders' equity (deficiency)	715,935	4,699,940	5,494,122	7,127,752
Net comprehensive loss	(3,645,484)	(1,529,324)	(2,191,804)	(2,095,275)
Basic and diluted loss per common share	(0.02)	(0.02)	(0.02)	(0.02)

The Company generally saw a decrease in assets over the prior year ended February 28, 2020, due to write downs and impairments of investments and assets. Operating costs decreased as the Company's operations shut down, due to the effects of the pandemic and access to funding. In Q4 of 2021, operational expenses increased as the Company secured funding pursuant its private placement in Q4 2021 for gross proceeds of $1,005,000.

For the quarter ended February 28, 2021, the Company incurred a net loss of $3,213,099 compared to a loss of $367,373 for the quarter ended November 30, 2020. This increase in net loss is primarily due to The $1.4 million adjustment for share-based compensation and the impairment of intangible assets amounting to $1.8 million booked during the quarter.

Results of Operations

For the year ended February 28, 2021, the Company incurred a net loss of $4,840,842 compared to a loss of $9,461,887 for the year ended February 29, 2020. The overall decrease in operating expenses incurred during the period ended February 28, 2021 compared to the period ended February 29, 2020 is due to a significant slowdown in its selling, research, general and administrative operations brought on by the COVID-19 pandemic. In addition, the overall economic effects of the pandemic presented difficulties in business development and customer acquisition for the Company's technologies.

	For the Year Ended	
General and Administrative expenses	**February 28, 2021**	**February 29, 2020**
Consulting fees	**$ 339,492**	$ 1,364,296
Depreciation of equipment	**37,417**	27,950
Depreciation of right-of-use assets	**148,721**	134,666
General office expenses	**119,820**	364,486
Interest and accretion	**2,800**	-
Lease interest	**30,288**	40,259
Management fees, director fees, salaries and wages	**375,350**	1,887,217
Professional fees	**258,173**	198,528
Stock-based compensation	**1,381,696**	448,568
Transfer agent and filing fees	**42,779**	27,080
Travel	**-**	91,251
Total	**$ 2,736,536**	$ 4,584,301

	For the Year Ended	
Selling expenses	**February 28, 2021**	**February 29, 2020**
Marketing	**$ 405,280**	$ 1,391,631
Total	**$ 405,280**	$ 1,391,631

The Company saw a significant decrease in operations and its labour force during the year ended February 28, 2021 as compared to the prior year. During the current year, the Company incurred: consulting fees of $339,492 (2020: $1,364,296), management fees, director fees, salaries and wages of $375,350 (2020: $1,887,217), marketing of $405,280 (2020: $1,391,631), and general office expenses of $119,820 (2020: $364,486). Significant increases relate to stock-based compensation expenses of $1,381,96 (2020: 448,568) relating to stock option grant during the year to officers, directors and consultants.

Additionally, during the year, the Company divested from digital currency assets and recognized a loss on sale of the digital currency assets of $30,793 (2020: $Nil). The Company also recognized an impairment of its intangible assets relating to IoT assets amounting to $1,793,817 (2020: $3,269,687) The impairment was due to lack of commercial viability as at February, 29, 2021. The downturn in operations of the Company has resulted in a $Nil travel expense recognized during the year (2020: $91,251).

Revenues during the year ended February 28, 2020 amounted to $3,223 (2020: $176,436). The Company's revenues for the year only include subscription revenue. The Company's revenues for year ended February 29, 2020 only included revenue from development.

During the year ended February 28, 2021, the Company leased two vehicles used for operational purposes. However, also during the year, the Company transferred these leases to related parties. As a result, the Company's $98,002 in right-of-use assets and $107,648 in lease liabilities were derecognized resulting in a gain on termination of lease for $9,646. The Company also terminated the lease of one of its office buildings during the year. As such, the Company's $18,550 in right-of-use assets and $24,911 in lease liabilities were derecognized resulting in a gain in termination of lease of $6,361.

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. The expected impacts on global commerce were far reaching and resulted in a complete shut down of operations for the Company. Material uncertainties may still come into existence that could influence management's going concern assumption. The duration and impact of the COVID-19 outbreak is unknown and it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its subsidiaries, in future periods, such as:

- The impact on the Company's products and services and supply chains in the near term
- The availability of external funding sources during the next period
- The effect on labour availability due to the severity and the length of potential measures taken by governments to manage the spread of the disease

The effect of COVID-19 has had material and significant impact on the Company's operations. The Company has been affected by complete shut-down of operations which included a stall in the development on its technologies, a down turn in successful business development, the inability to meet operational and technology milestones and the inability to be compliant in a timely manner.

Fourth Quarter Results

During the quarter ended February 28, 2021, the Company had a net loss of $3,213,099 compared to a net loss of $3,566,362 during the quarter ended February 29, 2020. The primary operating expenses consist of consulting fees of $111,529 (2020 - $1,170,321), marketing expenses of $258,072 (2020 - $22,414), general office expenses of $44,159 (2020 –$71,189), management fees of $23,621 (2020 - $1,612,689), professional fees of $61,129 (2020 - $90,133), and stock-based compensation of $1,043,131 (2020 – recovery of $783,207).

Liquidity

Working Capital

The net working capital, defined as current assets less current liabilities, decreased from working capital of $542,225 as at February 29, 2020 to a working capital deficiency of $328,697 as at February 28, 2021. This is primarily due to the recognition of a balance due to an associate, the addition of a note payable, and the Company continuing to incur operational expenses during the year.

Cash

As at February 28, 2021, the Company had cash of $417,982 compared with $693,705 as at February 29, 2020. The decrease in cash is mostly due to the Company continuing to incur operating expenses.

Cash Used in Operating Activities

Cash used in operating activities during the year ended February 28, 2021 was $1,089,176 compared with $4,840,544 of cash used in operating activities during the year ended February 29, 2020. Cash used in operating activities during the year was mainly for consulting fees, professional fees, management fees, director fees, salaries and wages and marketing.

Cash Used in Investing Activities

Cash used in investing activities during the year ended February 28, 2021 was $195,975 compared with $6,423 of cash used in investing activities during the year ended February 29, 2020.

Cash Generated by Financing Activities

Cash generated by financing activities during the year ended February 28, 2021 was $1,098,590 compared with $871,928 of cash generated by financing activities during the year ended February 29, 2020.

Cash generated from financing activities during the year ended February 28, 2021was from issuance of common shares (net of share issuance costs) of $751,027, the advancements of the demand loan, note payable amounting to $437,564 and the Canada Emergency Business Account ("CEBA") loan proceeds of $46,791.

Cash generated in financing activities during the year ended February 29, 2020 was from the exercise of warrants amounting to $149,995, and from proceeds of preferred share issuances of $400,000.

The Requirement of Additional Equity or Debt Financing

The Company relies primarily on debt and equity financings for all funds raised to date for its operations. Until the Company starts generating profitable operations, the Company intends to continue relying upon the issuance of securities or debt financing to finance its operations.

Contractual obligations

The following table shows the contractual undiscounted cashflow for lease obligations as at February 28, 2021:

		February 28, 2021		February 28, 2020
For the year ended February 28, 2022	$	44,000	$	-
For the year ended February 28, 2023		14,667		-
Total undiscounted lease obligation	$	58,667	$	-

Capital Resources

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the identification and evaluation of business opportunities and continue as a going concern. The Company considers capital to be all accounts in equity. The Company is not subject to any external capital requirements therefore the Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds are required to finance operations and development.

In April 2020, the Company received $28,447 ($40,000 CAD) in accordance with the Canada Emergency Business Account loan.

In August 2020 the Company received a second advance of the note payable amounting to $75,325.

On January 19, 2021 and February 23, 2021, the Company issued of 2,000,000 (5,000,000 pre-consolidation) and 1,800,000 common shares, respectively, in accordance with the purchase of an intangible asset (Note 7).

On February 9, 2021, the Company closed a non-brokered private placement, pursuant to which the Company issued 10,050,000 common shares at a price of CA$0.10 per unit for gross proceeds of $791,652 (CA$1,050,000). A total of $8,972 (CA$11,400) in finders' fees was paid.

On April 13, 2021, the Company closed a non-brokered private placement financing for total gross proceeds of CAD $10,000,000. The Company issued 20,000,000 units at a price of CAD $0.50 per unit.

During the year ended February 28, 2021, the amount received by the Company from the Canada Emergency Rent Subsidy totaled $34,036

Related Party Transactions and Balances

Related parties include key management personnel and companies under the control of key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and the Company's Chief Executive Officer.

As at February 28, 2021, due from Ashik Karim, Director and Former CEO amounted to $44,484 (2020 – $Nil).

During the years ended February 28, 2021 and 2020, key management compensation consisted of the following:

	For the year ended	
Compensation	**February 28, 2021**	**February 29, 2020**
Consulting fees	$ -	$ 97,984
Management fees, director fees, salaries and wages	126,652	214,318
Accounting fees	38,683	-
Share-based compensation	1,162,724	525,686
	$ 1,328,059	$ 837,898

Management fees, director fees, accounting fees and salaries and wages consisted of the following for the periods ended February 28, 2021 and 2020:

		For the Year Ended	
Related party	**Compensation**	**February 28, 2021**	**February 29, 2020**
Ashik Karim, Director and Former CEO	Salary and directors' fees	$ 14,730	$ 90,787
Zara Kanji, CFO	Management and accounting fees	49,496	-
James Youn, President and CEO of uBUCK	Salary	100,000	38,674
David Kwok, Former CFO	Salary	-	78,540
Kent Churn, Former Chief Operating Officer	Consulting fees	-	82,951
Yasmine Roulleau, Former Chief Innovation Officer and Former Director	Consulting and directors' fees	-	15,781
Mohammad Ahmad, Former Director	Directors' fees	739	40,221
Marco Parente, Former Director	Directors' fees	370	4,022
		$ 165,335	$ 350,976

Share-based compensation for the period ended February 28, 2021 consisted of the following:

	For the Year Ended	
Related party	**February 28, 2021**	**February 29, 2020**
Peter Green, CEO	$ 331,117	$ -
Aleem Nathwani, Director	331,117	-
Michael Devine, Director	236,906	-
Ashik Karim, Former director and Former CEO	186,963	365,556
David Kwok, Former CFO	800	58,006
Mohammad Ahmad, Former Chairman & Director	1,530	10,994
Marco Parente, Former Chairman & Director	415	5,193
James Youn, President and CEO of uBUCK	73,876	52,086
	$ 1,162,724	$ 491,835

Significant Accounting Policies and Critical Accounting Estimates

All significant accounting policies and critical accounting estimates are fully disclosed in Notes 2 and 3 of the audited consolidated financial statements for the years ended February 29, 2020 and for the fifteen months ended February 28, 2019 that are available on SEDAR at www.sedar.com.

Off-Balance Sheet Arrangements

To the best of management's knowledge as at the date of this MD&A, there are no off-balance sheet arrangements that have, or are reasonably expected to have, a current or future effect on the results of operations or financial condition of the Company.

Proposed Transactions

As at the report date, the Company there are no proposed transactions that are reasonably expected to have a material effect on financial condition, financial performance or cash flows:

Financial Instruments

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the consolidated financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data.

The Company's financial instruments consist of cash, accounts receivable, due from related parties, accounts payable and accrued liabilities, notes payable and demand loans, lease liabilities and loans payable.

February 28, 2021	**Level 1 $**	**Level 2 $**	**Level 3 $**	**Total $**
Financial assets at fair value				
Cash	**417,982**	**-**	**-**	**417,982**
Total financial assets at fair value	**417,982**	**-**	**-**	**417,982**
Financial liabilities at fair value				
Lease liability	**-**	**53,535**	**-**	**53,535**
Loan payable	**-**	**33,310**		**33,310**
Total financial liabilities at fair value	**-**	**86,845**	**-**	**86,845**

February 29, 2020	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets at fair value				
Cash	693,705	-	-	693,705
Total financial assets at fair value	693,705	-	-	693,705
Financial liabilities at fair value				
Lease liability	-	238,637	-	238,637
Loan payable	-	-	-	-
Total financial liabilities at fair value	-	238,637	-	238,637

Financial Risk Management

Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

Financial instrument risk exposure

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

Credit risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash and cash equivalents. The Company's credit risk arises from Deloitte being the sole customer from which revenues are does not believe it has a material exposure to credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. There is a risk that the Company may not be able to meet its financial obligation when they are due. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As of February 28, 2021, the Company has no financial assets that are past due or impaired due to credit riskdefaults.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices, and foreign exchange rates.

(i) 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 is not exposed to significant interest rate risk.

(ii) Price risk

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in prices. The Company's investments are exposed to price risk.

(iii) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's presentation currency is the U.S. dollar and historically, major purchases have been transacted in U.S. dollars, while all financing to date have been completed in Canadian dollars. As the Company's digital asset mining operations are mainly denominated in U.S. dollars and the Company's general and administrative costs are primarily denominated in Canadian dollars, the Company will be exposed to effects of fluctuations in foreign exchange. The fluctuation of the Canadian dollar against the U.S. dollar will consequently impact the profitability of the Company and may also affect the value of the Company's assets and liabilities and the amount of shareholders' equity.

The Company's net monetary position denominated in Canadian Dollars as of February 28, 2021 is ($360,973). The impact of a 10% variance in the USD/CAD exchange rate would be approximately ($36,097).

Capital Stock

As at February 28, 2021 there were 83,218,711 common shares outstanding and 6,740,000 stock options outstanding and exercisable.

At the report date of June 28, 2021 there were 129,726,753 common shares outstanding, 14,165,000 stock options outstanding, and 10,351,000 stock options exercisable.

<u>During the year ended February 28, 2021:</u>

On October 8, 2020, the Company consolidated all of its issued and outstanding common shares on the basis of one post-consolidation common share for every two and a half pre-consolidation common shares.

On January 19, 2021 and February 23, 2021, the Company issued of 2,000,000 (5,000,000 pre-consolidation) and 1,800,000 common shares, respectively, in accordance with the purchase of an intangible asset.

On January 28, 2021, the Company issued 405,714 shares (1,014,285 pre-consolidation) at $0.61 (CA$0.78) per common share for consulting services to two arm's length parties.

On February 9, 2021, the Company closed a non-brokered private placement, pursuant to which the Company issued 10,050,000 common shares at a price of CA$0.10 per unit for gross proceeds of $791,652 (CA$1,050,000). All securities issued in connection with the private placement are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws. A total of $8,972 (CA$11,400) in finders' fees was paid.

As at February 28, 2021, 4,950,000 (12,375,000 pre-consolidation) of the common shares were held in escrow (2020 – 14,850,000).

Subsequent to the year ended February 28, 2021:

On April 13, 2021, the Company closed a non-brokered private placement financing for total gross proceeds of CAD $10,000,000. The Company issued 20,000,000 units at a price of CAD $0.50 per unit. Each unit is comprised of one common share and one-half of one transferable warrant. Each whole warrant will entitle the holder to purchase one additional common share for a period of 60 months at a price of CAD $1.00 per share, subject to accelerated expiry.

In April 2021 the Company signed a Definitive Agreement to acquire 100% of the Cryptobuddy.ai predictive cryptocurrency trading signals platform, through its wholly-owned subsidiary, Bull Market Media Inc., the Company issued consideration of 5,341,880 common shares in the capital of the Company.

On April 14, 2021, pursuant to the 19% investment interest in CatalyX, the Company issued 15,000,000 common shares pursuant to this agreement. In conjunction with closing of the investment a finders' fee was paid to an arm's-length party of 750,000 common shares.

On May 5, 2021, the Company issued 5,252,100 common shares to acquire 100% ownership interest X-Port Digital Limited.

On May 27, 2021, the Company entered into a debt settlement transaction with an arm's length party wherein the Company settled an indebtedness of CAD $105,000 by issuing 164,062 common shares. Of the CAD $105,000 settled, CAD $47,250 was an accounts payable at February 28, 2021 and CAD $57,750 was subsequently invoiced for consulting.

Stock Options

Stock-based compensation recognized in profit or loss for the year ended February 28, 2021 amounted to $1,381,696 (2020 - $448,568).

Stock option transactions and the number of stock options outstanding as at February 28, 2021 and February 29, 2020 are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, February 28, 2019	9,528,000	$	0.750
Issued	200,000		0.875
Forfeited	(3,180,000)		0.875
Balance, February 29, 2020	6,548,000	$	0.875
Granted	5,940,000		0.175
Forfeited	(5,748,000)		0.875
Balance, February 28, 2021	**6,740,000**	**$**	**0.258**

Expiry Date		Exercise Price	Numbers of options outstanding	Numbers of options exercisable	Weighted average remaining contractual life (year)		Weighted average exercise price
June 6, 2023	$	0.875	400,000	400,000	0.13	$	0.060
November 9, 2023		0.875	200,000	150,000	0.08		0.030
January 14, 2024		0.175	5,940,000	5,940,000	2.54		0.150
June 1, 2024		0.875	200,000	100,000	0.10		0.030
			6,740,000	**6,590,000**	**2.85**	**$**	**0.258**

Stock Option Grants – Subsequent to February 28, 2021

March 8, 2021, the Company granted an aggregate 300,000 incentive stock options (the "Options") to the officers of the Company. The Options are exercisable at CAD $0.46 per share for a period of five years from the date of grant.

On April 14, 2021, the Company granted an aggregate 450,000 incentive stock options to directors and advisors. The Options are exercisable at CAD $1.19 per share for a period of two years from the date of grant and subject to vesting over two years.

In May, 2021, the Company granted an aggregate 6,050,000 incentive stock options (the "Options") to directors, officers and consultants of the Company. The Options are exercisable at CAD $0.80 per share for a period of three years from the date of grant.

Subsequent to year end February 28, 2021, in June 2021, the Company granted an aggregate 625,000 incentive stock options to officers and employees of the Company. The Options are exercisable at CAD $0.71 per share for a period of five years from the date of grant and vesting over a four-year period.

Share Purchase Warrants

Share purchase warrant transactions and the number of share purchase warrants outstanding as at February 28, 2021, February 29, 2020, and February 28, 2019 are summarized as follows:

	Number of warrants	**Weighted average exercise price**	
Balance outstanding, February 28, 2019	14,952,375	$	0.13
Exercised	(1,608,250)		0.13
Expired	(13,344,125)		0.13
Balance outstanding, February 29, 2020 and February 28, 2021	**-**	**$**	**-**

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

The Company has exercised reasonable diligence and the filings do not contain any untrue statement of a 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 was made for the period covered by the filings.

The Company has exercised reasonable diligence, the consolidated financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the filings.

Risks and Uncertainty

An investment in the securities of the Company may be regarded as speculative due to the Company's stage of development. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from those described in forward-looking statements relating to the Company. Prospective investors should carefully consider the following risks and uncertainties:

Additional Financing

The Company has a history of operating losses and uses the cash raised in equity markets to partially fund working capital. If adequate funds are not available when required or on acceptable terms, the Company may be required to delay, scale back or terminate its sales and marketing efforts, and may be unable to continue operations. There can be no assurance that the Company will be able to obtain the additional financial resources required to compete in its markets on favorable commercial terms or at all. Any equity offering may result in dilution to the ownership interests of shareholders and may result in dilution of the value of such interests. The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Customer Acquisitions

The development activities of the Company may be funded by its customers through engineering services provided in addition to the Company's investment in enhancing its existing product lines. If the Company fails to develop new products, incurs delays in developing new products, or if the product or enhancements to existing products and services that the Company develops are not successful, the Company's business could be harmed. Even if the Company does develop new products that are accepted by its target markets, the Company cannot assure that the revenue from these products will be sufficient to justify the Company's investment in research and development.

History of Losses

The Company has a history of losses, and there can be no assurance that the Company's losses will not continue in the future. As at February 28, 2021, the Company had an accumulated deficit of $25,076,131. The Company's prospects must be considered in the context of the implementation stage of its current strategy, the risks and uncertainties it faces, and the inability of the Company to accurately predict its results of sales and marketing initiatives. There can be no assurances that implementation of the Company's strategy will result in the Company generating and sustaining profitable operations.

Product Development and Technological Change

The market for the Company's products and services is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. To be successful, the Company will need to enhance existing products and to introduce new products and features in response to changing standards, customer requirements, and technological innovations by others. There can be no assurance that the Company will be successful in doing this in a timely manner or at all. There can be no assurance that products or technologies developed by others will not render the Company's products obsolete or non-competitive.

Intellectual Property Protection

The Company's ability to compete may be affected by its ability to protect its intellectual property. It relies primarily on a combination of copyright, trademark, patent and trade secret laws, confidentiality procedures and contractual provisions to protect its intellectual property. While the Company believes that its products and technologies are adequately protected against infringement, there can be no assurance of effective protection. Monitoring and identifying unauthorized use of the Company's technology is difficult, and the prohibitive cost of litigation may impair the Company's ability to prosecute any infringement. The commercial success of the Company will also depend upon its products not infringing any intellectual property rights of others and upon no claims for infringement being made against the Company. The Company believes that it is not infringing any intellectual property rights of third parties, but there can be no assurance that such infringement will not occur. Any infringement claims against the Company by a third party, even if it is invalid, could have a material adverse effect on the Company because of the costs of defending against such a claim.

Customer Concentration

The Company's business and future success depend on the Company's ability to add new customers and expand within those customers. If certain significant customers, for any reason, discontinues their relationship with the Company, or reduces or postpones current or expected orders for products or services, or suffers from business loss, our revenues and profitability could decline materially.

Global Remittance is Intensely Competitive

The Company competes against larger, more established businesses in a very competitive, rapidly changing, highly innovative global payment industry that is increasingly subject to regulatory and public scrutiny. The Company competes in brand recognition, customer service experience, the simplicity and transparency of fee structures, websites, and mobile applications. Consideration needs to be given to the speed, availability, security, and reliability of the Company's systems and data. The Company seeks to compete against a wide range of established businesses such as money remitters, merchant and merchant associations that provide payment networks within their own network, paper-based transactions, traditional payment methods (wire transfers and automated clearing houses), and providers of virtual currency options. If the Company's product does not gain traction in the global remittance space, the Company will be forced to either revise or abandon the product, which may have a material impact on the Company's business.

Cyberattacks and Security Vulnerabilities

An increasing number of organizations, including large merchants, technology companies, financial institutions, and government institutions, have disclosed incidents of breaches of their information security systems, some of which have involved highly sophisticated and targeted attacks, which compromised their data, websites, mobile applications, and other digital infrastructures. The Company's information technologies and digital infrastructures, as well as it's partners and vendors, may be susceptible to cyberattacks or security breaches. There is a risk that customers' personal or proprietary information and payment card data that the Company maintains may become compromised as a result of these potential cyberattacks. Breaches to systems and data, whether perceived or actual, may result in interruptions to operations and services, negative effects to the Company's brand, exposure to significant regulatory scrutiny, and possible legal and financial consequences. The potential effect of these results will adversely affect the Company's business and ability to operate as a going concern.

Dependence on Key Partnerships

The Company’s future success significantly depends on the ongoing reliability, availability, and cost of services provided by strategic partners. The Company will be relying on third-party fintech services, merchants, and debit card providers for a significant portion of the uBUCK Platform’s anticipated revenue. The inability of the Company to secure and maintain contractual relationships with these partners or develop future strategic partnerships may have an adverse material effect on the Company's ability to operate as a going concern.

Dependence on Banking Relationships

The Company has secured banking relationships in Canada to deliver its principal products and services to its customers. The Company is also seeking to secure banking relationships internationally to deliver its principal products and services to its customers. Securing international banking relationships are critical in order to provide clearing services required for the functioning of transaction platforms and the success of the Company’s Technologies’ and business model. The process involved in obtaining necessary approvals and establishing international banking relationships with specific banks capable of providing the required services can be onerous and time- consuming. Any delays in establishing banking relations, termination of or failure to maintain the relationship the Company and the banks can be expected to have an adverse material effect on the Company's ability to operate as a going concern.

Dependence on Key Personnel

The Company’s future success depends largely on its ability to attract and retain talented employees. The Company is highly dependent on a limited number of key personnel to maintain customer and strategic relationships. Loss of key personnel could have an adverse effect on these relationships and negatively impact the Company’s financial performance. The Company’s future results of operations will depend in part on the ability of its officers, management and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company’s future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. If the Company were to lose the services of any key personnel, the Company might encounter difficulties finding qualified replacement personnel.

Management of Growth

The Company’s future results of operations will depend in part on the ability of its officers and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company’s future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. Substantial growth in the Company’s initiatives may require the Company to raise additional capital through the issuance of additional shares or securing financing. There can be no assurance that the Company would be able to secure additional funding through these activities.

Stock Price Volatility

The market price for the common shares of the Company fluctuates significantly, and these fluctuations tend to be exaggerated if the trading volume is low. The market price of the common shares may rise or fall in response to announcements of technological or competitive developments, acquisitions or strategic alliances by the Company or its competitors, the gain or loss by the Company of significant orders or broad market fluctuations.

The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company’s accompanying consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Forward-Looking Information

Certain statements contained in this MD&A constitute forward-looking statements within the meaning of applicable securities laws including, among others, statements made or implied relating to the Company's objectives including but not limited to, strategies to achieve those objectives, management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by words such as "objective", "may", "will", "expect", "likely", "intend", "estimate", "anticipate", "believe", "should", "plans" or similar expressions suggesting future outcomes or events. Such forward-looking statements are not guaranteeing of future performance and reflect management's current beliefs based on information currently available. Such statements involve estimates and assumptions that are subject to a number of known and unknown risks, uncertainties and other factors inherent in the business of the Company, and other materials filed with the securities regulatory authorities from time to time 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 such forward looking statements. Those risks and uncertainties include but are not limited to: the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company; the dependence on key personnel; and the ability to access capital markets.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date such statements were made and readers are advised to consider such forward-looking statements in light of the risks set forth above. Except as required by law, the Company assumes no obligation to update or revise any forward-looking statements to reflect new information or the occurrence of future events or circumstances. Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

Corporate Directory

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TechX Technologies Inc.
1050 – 1040 West Georgia Street
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Officers and Directors
Peter Green (CEO & Director)
John Henderson (COO)
Zara Kanji (CFO)
Aleem Nathwani (Director)
Michael Devine (Director)
Michael Vogel (Director)

Members of the Audit Committee
Aleem Nathwani (Director) (Chair)
Peter Green (CEO & Director)
Michael Vogel (Director)

Legal Counsel
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Auditor
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Transfer Agent
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