Corporate Catalyst Acquisition Inc.

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

For the three months ended March 31, 2018

Date:

This management discussion and analysis ("**MD&A**") of the financial condition and results of operations of Corporate Catalyst Acquisition Inc. (the "**Company**") is for the three months ended March 31, 2018, and is provided as of May 29, 2018. The Company's unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards. All amounts presented are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements:

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, projected costs, capital expenditures, financial results, taxes and plans and objectives of or involving the Company. Particularly, statements regarding our future operating results and economic performance are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Examples of such statements include the Company's intention to complete a "**Qualifying Transaction**" (as defined by policy 2.4 (the "**CPC Policy**") of TSX Venture Exchange Inc. (the "**Exchange**")) and to complete future financings, acquisitions or investments. Forward looking-information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what we currently expect. These factors include the ability of the Company to obtain necessary financing, satisfaction of the conditions under any definitive agreement in connection with a Qualifying Transaction and satisfaction of Exchange requirements with respect to a Qualifying Transaction. For more exhaustive information on these risks and uncertainties, you should refer to the prospectus of the Company dated December 4, 2012 (the "**Prospectus**"), which is available at www.sedar.com. Forward-looking information contained in this MD&A is based on our current estimates, expectations and projections, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While we may elect to, we are under no obligation and do not undertake to update this information at any particular time.

Company Overview:

The Company was incorporated on March 19, 2012, under the *Business Corporations Act* (Ontario). On October 11, 2012, the Company filed Articles of Amendment removing the restrictions on the transfer of its common shares. The authorized capital of the Company consists of an unlimited number of common shares without nominal or par value. On April 3, 2012 and October 10, 2012, the Company issued 4,600,000 and 400,000 common shares, respectively, for a total of 5,000,000 common shares (the "**Seed Shares**") to seed shareholders for cash consideration of $500,000. The Seed Shares are subject to escrow in accordance with Exchange requirements and will be released in accordance with the terms and conditions of an escrow agreement among the Company, Olympia Transfer Services Inc., as the escrow agent, and the holders of the Seed Shares. On December 28, 2012, the Company completed its initial public offering (the "**Offering**") of 2,084,400 common shares at a purchase price of $0.20 per common share by way of a prospectus for gross proceeds of $416,880. Canaccord Genuity Corp. ("**Canaccord**") acted as agent in connection with the Offering. For its services, Canaccord received a cash commission equal to 10% of the gross proceeds of the Offering as well as non-transferable warrants to purchase up to 208,440 common shares at an exercise price of $0.20 per common share, exercisable within twenty-four months from the listing of the common shares on the Exchange (the "**CCA Canaccord Warrants**"). Canaccord also received an administration fee for its services. On December 22, 2014, Canaccord exercised 186,040 CCA Canaccord Warrants to acquire 186,040 common shares of the Company. The balance of the CCA Canaccord Warrants expired unexercised on December 28, 2014. The Company is a Capital Pool Company (a "**CPC**"), as defined in the CPC Policy. The principal business of the Company is the identification and evaluation of businesses and assets with a view to completing a Qualifying Transaction.

On January 5, 2015, the Exchange suspended trading of the common shares of the Company as a result of the Company's failure to complete a Qualifying Transaction within 24 months of listing. The Company had until September 30, 2015 to complete its Qualifying Transaction without a transfer of its listing to the NEX Exchange. The Company did not complete its Qualifying Transaction by September 30, 2015, and as a result, the Company applied for the transfer of its listing to the NEX Exchange which the Exchange accepted. At its annual and special meeting of shareholders held on December 16, 2014, the Company received shareholder approval to transfer its listing to the NEX Exchange and to cancel an aggregate of 2,450,000 Seed Shares held by non-arm's length parties of the Company. On October 1, 2015, the Company cancelled 2,450,000 Seed Shares in accordance with Exchange policies. On October 5, 2015, the Company's listing was transferred to the NEX Exchange and the trading symbol of the Company was changed from "CII.P" to "CII.H". The common shares resumed trading on September 13, 2016.

On March 13, 2018, the Company entered into a letter agreement (the "**Letter Agreement**") with Globalive Technology Partners Inc. ("**GTP**") outlining the principal terms and conditions pursuant to which the Company and GTP intend to complete a transaction that will result in a reverse takeover of the Company by shareholders of GTP (the "**Proposed Transaction**"). On May 23, 2018, the Company and GTP entered into a definitive amalgamation agreement in respect of the Proposed Transaction (the "**Amalgamation Agreement**"). The Proposed Transaction will constitute the Company's Qualifying Transaction under the CPC Policy.

Overall Performance:

As stated above, the Company issued the Seed Shares in April 2012 and October 2012, for aggregate gross proceeds of $500,000. In December 2012, the Company completed the Offering for aggregate gross proceeds of $416,880. On December 22, 2014, Canaccord exercised 186,040 CCA Canaccord Warrants for aggregate proceeds of $37,208 to the Company. The CPC Policy sets out the permitted uses of proceeds realized from the sale of all securities issued by a CPC, which include expenses related to the identification and evaluation of businesses with a view to completing a Qualifying Transaction, fees for legal and accounting services, agents' fees, costs and commissions and listing and filing fees. Pursuant to the CPC Policy, not more than the lesser of 30% of the gross proceeds from the issuance of securities or $210,000 may be used to cover prescribed costs of issuing the securities or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the

Company. The Company has exceeded this limit. The impact of this violation is not known and is ultimately dependent on the Exchange.

For the three months ended March 31, 2018, the Company had a net loss of $107,839 consisting of expenses relating to the identification of a Qualifying Transaction ($95,806) as well as professional fees ($3,869), filing fees ($8,104) and administrative and general expenses ($60). These expenses relate to the ongoing cost of maintaining the Company's listing on the NEX Exchange and its reporting issuer status. For the three months ended March 31, 2017, the Company had a net loss of $8,878 consisting of professional fees ($7,411), filing fees ($1,413) and administrative and general expenses ($54). These expenses related to the ongoing cost of maintaining the Company's listing on the NEX Exchange and its reporting issuer status.

Results of Operations:

As at March 31, 2018, the Company had no business operations other than the identification and evaluation of businesses and assets with a view to completing a Qualifying Transaction. The net losses of $107,839 for the three months ended March 31, 2018 and $8,878 for the three months ended March 31, 2017, respectively, were due primarily to the expenses incurred in such periods as set out above.

Selected Interim Financial Information:

A summary of selected financial information for the three month periods ended is as follows:

Statement of Loss and Comprehensive Loss:	**Three Months ended March 31, 2018**	**Three Months ended December 31, 2017**	**Three Months ended September 30, 2017**	**Three Months ended June 30, 2017**
Net loss and comprehensive loss for the period	$(107,839)	$(25,626)	$(11,153)	$(15,278)
Loss per share – basic and diluted	$(0.05)	$(0.011)	$(0.005)	$(0.007)
Statement of Financial Position:				
Working capital	$4,562	$112,400	$138,027	$149,180
Total assets	$122,809	$131,913	$151,974	$158,647
Long-term liabilities	$Nil	$Nil	$Nil	$Nil

Statement of Loss and Comprehensive Loss:	Three Months ended March 31, 2017	Three Months ended December 31, 2016	Three Months ended September 30, 2016	Three Months ended June 30, 2016
Net loss and comprehensive loss for the period	$(8,878)	$(12,167)	$(6,954)	$(15,331)
Loss per share – basic and diluted	$(0.004)	$(0.005)	$(0.003)	$(0.007)
Statement of Financial Position:				
Working capital	$164,458	$173,336	$185,502	$192,457
Total assets	$178,371	$179,838	$192,935	$200,607
Long-term liabilities	$Nil	$Nil	$Nil	$Nil

Liquidity and Capital Resources:

As at March 31, 2018, the Company had $122,809 in cash (compared to $178,371 in cash as at March 31, 2017) as a result of net proceeds derived from the issuance of common shares, which management considers to be sufficient to meet the Company's ongoing obligations.

Financial Instruments and Other Instruments:

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Disclosure of Outstanding Share Data:

As more specifically described above under "Company Overview", there are currently 4,820,440 issued and outstanding common shares in the capital of the Company. In accordance with Exchange requirements, 2,560,000 of these common shares (being the remaining Seed Shares and common shares acquired by a former associate of a director under the Offering) are being held in escrow. There are also 708,440 options issued and outstanding, which enable holders to acquire an aggregate of 708,440 common shares at an exercise price of $0.20 per common share and have an expiry date of December 28, 2022. Accordingly, as of the date hereof, there are 5,528,880 common shares issued and outstanding on a fully-diluted basis.

Significant Accounting Policies:

The Company's significant accounting policies are summarized in Note 2 to the Company's unaudited condensed interim financial statements for the three months ended March 31, 2018.

Adoption new accounting policy:

The Company has adopted IFRS 9 Financial Instruments effective January 1, 2018. IFRS 9 replaces IAS 39.

Financial Instruments: Recognition and Measurement. It includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets and new general hedge accounting requirements.

a) Classification of financial assets and financial liabilities

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. The standard includes three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). It eliminates existing IAS 39 categories of held to maturity, loans and receivables and available for sale. Based on the Company's assessment, this standard does not have a material impact on the classification of financial assets and financial liabilities of the Company.

b) Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' (ECL) model. This will require judgement about how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. Based on the Company's assessment, changes to the impairment model are not expected to have a material impact on the financial assets of the Company because:

i) The majority of the financial assets are measured at FVTPL and the impairment requirements do not apply to such instruments; and

ii) The financial assets at amortized cost are short-term and ECLs are expected to by immaterial. The accounting policies applicable to financial instruments from the date of initial application of IFRS 9 on January 1, 2018 are outlined.

Accounting standards issued but not yet applied:

a) IFRS 16, Leases

The new standard on leases, supersedes IAS 17, Leases, and related interpretations. The standard is effective for years beginning on or after January 1, 2019.

IFRS 16 Leases was issued in January 2016 and replaces IAS 17 Leases. Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. If the lease was classified as a finance lease, a lease liability was included on the statement of financial position. IFRS 16 now requires lessees to recognize a right of use asset and lease liability reflecting future lease payments for virtually all lease contracts. The right of use asset is treated similarly to other non-financial assets and depreciated accordingly. The lease liability accrues interest. The IASB has included an optional exemption for certain short term leases and leases of low value assets; however, this exemption can only be applied by lessees. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the identified asset's use and obtain substantially all the economic benefits from that use. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

The Company has not determined the extent of the impact of the above standard and does not plan to early adopt this new standard.

Off Balance Sheet Arrangements:

The Company had no off balance sheet arrangements.

Proposed Transactions:

On March 13, 2018, the Company entered the Letter Agreement with GTP, a private company incorporated under the laws of the Province of Ontario. The Letter Agreement outlines the principal terms and conditions pursuant to which the Company and GTP intend to complete the Proposed Transaction which will result in a reverse takeover of the Company by shareholders of GTP. On May 23, 2018, the Company and GTP entered into the Amalgamation Agreement. The Proposed Transaction will constitute the Company's Qualifying Transaction under the CPC Policy.

Terms of the Qualifying Transaction

Pursuant to the terms of the Amalgamation Agreement, the Company intends to acquire all of the issued and outstanding securities of GTP by way of a business combination. In consideration, CCA will issue approximately 137 million common shares (the "**Resulting Issuer Shares**") of the resulting public company (the "**Resulting Issuer**"), in the aggregate, to the holders of common shares of GTP ("**GTP Shares**"), the holders of subscription receipts of GTP issued under the Private Placement (as defined below), the holders of existing convertible debentures of GTP and the holders of the 19,920,494 GTP Shares to be issued in exchange for certain assets to be sold to GTP prior to completion of the Proposed Transaction. In addition, it is expected that the Resulting Issuer will issue stock options and restricted share units to certain of its new directors, officers, employees and consultants on closing of the Proposed Transaction.

In connection with the Proposed Transaction, the Company has agreed to, subject to regulatory and shareholder approval: (i) change the name of the Resulting Issuer to such name as GTP may reasonably determine; (ii) use its commercially reasonable efforts to consolidate its common shares on a 6.66:1 basis, or such other basis as agreed to by the Company and GTP; and (iii) approve an omnibus equity incentive compensation plan. Shareholder approval for the name change, the share consolidation and the omnibus equity incentive compensation plan was obtained at the annual general and special meeting of shareholders of the Company held on May 22, 2018.

Closing of the Proposed Transaction is subject to completion and execution of all definitive transaction documents (including accuracy of representations and warranties, compliance of covenants and satisfaction of customary conditions) and receipt of all requisite approvals and consents for the Proposed Transaction including: (i) approval by the Exchange of the Proposed Transaction and the proposed new insiders of the Company; (ii) approval by the board of directors of each of GTP and the Company; and (iii) approval by the shareholders of GTP.

Concurrent Financing

In connection with the Proposed Transaction, on April 5, 2018, GTP completed a $30 million brokered private placement of subscription receipts of GTP ("**Subscription Receipts**") at a price of $1.00 per Subscription Receipt (the "**Private Placement**"). with Canaccord acting as the lead agent. Each Subscription Receipt will be automatically convertible, for no additional consideration, into one GTP Share, upon satisfaction of certain release conditions, which will include, among other things, the closing of the Proposed Transaction and the listing of the Resulting Issuer Shares on the Exchange, and each GTP Share issued therefor shall be exchanged for one Resulting Issuer Share at the closing of the Proposed Transaction.

About GTP

GTP is a private company incorporated under the laws of the Province of Ontario on December 7, 2017. GTP's assets and principal office are located in Toronto, Ontario. GTP is a technology company developing innovative solutions to disrupt traditional industries, primarily using artificial intelligence, internet of things and blockchain technology. GTP's core business is entering into joint ventures with other companies ("**Collaborators**") to co-develop new software applications and technology platforms for use in Collaborators' businesses, as well as for licensing to third-parties. While each Collaborator is different in terms of its objectives, its own existing technology and technological expertise, generally GTP offers the capital and development resources to create the technology stack to be used in the Collaborator's business, as well as its managerial, financial and technical expertise.

For further information regarding the Proposed Transaction, please refer to the news releases of the Company dated March 14, 2018, April 4, 2018 and May 23, 2018 filed on SEDAR at www.sedar.com.

Disclosure Controls and Procedures:

Management of the Company, consisting of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, he has concluded that, as of the end of the period covered by this MD&A, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Internal Control Risks:

The Chief Executive Officer and Chief Financial Officer is responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company’s financial statements for external purposes in accordance with International Financial Reporting Standards. The design of the Company’s internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management and specific audit committee monitoring, which exists. The Chief Executive Officer and Chief Financial Officer and the Chair of the audit committee will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas as required. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company’s financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the Chief Executive Officer and Chief Financial Officer of the financial reports, the integrity and reputation of senior accounting personnel and candid discussion of those risks with the board of directors of the Company.

Risk Factors:

The Company’s overall performance and results of operations are subject to a number of risks and uncertainties, including those set out in the Prospectus. On January 5, 2015, the Exchange suspended trading of the common shares of the Company as a result of the Company’s failure to complete a Qualifying Transaction within 24 months of listing. The Company had until September 30, 2015 to complete its Qualifying Transaction without a transfer of its listing to the NEX Exchange. The Company did not complete its Qualifying Transaction by September 30, 2015. As a result, on October 1, 2015, the Company cancelled 2,450,000 Seed Shares held by non-arm’s length parties of the Company in accordance with Exchange policies, and on October 5, 2015, the Company’s listing was transferred to the NEX Exchange and the trading symbol for the Company was changed from “CII.P” to “CII.H”. The common shares resumed trading on September 13, 2016. Please refer to the risk factors outlined in the Prospectus.

Additional Information:

Additional information relating to the Company is available on SEDAR at www.sedar.com.