ICEsoft Technologies Canada Corp.
Interim Management Discussion and Analysis – Quarterly Highlights
For the period ended September 30, 2017

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 September 30, 2017 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 November 21, 2017 is supplemental in nature and should be read in conjunction with the consolidated financial statements and related notes for the quarter ended September 30, 2017 and with the full MD&A provided with the audited financial statements for year-end December 31, 2016.

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.

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; the market demonstrates on-going adoption of new technologies; there is 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.

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 may have on our business. 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. Although the associated industry 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.

<u>Corporate Structure</u>

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 reverse takeover of 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 reverse takeover 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.

ICEsoft and its subsidiaries are commercial Java open source technology companies and providers of mobile rich Internet applications development solutions for desktop and mobile enterprise. The Company’s head office is located at 370, 3553 31st Street NW, Calgary, Alberta, Canada, T2L 2K7. The consolidated financial statements of the Company as at, and for the year ended, December 31, 2016 and the period ended September 30, 2017 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.

<u>Basis of Presentation</u>

This review of the results of operations should be read in conjunction with the consolidated financial statements for the period ended September 30, 2017. 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 November 21, 2017.

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 interest, taxes, depreciation and amortization.

Adjusted EBITDA is calculated as EBITDA before costs associated with share-based compensation, accretion of convertible notes, as well as gain and loss of reduction of trade payables.

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.

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 presentation currency. The functional currency of ICEsoft Technologies Inc. is U.S. dollars and is translated to the presentation currency.

Basis of consolidation

The financial information contained within this MD&A include the accounts of the Corporation and its subsidiaries. All intercompany transactions have been eliminated in the 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.

General Business Outlook

Management believes that ICEsoft's core/legacy business products will continue to generate sufficient income and cash flow for ICEsoft to remain solvent to meet its financial obligations. However, the market for ICEsoft's legacy products is maturing in nature as evidenced by the nine months ended September 30, 2017 and 2016 full year declining revenues and should be expected to decline further over time.

ICEsoft anticipates that an additional $400,000 in financing sources, either debt or equity-based will be required to complete its new product development initiatives and maximize its business growth opportunities. Should ICEsoft not be able to raise these funds by year end, the company will begin to pursue strategic alternatives and the termination of the Voyent program.

Key Milestones

Business Objective	Description	Target Date	Q3 Progress
Establish first Voyent sales	Secure initial sales for Voyent, likely within the small to medium sized municipality, oil and gas or insurance markets.	Q3 2017	ICEsoft is behind on this target but has secured its first trail customer for Voyent and has verbal acceptance for additional customers. At this point, sales are expected to begin to materialize in Q1 2018.
Secure Voyent strategic partnership	ICEsoft plans to secure a strategic partnership to allow it to hone the Voyent product with preparation for a broader launch into its developer community.	Q3 2017	ICEsoft secured its first partnership to hone its product with the municipality of Warman Saskatchewan.
Increase available working capital	ICEsoft will undertake to increase its available working capital by $1M+ sourced from a combination of	Q1-Q4 2017	ICEsoft is behind on this target. The company raised $55,000 in debt

	public and private markets.		during Q3 [$265,000 year to date] from insiders. Should the company not be able to raise $400,000 in incremental working capital by the end of the year, ICEsoft will be required to pursue strategic alternatives to meet liabilities and obligations.
Launch Voyent to ICEsoft's broad developer community	ICEsoft plans for a broad market launch of Voyent to its installed developer community. Targeted launch collateral will be prepared before the launch, including tutorials, documentation, demos and videos as well as lead customer case studies from strategic partnerships and testimonials.	Q4 2017	At this point ICEsoft is focused on entering the municipal market with a specific application solution. ICEsoft is not actively pursuing a tool based product for the developer community.
Increased subscription sales	ICEsoft plans to close an incremental $147,000 CAD in sales from ICEfaces and ICEpdf during 2017.	Q4 2017	ICEsoft landed $55,000 CAD in Q3 2017 and $164,800 CAD from new customers in the nine months ended September 30, 2017. These new sales were less than the required volume to maintain subscription income to 2016 levels.

Summary of Financial and Operational Results

The following tables set forth consolidated financial data prepared in accordance with IFRS for the quarter ended September 30, 2017.

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 September 30, 2017. All amounts expressed in $CAD.

Summary Table of Financial and Operational Results	**Three Months Ended Sept 30, 2017 $**	**Three Months Ended Sept 30, 2016 $**	**Nine Months Ended Sept 30, 2017 $**	**Nine Months Ended Sept 30, 2016 $**
Revenue	414,473	464,813	1,314,159	1,459,331
Operating Loss	(45,765)	(94,517)	(162,190)	(454,283)
Net Loss	(70,451)	(130,629)	(234,612)	(359,397)
Working Capital	(2,767,479)	(2,476,637)	(2,767,479)	(2,476,637)
Total Assets	148,561	332,314	148,561	332,314
Total Liabilities	2,916,040	2,808,951	2,916,040	2,808,951
Net Loss	(70,451)	(130,629)	(234,612)	(359,397)
Add Back:				
Financing Costs	17,472	15,128	48,481	72,212
EBITDA	**(52,979)**	**(115,501)**	**(186,131)**	**(287,185)**
Add Back:				
Stock based compensation	7,439	26,545	29,358	73,785
Gain/Loss on cancelled debt & trades payable	0	0	(5,200)	0
Gain on conversion of debenture	0	0	0	(242,206)
Adjusted EBITDA	**(45,540)**	**(88,957)**	**(161,972)**	**(455,606)**

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 September 30, 2017. All amounts expressed in $CAD.

	Q3 2017-09-30	Q2 2017-06-30	Q1 03/31/2017	Q4 12/31/2016	Q3 09/30/2016	Q2 06/30/2016	Q1 03/31/2016	Q4 12/31/2015
Total Assets	148,561	201,322	236,638	234,832	328,186	318,318	287,420	239,327
Net Working Capital*	(2,767,479)	(2,770,933)	(2,725,991)	(2,651,870)	(2,431,379)	(2,247,303)	(2,775,878)	(3,970,061)
Deferred Revenue	969,150	1,070,080	1,191,653	1,219,345	1,360,139	1,404,691	1,410,981	1,359,044
Total Liabilities*	2,916,040	2,972,255	2,962,629	2,886,702	2,759,565	2,851,191	3,037,158	4,393,251
Total Revenue	414,473	432,273	467,415	476,697	461,201	459,000	532,357	500,037
Net Income from Operations	(45,765)	(77,445)	(56,359)	(275,291)	(87,852)	(198,979)	(122,013)	(408,721)
Income (Loss) per share (basic and diluted)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)	(0.11)

*includes deferred revenue

RESULTS OF OPERATIONS

Revenue and Sales

	Three Months Ended		Nine Months Ended	
	Sept 30, 2017 $	Sept 30, 2016 $	Sept 30, 2017 $	Sept 30, 2016 $
Revenue	414,473	464,813	1,314,159	1,459,331

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.

Q3 2017 vs Q3 2016 saw a decline in revenues of $50,340 or 11%. Year to date 2017 vs. year to date 2016 revenues declined by $145,172 (10%). 54% of this reduction in revenues ($79,041) came from the strategic decision to reduce lower margin consulting services. At the same time, deferred revenues declined by $250,195 2017 YTD/2016 year-end (21%) reflecting a maturing market for the legacy business lines and the strategic decision to limit two and three year subscription renewals. There was no material shift in revenue across geographic regions.

Operating, General & Admin Expenses

	Three Months Ended		Nine Months Ended	
	Sept 30, 2017 $	**Sept 30, 2016 $**	**Sept 30, 2017 $**	**Sept 30, 2016 $**
Cost of Sales, Operating, General and Admin Expenses	460,238	559,330	1,476,349	1,913,614

G&A costs in Q3 were reduced across all three categories – Research and Development, General and Administrative and Sales and Marketing. In total costs were reduced $99,092 or 18% in Q3 2017 vs. Q3 2016 as the effects of recent reductions in staffing continued to materialize. Severance obligations are included in these results and will continue to taper off in the coming months which will further reduce expenses. ICEsoft is beginning to make headway with Voyent sales, however should sales not materialize in the coming months, management will take further action to reduce costs and become profitable on the legacy business to meet its liability obligations.

	Three Months Ended		Nine Months Ended	
	Sept 30, 2017 $	**Sept 30, 2016 $**	**Sept 30, 2017 $**	**Sept 30, 2016 $**
Net Operating Income	(45,765)	(94,517)	(162,190)	(454,283)

The business saw net operating income improve $48,752 (52%) in Q3 2017 relative to the same period of the prior year as the impacts of continued restructuring and cost reductions took hold. Management forecasts that minimal Voyent sales traction will push the business into a profitable net operating income position.

	Three Months Ended		Nine Months Ended	
	Sept 30, 2017 $	**Sept 30, 2016 $**	**Sept 30, 2017 $**	**Sept 30, 2016 $**
Net Loss	(70,451)	(130,629)	(234,612)	(359,397)

Included in net loss and comprehensive loss for the quarter ended September 30, 2017 is a small stock based compensation expense of $7,439. In 2016 this was slightly higher at $26,545.

Stock Based Compensation

See note 11, 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 for events subsequent to quarter end.

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.