

TRU•TRACE™

Technologies

Management Discussion & Analysis

For the three and nine months ended January 31, 2021 and January 31, 2020

TruTrace Technologies Inc.

The following management discussion and analysis (MD&A) of the financial condition and results of operations is intended to help the reader understand the current and prospective financial position and operating results of TruTrace Technologies Inc. (the "Company" or "TruTrace"). The discussion and analysis of the financial condition and results of operations of the Company is prepared as at March 30, 2021 and should be read in conjunction with the unaudited condensed consolidated interim financial statements of TruTrace Technologies Inc., and the notes thereto, for the three and nine months ended January 31, 2021, and with the audited consolidated financial statements of TruTrace Technologies Inc. and the notes thereto, for the year ended April 30, 2020.

All financial information is presented in Canadian dollars, except where otherwise indicated.

Additional information is available on TruTrace's website (trutrace.co) and all previous public filings are available through SEDAR (www.sedar.com).

FORWARD-LOOKING STATEMENTS

The MD&A contains certain forward-looking statements relating to the Company's plans, strategies, objectives, expectations and intentions. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "confident", "might" and similar expressions are intended to identify forward - looking information or statements. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this MD&A. The forward-looking information and statements included in this MD&A are not guarantees of future performance and should not be unduly relied upon. Forward-looking statements are based on current expectations, estimates, and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward-looking statements. Such information and statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements. In particular, but without limiting the foregoing, this MD&A may contain forward-looking information and statements pertaining to the fluctuations in the demand for the Company's services; the ability for the Company to attract and retain qualified personnel; the existence of competitors; technological changes and developments; assumptions regarding foreign currency exchange rates and interest rates; the existence of regulatory and legislative uncertainties; the possibility of changes in tax laws and general economic conditions including the capital and credit markets; assumptions made about future performance and operations. The Company cautions that the foregoing list of assumptions, risks, and uncertainties is not exhaustive. The forward-looking information and statements contained in this MD&A speak only as of the date of this MD&A and the Company assumes no obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

NON-IFRS FINANCIAL MEASURES

Throughout this document, reference may be made to "working capital", and "adjusted EBITDA", which are all non-IFRS measures. Management believes that working capital, defined as current assets less current liabilities, is an indicator of the Company's liquidity and its ability to meet its current obligations. Management believes that Adjusted EBITDA, which normalize earnings to exclude certain amounts, is a useful measure for comparing results from one period to another. Readers are cautioned that these non-IFRS measures may not be comparable to similar measures used by other companies. Readers are also cautioned not to view these non-IFRS financial measures as an alternative to financial measures calculated in accordance with International Financial Reporting Standards ("IFRS").

MARKET PROFILE AND INFORMATION

TruTrace Technologies Inc., headquartered in Calgary, AB, Canada, is a full-service technology company that has developed a fully integrated software platform, secured on a blockchain infrastructure that gives clients the ability to store, manage, share and immediately access quality assurance and testing details, Certificates of Authenticity ("CoA"), as well as motion and movement intelligence on inventory from batches and lots to serialized items.

The Company's initial focus was in the legal cannabis industry with the deployment of their platform under the branded name StrainSecure™ which was designed to register and track cannabis intellectual property ("IP") from genome to sale. StrainSecure™ records are proprietary, immutable, and cryptographically secure, thereby establishing, in a single source, an accurate, validated, and permanent account for cannabis strains from ownership to market.

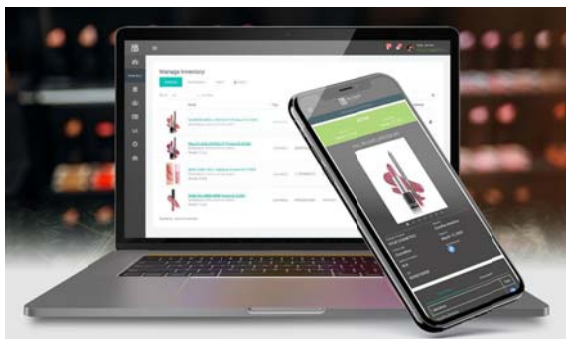
As global business continues to expand, the complexity throughout the supply chain has created unique challenges and opportunities for companies that can better support a safe, consistent and transparent product ecosystem.

As products are cultivated, processed, manufactured, packaged and brought to retail shelves, stakeholders are looking at new methods to power dynamic and collaborative product testing, quality assurance and tracking to ensure safety and authenticity.

TruTrace specifically addresses these unique challenges, including:

- **Quality Testing:** TruTrace’s software platform, in collaboration with the Company’s network of laboratory partners, provides an efficient and streamlined process for both mandatory and cGMP (Current Good Manufacturing Practice) based testing, including reducing administrative burdens associated with the contaminant/microbial, chemistry and pesticide testing process in order to help get products safely to market faster;
- **DNA-Based Product Validation and Actionable Quality Assurance:** The underlying blockchain technology used by TruTrace creates a genetic based registry and corresponding genetic fingerprint for electronic product identification, validation, and quality assurance to enable any participant on the platform, from regulators, producers, participants throughout the entire supply chain (if desired or required), to patients and consumers, with the ability to view and track the product from Genome to Sale™; and
- **Intellectual Property Registration and Support:** Third, the TruTrace Software as a Service (SaaS) platforms protect the unique intellectual property of growers, breeders and manufacturers. For instance, currently there is a limited legal framework for the issuance of patent protection of unique cannabis strains in either Canada or the United States. However, some form of intellectual property protection is important for the industry’s growth as products evolve and develop. Through the implementation of StrainSecure™, TruTrace aims to help provide this protection. For example, if a craft grower creates a popular strain with unique characteristics, the platform will enable intellectual property protection through simple registration of the strain’s genome within StrainSecure™, thereby locking that data into an immutable decentralized ledger. The resulting permanent record will be readily accessible in the event of future disputes, thus bringing a level of trust to the industry and ensuring associated fees are paid to all applicable parties in the market.

TruTrace’s leadership team combines decades of extensive experience across multiple industries, with specific expertise across corporate management, business development, advertising, information technology, including custom enterprise-based software, supply chain, legal and finance. The team’s extensive combined experience, specific expertise in the blockchain sector and its development of the most comprehensive, secure and community-driven product archival platform positions TruTrace for growing opportunities in a number of industry verticals.



CORPORATE PROFILE

Organization

TruTrace was incorporated under the British Columbia Business Companies Act on October 19, 2011 and is listed on the Canadian Securities Exchange “CSE”, under the trading symbol “TTT”. The head office and the records and registered office is located at L120, 2303 – 4th St SW, Calgary, AB, T2S 2S7.

TruTrace Technologies Inc. is a full-service software company that has developed a fully integrated software platform, secured on a blockchain infrastructure that gives clients the ability to store, manage, share and immediately access quality assurance and testing details, Certificates of Authenticity (“CoA”), as well as motion and movement intelligence on inventory from batches and lots to serialized item.

On May 17, 2018, the Company completed its Qualifying Transaction, pursuant to which it acquired all of the issued and outstanding shares of BLOCKStrain Technology Group Inc. (“PrivCo”), a private company incorporated on November 22, 2017, under the laws of British Columbia.

The Company changed its name from “BLOCKStrain Technology Corp.” to “TruTrace Technologies Inc.” on April 26, 2019.

Operations

TruTrace’s initial commercial deployment was StrainSecure™, a fully integrated blockchain platform which registers and tracks intellectual property and mandatory testing data for the cannabis industry, and is dedicated to making it safe and conformable for breeders and growers, large and small, to protect and release their genetics, strain varieties, and validated testing results into the public domain. TruTrace’s StrainSecure™ technology tracks the product at every testing point, from Genome to Sale™, so customers can make much more informed decisions about the products they choose, medical practitioners and patients can rely on standardized and verified medicine and suppliers can implement actionable quality assurance. The TruTrace registry and verification system gives producers, regulators, patients and customers everything they need to know, helping support safe and informed choices about all of the cannabis products placed into the supply chain.

TruTrace’s modern blockchain-technology aims to bridge the traditional medical and consumer packaged goods markets with the emerging legal cannabis industry. By being open and available to everyone, the platform is expected to help shape the future adoption and authenticity of the industry itself. Through use of a secure API network, TruTrace will make it easy for testing providers, grow facilities, app and software developers, medical practitioners, pharmacies, research groups, and major supply chain platforms to build applications and solutions, thereby helping fuel technology and innovation for the cannabis industry as a whole.

With compliance and regulation being a critical priority for industry participants, TruTrace is also focused on implementing StrainSecure™ as a method to ensure that applicable regulatory standards are adhered to, while providing real-time visibility of industry operations directly to, and collaboration with, agencies assigned to enforce and regulate cannabis activity nationwide. TruTrace uses powerful supply chain and IoT (“Internet of Things”) technology to allow for the tracking of cannabis movement from genetics to sale, while providing for the scalability of what is expected to become a globally traded product.

On January 26, 2021, the Company announced that it had entered into a Strategic Alliance, Referral and Technology Integration Agreement (“Alliance”) with Applied DNA Sciences, Inc. (NASDAQ: APDN), a leader in Polymerase Chain Reaction (PCR)-based DNA manufacturing, to approach the cannabis industry with an integrated solution comprised of Applied DNA’s CertainT® platform and TruTrace’s StrainSecure™ platform.

The Alliance would deliver a complete cannabis product validation and authentication platform differentiated in the marketplace by linking together the power of proprietary SaaS platforms, blockchain and molecular tagging technology to create a secure ecosystem which provides end-to-end traceability and full transparency. Management believes that this Alliance could increase opportunities to provide services to a broad range of clients which could have a positive financial impact on the Company.

FINANCIAL AND OPERATION HIGHLIGHTS

		For the three months ended		For the nine months ended	
		2021	January 31, 2020	2021	January 31, 2020
Revenue	\$	-	300,000	162,000	651,520
Adjusted EBITDA		(392,361)	(1,134,933)	(386,351)	(3,354,389)
EBITDA		(397,924)	(1,179,023)	(751,538)	(3,832,720)
Net loss		(417,972)	(1,180,421)	(799,122)	(3,836,007)
Comprehensive loss	\$	(417,972)	(1,180,421)	(799,122)	(3,836,007)

Revenue

- The Company's proprietary software was built to enable TruTrace to serve as a full-service technology solution provider highlighted by a fully integrated blockchain platform that registers and tracks the quality of products throughout the supply chain, including within the legal cannabis industry from genome to sale. The product-based registry is proprietary, immutable, and cryptographically secure, thereby establishing, in a single source, an accurate, validated, and permanent account from ownership to market.
- Monetization of TruTrace's suite of products includes, but is not limited to:
 - ✦ Monthly SaaS Usage Fees
 - ✦ Product Verification Fees
 - ✦ Standardized Test Verification Fees
 - ✦ Traceability Fees
 - ✦ Custom Development
- Third Party Publishing Licensing Fees
- The Company began generating revenue in the later part of the year ended April 30, 2019.

Earnings and net earnings

The Company's loss was \$417,972 and \$799,122 for the three and nine months ended January 31, 2021 respectively, compared to \$1,180,421 and \$3,836,007 for the three and nine months ended January 31, 2020 respectively. The larger loss in 2020 compared to 2021 was a result of high start-up and development costs not subsequently incurred.

OUTLOOK AND GUIDANCE

This Outlook and Guidance contains forward-looking statements that the Company does not intend, and does not assume any obligation, to update, except as required by law. The forward-looking information and statements include:

- The current economic climate and its effect on the Company's client base business;
- The Company's ability to successfully acquire new customers;

- The Company’s ability to successfully implement its technology; and
- Management’s assumptions regarding the sustainability of recurring revenue streams and the Company’s expected profitability.

Business Overview

With the launch of the StrainSecure™ platform, TruTrace offers an easily integrated blockchain solution that tracks cannabis from Genome to Sale™ throughout the supply chain and provides actionable quality assurance and real-time testing data to the cannabis industry. In addition, the Company also released their TruTrace Enterprise™ SaaS platform, which was specifically designed to power the traceability of testing standards within the nutraceutical, food and pharmaceutical space with a focus on the authentication of source materials or ingredients used in formulation.

The Company’s StrainSecure™ platform will play a key role in the cannabis industry, servicing both licensed producers and micro cultivators alike. This will be done through the continued development of the Company’s technology, as well as through strategic partnerships with key players in the marketplace and how they will work with TruTrace moving forward.

TruTrace has developed a comprehensive verification system for required tests including: contaminant/microbial, chemistry and pesticide, and genetics tests for product verification, as well as a supply chain management platform that ensures transparency and quality assurance between all stakeholders. The Company wants to empower producers, manufacturers, distributors, medical practitioners, regulators and consumers with information regarding what truly is in their product.

The Company has been able to mirror its technology on the front end from an automation point of view, embedding it within laboratories that are conducting contaminant/microbial, chemistry, pesticide and genetic testing. As such, we have essentially digitized all aspects of the testing process, a crucial point for the integrity of the cannabis industry.

TruTrace’s goal within the legal cannabis industry is to build a framework for licensed producers (“LPs”) as well as micro cultivators that are entering the newly legalized ecosystem, helping them to easily and inexpensively move their products through testing procedures. TruTrace then places that testing data on the blockchain for immutability and intellectual property protection and feeds that information through the ecosystem for full visibility into the supply chain. The resulting outcome is a trustworthy source of product and inventory data that can be used to support anything from clinical trials to medical efficacy studies, as well as providing regulators, medical practitioners, patients and even retail consumers a much-desired level of actionable intelligence. With TruTrace, all parties can see whether a product is clean, safe, pesticide-free and truly is what it claims to be.

RESULTS OF OPERATIONS

Revenue

TruTrace generates revenue in three principal areas:

Software as a Service (“SaaS”) / Licensed Cultivator – The StrainSecure™ and TruTrace Enterprise™ platforms are SaaS offerings for provincially and federally licensed businesses, as well as manufacturers or distributors with an aim to provide collaborative and transparent data on the quality of their products. The StrainSecure™ platform is a blockchain enabled quality assurance, testing and inventory management system that integrates into third party ERP (Enterprise Resource Planning) compliance systems within the legal cannabis industry and serves as an interoperable smart-hub relating to the provenance and quality of cannabis. The system has

modules specifically designed for various members of the value chain in cannabis and although it was designed for cannabis, has applications in several other industries. Similarly, the TruTrace Enterprise™ platform is a blockchain enabled quality assurance, testing and inventory management system that integrates into third party ERP compliance systems within traditional industries to serve as an interoperable smart-hub regarding the standardization and quality of products throughout the supply chain.

Software as a Service / Laboratories – The StrainSecure™ and TruTrace Enterprise™ platforms also serve as complementary SaaS systems for analytical and genetic laboratories and testing bodies. These platforms empower current processes and systems, such as a partner’s LIMS (Laboratory Information Management Systems) and other internal operations.

Software Development and Professional Service Fees – TruTrace also provides custom development and consulting services to industry stakeholders with an aim to support an open and collaborative infrastructure of companies required to provide a transparent and reliable supply chain. Our team works with clients to determine administrative inefficiencies and designs custom tools to fit their needs. Our management team and key personnel have broad experience in enterprise software development. We provide project-specific services to clients based upon their needs.

Transactional Verification and Traceability – The verification, validation and traceability of inventory within each platform are offered on a batch-by-batch or lot-by-lot basis as we secure and manage product data through a robust blockchain enabled system and serve as an interoperable layer in the testing and validation of product.

The following table highlights the revenue and expenses for the three and nine months ended January 31, 2021 as compared to the three and nine months ended January 31, 2020.

		For the three months ended		For the nine months ended	
		January 31,		January 31,	
		2021	2020	2021	2020
Revenue	\$	-	300,000	162,000	651,520
General and administrative costs		144,124	369,439	405,812	835,796
Salaries, subcontractors, and benefits		133,849	182,867	377,143	664,987
Product development costs		65,021	577,013	333,250	1,729,404
Amortization of intangible assets		19,021	-	44,244	-
Stock-based compensation		5,563	44,090	32,687	478,331
Depreciation		1,027	1,404	3,340	4,566
Corporate development costs		-	268,021	600	716,249
Total operating expenses		368,605	1,442,834	1,197,076	4,429,333
Foreign exchange (gain) loss		(669)	25,537	(9,336)	43,259
Finance expenses		50,036	12,050	105,882	14,935
Gain on settlement of debt		-	-	(332,500)	-
Total other expenses (income)	\$	49,367	37,587	(235,954)	58,194

Revenue period over period declined from \$651,520 to \$162,000 for the nine months ended January 31, 2021. For the three months ended January 31, 2021, revenue declined from \$300,000 to \$nil. The change period over period is due to the Company successfully developing and implementing its platform and utilization of the platform by key clients. The Company expects sales to increase over the next fiscal year due to this ongoing use, as well as efforts to expand the sales pipeline to broader markets.

For the three and nine months ended January 31, 2021, total operating expenses were \$368,605 and \$1,197,076 respectively. For the three and nine months ended January 31, 2020, total operating expenses

were \$1,442,834 and \$4,429,333 respectively. Key differences period over period are outlined in more detail below.

Depreciation was \$1,027 and \$3,340 for the three and nine months ended January 31, 2021 respectively. For the three and nine months ended January 31, 2020, depreciation was \$1,404 and \$4,566 respectively. This expense is related to equipment purchased by the Company for lab testing purposes. This expense is non-cash.

Amortization of intangible assets was \$19,021 and \$44,244 for the three and nine months ended January 31, 2021 respectively. In July 2020, the Company first acquired this asset. This expense is related to intangible assets purchased by the Company for the Orion software license. This expense is non-cash.

Stock-based compensation expense was \$5,563 and \$32,687 for the three and nine months ended January 31, 2021 respectively compared to \$44,090 and \$478,331 for the three and nine months ended January 31, 2020, respectively. This expense is driven by the timing of the issuance of options and the variables used for the calculation of the Black Scholes pricing model. Stock option expense is a non-cash expense.

Corporate development cost was negligible in the current three and nine month periods compared to \$268,021 and \$716,249 for the three and nine months ended January 31, 2020, respectively. The change is attributed to the Company having completed the structure of its initial commercial offering.

General and administrative costs were \$144,124 and \$405,812 for the three and nine months ended January 31, 2021 compared to \$369,439 and \$835,796 for three and nine months ended January 31, 2020, respectively. The decrease in the cost is due to the result of greater focus on efficiencies period on period and the change from a start-up company to an operational one.

Product development cost were \$65,021 and \$333,250 for the three and nine months ended January 31, 2021 to compared to \$577,013 and \$1,729,404 for the three and nine months ended January 31, 2020. The change period over period is attributable to the large amount of product development incurred in the previous year on the base platform which is now fully operational and hence did not require significant capital outlay during the current period. Notwithstanding, the Company expects additional expenditures to be incurred in the future due to ongoing changes in the market, as well as technology enhancements to better serve clientele.

Salaries, subcontractors and benefits was \$133,849 and \$377,143 for the three and nine months ended January 31, 2021 respectively. For the three and nine months ended January 31, 2020, it was \$182,867 and \$664,987 respectively. The decline is attributed to the Company's greater focus on efficiency as well as incurring less expenses pertaining to headcount period over period.

In the previous quarter ending July 31, 2020, the Company settled \$950,000 of indebtedness (the "Indebtedness") owed to its primary vendor responsible for software development, design and maintenance of the Company's proprietary StrainSecure™ platform. Pursuant to the settlement of the Indebtedness, the Company issued 9,500,000 common shares of the Company to an assignee and 9,500,000 common shares to an officer of the Company who was a second assignee of the vendor. The Company recognized a gain of \$332,500 on the settlement. No such settlement occurred in comparative periods.

PRODUCT DEVELOPMENT

On January 19, 2018, the Company entered into a master services agreement and a statement of work with Heated Details, Inc. ("Heated Details") to develop the initial phases of the product development strategy necessary to launch the TruTrace platform. All work entered into between the Company and Heated Details since that time has related to development and design work for StrainSecure™ within the emerging cannabis industry and TruTrace Enterprise™ within more traditional industries, such as food and cosmetics. On June 24, 2020, the Company settled \$950,000 of indebtedness (the "Indebtedness") previously owed to Heated Details. Pursuant to the settlement of the Indebtedness, the Company issued 9,500,000 common shares of the

Company to an assignee and 9,500,000 common shares to an officer of the Company who was a second assignee of Heated Details. The Company has recognized a gain of \$332,500 on the settlement. During the three and nine months ended January 31, 2021, the Company incurred \$65,021 and \$333,250 of costs. Notwithstanding, the Company expects additional expenditures to be incurred in the future due to ongoing changes in the market, as well as technology enhancements to better serve clientele.

FOREIGN EXCHANGE

	For the three months ended		For the nine months ended	
	2021	January 31, 2020	2021	January 31, 2020
Foreign exchange (gain) loss	\$ (669)	\$ 25,537	\$ (9,336)	\$ 43,259

Foreign exchange gains and losses can be realized and unrealized and are the result of foreign currency fluctuations during the period and the timing of when items are settled. Foreign exchange gains and losses can fluctuate annually in relation to changes in the US/Canadian and Euro/Canadian exchange rate.

NET EARNINGS, TOTAL COMPREHENSIVE LOSS AND CASH FLOWS

		For the three months ended		For the nine months ended	
		2021	January 31, 2020	2021	January 31, 2020
Adjusted EBITDA	\$	(392,361)	(1,134,933)	(386,351)	(3,354,389)
EBITDA		(397,924)	(1,179,023)	(751,538)	(3,832,720)
Total comprehensive loss		(417,972)	(1,180,421)	(799,122)	(3,836,007)
Funds used in operations before working capital changes		(343,552)	(1,124,436)	(949,118)	(3,342,112)
Funds used in operations	\$	(71,890)	(139,661)	(370,107)	(2,147,874)

The Company's comprehensive loss was \$(417,972) and \$(799,122) for the three and nine months ended January 31, 2021 respectively whereas, in the year 2020 for the three and nine months ended, losses were \$(1,180,421) and \$(3,836,007) respectively. The variance period on period is due to the Company incurring significant corporate development costs in 2020 as compared to 2021 and charging less for stock-based compensation and for the reasons noted under financial results of operations.

For the three and nine months ended January 31, 2021, Adjusted EBITDA was \$(392,361) and \$(386,351) respectively. For the three and nine months ended January 31, 2020, Adjusted EBITDA was \$(1,134,933) and \$(3,354,389). The variance is principally due to having high corporate development costs, development costs and administrative costs in the prior period as well as a large gain on settlement of debt in the current period.

The Company's funds used in operations were \$(71,890) and \$(370,107) for the three and nine months ended January 31, 2021, and mainly covered product development and customer roll-out costs. Compared to the three and nine months ended January 31, 2020 the major contributing expenses to use of funds from operations were corporate development costs and stock-based compensation charges.

The Company applied for the Canadian Emergency Business Loan for \$60,000. The Company was approved and received the funds during up to and including the period ended January 31, 2021. The loan has to be repaid by the Company by December 31, 2022 to receive loan forgiveness of \$20,000.

FINANCIAL AND OPERATING HIGHLIGHTS - QUARTERLY ANALYSIS

	2021		2021		2020		2020	
	Q3		Q2		Q1		Q4	
Revenue	\$	-	\$	72,000	\$	90,000	\$	(248,841)
Adjusted EBITDA		(392,361)		(569,905)		575,915		(666,564)
EBITDA		(397,924)		(577,509)		223,895		(755,344)
Net (loss) income		(417,972)		(603,843)		222,693		(755,335)
Comprehensive (loss) income	\$	(417,972)	\$	(603,843)	\$	222,693	\$	(755,335)

	2020		2020		2020		2019	
	Q3		Q2		Q1		Q4	
Revenue	\$	300,000	\$	303,520	\$	48,000	\$	10,000
Adjusted EBITDA		(1,134,933)		(846,514)		(1,372,942)		(1,864,327)
EBITDA		(1,179,023)		(913,223)		(1,740,474)		(1,886,023)
Net loss		(1,180,421)		(914,652)		(1,740,934)		(1,881,971)
Comprehensive loss	\$	(1,180,421)	\$	(914,652)	\$	(1,740,934)	\$	(1,881,871)

LIQUIDITY AND CAPITAL RESOURCES
Working capital

“Working capital” is used by management and the investment community to analyze the operating liquidity available to the Company. Working capital is defined as current assets less current liabilities.

Working capital is derived from the consolidated statements of financial position and is calculated as follows:

As at	January 31, 2021		April 30, 2020		Increase (decrease) in Working capital	
Current Assets						
Cash and cash equivalents	\$	122,429	\$	12,536	\$	109,893
Receivable		35,769		29,396		6,373
Prepaid Expenses		21,400		31,991		(10,591)
	\$	179,598	\$	73,923	\$	105,675
Current Liabilities						
Accounts payable and accrued liabilities	\$	2,022,844	\$	2,416,837	\$	(393,993)
Advance from private placement	\$	125,000	\$		\$	125,000
	\$	2,147,844	\$	2,416,837	\$	(268,993)
Working capital	\$	(1,968,246)	\$	(2,342,914)	\$	374,668

Working capital improved since the year ended April 30, 2020 due to the closing on a non-brokered private placement, funding under the Canadian Emergency Business Loan program offered by the federal Government of Canada and the settlement of certain debt for shares with suppliers.

Liquidity

At January 31, 2021, the Company had \$122,429 (April 30, 2020: \$12,536) of cash on hand. The Company has convertible debentures which can be and have been converted into equity at the option of the holder. The

Company shall have the right to require the convertible debenture holders to convert any principal and interest amount outstanding if, for any 10 consecutive trading days commencing on the date that is four months plus one day following the grant date and prior to the maturity date, the closing price of the common shares of the Company is greater than \$0.50, subject to adjustment as provided for in the certificate representing the debenture. Therefore, liquidity risk relates to its accounts payable and accrued liabilities and debentures, as the Company may encounter difficulty discharging its obligations.

While the Company has been able to demonstrate the ability to raise capital to fund its operations to date, it has not yet been able to generate the sales volumes required to create positive cash flows from operations. Although the certainty of cash flows is variable in nature, the Company has engaged in steps to commercialize its core products and services in a profitable manner.

The Company considers the items included in capital to include shareholders' equity. The Company manages its capital structure and makes adjustments to it in light of changes in economic and business conditions, the financing environment and the risk characteristics of its underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, new debt, or scale back the size and nature of its operations. The Company is not subject to externally imposed capital requirements.

Management intends to regularly review its ongoing level of cash flow from operations, as well as its level of capital resources, and actively manage its affairs. This review will consider factors such as the current economic environment, changes in demand for the Company's services, capital spending requirements, foreign exchange rates, working capital needs, and profitability of the Company's operations, any of which could materially affect the Company's ability to meet its obligations.

Additional financing may be necessary in a variety of circumstances, including the requirement of working capital to ramp up operations required by continued growth, the occurrence of adverse circumstances, fluctuations in foreign currency translation, or the decision to expand geographically into new markets or by acquisition. It is anticipated that the required financing may be raised by bank debt, other forms of debt, or the issue of equity. It is possible that such financing will not be available, or not available on favorable terms.

SUBSEQUENT EVENTS

On February 12, 2021, the Company closed an oversubscribed non-brokered private placement of 30,000,000 units at a price of \$0.05 per unit for gross proceeds of CAD \$1,500,000 to advance the Company's long term international strategy of providing blockchain secured and standardized processes for the management of testing and quality data of medical products, as well as general working capital. Management believes this oversubscribed capital raise indicates a significant interest in the importance of quality and traceability in the emerging global sector, which could have a positive financial impact on the Company.

On March 1, 2021, the Company announced the completion of a Letter of Intent with Georgia-based PharmaCentra LLC—through its subsidiary Cannabis BPO—to support a clinical trial ecosystem built on standardized protocols and testing of cannabis products for use in the medical industry. Management believes that the companies will soon be able to finalize a definitive agreement, which gives them the ability to offer a robust solution for the medical cannabis industry in Canada and the United States, which could thereby have a positive financial impact on the Company.

Subsequent to period end through to the date of approval of these financial statements, the principle amount of \$110,000 of convertible debentures and \$3,899 of associated interest has been converted into 2,277,978 common shares of the Company.

On March 18, 2021, 1,038,198 warrants were exercised into 1,038,198 common shares of the Company.

OUTSTANDING SHARE DATA

Issued share capital includes the following as at

January 31, 2021	March 23, 2021
<ul style="list-style-type: none"> • 119,377,605 Common Shares issued and outstanding • 14,350,000 Stock options • 7,950,063 Share purchase warrants 	<ul style="list-style-type: none"> • 152,693,781 Common Shares issued and outstanding • 10,950,000 Stock options • 39,573,843 Share purchase warrants

COMMITMENTS AND CONTINGENCIES

Operating lease

The Company has no commitments as on January 31, 2021.

RELATED PARTY TRANSACTIONS

Summary of key management personnel compensation:

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 consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the three and nine months ended January 31, 2021 and 2020 set out below:

	For the three months ended		For the nine months ended	
	2021	2020	2021	2020
Director fees	\$31,200	\$6,000	\$58,200	\$24,000
Salaries, subcontractors, and benefits	\$75,000	\$109,000	\$225,000	\$337,000
Stock-based compensation	\$4,615	\$25,230	\$29,844	\$127,966
	\$110,815	\$140,230	\$313,044	\$488,966

Corporate Development Costs

On June 1, 2018, the Company entered into a master services agreement with a company controlled by a director to provide marketing, web development, planning, patent work, administrative services, and facilitation and negotiation services. For the three and nine months ended January 31, 2021, the Company didn't incur any such fees. Comparatively, amounts of \$40,500 and \$118,500, three and nine months ended January 31, 2020 were incurred, respectively. As at January 31, 2021, the Company was indebted to this company in the amount of \$80,671 (April 30, 2020 - \$85,671) which is included in accounts payable and accrued liabilities.

Product Development Costs

On January 19, 2018, the Company entered into a master services agreement and a statement of work to develop the initial phases of the product development strategy necessary to launch the TruTrace platform. The

Company shares an officer with the service provider. All work entered into between the Company and service provider since that time has related specifically to the development and design of the StrainSecure™ platform.

For the three and nine months ended January 31, 2021, the Company incurred \$65,021 and \$333,250 respectively for product development costs compared to the three and nine months ended January 31, 2020 amounted to \$577,012 and \$1,729,404 respectively which principally consisted of development costs. As at January 31, 2021, the Company was indebted to the service provider for \$411,315 (April 30, 2020 - \$1,060,959).

Software License fees

The Company has incurred \$382,410 of software license fees paid or payable to a company to which an officer of the Company has ownership. \$26,997 is included in accounts payable as at January 31, 2021 (January 31, 2020 - \$nil).

Other

As at January 31, 2021 \$Nil (April 30, 2020 - \$6,425) of expense reimbursement were due to a former director of the Company.

NON-IFRS FINANCIAL MEASURES

This MD&A contains references to certain financial measures and associated per share data that do not have any standardized meaning as prescribed by IFRS and may not be comparable to similar measures presented by other companies. These financial measures are computed on a consistent basis for each reporting period and include EBITDA, Adjusted EBITDA, Adjusted net earnings, and working capital.

These non-GAAP measures are identified and defined as follows:

“**EBITDA**” is a measure of the Company’s operating profitability. EBITDA provides an indication of the results generated by the Company’s principal business activities prior to how these activities are financed, assets are depreciated and amortized or how the results are taxed in various jurisdictions.

EBITDA is derived from the condensed consolidated statements of operations and comprehensive income (loss) and is calculated as follows:

		For the three months ended		For the nine months ended	
		2021	2020	2021	2020
Net loss	\$	(417,972)	(1,180,421)	(799,122)	(3,836,007)
Depreciation and amortization		20,048	1,404	47,584	4,566
Interest income		-	(6)	-	(1,279)
EBITDA	\$	(397,924)	(1,179,023)	(751,538)	(3,832,720)

“**Adjusted EBITDA**” is used by management and investors to analyze EBITDA (as defined above) prior to the effect of foreign exchange, other income and expenses, and share-based payment expense. Adjusted EBITDA is not intended to represent net earnings as calculated in accordance with IFRS. Adjusted EBITDA provides an indication of the results generated by the Company’s principal business activities prior to how these activities are financed, assets are depreciated, amortized and impaired, the impact of foreign exchange, how the results are taxed in various jurisdictions, effects of share-based payment expenses, and normalized other expenses not recurring in nature.

Adjusted EBITDA is calculated as follows:

	For the three months ended		For the nine months ended	
		January 31,		January 31,
	2021	2020	2021	2020
EBITDA	\$ (397,924)	(1,179,023)	(751,538)	(3,832,720)
Plus:				
Stock-based compensation	5,563	44,090	32,687	478,331
Gain on settlement of debt	-	-	332,500	-
Adjusted EBITDA	\$ (392,361)	(1,134,933)	(386,351)	(3,354,389)

ADDITIONAL GAAP MEASURES DEFINITIONS

“Funds provided by operations” is used by management and investors to analyze the funds generated by the Company’s principal business activities prior to consideration of working capital, which is primarily made up of highly liquid balances. This balance is reported in the Condensed Consolidated Statements of Cash Flows and is included in the cash provided by operating activities section.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company’s objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these condensed consolidated interim financial statements.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company’s risk management objectives and policies and retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company’s finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company’s competitiveness and flexibility. Further details regarding these policies are set out below.

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and trade receivables.

The carrying amount of financial assets represents the maximum credit exposure. All cash is held at a Canadian Chartered Bank.

b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. If future cash flows are uncertain, the liquidity risk increases.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing financial liabilities. The Company's financial liabilities are comprised of accounts payable and accrued liabilities, and notes and loan payable. The Company anticipates it will have adequate liquidity to fund its financial liabilities through its existing working capital and equity issues. Furthermore, a portion of liabilities are expected to be settled in common shares of the Company, thereby mitigating liquidity risk. However, there is no assurance that the Company will have sufficient cash flow to be able to discharge its future financial liabilities.

	Payment due by Period			Total
	< 1 year	More than 1 year and up to 2 years	2 - 3 years	
Accounts payable and accrued liabilities	\$ 2,022,844	\$ -	\$ -	\$2,022,844
Convertible debentures	-	75,000	115,000	190,000
Loans payable	-	60,000	-	60,000
	\$ 2,022,844	\$ 135,000	\$ 115,000	\$ 2,272,844

c) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

d) Exchange Rate Risk

Exchange rate risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company incurs certain expenses in US dollars and is exposed to foreign exchange rate fluctuation. These expenses are subject to exchange rate risk.

CRITICAL ACCOUNTING JUDGEMENT AND ESTIMATES

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

New standard IFRS 16 Leases

The Company has adopted the new IFRS pronouncement as at May 1, 2019 in accordance with the transitional provisions of the standard and as described below. The adoption of this new IFRS pronouncement has not resulted in any adjustments to previously reported figures.

On January 13, 2016, the IASB issued IFRS 16. The new standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 replaced IAS 17 - Leases ("IAS 17"). This standard introduced a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make

lease payments. IFRS 16 substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. On May 1, 2019, the Company adopted this standard and there was no material impact on the Company's unaudited condensed consolidated interim financial statements as the Company has no material lease contracts that fall under IFRS 16.

BUSINESS RISKS

You should carefully consider the following risks and uncertainties in addition to other information in TruTrace's filing statement dated May 10, 2018 with respect to the Transaction in evaluating the Company and its business. The market in which the Company competes is very competitive and changes rapidly. New risks may emerge from time to time and management may not be able to predict all of them or be able to predict how they may cause actual results to be different from those expected. References to "TruTrace" below refer to the Company and its affiliates as at the date hereof.

- **Limited Operating History and History of Losses**

TruTrace has only recently commenced commercial operations and has cash, accounts receivable, a note receivable, sales tax receivable, prepaids and deposits, and property and equipment as assets. TruTrace has no history of earnings and has not yet generated any revenue. As such, it is subject to many of the risks common to early-stage enterprises, including: under-capitalization; cash shortages; limitations with respect to personnel, financial, and other resources; and lack of revenue. Although TruTrace anticipates generating revenue in the future, it is also incurring substantial expenses in the establishment of its business. The success of the Company will ultimately depend on its ability to generate cash from its business. There is no assurance that the future expansion of the business will be sufficient to raise the required funds to continue the development of its business. There is no assurance that the Company will be successful in achieving a return on shareholders' investment, and the likelihood of success must be considered in light of the early stage of its operations.

- **Service Interruptions**

TruTrace intends to serve customers from third-party data center hosting facilities located in Ontario and Quebec. Any damage to, or failure of, TruTrace's systems could result in interruptions to its service. As TruTrace continues to add data centers and add capacity in existing data centers, it may move or transfer its data and its customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of its services. Further, any damage to, or failure of, TruTrace's systems generally could result in interruptions in its service. Interruptions in TruTrace's service may reduce revenue, cause it to issue credits or pay penalties, cause customers to terminate their subscriptions and materially adversely affect its renewal rates and ability to attract new customers.

It is also expected that TruTrace's business might be harmed if its customers believe its service is unreliable. TruTrace intends to replicate and back-up customer data as part of its disaster recovery plans. However, these plans may not be successful in all circumstances. The Company will not control the operation of any third party facilities it may use. All of the facilities it operates or utilizes would be vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite precautions taken at these facilities, the occurrence of a natural disaster or an act of terrorism, a decision to close any facility without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in TruTrace's service. Even with its disaster recovery arrangements, TruTrace's service could be interrupted and its business and financial condition could be materially adversely affected.

- **Need for Continued Development of Technology**

The success of TruTrace's platform will be dependent on the accuracy, proper use and continuing development of its technological systems, including its business systems and operational platforms. Its ability to effectively use the information generated by its information technology systems, as well as its success in implementing new systems and upgrades, may affect its ability to: conduct business with its clients, including delivering services and solutions; manage its inventory and accounts receivable; purchase, sell, ship and invoice its products and services efficiently and on a timely basis; and maintain its cost-efficient operating model while expanding its business in revenue and in scale.

- **Ability to Generate Profits**

There can be no assurance that TruTrace will generate net profits in future periods. Further, there can be no assurance that it will be cash flow positive in future periods. In the event that TruTrace fails to achieve profitability, the value of its shares may decline. In addition, if TruTrace is unable to achieve or maintain positive cash flows, it will be required to seek additional funding, which may not be available on favourable terms, or at all.

- **Regulatory Uncertainty**

The legal global cannabis industry is still in its infancy and is dependent on the regulatory environment, including federal, state and local laws. Part of TruTrace's business and achievement of its business objectives within this sector will be dependent, in part, on compliance with regulatory requirements enacted by governmental authorities for the collection and tracking of data related to the cannabis sector. While TruTrace expects that its business model will be perceived to be viable and compliant with applicable regulatory requirements, there is no guarantee that its platform will be adopted or utilized. To the extent that there are changes to existing regulations, the adoption and use of TruTrace's platform may be adversely affected.

In addition to the above, in jurisdictions such as the United States, the conflict between federal and state legislation could have a material adverse impact on TruTrace's business. TruTrace's management has determined that, at this time, it will only enter regulated markets where there is an alignment between all levels of government and if Canadian Securities Exchange (the "CSE") has approved it conducting operations. However, there can be no assurance that the regulatory environment will remain favourable to the conduct of TruTrace's business. Further, even within Canada, different provinces and local governmental authorities will have different regulatory requirements and it is possible that TruTrace's platform may not be compatible with those requirements. This variability may be difficult and/or ineffective to manage from both a technological and cost standpoint. In the event that TruTrace's business is determined to be non-compliant with certain applicable regulatory requirements, its business and financial condition could be materially adversely affected.

- **Blockchain Related Risks**

The use of blockchain technology for enterprise applications is in its early stages. While numerous use cases have been developed to demonstrate the efficiency, security and viability of blockchain technology, it is still largely unproven. There are risks that the underlying blockchain protocols and methodologies will not be scalable or sustainable in industry-wide applications. As a new and largely unregulated industry, changes in or more aggressive enforcement of laws and regulations around blockchain could adversely impact companies involved in the industry. Failure or delays in obtaining necessary approvals, or changes in government regulations and policies and practices could have an adverse impact on TruTrace's future cash flows, earnings, results of operations and financial condition. Further, governmental agencies could shut down or restrict the use of blockchain platforms or blockchain based technologies. This could lead to a loss or interruption in business for TruTrace.

- **Intellectual Property Risk**

TruTrace's activities may infringe on patents, trademarks or other intellectual property rights owned by others. If TruTrace is required to defend itself against intellectual property rights claims, it may spend significant time

and effort and incur significant litigation costs, regardless of whether such claims have merit. If TruTrace is found to have infringed on the patents, trademarks or other intellectual property rights of others, it may also be subject to substantial claims for damages or a requirement to cease the use of such disputed intellectual property, which could have an adverse effect on its operations. Such litigation or claims and the consequences that could follow could distract management of TruTrace from the ordinary operation of its business and could increase costs of doing business, resulting in a negative impact on the business, financial condition, or results of operations of the Company.

- **Evolving Business Model**

As digital assets and blockchain technologies become more widely available, management expects the services and products associated with them to evolve. As a result, to stay current with the industry, TruTrace's business model may need to evolve as well. From time to time, TruTrace may modify aspects of its business model relating to its product mix and service offerings. It cannot offer any assurance that these or any other modifications will be successful or will not result in harm to the business. TruTrace may not be able to manage growth effectively, which could damage its reputation, limit its growth and negatively affect its operating results. Such circumstances would have a material adverse effect on the Company's ability to continue as a going concern, which would have a material adverse effect on its business, prospects and operations, and harm TruTrace's investors.

- **Network Security Risks**

TruTrace expects to obtain, transmit and store confidential user information in connection with its services. These activities are subject to the laws and regulations of Canada and other jurisdictions. The requirements imposed by these laws and regulations, which often differ materially among the many jurisdictions where TruTrace intends to offer services, are designed to protect the privacy of personal information and to prevent that information from being inappropriately disclosed. TruTrace expects to rely on a variety of technologies to secure its systems. Despite the implementation of network security measures, its infrastructure will potentially be vulnerable to computer break-ins and similar disruptive problems. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments, including improper acts by third parties, may result in a compromise or breach of the security measures that the Company uses to protect its systems. TruTrace could also suffer from an internal security breach.

Computer viruses, break-ins or other security problems could lead to misappropriation of proprietary information and interruptions, delays or cessation in service to TruTrace users. If internal TruTrace personnel or a third party were to misappropriate, misplace or lose corporate information, including financial and account information, customers' personal information, or source code, its business may be harmed. TruTrace may be required to expend significant capital and other resources to protect against these security breaches or losses or to alleviate problems caused by these breaches or losses. If third parties gain improper access to TruTrace's systems or databases or those of its partners or contractors, they may be able to steal, publish, delete or modify confidential customer information. A security breach could expose TruTrace to monetary liability, and lead to inquiries, fines, or penalties.

- **Reliance on Key Personnel**

TruTrace's success depends in large measure on certain key personnel and the contributions of these individuals to its immediate operations are likely to be of central importance. The loss of the services of such key personnel could have a material adverse effect on the Company. In addition, the competition for qualified personnel in the technology industry is intense and there can be no assurance that TruTrace will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity, and good faith of TruTrace's management.

- **Management of Complex Software Implementation Projects**

The successful deployment of TruTrace’s software will depend on managing complex implementation projects. A variety of factors may result in complex deployments being delayed, cancelled or failing, including: the inherent complexity of modern software; difficulty staffing the project with qualified personnel; difficulty managing a project in which the customer and multiple vendors must work together effectively; unrealistic deadlines; inability to realistically limit the scope of the project; problems with third party systems, software or services; inaccurate or faulty data; and insufficient time and investment spent in the planning and design phases of the project. As a result, TruTrace may not be able to successfully manage deployments of its software which could harm its reputation, be costly to correct, delay revenues, and expose it to litigation.

- **Conflicts of Interest**

Certain directors and officers of TruTrace are also directors and officers of other companies. In addition, they may devote time to other outside business interests, so long as such activities do not materially or adversely conflict with their duties to the Company. The interests of these persons could conflict with those of TruTrace. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of TruTrace board of directors, a director who has such a conflict will abstain from voting for or against the approval of any such matter. In accordance with applicable laws, the directors of TruTrace will be required to act honestly, in good faith, and in the best interests of TruTrace.

- **Competition**

TruTrace expects to compete with other technology platforms focused on the supply chain, as well as the global cannabis sector. Market and financial conditions, and other conditions beyond TruTrace’s control, may make it more attractive to invest in other financial vehicles which could limit the market for TruTrace’s shares.

- **Risks Relating to COVID-19**

The recent outbreak of COVID-19 (Coronavirus) pandemic could impact the Company’s operations by negatively impacting the supply chain including both manufacturing and delivery of products to customers, create shortages of qualified staff, reduce consumption of product and reduce the availability of both equity and or debt in the marketplace. Such an outbreak, could have a material adverse effect on our business, financial condition, results of operations and our ability to raise capital either through equity of debt.

Other Information

Additional information about the Company is available under TruTrace’s profile on SEDAR at www.sedar.com.

Approval

This MD&A is authorized for issue by the Board on March 30, 2021.