



(FORMERLY ALEXANDRA CAPITAL CORP.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

For the Period Ended May 31, 2020

INTRODUCTION

The following information, prepared as of July 20, 2020, should be read in conjunction with the interim condensed consolidated financial statements of Plymouth Rock Technologies Inc. (“the Company” or “Plymouth Rock” or “PRT”) for the period ended May 31, 2020 as well as the audited consolidated financial statements of the Company for the year ended November 30, 2019; including the notes thereto. The financial statements and financial data contained in this discussion and analysis are presented in accordance with International Financial Reporting Standards (“IFRS”). The reporting currency is the Canadian dollar.

The following discussion and analysis provide information that management believes is relevant to the assessment and understanding of the Company’s results of operations and financial conditions. Certain statements herein contain forward-looking statements relating to the operations or to the environment in which we operate, which are based on our operations, forecasts, and projections. Forward-looking statements are not guaranteed of future performance. They involve risks, uncertainties and assumptions; and actual results may differ materially from those anticipated in these forward-looking statements. The risks include those outlined under the “Risk Factors” section of this MD&A and elsewhere in the Company’s public disclosure documents. Included in the risk factors is the public health crisis caused by the pandemic, COVID-19 which caused disruptions in global supply chain, business operations and financial markets. As of report date, the crisis has delayed the ability of the Company to progress and test its technologies development. It is possible that COVID-19 may have other material adverse effect on the Company’s business and financial condition, however the full effects of the impact are uncertain.

BUSINESS OVERVIEW AND OVERALL PERFORMANCE

The Company was incorporated under the *Business Corporations Act* of British Columbia on October 17, 2011. The head office, principal address and registered and records office of the Company are located at 300 – 2015 Burrard Street, Vancouver, B.C., V6J 3H4.

On October 31, 2018, the Company completed its business acquisition of Plymouth Rock Technologies Inc. (Plymouth Rock USA) and changed its name from Alexandra Capital Corp. to Plymouth Rock Technologies Inc. with new trading symbol “PRT” on November 1, 2018 (See “Business Acquisition” section of this report). As a result of the acquisition, the Company’s principal business activity through its subsidiary, Plymouth Rock USA, was changed to focus on developing technologies related to remotely detecting assault firearms and suicide bombs concealed on the person or a carry bag. The Company focuses on detection methods without the need for a checkpoint or the compliance of the suspect who is being screened. The Company’s planned technologies encompass the very latest radar technologies for quickly detecting, locating and identifying the presence of threats.

On January 8, 2019, the Company’s common shares commenced trading on the Frankfurt Stock Exchange in Germany under the Symbol: 4XA, WKN# - A2N8RH.

On March 12, 2019, Manchester Metropolitan University assigned and on October 8, 2019, transferred the Millimeter Wave, Shoe Scanning technology IP to the Company for the consideration of \$30,000. The Millimeter Wave Shoe Scanner is a floor-mounted 3D imaging system that uses harmless millimeter wave imaging techniques to inspect footwear. The scanner is then able to identify if the footwear has been altered or is being used to transport concealed items, such as weaponry, substances, compounds, or electronic items. As of October 8, 2019, the IP and patent transfer for this technology was already completed.

On April 9, 2019, the Company was accepted as a member of the USA National Safe Skies Alliance, Inc, which is a non-profit organization that works with airports, government, and industry to maintain a safe and effective aviation security system.

On April 25, 2019, the Company was accepted as a member of the Canadian Association of Defense and Security Industries, which is dedicated to scientific, engineering, industrial, and management preparedness for the common defense of Canada.

Effective August 27, 2019, the Company's common shares commenced trading on the OTC Markets Group ("OTCQB") under the symbol: PLRTF.

On October 15, 2019, the Company announced the launch of its new product under development, the PRT-X1 which is a next level Unmanned Aerial System (UAS) drone designed with the direct input of law enforcement, intelligence agencies, military, and rescue services to address the global requirement for a multi-role, state-of-the-art aerial platform (See DEVELOPING TECHNOLOGIES).

On October 16, 2019, the Company entered into a binding agreement with Aerowave Corporation ("Aerowave") whereby the Company significantly acquired the finished goods and inventory, for a consideration equal to 50,000 shares of Plymouth Rock Technologies Inc. times \$0.46 per share which is the average closing price on OTCQB market over the twenty days prior to the closing date of the sale.

On December 3, 2019, the Company launched its new SS1 Shoe-Scanner, floor-mounted 3D imaging system that uses harmless millimeter wave imaging techniques combined with artificial intelligence to inspect footwear without the need for removal by the wearer. The Company also filed a US Patent application for its "Ellipsoidal" scanning technique that will be used in the SS1 Shoe-Scanner (See DEVELOPING TECHNOLOGIES).

On December 17, 2019, the Company announced that it has produced successful 3D Images of potential threats or other concealments utilizing its new SS1 Shoe-Scanner (See DEVELOPING TECHNOLOGIES).

On February 10, 2020, the Company announced that it has designed, fabricated, and delivered millimeter-wave sensor components to NASA's Jet Propulsion Laboratory (JPL) and The National Institute of Standards and Technology (NIST).

On May 6, 2020, the Company announced today that it has received Permission for Commercial Operations (PfCO) from the Civil Aviation Authority (CAA) to operate Small Unmanned Aircraft (SUA) / Small Unmanned Surveillance Aircraft (SUSA).

On May 28, 2020, the Company announced that it was awarded a Gold Stevie Award from The 18th Annual American Business Awards® under the category of PR: Technology; and a Silver ADDY Award from The American Advertising Federation for its corporate video, which premiered to investors and global audiences in 2019.

On June 10, 2020, the Company announced that it has entered into a Letter of Intent (LOI) with SDS Group Australia Pty Ltd ("SDS") to work together to position PRT's Unmanned Aircraft Systems (UAS) for procurement focused evaluations following initial consultation with members of the Australian Government.

On June 18, 2020, the Company announced that its X1 platform will begin initial production with integrated 5G command and control modules as standard. Airbus Industries first showcased the 5G UAS technology in 2019 as a proof of concept.

On June 25, 2020, the Company announced the issuance by the UK Patent Office of patent PM333755GB that covers the utilization of millimeter wave (MMW) technologies for fast, contactless screening of passengers and individuals in highly secure environments.

On July 2, 2020, the Company announced that it has arranged a non-brokered private placement financing of up to 6,000,000 units of securities at a price of \$0.36 CAD per unit for aggregate gross proceeds of up to \$2,160,000 (see

Proposed Transactions).

On July 16, 2020, the Company announced a strategic alliance with Hummingbird Drones Fire AI for wildfire analysis from the Company's fleet of drones.

Business Acquisition

On October 31, 2018, pursuant to the definitive agreement with Plymouth Rock USA, the Company received shareholder approval to change the name of the Company and symbol with the acquisition of Plymouth Rock USA. For the acquisition, the Company issued 3,000,000 common shares of the Company to the four shareholders of Plymouth Rock USA. The Company also issued 231,250 common shares of the Company as a finder's fee. The Company changed its name from Alexandra Capital Corp. to Plymouth Rock Technologies Inc. with the new trading symbol "PRT" on November 1, 2018.

With the acquisition, the Company's principal business activity through its subsidiary, Plymouth Rock USA, was changed to focus on developing technologies related to remotely detecting assault firearms and suicide bombs concealed on the person or a carry bag. The Company now focuses on detection methods without the need for a checkpoint or the compliance of the suspect who is being screened. The Company's planned technologies encompass the very latest radar and imaging technologies for quickly detecting, locating and identifying the presence of threats.

DEVELOPING TECHNOLOGIES

The Company's core technologies include: (1) A Millimeter-wave Remote Imaging system from Airborne Drone ("MiRIAD"); (2) A compact millimeter-wave radar system for scanning shoe's ("Shoe-Scanner"); and (3) Microwave radar techniques for threat detection screening in Wi-Fi enabled zones in buildings and places, such as airports, shopping malls, schools and sports venues ("Wi-Ti" – Wireless Threat Indication). In addition, the Company has announced on October 15, 2019 the launch of its newest technology, the "PRT-X1", a next level Unmanned Aerial System (UAS) drone.

MiRIAD (Millimeter-wave Remote Imaging from Airborne Drone) Updates

On April 3, 2019, the Company announced that its MiRIAD system has passed internal payload flight testing demonstrations in the Morongo and Coachella Valley, California, USA. The test allowed the Company to assess the stability and maneuverability of a UAS (Unmanned Aircraft System) with a MiRIAD system attached. With the successful payload test and lightweight antenna design, the Company's management and scientific advisors are confident that Plymouth Rock would be the first company to realize millimeter-wave imaging from commercial drones.

In Q4 2019, the Company fielded a multispectral imaging capability aboard a small Search & Rescue drone (the "PRT=X1") by combining visible, IR (infrared) and millimeter-wave imaging sensors on a single aerial vehicle. Chemical trace detection sensors are also being investigated along with sensors that measure human biometrics, which is the measurement and statistical analysis of people's unique physical and behavioral characteristics. The technology is mainly used for identification and access control, or for identifying individuals who are under surveillance.

Increasing threat of terrorist activities, rising territorial conflicts, and geopolitical instabilities have led to the rise in the demand for threat detection systems. Also, increasing need for large-scale surveillance systems at public and commercial places is driving the demand for threat detection equipment.

The threat detection systems market is led by the public infrastructure that is further segmented into airports, railway stations, sports stadiums, shopping malls, pilgrimages, and others. The high demand for threat detection devices

from airports and shopping malls, especially for explosive detectors, video surveillance systems, and biometric systems, is one of the major factors driving the growth of the threat detection systems market for the public infrastructure application.

Millimeter Wave, Shoe Scanning Technology

On March 12, 2019, the Company announced that Manchester Metropolitan University assigned the Millimeter-wave, Shoe Scanning technology IP to the Company for the consideration of \$30,000. The Millimeter-wave Shoe Scanner is a floor-mounted 3D imaging system that uses harmless millimeter-wave imaging techniques to inspect footwear. The scanner is then able to identify if the footwear has been altered or is being used to transport concealed items, such as weaponry, substances, compounds, or electronic items. As of October 8, 2019, the IP and patent transfer for this technology was completed.

The Millimeter-wave Shoe Scanner allows for the rapid screening of footwear without necessitating removal of shoes. With a screening time objective of 30 PPM (Persons/Minute) the Shoe Scanner is ideal for airport terminals, prison/correctional facilities, public events and other high throughput, screening applications.

Wi-Ti Updates

On February 19, 2019, the Company signed a memorandum of understanding (“MOU”) with Abicom International Ltd. (“Abicom International”), a Qualcomm authorized design partner, to assist in the continued development of the Plymouth Rock Wi-Ti (Wireless Threat Indication) system and prototype. Wi-Ti is a passive detection system that uses artificial-intelligence (“AI”) to analyze the radio waves within an area. The system uses radar-based algorithms to filter common items such as cell phones and general pocket items from concealed threats items such as assault weaponry and improvised explosive devices (“IED’S”).

The past three years have seen significant advances in the monitoring of Wi-Fi radio wave analysis. This includes Wi-Fi used to track and trace the movements of people in real time through walls. Similar techniques have used Wi-Fi radio waves to detect subtle changes in breathing and heart rates. The Plymouth Rock Wi-Ti technology advances that analysis to concealed threat detection. Unlike other emerging screening technologies Wi-Ti can be used in airport concourse areas, stadiums and open spaces at stand-off distances. Our unique radar imaging and signal processing technology allows for non-intrusive screening of crowds in real time.

Abicom International has worked with many prominent security and technology companies, including Bosch Security, Siemens Transportation, QinetiQ, Harris Systems and Northern Light Technologies. “Abicom International’s status as a Qualcomm design center is an assurance of excellence that is granted to less than eleven companies globally”. The partnership between Plymouth Rock and Abicom International is about the drive to continuously expand the realm of possibilities for Wi-Fi based technologies.

PRT-X1 Updates

On October 15, 2019, the company announced the launch of its new product under development, the PRT-X1 which is a search and rescue grade Unmanned Aerial System (UAS) drone designed with the direct input of law enforcement, intelligence agencies, military, and rescue services to address the global requirement for a multi-role, state-of-the-art aerial platform. The production PRT-X1 has been unveiled live at the 2019 International Security Conference (ISC), at the Javits Center in New York City on November 20-21, 2019. In 2020 the PRT-X1 UAS will be submitted to the U.S Army's Unique Mission Cell Program, TSOA, for war-fighter evaluations.

RESULTS OF OPERATIONS

Six Months ended May 31, 2020 and 2019

During the six months ended May 31, 2020, the Company had a comprehensive loss of \$1,410,537 compared to a comprehensive loss of \$1,020,736 for the six months ended May 31, 2019. The increase in comprehensive losses were caused by the following:

- Sales during the period ended May 31, 2020 amounted to \$24,983 (2019 - \$Nil) with gross profit of \$13,339 resulting in a gross margin of 53%. The Company's sales for the period include Waveguide components. The Company started making sales in the third quarter of the previous year.
- Accounting and audit fees of \$19,726 (2019 - \$30,469) consisted of accounting fees paid to a Company controlled by the CFO. (See **Transactions with Related Parties**). Accounting and audit fees during the period ended May 31, 2019 were higher as a result of the valuation of the Company's intangible assets.
- Business development costs during the period ended May 31, 2020 of \$606,201 (2019 - \$359,208) significantly went up due to increased spending on marketing to promote the company's technologies, create market awareness and support the Company's financing plans.
- Consulting fees (2020 - \$33,239 vs. 2019 - \$127,688) decreased significantly because during the current period, as consulting fee expenditures related to research and development of the Company's technologies (see variance for research and development costs) were allocated to research and development, as opposed to general consulting fees in comparison to the prior year.
- Research and development costs of \$173,213 (2019 - \$47,750 – previously capitalized as development) were recognized for non-capitalizable expenditures on enhancement of the Company's current technologies - \$117,854 for Mi-RIAD, \$39,970 for Shoe-scanner and \$16,389 for Wi-Ti. The amounts consist of payments made materials, for consultants and subcontractors.
- General office expenses (2020 - \$71,746 vs. 2019 – \$26,200) increased mostly because of business expansion and an increase in activities to support the company's developments projects.
- Legal fees (2020 - \$23,004 vs. 2019 - \$35,263) also decreased due to the absence of last period's fees related to the business combination. This period's fees were mostly relating to compliance and reporting requirements.
- Management fees (2020 – \$54,250 vs 2019 - \$62,661) remained relatively similar to the prior period. (See **Transactions with Related Parties**)
- Rent (2020 - \$38,040 vs. 2019 - \$38,354) remained relatively similar to the prior period. (See **Contractual Commitments**)
- Stock based compensation of \$358,916 (2019 - \$Nil) refers to the portion of the value of the stock options granted by the Company which are expensed during the period. (See **Capital Stock**) The Company started recognizing the expense in the third quarter during the prior year. During the period ended May 31, 2020, the value of expense for 1,500,000 stock options granted to related parties corresponded to \$190,524. (See **Transactions with Related Parties**)
- Transfer agent and filing fees of \$38,819 (2019 - \$58,710) was lower due to the absence of listing fees incurred last year for the OTC and Frankfurt markets.
- Wages, salaries and benefits of \$126,024 (2019 - \$284,856) was lower due to lower fees paid to the Company's CEO (See **Transactions with Related Parties**) and other employees as management decreased compensation to preserve cash resources during the Covid-19 crisis.
- Interest income (2020 - \$158 vs. 2019 - \$10,041) decreased primarily due to the lower average daily balances in the Company's bank accounts.
- Foreign currency translation gain (2020 - \$62,409 vs. 2019 - \$Nil) recognized in other comprehensive income resulted from favorable foreign exchange movements times the Company's net assets.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected financial data in respect of the last eight quarters of the Company. The data is derived from the financial statements of the Company prepared in accordance with IFRS.

	Qtr 2 May 15, 2020	Qtr 1 February 29, 2020	Qtr 4 November 30, 2019	Qtr 3 August 31, 2019	Qtr 2 May 31, 2019	Qtr 1 February 28, 2019	Qtr 4 November 30, 2018	Qtr 3 August 31, 2018
Total Revenues, including interest income	\$ 24,585	\$ 556	\$ 9,651	\$ 22,791	\$ 3,888	\$ 6,153	\$ 5,966	\$ 798
Net loss	(626,880)	(847,936)	(2,460,265)	(885,806)	(626,323)	(394,413)	(557,166)	(85,672)
Basic and diluted loss per common share	(0.02)	(0.03)	(0.08)	(0.03)	(0.02)	(0.01)	(0.02)	(0.01)

The increased net loss in the quarter ended November 30, 2018 compared with the quarter ended August 31, 2018 was primarily due to increase in consulting expense, legal fees, management and salaries, transfer agent and regulatory fees, and acquisition costs for completing the transaction of the Plymouth Rock USA acquisition. The expenditures also increased due to the costs incurred associated with the development of the Company's technologies.

The decreased net loss in the quarter ended February 28, 2019 compared with the quarter ended November 30, 2018 was primarily due to loss on disposition of exploration and evaluation, the acquisition costs for completing the transaction of the Plymouth Rock USA acquisition and the high legal and accounting fees associated with the acquisition and year-end filing incurred in the three months ended November 30, 2018. Other costs increased in the quarter ended February 28, 2019 associated with the development and promotion of the Company's technology.

The increased net loss in the quarter ended May 31, 2019 compared with the quarter ended February 28, 2019 was primarily due to significant increase in business development and consulting fees for the Company's technology promotion and development, and higher legal and accounting fees associated with the year-end compliance incurred in the quarter ended May 31, 2019.

The increased net loss in the quarter ended August 31, 2019 compared with the quarter ended May 31, 2019 was primarily due to significant increase in stock-based compensation primarily due to the first time recognition of expenses relating to the Company's incentive stock option plan aggravated by the increase in consulting and legal fees incurred in the quarter ended August 31, 2019 brought about by operating activities and share issuances during the period.

The increased net loss in the quarter ended November 30, 2019 compared with the quarter ended August 31, 2019 was primarily due to the impairment loss recorded in the fourth quarter. The recognition was a result of inability to establish future cash flows to be generated from the business acquired and the future economic benefits from the Company's intangible assets.

The decrease in net loss for the quarter ended February 29, 2020 from the previous quarter is due to the absence of the impairment loss charges partially negated by the higher stock-based compensation and business development expenditures during this period.

The decrease in net loss for the quarter ended May 31, 2020 from the previous quarter is due to the decrease of business development expenditures and decrease of wages, salaries and benefits during this period. This was

partially negated by the research and development expenditures during this period. The decreases relate in part to decreased operations and management decreasing compensation costs in response to the Covid-19 pandemic.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing its liquidity is to ensure that it has sufficient resources to meet its liabilities as they come due and have sufficient working capital to fund operations for the ensuing fiscal year. Financing of operations has been achieved solely by equity financing. The Company anticipates that it will require significant funds from either equity or debt financing for the development of its technologies and to support general administrative expenses.

As at May 31, 2020, the Company had \$608,189 in current assets (November 30, 2019 - \$727,526) and \$298,009 in current liabilities (November 30, 2019 - \$227,058) for a working capital of \$310,180 compared to a working capital position of \$500,468 as at November 30, 2019. Working capital decreased mostly due to lower prepaid expense balance and an increased deferred income liability balance at the end of the period. The deferred income liability balance was a result of the receipt of the CARES Paycheck Protection Program Loan ("PPP Loan") received during the period.

As at May 31, 2020, the Company had a share capital balance of \$6,665,335 (November 30, 2019 - \$5,676,498) and an accumulated deficit of \$7,443,708 (November 30, 2019 - \$5,968,892). The private placement announced on July 2, 2020 (see **Proposed Transactions**) will increase the share capital balance.

Financing of operations has been achieved solely by equity financing. As the Company will not generate sufficient funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund future operations. Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. The Company's ability to raise funds through the issuance of equity will depend on economic, market and commodity prices at the time of financing. The Company expects to generate similar losses quarter over quarter for the next fiscal year in relation to the Company's development, administration and promotion of its technologies. As of report date, management anticipates that the funds raised to date will be not be sufficient to sustain operations and the development of the Companies technologies for the next fiscal year.

Detailed discussions related to the Company's cash flows during the six months ended May 31, 2020

Cash balances decreased by a total of \$22,446 during the period ended May 31, 2020 (May 31, 2019 – decreased by \$1,129,688).

During the period ended May 31, 2020, cash used in operating activities was \$1,011,728 compared to cash used in operating activities of \$1,100,848 during the period ended May 31, 2019. The increase in cash used in operating activities is primarily attributed to higher expenditures on business development, research and development, and general office expenses during the period. (See **Results of Operations** for a detailed discussion of the expense variances.)

Cash used in investing activities during the period ended May 31, 2020 was \$Nil (2019 – cash used in investing activities of \$104,880). The cash used in investing activities in the previous year was primarily attributed to the acquisition of equipment and development expenses on the Company's technologies.

Cash provided by financing activities during the period ended May 31, 2020 was \$988,837 compared to cash provided by financing activities of \$76,040 during the period ended May 31, 2019. The cash provided by financing activities was primarily due to the private placement completed during the period. The cash provided by financing activities in the period ended May 31, 2019 was due to the stock options being exercised for shares and was partially offset by the payment of a loan payable.

The effect of foreign exchange rates on cash during the period ended May 31, 2020 amounted to a decrease of \$445 (2019 - \$Nil).

.PROPOSED TRANSACTIONS

The Company announced it has arranged a non-brokered private placement financing of up to 6,000,000 units of securities at a price of \$0.36 per unit for aggregate gross proceeds of up to \$2,160,000. Each unit will be comprised of one common share and one-half of one non-transferable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.50 for two years from closing of the offering. All securities issued in the private placement will be subject to a four month hold period.

OFF-BALANCE SHEET ARRANGEMENTS

To the best of Management’s knowledge, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

CONTRACTUAL COMMITMENTS

In November 2018, Plymouth Rock USA entered into a two-year lease agreement for leased premises in Plymouth, Massachusetts, commencing December 1, 2018 and ending on November 30, 2020. The minimum monthly base rent is US\$2,917 for the period from December 1, 2018 to November 30, 2019 and US\$3,005 from December 1, 2019 to November 30, 2020.

Total remaining lease payments as of May 31, 2020 are as follows:

	Plymouth, MA	Vancouver, BC
	US \$	CA \$
2020	<u><u>18,030</u></u>	<u><u>-</u></u>

On October 17, 2019, the Company entered into a binding agreement to acquire the intellectual property, finished goods and inventory, as well as name rights and goodwill from Massachusetts based aerospace and scientific component manufacturer Aerowave Corporation (“Aerowave”). Under the terms of the agreement, Plymouth Rock will pay Aerowave’s principals 50,000 common shares. The shares will be restricted securities under the US Securities Act and subject to Canadian securities legislation. The fair value of these shares amounting to \$22,811 is presented separately as shares to be issued in the balance sheet – equity section.

TRANSACTIONS WITH RELATED PARTIES

The amounts due to related parties are due to the directors and officers of the Company. The balances are unsecured, non-interest bearing and have no specific terms for repayment. These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at May 31, 2020, \$5,500 (November 30, 2019 - \$10,035) was due to directors and officers of the Company:

	May 31, 2020	November 30, 2019
Company controlled by CFO	\$ 5,500	\$ 5,000
CEO of the Company	-	5,035
	\$ 5,500	\$ 10,035

As at May 31, 2020, \$Nil (November 30, 2019 - \$25,070) was due from directors and officers of the Company:

	May 31, 2020	November 30, 2019
Company controlled by Corporate Secretary	\$ -	\$ 5,250
George Stubos, Director	-	19,820
	\$ -	\$ 25,070

During the periods ended May 31, 2020, 2019 and 2018, the Company entered into the following transactions with related parties:

	May 31, 2020	May 31, 2019	May 31, 2018
Management fees	\$ 54,250	\$ 62,661	\$ 34,212
Accounting fees paid to a firm owned by the CFO	17,996	14,534	10,410
Rent paid to a company controlled by George Stubos, Director	15,000	-	-
Stock-based compensation	190,524	-	-
Salaries and benefits to CEO	62,712	173,463	-
	\$ 340,482	\$ 250,658	\$ 44,622

During the year ended November 30, 2019, the Company granted 1,500,000 options to the CEO, CFO, the Corporate Secretary, and the Company's directors. The amount recognized as expense for these options for the period ended May 31, 2020 is as follows:

	February 29, 2020	
	Number of options granted	Expense for the period
Dana Wheeler, CEO	400,000	\$ 33,528
Zara Kanji, CFO	100,000	8,382
Vivian Katsuris, Corporate Secretary	100,000	8,382
Angelos Kostopoulos, Director	150,000	12,573
George Stubos, Director	450,000	77,323
Douglas Smith	150,000	19,708
Tim Crowhurst, Director	150,000	30,628
	1,500,000	\$ 190,524

As at May 31, 2020, 1,518,750 options were vested, and stock-based compensation amounting to \$358,916 was recognized in profit or loss for the period ended May 31, 2020 of which \$190,524 were for the Company’s officers and directors as above.

On October 16, 2019, Jeremy Poirier resigned as a Director of the Company. 100,000 stock options granted to him were cancelled.

Management fees consisted of the following:

	May 31, 2020		May 31, 2019		May 31, 2018
Corporate Secretary	\$ 26,250	\$	32,661	\$	16,712
CFO	28,000		30,000		12,500
Ioannis Tsitos, Former Director	-		-		5,000
	\$ 54,250	\$	62,661	\$	34,212

As at May 31, 2020, a \$5,125 (November 30, 2019 - \$Nil) prepayment had been made to a company controlled by a director and a \$Nil (November 30, 2019 - \$26,578) prepayment had been made to the CEO of the Company

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

All significant accounting policies and critical accounting estimates are fully disclosed in Note 2 of the audited consolidated financial statements for the years ended November 30, 2019 and 2018 that are available on SEDAR at www.sedar.com.

FINANCIAL RISK MANAGEMENT

The Company’s financial assets consist of cash, and due from related parties. The estimated fair values of cash, subscription receivable, and due from related parties approximate their respective carrying values due to the short period to maturity.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- a. Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;
- b. Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- c. Level 3 – inputs that are not based on observable market data.

For the periods ended May 31, 2020, November 30, 2019 and 2018, the fair value of the cash, accounts receivable, accounts payable, and due to and from related parties approximate the book value due to the short term nature.

As at May 31, 2020 and November 30, 2019, the Company's financial instruments are classified as follows:

	Level 1	Level 2	Level 3	Total
As at May 31, 2020	\$	\$	\$	\$
Financial assets at fair value				
Cash	560,228	-	-	560,228
Accounts receivable	10,970	-	-	10,970
Total financial assets at fair value	571,198	-	-	571,198
Financial liabilities at amortized cost				
Accounts payable	216,674	-	-	216,674
Due to related parties	5,500	-	-	5,500
Total financial liabilities at fair value	222,174	-	-	222,174

	Level 1	Level 2	Level 3	Total
As at November 30, 2019	\$	\$	\$	\$
Financial assets at fair value				
Cash	583,119	-	-	583,119
Accounts receivable	1,488	-	-	1,488
Due from related parties	25,070	-	-	25,070
Total financial assets at fair value	609,677	-	-	609,677
Financial liabilities at amortized cost				
Accounts payable	217,023	-	-	217,023
Due to related parties	10,035	-	-	10,035
Loan payable	-	-	-	-
Total financial liabilities at fair value	227,058	-	-	227,058

The Company is exposed to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements. The Company's cash is currently invested in business accounts which is available on demand by the Company for its operations.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has no significant interest rate risk due to the short-term nature of its interest generating assets.

Credit Risk

Credit risk is the risk of a loss in a counterparty to a financial instrument when it fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, due from related parties and accounts payable and accrued liabilities that are denominated in US dollars. 10% fluctuations in the US dollar against the Canadian dollar have affected comprehensive loss for the nine-month period by approximately \$1,291.

CAPITAL STOCK

The authorized capital of the Company consists of an unlimited number of common shares without par value.

As at May 31, 2020, there were 39,643,765 common shares issued and outstanding (November 30, 2019 – 32,796,600).

As at July 20, 2020, there were 40,143,765 common shares issued and outstanding

On July 2, 2020, the Company announced that it has arranged a non-brokered private placement financing of up to 6,000,000 units of securities at a price of \$0.36 CAD per unit for aggregate gross proceeds of up to \$2,160,000 (see **Proposed Transactions**).

Transactions occurring after May 31, 2020:

On July 3, 2020, the Company issued 500,000 common shares pursuant to the exercise of 500,000 share purchase warrants at \$0.20 per share.

During the period ended May 31, 2020:

On February 4, 2020, the Company announced that it has arranged a non-brokered private placement financing of up to 10,000,000 units of securities at a price of \$0.40 CAD per Unit for aggregate gross proceeds of up to \$4,000,000 CAD (the "Offering"). On March 16, 2020, due to the instability in the financial markets caused by the COVID-19 pandemic, the Company cancelled this private placement.

On April 24, 2020, the Company issued an aggregate of 3,128,334 units at a price of CDN \$0.15 per unit for gross proceeds of \$469,250.10. Each unit consists of one common share in the capital of the Company and one whole transferable common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one common share at an exercise price of CDN \$0.20 per share until April 24, 2022.

On May 15, 2020, the Company issued an aggregate of 3,718,831 units at a price of CDN\$0.15 per unit for gross proceeds of \$557,825. Each unit consists of one common share in the capital of the Company and one whole transferable common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one common share at an exercise price of CDN \$0.20 per share until May 15, 2022.

In connection with the April 24, 2020 and May 15, 2020 private placements, the Company paid \$38,238 in share issuance costs.

Stock Options

Stock-based compensation recognized in profit or loss for the period ended May 31, 2020 amounted to \$358,916 (2019 - \$Nil).

Stock option transactions and the number of stock options outstanding as at May 31, 2020, November 30, 2019 and 2018 are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, November 30, 2018	125,000	\$0.30
Granted	3,300,000	\$0.58
Exercised	(125,000)	\$0.30
Expired	(150,000)	\$0.60
Balance, November 30, 2019 and May 31, 2020	3,150,000	\$0.58

As at July 20, 2020, there were 3,150,000 stock options issued and outstanding.

Expiry Date	Exercise Price	Numbers of options outstanding	Numbers of options exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price
	\$				\$
January 15, 2024	0.60	2,150,000	1,343,750	2.48	0.41
March 20, 2024	0.60	350,000	175,000	0.42	0.07
November 28, 2024	0.50	650,000	-	0.93	0.10
		3,150,000	1,518,750	3.83	0.58

Share Purchase Warrants

On April 24, 2020, the Company granted 3,128,334 common share purchase warrants as part of a non-brokered private placement. Each warrant is exercisable to acquire one common share at an exercise price of CDN \$0.20 per share until April 24, 2022.

On May 15, 2020, the Company granted 3,718,831 common share purchase warrants as part of a non-brokered private placement. Each warrant is exercisable to acquire one common share at an exercise price of CDN \$0.20 per share until May 15, 2022.

Share purchase warrant transactions and the number of share purchase warrants outstanding as at May 31, 2020, November 30, 2019 and 2018 are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, November 30, 2018	4,162,275	\$0.51
Warrants expired	(3,251,975)	\$0.41
Warrants exercised	(910,300)	\$0.21
Balance, November 30, 2019	-	-
Warrants granted	6,847,165	\$0.20
Balance, May 31, 2020	6,847,165	\$0.20

Expiry Date	Exercise Price	Numbers of warrants outstanding and exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price
	\$			\$
April 24, 2022	0.20	3,128,334	0.87	0.09
May 15, 2022	0.20	3,718,831	1.06	0.11
		6,847,165	1.93	0.20

As at July 20, 2020, there were 6,347,165 common share purchase warrants issued and outstanding.

RISKS RELATED TO OUR BUSINESS

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company has only started generating revenues this period. The Company was incorporated on October 17, 2011 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Revenues, taxes, transportation costs, capital expenditures, operating expenses and development costs are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Regulatory Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for the facilities and conduct of operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in operations may be required to compensate those suffering losses or damages and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or development costs or require abandonment or delays in the development of new projects.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and hardly have revenues. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Competition

There is competition within the security screening and threat detection market. The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, as well as for the recruitment and retention of qualified employees and other personnel.

Intellectual Property

The Company has developed security screening technologies that are adequate to counter various threats. The Company may be unable to prevent competitors from independently developing or selling products similar to or duplicate of the Company, and there can be no assurance that the resources invested by the Company to protect the Intellectual Property will be sufficient. The Company may be unable to secure or retain ownership or rights. In addition, the Company may be the target of aggressive and opportunistic enforcement of patents by third parties, including non-practicing entities. Regardless of the merit of such claims, responding to infringement claims can be expensive and time-consuming. If the Company is found to infringe any third-party rights, it could be required to pay substantial damages, or it could be enjoined from offering some of products and services. Also, there can be no assurances that the Company will be able to obtain or renew from third parties the licenses it needs in the future, and there is no assurance that such licenses can be obtained on reasonable terms.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to various government approvals, various laws governing prospecting, development, land resumptions, production taxes, labor standards and occupational health, toxic substances and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the licenses and permits issued in respect of its projects may be subject to conditions that, if not satisfied, may lead to the revocation of such licenses.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Public Health Crisis

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. The expected impacts on global commerce are expected to be far reaching. This will impact demand for the Company's products and services and its ability to continue developing and testing their technologies in the near term and will impact the Company's supply chains. It may also impact expected credit losses on the Company's receivables. The duration and impact of the COVID-19 outbreak is unknown at this time 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 subsidiary, in future periods. The management is closely evaluating the impact of COVID-19 on the Company's business.

As certain of the Company's officers have other outside business activities and, thus, may not be in a position to devote all of their professional time to the Company, the Company's operations may be sporadic, which may result in periodic interruptions or suspensions.

FORWARD-LOOKING STATEMENTS

This MD&A may include certain "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategies competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks that actual results of current exploration activities will differ, changes in project parameters as plans continue to be refined, unavailability of financing, fluctuations in precious and/or base metals prices and other factors, as outlined in the Company's preliminary long form prospectus filed on SEDAR. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

CAPITAL MANAGEMENT

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its projects and products; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may

attempt to issue new shares or acquire or dispose of assets.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that may be engaged in the similar business of developing technologies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

The Company appointed Douglas Smith to its Board of Directors on April 29, 2020 and named Douglas Smith as Chairman on May 13, 2020.

The Company appointed Dr. Khalid M. Al-Ali to its Board of Directors on July 9, 2020.

Current Directors and Officers of the Company are as follows:

Dana Wheeler, President, CEO and Director
Zara Kanji, CFO
Vivian Katsuris, Corporate Secretary
Tim Crowhurst, Director
Angelos Kostopoulos, Director
George Stubos, Director
Douglas Smith, Director and Chairman
Dr. Khalid M. Al-Ali, Director

OUTLOOK

The Company's objective is to maximize the value of the Company for our shareholders, and our strategy to obtain this result is to focus on project evaluations and project generation. To proceed with this strategy, additional financings may be required during the current fiscal year.

ADDITIONAL INFORMATION

Additional information relating to the Company can also be found on SEDAR at www.sedar.com.