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

as of May 30, 2018

For the three month period ended March 31, 2018

This management discussion and analysis ("**MD&A**") of APPx Crypto Technologies Inc. (the "**Company**" or "**APPX**") is for the three month period ended March 31, 2018 and is performed by management using information available as of May 30, 2018. We have prepared this MD&A with reference to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2018, and the related notes thereto ("**Interim Financial Statements**"), as well as audited consolidated financial statements for the period from August 22, 2017 (incorporation) to December 31, 2017, and the related notes thereto ("**Annual Financial Statements**"). The Company's Interim Financial Statements and Annual Financial Statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are expressed in Canadian dollars unless otherwise indicated

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws that may not be based on historical fact, including, without limitation, statements containing the words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect" and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as the factors we believe are appropriate. Forward-looking statements in this MD&A include but are not limited to statements relating to:

- *our ability to obtain funding for our operations, including funding for research and commercial activities;*
- *the initiation, timing, cost, progress and success of our research and development programs;*
- *our business model and strategic plans;*
- *our ability to develop and commercialize mobile and/or blockchain applications candidates to market;*
- *our ability to recruit sufficient numbers of programmers and developers;*
- *our ability to achieve profitability;*
- *our ability to establish and maintain relationships with collaborators with acceptable development, regulatory and commercialization expertise and the benefits to be derived from such collaborative efforts;*
- *the implementation of our business model and strategic plans;*
- *our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;*
- *our expectations regarding federal, provincial and foreign regulatory requirements;*
- *whether we will receive, and the timing and costs of obtaining, regulatory approvals in the United States, Canada, the European Union and other jurisdictions;*
- *the accuracy of our estimates of the size and characteristics of the markets that may be addressed by our development projects;*
- *the rate and degree of market acceptance of our future marketed applications, if any;*
- *the timing of, and our ability and our collaborators' ability, if any, to obtain and maintain regulatory approvals for our product candidates;*
- *our expectations regarding market risk, including interest rate changes and foreign currency fluctuations;*
- *our ability to engage and retain the employees required to grow our business;*
- *the compensation that is expected to be paid to employees and consultants of the Company;*
- *our future financial performance and projected expenditures;*
- *developments relating to our competitors and our industry, including the success of competing applications that are or become available; and*

- *estimates of our expenses, capital requirements and our needs for additional financing.*

Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by APPX, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. In making the forward-looking statements included in this MD&A, the Company has made various material assumptions, including, but not limited to: (i) obtaining positive results from testing; (ii) obtaining enough customers to create market; (iii) general business and economic conditions; (iv) the availability of financing on reasonable terms; (v) the Company's ability to attract and retain skilled staff; (vi) market competition; (vii) the products and technology offered by the Company's competitors; and (viii) the Company's ability to protect proprietary rights

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined below under the heading "Financial Instruments and Risks". Should one or more of these risks or uncertainties, or a risk that is not currently known to us materialize, or should assumptions underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this MD&A and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws. Investors are cautioned that forward-looking statements are not guarantees of future performance and are inherently uncertain. Accordingly, investors are cautioned not to put undue reliance on forward-looking statements.

OVERVIEW

APPX Crypto Technologies Inc. (formerly Appature Mobile Applications Inc.) (the "Company" or "APPX") is a private start-up technology incubator, specializing in launching, acquiring and vertically integrating technology companies. The Company incubates multiple mobile technologies internally while providing engineering, capital, executive management and strategic development services.

The Company was incorporated as CDN BVentures Ltd. on October 30, 2014 under the Business Corporations Act (British Columbia) as a wholly-owned subsidiary of a reporting issuer, Web Watcher Systems Ltd. ("Web Watcher"). On December 9, 2014, Web Watcher entered into an arrangement agreement (the "Arrangement Agreement") with the Company.

Under the terms of the Arrangement Agreement, Web Watcher was to complete a plan of arrangement which would divest Web Watcher of the asset consisting of a letter of intent, which would be divested to the Company for consideration of 1,440,351 common shares of the Company. Web Watcher received shareholder approval for the Arrangement Agreement at an annual general and special meeting of shareholders held on January 29, 2015 and received final approval to the Arrangement Agreement from the Supreme Court of British Columbia on February 5, 2015. The Arrangement Agreement was completed on October 24, 2017.

On October 26, 2017, APPx entered into a share exchange agreement (the "**Exchange**") with Appature Technologies Inc. ("**ATI**").

Under the terms of the Exchange, The Company issued 19,961,193 common shares in exchange for the equivalent number of issued and outstanding shares of ATI, which represents 90.56% ownership of ATI. As a result of the Exchange, the shareholders of ATI own 93.3% of APPx. APPx's board of directors and senior management were reconstituted and consist of the directors and senior management of ATI. Given the majority ownership of the common shares of the Company and the majority representation on the Company's Board of Directors are held by the former shareholders of ATI, ATI has the power to govern the financial and operating policies so as to obtain benefits from the activities of the Company. The Exchange constitutes a reverse acquisition where ATI is considered the accounting acquirer of APPx.

On March 2, 2018, the Company completed a share exchange agreement (the "Transaction") with RewardDrop Software Inc. ("RSI") was incorporated was incorporated under the Canada Business Corporation Act as a private company on August 22, 2017. The Company's head office is located at 7355 Rte Transcanadienne, Suite 200, Saint-Laurent, QC, H4T 1T3. The Transaction constitutes a reverse acquisition where RSI is considered the accounting acquirer of APPx. As a result of reverse acquisition accounting, the financial information contained herein represent a continuation of RSI's financial statements and the acquisition of the Company

Under the terms of the Transaction, the Company issued 50,000,000 common shares in exchange for 150 of issued and outstanding shares of RewardDrop Software Inc., which represents 100% ownership of RSI. As a result of the Transaction, the shareholders of RSI own 68.2% of APPX.

GROWTH STRATEGY

The Company incubates multiple mobile technologies ("**app**") internally while providing engineering, capital, executive management and strategic development services. The following is some but not an exhaustive list of applications they own:

Sweetrlife is an app designed to bring users together in the context of dating and relationships. Users are presented with profiles of nearby users in a fun format that asks they show interest in facts about a person before they can see profile photos and details. This gamified model is not just for fun, but rather to bring intention and accountability to the online dating experience for those seeking deeper and/or longer lasting connections.

Users can communicate with one another in one of several ways, including text, photos, audio chat and video chat. Users cannot communicate with others until they both show interest in one another. If a user doesn't like being contacted by a particular user, they have the option to block said user. This also allows the Company better means to provide a safer experience for everyone.

Users with good intentions are empowered to show their intentions by "Going Exclusive" with one of their matches. Once both users agree to Go Exclusive, they will not be able to communicate with anyone other than their Exclusive match, nor will they be able to see any other user profiles.

Sweetrlife allows users to find whom they're looking for, no matter their preferences, including those who are looking for just friends.

Swiipe is an event discovery app that aggregates events from multiple online services (e.g. Facebook, Eventbrite) and uses geolocation to link users to nearby events. Similar to the swiping model made popular by Tinder, users can swipe events to show their interest (or lack thereof) in events and their event preferences are used to match them with other like-minded users.

In addition to event discovery, Swiipe allows for connecting with other users for dating or friends. As users swipe events, their preferences get more refined, which helps match them with other users who are more likely to share common interests.

The Company intends to monetize the apps through advertising and in-application purchases.

The Company completed the Transaction with RewardDrop Software Inc. on March 2, 2018. RewardDrop has developed a smart phone application called CatchCoin. The vision is to become the leading and trusted retail and venue traffic-generator application. The proprietary platform will enable businesses to drive customers to their locations by offering digital currency and smart token rewards made possible with innovative blockchain technology.

The application allows retailers, and other venue managers, to attract and track valuable foot traffic. CatchCoin takes advantage of offers based on the retail location's preferences, artificial intelligence

HIGHLIGHTS

On October 26, 2017, the Company and ATI closed the share exchange agreement dated September 12, 2017. Pursuant to the share exchange agreement, the Company issued 19,961,193 of common shares of the Company in exchange for 19,961,193 common shares of ATI, resulting in a 90.56% acquisition of the outstanding common shares of ATI.

On February 27, 2018, the Company completed a non-brokered private placement of 7,511,000 special warrants in the capital of the Company at a price of $0.10 per Special Warrant for total proceeds of $751,100. The Special Warrants are exercisable by the holders thereof at any time after February 27, 2018 for no additional consideration and all unexercised Special Warrants will be deemed to be exercised without any further action on the part of the holder on the earlier of: (a) June 28, 2018, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the Special Warrants.

On March 2, 2018, the Company completed a Share Exchange Agreement with RewardDrop Software Inc. ("RSI"). Pursuant to the agreement, the Company has issued aggregate of 50,000,000 common shares of the Company in exchange for all of the issued and outstanding securities of RSI.

On March 14, 2018, the Company raised gross proceeds of $1,930,000 in the Private Placement through the issuance of a total of 19,300,000 special warrants at a price of $0.10 per Special Warrant. Each Special Warrant is exercisable by the holder to receive one common share of the Company for no additional consideration, and all unexercised Special Warrants will be deemed to be exercised without any further action on the earlier of: (a) July 14, 2018, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each province where the Special Warrants were sold qualifying the common shares to be issued upon the exercise of the Special Warrants.

OVERALL PERFORMANCE

Since inception, the Company has accumulated a deficit of $170,596 as at March 31, 2018. APPx expects its operating losses to continue into the next fiscal year as it continues to develop its portfolio of technologies.

The Company has funded its operations with proceeds from equity financings and expects to seek additional funding through equity financings to finance its growth initiatives. However, if APPx application development and ability to commercialize applications does not show progress, or if capital market conditions in general or with respect to the sector or development stage companies such as APPx are unfavorable, its ability to obtain additional funding will be adversely affected

DISCUSSION OF OPERATIONS

RewardDrop recorded a net income of $101,444 (Dec 31, 2017 – loss of $272,040) in the three month period ended March 31, 2018.

The following table provides an overview of the financial results in the three month period ended March 31, 2018:

- Advertising and promotion - $24,379
    - Includes costs associated with advertising and marketing fees related to CatchCoin and fees paid to the Chief Information Officer.
- Consulting and management fees - $17,871
    - Includes fees paid to newly appointed Chief Executive Officer and Chief Financial Officer
- General and administrative fees - $9,210
    - Includes costs relating to office supplies and bank charges
- Professional fees - $38,717
    - Includes audit and legal costs incurred to date as the Company works toward public listing on the Canadian Securities Exchange
- Research and development costs - $71,342
    - Includes fees paid to the President and Director, Chief Technology Officer and Chief Information Officer as well as some mobile application development subcontractors.

QUARTERLY FINANCIAL INFORMATION

The following table sets forth selected financial information for the three month period ended March 31, 2018 ("**Q1 2018**"), and the fiscal period from incorporation on August 22, 2017 to December 31, 2017 ("**Fiscal 2017**"). The selected financial information set out below has been derived from the Annual Audited Financial Statements and accompanying notes, in each case prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company's future performance. The following discussion should be read in conjunction with the Annual Financial Statements.

	Three month period March 31. $	**Period ended December 31. 2017 $**
Net income (loss) for the fiscal year	111,444	(272,040)
Loss per share, basic and fully diluted	0.00	1,814
Total assets	543,042	15,000
Total non-current financial liabilities	--	--

Sources and Uses of Cash

	Q1 2018	Fiscal 2017
	$	$
Cash used in operating activities	(179,136)	—
Cash provided by financing activities	2,528,961	—
Net (decrease) increase in cash and cash equivalents	2,349,825	—

As at March 31, 2018, the Company has $2,349,825 in cash and cash equivalents compared to $Nil as at December 31, 2017. The Company has working capital of $2,318,478 at March 31, 2018 compared to a working capital deficit of $271,890 as at December 31, 2017.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes that the Company will not require additional working capital to meet its primary business objectives over the next 12 months.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on fiscal management and funding through future equity issuances and through short term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

OUTSTANDING SHARE CAPITAL

As of May 30, 2018, there were 76,307,367 Common Shares issued and outstanding and other securities convertible into Common Shares as summarized in the following table.

	Number Outstanding as of May 30, 2018	Number Outstanding as of March 31, 2018
Common Shares issued and outstanding	76,307,367	76,307,367
Special Warrants	26,811,000	26,811,000
Broker's and Finder's Warrants	2,051,000	2,051,000

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2018, the Company incurred $10,000 in consulting and management fees to a company controlled by the Chief Executive Officer ("CEO"). As at March 31, 2018, the Company owed $799 to the CEO (of which $799 is included in accounts payable and accrued liabilities) and $16,106 to a company controlled by the CEO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

During the three months ended March 31, 2018, the Company incurred $9,524 in research and development expense to a company controlled by the President and Director of the Company as at March 31, 2018, the Company was owed $35,000 from the company (of which $35,000 is included in accounts receivable) and owed $23,191 to the company controlled which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

During the three months ended March 31, 2018, the Company incurred $5,000 in research and development expense and $5,000 in advertising and marketing fees to the Chief Information Officer (“CIO”). As at March 31, 2018, the Company owed $10,000 to the CIO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

During the three months ended March 31, 2018, the Company incurred $4,000 in consulting and management fees to the Chief Technology Officer (“CTO”). As at March 31, 2018, the Company owed $10,000 to the CTO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

During the three months ended March 31, 2018, the Company incurred $4,000 in consulting and management fees to a company controlled by the Chief Financial Officer (“CFO”). As at March 31, 2018, the Company owed $4,255 to a company controlled by the CFO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

During the three months ended March 31, 2018 and pursuant to the Transaction, the current President and Director and a Company controlled by the current President and Director, the CTO and the CIO forgave $275,180, consisting of $61,799 of loan payable and $213,381 of accounts payable and accrued liabilities.

CHANGES IN OR ADOPTION OF ACCOUNTING POLICIES

Accounting Standards Issued But Not Yet Effective

A number of new standards and amendments to standards and interpretations became effective at January 1, 2019 and have not been applied in preparing these financial statements.

New Standard IFRS 16, “Leases”

The Company has not yet completed the process of assessing the impact of IFRS 16 will have on the consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND RISKS

The Company's financial instruments are exposed to the following risks:

FINANCIAL INSTRUMENTS AND RISKS

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, March 31, 2018 $
Cash and cash equivalents	2,349,825	–	–	2,349,825

The fair value of other financial instruments, which included accounts receivable, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at March 31, 2018 and period end, the Company's exposure to credit risk is the carrying value of cash and amounts receivable. The Company reduces its credit risk by holding its cash at a major Canadian financial institution. Amounts receivable consist of GST receivable due from the Government of Canada and an amount due from a related party. The carrying amount of financial assets represents the maximum credit exposure.

Foreign Exchange Rate and Interest rate risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To secure the additional capital necessary to pursue these plans, the Company may have to raise additional funds through equity or debt financing.

As at March 31, 2018, the Company had cash and cash equivalents of $2,349,825 and accounts payable and accrued liabilities of $172,043. All accounts payable and accrued liabilities are due within 90 days.

Price Risk

The Company is not exposed to any significant price risk.

[d] Additional risk factors

Liquidity of common shares

There is no guarantee that there will be a resale market for the common shares. The common shares are not listed on a public stock exchange and therefore, are not as readily available to liquidate in the event a shareholder would like to sell as a common share for a public company listed on a stock exchange.

Positive Return in an Investment in the Common Shares of the Company is Not Guaranteed

There is no guarantee that an investment in the Company will earn any positive return in the short term or long term. A purchase of the shares involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Common Shares is appropriate only for purchasers who have the capacity to absorb a loss of some or all of their investment.

Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares and Class A preferred shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of stock options under the Company's stock option plan and upon the exercise of outstanding warrants.

Negative Cash Flow from Operations

During the three months period ended March 31, 2018, the Company had negative cash flows from operating activities. To the extent that the Company has negative cash flow in any future period, the net proceeds from future financings may be used to fund such negative cash flow from operating activities.

Dependence on Key Personnel

The Company strongly depends on the business and technical expertise of its management and it is unlikely that this dependence will decrease in the near term. Loss of the Company's key personnel could slow the Company's ability to innovate, although the effect on ongoing operations would be manageable as experienced key operations personnel could be put in place. As the Company's operations expand, additional general management resources will be required.

If the Company expands its operations, the ability of the Company to recruit, train, integrate and manage a large number of new employees is uncertain and failure to do so would have a negative impact on the Company's business plans.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") in dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

Intellectual Property

Our success depends on our ability to protect our proprietary rights and operate without infringing the proprietary rights of others; we may incur significant expenses or be prevented from developing and/or commercializing products as a result of an intellectual property infringement claim.

Our success will depend in part on our ability and that of our corporate collaborators to obtain and enforce patents and maintain trade secrets, both in the United States and in other countries.

The patent positions of biotechnology and biopharmaceutical companies, including us, is highly uncertain and involves complex legal and technical questions for which legal principles are not firmly established. The degree of future protection for our proprietary rights, therefore, is highly uncertain. In this regard there can be no assurance that patents will issue from any of the pending patent applications. In addition, there may be issued patents and pending applications owned by others directed to technologies relevant to our or our corporate collaborators' research, development and commercialization efforts. There can be no assurance that our or our corporate collaborators' technology can be developed and commercialized without a license to such patents or that such patent applications will not be granted priority over patent applications filed by us or one of our corporate collaborators.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our and our corporate collaborators' technologies and products do not or will not infringe the patents or proprietary rights of others.

There can be no assurance that third parties will not independently develop similar or alternative technologies to ours duplicate any of our technologies or the technologies of our corporate collaborators or our licensors, or design around the patented technologies developed by us, our corporate collaborators or our licensors. The occurrence of any of these events would have a material adverse effect on our business, financial condition and results of operations.

Litigation may also be necessary to enforce patents issued or licensed to us or our corporate collaborators or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in patent suits brought by third parties, if we participate in patent suits brought against or initiated by our corporate collaborators or if we initiate such suits, and there can be no assurance that funds or resources would be available in the event of any such litigation. An adverse outcome in litigation or an interference to determine priority or other proceeding in a court or patent office could subject us to significant liabilities, require disputed rights to be licensed from other parties or require us or our corporate collaborators to cease using certain technology or products, any of which may have a material adverse effect on our business, financial condition and results of operations.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.