ICEsoft Technologies Canada Corp.
Interim Management Discussion and Analysis – Quarterly Highlights
For the three and six months ended June 30, 2016

## MANAGEMENT'S DISCUSSION & ANALYSIS – QUARTERLY HIGHLIGHTS

This Management's Discussion & Analysis – Quarterly Highlights ("MD&A") is intended to provide readers with supplemental information that management ("Management") of ICEsoft Technologies Canada Corp. ("ICEsoft" or the "Corporation"), formerly Stinton Exploration Ltd ("Stinton"), believes is required to gain an understanding of the financial results of the Corporation for the quarter ended June 30, 2016 and to assess the Corporation's future prospects.

Accordingly, certain sections of this report contain forward-looking statements and forward-looking information (collectively, "Forward-Looking Information"), as defined under applicable Canadian securities laws, which are based on current plans and expectations. See under the heading "Special Note Regarding Forward Looking Information". Additional information relating to ICEsoft is available under ICEsoft's profile on www.sedar.com.

This MD&A, presented and dated as of August 16, 2016, is supplemental in nature and should be read in conjunction with the consolidated financial statements and related notes for the quarter ended June 30, 2016 and with the full MD&A provided with the audited financial statements for year end December 31, 2015.

All currency amounts in the accompanying financial statements and this MD&A are in Canadian dollars unless otherwise noted.

### Special Note Regarding Forward Looking Information

Certain statements contained in this listing statement constitute "forward-looking statements". These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of ICEsoft to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; speed of market adoption; reliance on reseller and partners; limited operating history of ICEsoft; market fluctuations; and retention of key personnel.

Forward-looking statements are based on a number of material factors and assumptions, including that ICEsoft shall be successful in its attempts to raise working capital in the near to medium term future, market demonstrates on-going adoption of new technologies, no material change to the competitive environment and ICEsoft will be able to access and retain sufficiently qualified technical, sales and marketing staff. While ICEsoft considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section "Risk Factors".

New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forward-looking statement.

This MD&A includes market and industry data that has been obtained from third party sources, including industry and market analyst publications. Management believes that this industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this MD&A or ascertained the underlying economic assumptions relied upon by such sources.

ICEsoft advises shareholders to carefully review the reports and documents it files from time to time with the securities regulatory authorities on SEDAR at www.sedar.com.

## Corporate Structure

ICEsoft Technologies Canada Corp. (the “Company”, or the “Corporation”, or “ICEsoft” or “ICEsoft Technologies”) was formed in 2001 incorporated under the Canada Business Corporations Act, and was domiciled in Canada. The Company completed a three-cornered amalgamation with Stinton Exploration Ltd (“Stinton”), a reporting issuer, on September 24, 2015. Stinton was incorporated under the Canada Business Corporations Act on September 1, 2010. Following the amalgamation, on November 19, 2015 Stinton changed its name to ICEsoft Technologies Canada Corp.. ICEsoft is a reporting issuer company incorporated under the Canada Business Corporations Act (“CBCA”), and is domiciled in Canada.

Commencing January 1, 2016 the Company began tracking financial performance across two business units. The business units consist of the Company’s existing product portfolio consisting of its ICEfaces, ICEpdf and BridgeIt product offerings; and its emerging product portfolio consisting of Voyent, the Company’s new Software as a Service product offering scheduled for launch in Q3, 2016. The segmented information provides shareholders and interested parties with greater transparency into the costs and performance of the business.

The Company’s head office is located at 300, 1717 10 St NW Calgary, Alberta Canada T2M 0P5. The consolidated financial statements of the Company as at and for the quarter ended June 30, 2016 consist of the Company and wholly owned subsidiaries. ICEsoft wholly owns ICEsoft Technologies Holdings Ltd., which was amalgamated under the CBCA and which has a wholly-owned Delaware subsidiary, ICEsoft Technologies, Inc. which acts as the United States operating entity.

## Basis of Presentation

This review of the results of operations should be read in conjunction with the consolidated financial statements for the quarter ended June 30, 2016 and the full MD&A as at December 31, 2015. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements were approved and authorized for issue by the Board of Directors on August 16, 2016.

Certain supplementary measures in this MD&A do not have any standardized meaning as prescribed under IFRS and, therefore, may not be comparable with calculation of similar measures for other entities and should be considered non-IFRS measures. These measures are described and presented in order to provide information regarding the Corporation’s financial and operational results, liquidity and ability to generate funds to finance its operations. These measures are identified and presented, where appropriate, together with reconciliations to the equivalent IFRS measures. However, they should not be used as an alternative to IFRS measures because they may not be consistent with calculations of other companies. These non-IFRS measures, and certain operational definitions used by the Corporation, are further explained below.

**EBITDA and Adjusted EBITDA**

EBITDA refers to net income before finance expenses, taxes, depreciation and amortization.

Adjusted EBITDA is calculated as EBITDA before costs associated with non-recurring business costs associated with acquisition or corporate restructuring, share-based compensation, and warrant based financial expenses.

These measures do not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar captioned terms presented by other users. Management believes that EBITDA and adjusted EBITDA are key indicators for the results generated by the Corporation’s core business activities because they eliminate non-recurring items and the impact of finance and tax structure variables that exist between entities.

**No comparative information**

The financial information has been prepared with limited comparative information presented in accordance with Section 4.7(4) of National Instrument 51-102, as it is currently impracticable to present all prior-period information.

**Use of estimates and judgments**

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

**Functional and presentation currency**

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The functional currency of ICEsoft Technologies Inc. is U.S. dollars and is translated to the presentation currency.

**Basis of consolidation**

The financials within this MD&A include the accounts of the Corporation and its subsidiaries. All intercompany transactions have been eliminated in these consolidated financial statements. Subsidiaries are those entities that the Corporation controls by having the power to govern the financial and operating policies of the entity. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Corporation controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are subsequently deconsolidated from the consolidated financial statements on the date that control ceases. The accounting policies of the subsidiaries are consistent with the policies adopted by the Corporation.

**General Business Outlook**

Management is currently undertaking actions necessary to become cash flow positive on a consolidated and ongoing basis. During June 2016, Management completed an operational restructuring of the business which reduced SG&A expenses by approximately $40,000 a month ($480,000 annualized). A further $5,000 in SG&A costs per month ($60,000 annualized) is expected to be reduced in Q3 2016. Coupled with this reduction, ICEsoft does not anticipate to incur many of the one-time expenses it has experienced during the last year associated with going public. The results of ICEsoft's reduced cost structure will appear in the Q3 2016 results.

ICEsoft further raised $475,000 in Q2 2016 by way of private placement and plans to use the financial injection to reduce payables and support working capital.

Management believes that as a consequence of the above actions, ICEsoft will no longer be dependent on additional financing sources, either debt or equity-based, in order to complete its new product development initiatives and to advance the business. However, by relying strictly on operational cash flow to finance sales and marketing efforts of new product initiatives, the speed and extent to which market share could grow may be compromised. Thus, ICEsoft will continue to seek additional financing sources. If and when additional financing sources are secured, Management will consider effective deployment of the funds to accelerate new product traction in the market place with an eye to remaining cash flow positive.

ICEsoft remains on track for a Q3 2016 launch of its latest product, Voyent, to the broad ICEsoft developer base and believes that material market traction will be established by early 2017. Beta release testing is ongoing with promising pre-launch sales interest being expressed in the healthcare and government verticals.

With regards to the timing of ICEsoft's conditional approval on the Canadian Securities Exchange, Management has found that the market conditions are not conducive for junior Canadian technology stock offerings at the present time. Management believes that given the recent capital raise, combined with cost restructuring efforts, and its planned upcoming new product release, the Company's business prospects are strong and are well positioned to thrive going forward. Accordingly, Management has concluded that shareholder interests are best served by deferring any near-term application for public listing and re-approaching the public markets at a later time from a position of improved strength and when general market conditions are more receptive to a small cap technology offering.

**Key Milestones**

ICEsoft's business objectives are to successfully launch its new context-enriched services platform, increase both its user and subscriber base by 25% and increase corporate revenue. Further information is included in the table below and is subject to obtaining further funding.

| Business Objective | Description | Target Date | Q2 2016 Update |
|---|---|---|---|
| Reduction and restructuring of convertible/secured debt. | ICEsoft will undertake to reduce the size of its current convertible and secured debt liabilities. | Q1 2016 | Complete |
| Increase available working capital and move the business towards becoming a sustainable cash-flow positive entity on a consolidated basis. | ICEsoft will undertake to increase its available working capital by $2-3M sourced from a combination of either public and/or private markets. | Q1-Q2 2016 | $837,448 raised via private placement thus far in 2016. Restructuring of operating structure to achieve cash-flow positive operations largely completed. |
| Successful Launch of Context-Enriched Services Platform | ICEsoft plans for a general market launch of its Context-Enriched Services platform in Q3'16. Targeted launch collateral includes appropriate tutorials, documentation, demos and videos as well as lead customer case studies and testimonials. | Q3 2016 | On track |
| Website Redesign and Software as a Service Infrastructure Deployment | ICEsoft will undertake to redesign its website and hosting infrastructure to better reflect, host and support its new context-based product offering. | Q2 2016 | Complete |
| Secure early Subscription Sales for latest product | ICEsoft plans to close an incremental 5-7 subscriptions | Q4 2016 | Additional efforts need to be applied in order to sales to meet target |

## Summary of Financial and Operational Results

The following tables set forth consolidated financial data prepared in accordance with IFRS for the quarter ended June 30, 2016.

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2016 $ | June 30, 2015 $ | June 30, 2016 $ | June 30, 2015 $ |
| **Revenue** | 459,000 | 499,285 | 985,553 | 1,069,564 |
| **Net loss** | (422,155) | (131,195) | (541,385) | (695,496) |

| | As at June 30, 2016 $ | As at Dec 31, 2015 $ |
|---|---|---|
| **Working Capital (Current Assets less Current Liabilities)** | (2,247,303) | (3,970,061) |
| **Total Assets** | 318,318 | 239,327 |
| **Total Liabilities** | 2,851,191 | 4,393,251 |

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| **Summary Table of Operations** | June 30, 2016 $ | June 30, 2015 $ | June 30, 2016 $ | June 30, 2015 $ |
| Net Loss | (422,155) | (131,195) | (541,385) | (695,496) |
| General & Administrative Expenses | 211,057 | 135,024 | 392,995 | 278,082 |
| Net Operating Income | (198,979) | (110,069) | (315,576) | (187,936) |
| EBITDA | (418,888) | (50,404) | (517,802) | (566,270) |
| Adjusted EBITDA | (109,525) | (50,404) | (270,878) | (996) |
| (less stock based compensation & warrant based financing charges) | | | | |

**Summary of Quarterly Results**

The following table summarizes select financial information for ICEsoft Technologies Canada Corp. for the prior one most recently completed quarters ending at the end of March 31, 2016. All amounts expressed in $CDN. The financial information has been prepared with limited comparative information presented in accordance with Section 4.7(4) of National Instrument 51-102, as it is currently impracticable to present all prior-period information.

| | **Q2 03/31/2016** | **Q1 03/31/2016** | **Q4 12/31/2015** | **Q3 09/30/2015** | **Q2 06/30/2015** | **Q1 03/31/2015** |
|---|---|---|---|---|---|---|
| Total Assets | 318,318 | 287,420 | 239,327 | 275,818 | 306,758 | 263,523 |
| | | | | | | |
| Net working Capital* | (2,247,303) | (2,631,384) | (3,970,061) | (3,285,155) | (2,993,761) | (2,658,785) |
| Deferred Revenue | 1,404,691 | 1,410,981 | 1,359,044 | 1,216,091 | 1,155,597 | 1,053,946 |
| Total Liabilities* | 2,851,191 | 3,084,200 | 4,393,251 | 3,793,791 | 3,548,336 | 3,183,325 |
| Total Revenue | 459,000 | 528,425 | 476,697 | 517,120 | 500,152 | 569,337 |
| Net Income from Operations | (198,979) | (122,012) | (275,291) | (124,908) | (110,069)*** | (77,867)*** |
| Income (Loss) per share (basic and diluted) | (0.01) | (0.00) | (0.03) | (0.01) | (0.08) | (0.33) |

*Includes deferred revenue
**results differ from financial statements due to foreign exchange conversion periods
***restated from Q1 2016 reporting

**RESULTS OF OPERATIONS**

Voyent beta testing continues to progress and remains on track for a broader launch to the developer network this fall. During Q2 2016, ICEsoft significantly repositioned its marketing literature and developed a new web site as it prepares for the Voyent launch. Legacy product development continued to advance with new releases to the Company's commercial offerings in its ICEfaces and ICEpdf product lines.

**Restructuring of Operations**

During Q2, ICEsoft reduced labor based expenses and contracted services by approximately $480,000 annualized. The benefits of these reductions will appear in the Q3 2016 financial statements. Concurrently with these actions, Accounts Payable and Accrued Liabilities were reduced by approximately $175,000 or 15% from the prior period. No disruptions to services or service levels have taken place with the restructuring.

**Close of $475,000 private placement:**

During Q2, ICEsoft has closed a non-brokered private placement of 2,379,685 units (the "Units") at a price of $0.20 per Unit, raising aggregate net proceeds of approximately $475,000. Each Unit consists of one common share and one common share purchase warrant exercisable at a price of $0.24 per

share until December 31, 2016 and thereafter exercisable at a price of $0.30 per share until July 1, 2018 (the “Private Placement”). The funds will be used for general working capital.
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**Revenue and Sales**

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2016 $ | June 30, 2015 $ | June 30, 2016 $ | June 30, 2015 $ |
| **Revenue** | 459,000 | 499,285 | 985,553 | 1,069,564 |

Q1 and Q2 2016 combined saw flat sales growth of $846,464USD vs 2015 Q1 and Q2 of $868,457 USD on a constant currency basis. ICEsoft has benefited from the weaker Canadian currency which has translated into larger sales on conversion to Canadian dollars of $1,125,056 for 2016 YTD vs $1,072,630 for Q1 and Q2 2015 or 4.89% growth.

Q2 2016 saw continued execution of the Company’s business strategy to migrate its primary business operations from low margin services and consulting work towards higher margin subscription-based business lines, in particular, early efforts to prepare Voyent for a market launch. Consulting revenues were further reduced by approximately 30% over the prior period.

In reading the quarterly financials, the reader needs to be cognizant of the fact that in a subscription-based business, sales do not translate immediately into revenue over the reporting time period. The Company secures payment in advance of subscription-based sales. Revenue is subsequently amortized and recognized over the term of the subscription. Unamortized amounts of the pre-paid subscription show up as a liability under Deferred Revenue on the balance sheet. As a consequence, quarterly revenue may drop or appear flat while product sales over the period increase.

Management has determined that the previously recorded revenues of Voyent from a particular beta customer did not accurate reflect the nature of the contractual work taking place. Thus, the $33,283 previously reported as Voyent sales has been re-categorized as consulting and engineering services related income.

There was no material shift in revenue across geographic regions.

**Operating, General & Admin Expenses**

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2016 $ | June 30, 2015 $ | June 30, 2016 $ | June 30, 2015 $ |
| **Cost of Sales, Operating, General and Admin Expenses** | 657,981 | 609,354 | 1,301,130 | 1,257,500 |

Cost of sales consists only of commissions based on sales, and remained a low, consistent percentage of sales. The company pays commissions on sales rather than revenue. As part of the Q2 restructuring, the VP of Sales was released from the organization. Management expects cost of goods sold to contribute less to expenses going forward.

Product related marketing costs and investments have remained low year to date.

Administration costs increased year to date. One time only costs were incurred with legal, audit and other services associated with corporate restructuring efforts and in preparation to list as a public company.

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | **June 30, 2016 $** | **June 30, 2015 $** | **June 30, 2016 $** | **June 30, 2015 $** |
| **Net Operating Income** | (198,979) | (110,069) | (315,576) | (187,936) |

The business saw net operating income decrease in Q2 2016 relative to the same period of the prior year. The majority of the cost increases were associated with going public activities and are expected to reduce for the foreseeable quarters.

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | **June 30, 2016 $** | **June 30, 2015 $** | **June 30, 2016 $** | **June 30, 2015 $** |
| **Net Loss** | (422,155) | (131,195) | (541,385) | (695,496) |

Included in net loss and comprehensive loss for the quarter ended June 30, 2016 is a significant non-cash charge relating to stock and warrant based incentives of $309,362.

**Segmented Results**

Commencing January 1, 2016 the Company began tracking financial performance across two business units. The business units consist of the Company's legacy product portfolio consisting of its ICEfaces, ICEpdf and BridgeIt product offerings, and its emerging product portfolio consisting of

Voyent, the Company's new Software as a Service product offering scheduled for launch in Q3, 2016.

The segmented information provides shareholders and interested parties with greater transparency into the costs and performance of the business. In Q1 2016, the company reported $33,283 in Voyent sales. Management has determined that these sales more accurately represent Legacy revenue and thus have been restated.

| | Six Months Ended June 30, 2016 | | |
|---|---|---|---|
| | **Legacy Business $** | **Voyent Business $** | **Total $** |
| **Revenue** | 985,553 | 0 | 985,553 |
| **Expenses** | | | |
| **Cost of Goods Sold** | 86,226 | 0 | 86,226 |
| **Payroll Expense** | 552,555 | 363,391 | 915,946 |
| **General & Administrative** | 199,060 | 96,243 | 295,302 |
| **Sales, Marketing, & Customer Operations** | (1,585) | 5,240 | 3,655 |
| **Total Expenses** | 836,257 | 464,873 | 1,301,129 |
| **Net Operating Income** | **149,296** | **(464,874)** | **(315,576)** |
| **Other Expenses** | | | |
| **Interest Expense** | 20,835 | 2,748 | 23,583 |
| **One Time Costs Associated with Going Public** | 7,865 | 5,243 | 13,108 |
| **Warrant Based Compensation** | 222,640 | 148,427 | 371,066 |
| **Stock based Compensation** | 28,340 | 18,893 | 47,233 |
| **Foreign Exchange** | (26,517) | (18,182) | (44,700) |
| **One Time Items** | 15,261 | 0 | 15,261 |
| **Gain on Convertible Debenture** | (184,483) | 0 | (184,483) |
| **Total Other Expenses** | 83,940 | 157,129 | 241,069 |
| **Net Income** | **65,356** | **(622,003)** | **(556,645)** |

***rounding impacts results +/- $1.00**

**Stock Based Compensation**

See note 12 and 13 on the financial statements for an update to ICEsoft's stock based compensation.

**Liquidity and Capital Resources**

No new changes to ICEsoft's liquidity and capital resources or financing requirements have taken place. Please review the annual MD&A for more details.

**Shares Outstanding**

See note 10 on the financial statements for an overview of the shares outstanding and share capital of the Corporation.

**Foreign Exchange Gains and Losses**

See note 16(d) on the financial statements for description of foreign exchange impacts to the Corporation.

**Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements at this time.

**Transactions with Related Parties**

See note 13 on the financial statements for a description of related party transactions.

**Commitments**

See note 14(a) on the financial statements for outstanding commitments the corporation faces.

**Subsequent Events**

See note 18 on the financial statements.

**Significant Accounting Judgments, Estimates and Assumptions**

See note 4 on the financial statements for a description of significant accounting judgments, estimates and assumptions.

**Changes in Accounting Standards**

See note 4 on the financial statements for changes in accounting standards.

**Risk Factors**

No new risks have been identified. Please review the annual MD&A for a list and description of risks facing ICEsoft.