G2 TECHNOLOGIES CORP.
(FORMERLY GREEN 2 BLUE ENERGY CORP.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED MARCH 31, 2022

This discussion and analysis of financial position and results of operations is prepared as at May 30, 2022 and should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2021 and unaudited interim financial statements for the period ended March 31, 2022, of G2 Technologies Corp.("GTOO" or the "Company"). The audited and unaudited consolidated financial statements are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All references to dollar amounts are in Canadian dollars unless otherwise noted. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This MD&A contains statements which are, or may be deemed to be, "forward-looking information" which are prospective in nature. Often, but not always, forward-looking information can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "scheduled", "estimates", "forecasts", "projects", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such information in this MD&A includes, without limitation, statements regarding the Company's future plans and expectations relating to the Company's future operations and transactions.

Forward-looking information is not based on historical facts, but rather on then current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including assumptions relating to the Company will be able to continue its progress as currently planned and will not have to make additional changes to any proposed business plan, that the Company will have access to capital if required, that all necessary approvals and arrangements will be obtained, renewed and/or finalized in a satisfactory manner in order to continue developing the Company's projects, and that the Company's equipment will operate at expected levels. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the Company's actual results, revenues, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Important risks that could cause the Company's actual results, revenues, performance or achievements to differ materially from the Company's expectations include, among other things:

(i) risks related to the ability of the Company to obtain contractors, if required,

(ii) that the Company will be able to generate sufficient cash flow to continue as a going concern,

(iii) risks related to prior production activity

(iv) risks related to availability of capital on satisfactory terms,

(v) changes in the market prices of goods produced by the Company, which, in the past, have fluctuated widely and which could affect the profitability of the Company's operations and financial condition;

(vi) risks related to governmental regulations, including taxation statutes;

Risks related to the Company includes political, economic, and regulatory instability and other risks found in the risk section of this report. Other than in accordance with its legal or regulatory obligations, the Company is not under any obligation and the Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

G2 Technologies Corp. (formerly Green 2 Blue Energy Corp.) (the "Company" or "GTOO") was incorporated on October 9, 2014 in British Columbia under the Business Corporations Act. The Company was previously engaged in the business of mineral exploration and the acquisition of mineral property assets in Ontario through its subsidiary, Brigadier. The Company has since terminated all of its mineral property interests.

On January 16, 2017, the Company entered into a Share Exchange Agreement with G2BE Canada Inc. ("G2BEC"), a private British Columbia company incorporated on May 30, 2014 for a reverse-takeover transaction whereby the Company would acquire all of the issued and outstanding common shares in the capital of GTOO (the "Transaction").

Up until the disposition of all the Company's operating subsidiaries on March 31, 2020, the Company was in the business of manufacturing, marketing, and distributing softwood pellets for consumer and industrial customers and arranging transactions between buyers and sellers of alternative energy products.

As at March 31, 2020, the Company sold all of its operating subsidiaries (see Key Business Events below on page 2) and is currently looking for other ventures to build value for its shareholders. Currently the Company is a shell company with no operations.

On October 25, 2020, the Company changed its name from Green 2 Blue Energy Corp. to G2 Technologies Corp. and change its ticker symbol to "GTOO".

The Company's registered office is located at Suite 209 - 1120 Hamilton Street, Vancouver BC, V6B 2S2.

KEY BUSINESS EVENTS – PERIOD ENDED MARCH 31, 2022

- Private placement

On September 7, 2021, the Company completed a non-brokered private placement financing issuing an aggregate of 6,370,000 units at a price of $0.10 per unit, for gross proceeds of $637,000. Each Unit consists of 1 common share and 1 share purchase warrant (exercise price of $0.15, expire on September 7, 2023). Total finder's fee and transactional cost were $32,117, resulting in net proceeds of $604,883.

On October 4, 2021, the Company completed a non-brokered private placement financing issuing an aggregate of 5,619,950 units at a price of $0.10 per unit, for gross proceeds of $561,995. Each Unit consists of 1 common share and 1 share purchase warrant (exercise price of $0.15, expire on October 4, 2023). Total finder's fee and transactional cost were $35,213, resulting in net proceeds of $526,782.

On December 30, 2021, the Company completed a non-brokered private placement financing issuing an aggregate of 2,585,000 units at a price of $0.10 per unit, for gross proceeds of $258,500. Each Unit consists of 1 common share and 1 share purchase warrant (exercise price of $0.15, expire on December 30, 2023). Total finder's fee and transactional cost were $2,298, resulting in net proceeds of $256,202.

On February 3, 2022, the Company completed a non-brokered private placement financing issuing an aggregate of 1,750,000 units at a price of $0.10 per unit, for gross proceeds of $175,000. Each Unit consists of 1 common share and 1 share purchase warrant (exercise price of $0.15, expire on February 3, 2024).

Subsequent to March 31, 2022

On May 27, 0222, the Company closed a non-brokered private placement through issuing 6,005,000 units at a price of $0.20 per unit for a total gross proceeds of $1,201,000. Each unit consists of 1 common shares of the Company and 1/2 transferable common share purchase warrant (exercise price of $0.30 per warrant and an expiry date of November 27, 2023). If the closing price of the common shares is greater than CAD$0.50 for 10 consecutive trading days, the warrants will expire 30 days after the date on which the Company provides notice of such fact to the holders thereof.

- Corporate development

On September 7, 2021, the Company paid a deposit ("Deposit") of $506,880 (US$400,000) to TriVista Oil Co. LLC ("TriVista') as part of a purchase and sale agreement. On October 21, 2021, the Company provided a Default Notice as the Company alleged certain title defects, defaults and misrepresentation by TriVista. The Company has demanded the escrow agent to release the Deposit back to the Company.

On December 24, 2021 the Company has signed a Purchase and Sales Agreement (the ”PSA”) with a group of individuals and companies (collectively the “Sellers”) to acquire certain operated producing oil properties in Texas (the ”Assets”).

The consideration for the acquisition of the Assets is the cash sum of US $4,000,000 to be paid on closing of the transaction and US $200,000 worth of G2’s common shares, being approximately 1,281,600 common shares at a price of CDN $0.20 per common share to be issued within ninety days after the closing date, subject to regulatory approval.

In addition, G2 has agreed to issue performance shares equal to US $400,000 (the “Performance Shares”) within ninety (90) days of the achievement of either of two triggering events (a “Triggering Event”) described below, provided that a Triggering Event occurs between the closing date of the acquisition and the second (2nd) anniversary of the closing date (the "Earnout Period"):

i. G2 obtains an average increase of fifty percent (50%) or more in daily oil production of the Assets, compared to the average daily oil production for a period of thirty (30) consecutive days prior to the closing cate, over a period of three (3) consecutive months during the Earnout Period; or
ii. an average price of US Eighty Dollars (US $80.00) per barrel as quoted for West Texas Intermediate per the New York Mercantile Exchange over a period of one hundred twenty (120) consecutive days during the Earnout Period.

The Performance Shares would be issued at a price equal to the average closing market price of G2's shares for the three (3) trading days prior to the issuance date.

The Company expects to close the PSA before the end of the current fiscal year.

Strengthening of Board of Directors

On December 24, 2021, the Company further announces the appointment of David Whitby to its board of directors effective immediately. Mr. Whitby is a senior executive with 40 years industry experience in the oil and gas industry. Mr. Whitby is well known in South East Asia, Australia and Canada with broad experience who has been relied upon to successfully manage complex situations, having worked for 14 years with Husky in Canada and 12 years for Gulf Canada/ConocoPhillips in Indonesia and Australia. The majority of his career has been focused on monetizing gas reserves in Indonesia having successfully closed 5 major gas supply contracts in Indonesia. He pioneered the modern-day gas industry in Indonesia. He is the former President & CEO of ASX-listed Nido Petroleum. Through a series of partnerships and land acquisitions, Nido gained control of the offshore NW Palawan basin in The Philippines. The previously stranded Galoc oil field was brought on-stream and an exploration portfolio generating 60+ drillable prospects was built. Under his leadership, the company raised more than A$100 million through fresh equity and convertible debt. The share price of the company rose from $0.016 cents in 2004 to $0.62 cents in 2008 resulting in a market cap in excess of A$600 million to become an ASX 200 company. He studied Mechanical Engineering at the Royal Military College in Kingston, Ontario and served in the Base Engineering Unit at CFB Calgary before joining Husky Oil.

On March 14, 2022, the Company appointed Mr. Matthew Roma to the board of directors. Mr. Roma is a Chartered Professional Accountant (CPA) and is a Principal of Roma Capital Corp., a private company providing corporate finance, accounting and capital advisory services to private and public companies. In this role, Mr. Roma serves as a director and/or officer to a number of junior public companies in the natural resource sector. Mr. Roma articled at Deloitte LLP where he specialized in assurance and advisory services for publicly listed companies based both in Canada and the United States.

OVERALL PERFORMANCE

Results of Operations for the period ended March 31, 2022 and 2021

The following table sets forth selected financial information of the Company for the last two fiscal years. This financial information has been prepared using IFRS:

	Three months ended		Nine months ended	
	March 31, 2022	March 31, 2021	**March 31, 2022**	March 31, 2021
OPERATING EXPENSES				
Consulting and management fees	**(175,853)**	(111,553)	**(473,658)**	(395,350)
Corporate development fees	**(19,789)**	(25,000)	**(90,800)**	(25,000)
Foreign exchange gain (loss)	**(820)**	-	**(3,681)**	2,025
Other operating expenses	**(179,642)**	(136,387)	**(465,646)**	(242,503)
TOTAL OPERATING EXPENSES	**(376,104)**	(272,940)	**(1,033,785)**	(660,828)
NET LOSS BEFORE OTHER (EXPENSES) INCOME	**(376,104)**	(272,940)	**(1,033,785)**	(660,828)
OTHER (EXPENSES) INCOME				
Finance (expense), income	**(789)**	(1,976)	**(2,365)**	(26,288)
(Loss) gain from settlement of liabilities	**-**	(28,750)	**-**	101,021
TOTAL OTHER INCOME	**(789)**	(30,726)	**(2,365)**	74,733
NET (LOSS) INCOME AFTER OTHER INCOME	**(376,893)**	(303,666)	**(1,036,150)**	(586,095)
Total current assets	**723,273**	473,429	**723,273**	473,429
Total assets	**1,267,533**	473,429	**1,267,533**	473,429
Total current liabilities	**245,395**	114,868	**245,395**	114,868
Total liabilities	**279,287**	145,677	**279,287**	145,677
Cash dividend	**-**	-	**-**	-

**Other operating expense – this expense consists of professional fees, travel and wages and benefits*

Consulting and management fees – these fees were $474k for the period ended March 31, 2022 compared to $395k in the previous fiscal year 2021, the consulting fees were higher due to increased in corporate activities.

Corporate development fees – these fees relates to corporate development initiatives that occurred during the current year. Unlike the prior year, the Company is currently seeking a business to acquire.

General and administrative expenses – general and administrative expenses were $147k in the current period ended March 31, 2022, compared to $45k in prior year. The key driver for increase fee was driven by marketing initiatives in the current year. This did not occur in the prior year.

Other operating expenses – other operating expenses were $465k in the current period ended March 31, 2022 compared to $242k in prior year, In the current fiscal year, professional fees were higher due to professional fees paid to new senior management.

Other income/expenses – other expenses were lower in the current period ended March 31, 2022 when compared to the comparative period in 2021 as the debenture level was lower, resulting less interest expense.

Assets and liabilities – the total assets and liabilities were higher in the current period ended March 31, 2022 when compared to prior year. This was mainly driven by the closing of private placements. Liabilities were lower in the current year as the convertible debt in previous fiscal year was settled in full as at June 30, 2021.

Quarterly Information

	March 31, 2022 $	December 31, 2021 $	September 30, 2021 $	June 30, 2021 $
Total Assets	1,267,533	979,743	994,358	258,269
Working Capital (Deficiency)	477,878	294,578	104,781	71,272
Revenue	-	-	-	-
Gross Profit (Loss)	-	-	-	-
Net Loss	(376,893)	(438,029)	(221,228)	(283,244)
Earnings (Loss) Per Share	(0.02)	(0.01)	(0.01)	(0.02)

	March 31, 2021 $	December 31, 2020 $	September 30, 2020 $	June 30, 2020 $
Total Assets	473,429	77,785	74,548	67,839
Working Capital (Deficiency)	358,561	(920,014)	(967,841)	(751,985)
Revenue	-	-	-	-
Gross Profit (loss)	-	-	-	142,057
Net Loss	(303,666)	(54,996)	(227,443)	(373,015)
Loss per Share	(0.02)	(0.00)	(0.00)	(0.00)

Total assets – the trend for the last eight comparative quarters for assets has been declining in nature. In the past fiscal year June 30, 2020 and 2021, the assets fluctuated depending on the timing of debt or equity financing. In fiscal year 2020, the downward trend was due to the use of cash and the assets significantly decreased as at March 31, 2020, when the Company disposed all of its operating subsidiaries in Poland. As at June 30, 2020, the Company further decreased its assets due to write off of GST receivables. As at March 31, 2022, the total assets increased due to closing of private placement that occurred in the current quarter.

Working capital deficiency – working capital for fiscal 2019 was in an increasing trend as the Company began operating in Poland. The working capital deficiency was consistent at around $1.4 million to $1.6 million throughout the majority of fiscal 2019 and 2020. This changed on March 31, 2020 as the operating subsidiaries in Poland were disposed. This significantly improved the working capital deficiency as material amount of liabilities were deconsolidated as a result of the disposition. Working capital deficiency worsened as at June 30, 2020 through December 31, 2020 as the Company took out a loan to pay for corporate expenditure for corporate development and public company management. As at June 30, 2021 to March 31, 2022, the Company's working capital improved due to the closing of private placement and settling liabilities through shares and cash.

Revenue and gross margin – revenue fluctuated on quarter to quarter basis over the fiscal year 2019 and 2020. On average, the Company does approximately $300-400k in sales on a quarterly basis. The differences from quarter to quarter were mainly driven by timing differences. The trend over the last two fiscal 2019 and 2020 has been a declining one due to challenging economic environment. The fluctuating cost and thin margin resulted the business decision to dispose the operating subsidiaries in Poland. As a result, there have been no revenues since March 31, 2020.

Net loss – net loss in a quarterly basis typically fluctuate in nature as revenue and costs are not consistent throughout the year. On an average basis, the average loss per quarter in fiscal 2019 was approximately $500k. This was relatively consistent through first quarter of 2020. Cost cutting initiatives began in the rest of fiscal 2020 to lower the overall burn rate corporate wide; this ultimately led to the decision of disposing the operating subsidiaries in Poland. As a result, the net loss for the March 31, 2020 quarter was lower due to a non-cash gain on the disposition of operating subsidiaries. Net loss for three months ended June 30, 2020 was higher as there is no further revenue to fund the general overhead costs of the Company. Net loss for the three months ended December 31, 2020 and September 30, 2020 were lower than previous quarter (June 30, 2020) as it continues to cut cost. The losses in the current quarter ended March 31, 2022 and the previous quarter ended December 31, 2021, September 30, 2021 and June 30, 2021, were higher due to increase in corporate development activities upon closing of private placement in February 2021.

Capital Resources

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprised of issued share capital, and reserves.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its board of directors, will balance its overall capital structure through new equity issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged as at March 31, 2022.

Liquidity and Capital Resources

	Three months ended		Nine months ended	
	March 31, 2022	March 31, 2021	**March 31, 2022**	March 31, 2021
Net Cash Used In Operating Activities	**(298,669)**	(1,038,407)	**(1,116,919)**	(1,138,799)
Net Cash Used In Investing Activities	**(37,380)**	-	**(544,260)**	-
Net Cash Flow From Financing Activities	**596,784**	1,404,497	**1,984,651**	1,502,497
Change in Cash During the period	**260,735**	366,090	**323,472**	363,698
Cash, Beginning of period	**221,814**	1,111	**159,077**	3,503
Cash, End of period	**$ 482,549**	$ 367,201	**$ 482,549**	$ 367,201

Operating Activities: Cash used in operating was 1.1M in the current period ended March 31, 2022, when compared with $1.1M in fiscal 2021. The increase in burn rate was mainly due to increased corporate activities.

Investing Activities: Cash used in investing was $$544k in the current period ended March 31, 2022, when compared with $nil in previous fiscal year 2021. This was mostly driven by a deposit paid by the Company to acquire oil and gas assets; this did not occur in prior year.

Financing Activities: Cash inflow from financing was $2.0M in the current period ended March 31, 2022 when compared to 1.5M in the previous fiscal year 2021, This was mainly driven by the more private placements that were closed in the current fiscal year, which did not occur in fiscal 2021.

Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2022, the Company had a negative cash flow from operations, had an accumulated deficit of $15,116,301 (June 30, 2021 - $14,080,151). Furthermore, the Company incurred a net loss of $1,036,150 during the period ended March 31, 2022 (2021 - $586,095). Management believes that the proceeds from additional equity and debt financing activities that it is currently pursuing would provide the Company with sufficient working capital to satisfy its liabilities and commitments as they become due for the foreseeable future. However, there can be no assurances that sufficient equity or debt can be raised on a timely basis or on terms that are acceptable to the Company. These factors indicate the existence of a material uncertainty that casts significant doubt on the ability of the Company to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern, and such adjustments could be material.

Related Party Transactions

During the period ended March 31, 2022 and 2021, the Company was engaged in the following related party transactions:

a) As at March 31, 2022, the Company owed $11,875 (June 30, 2021 - $235) to the President of the Company and a company, Blue Amber Enterprise Ltd. ("Blue Amber"), controlled by the President of the Company.

b) As at March 31, 2022, the Company owed $14,046 (June 30, 2021 - $3,150) to a Director of the parent Company. The amount owing is unsecured, non-interest bearing, due on demand and is included in Due to related parties.

c) During the period ended March 31, 2022, the Company recorded management fees of $249,588 (2021 - $157,106) to the President of the Company and a company (Blue Amber Enterprise Ltd.) controlled by the President of the Company.

d) During the period ended March 31, 2022, the Company recorded consulting fees of $90,000 (2021 - $90,000) to a company (Samina Capital Ltd.) controlled by the Chief Financial Officer of the Company.

e) During the period ended March 31, 2022, the Company recorded directors fees of $9,000 (2020 - $6,000) to a Director of the Company.

f) As at March 31, 2022, the Company owed $42,676 (June 30, 2021 - $13,485) to various related parties.

Contractual Obligations and Commitments

The Company had no significant commitments or contractual obligations with any parties related to executive compensation, consulting arrangements, or other matters other than disclosed below and disclosed in Note 5.
On April 1, 2020, the Company entered into a consulting agreement with ECMB Capital Partners Inc. ("ECMB"). Under the terms of the consulting agreement, ECMB will provide advisory services including identifying and negotiating development opportunities for the Company and support for ongoing advancement of the Company. The consulting agreement provides for a monthly retainer of $4,000 payable in cash or equity, calculated each three months with the first payment due on signing and a finder's fee up to 10% of the value of a transaction brought to the Company.

Contingencies

Civil Claim against the Company

On July 22, 2019, the Company served with a notice of civil claim, filed on July 11, 2019 with the Supreme Court of British Columbia, by Plaintiffs under the Class Proceedings Act, RSBC 1996, c 50, naming the Company as a defendant along with 86 additional defendants, in connection with allegations of the inappropriate use of the exemption from prospectus requirements contained in Section 2.12 of National Instrument 45-106 Prospectus Exemptions, and the disclosure records of the Company in respect of distributions of securities to consultants using such exemption. Honourable Madam Justice Adair has been assigned as the Judicial Management Judge in the above noted matter under the Class Proceedings Act. As of the date of approval of the financial statements, no legal decision has been made.

The Company also had a regulatory hearing submission before the B.C. Securities Commission ("BCSC") in respect of the allegation of misuse of the exemption from prospectus requirements contained in section 2.12 of National Instrument 45-106 and connected agreements with consultants of the Company. On April 29, 2021, BCSC filed a Notice of Discontinuance in the Supreme Court of British Columbia whereby proceedings against the Company were discontinued.

Off Balance Sheet Arrangements

As at March 31, 2022 and the date of this report, the Company does not have any, and during the periods presented we did not have any, off-balance sheet arrangements, other than the contractual obligations and commitments described above.

Proposed Transactions

The Company does not have any proposed transactions as at March 31, 2022 and the date of the report, other than as disclosed elsewhere in this document.

Outstanding Share Data

As at March 31, 2022 and the date of this report, the Company had no preferred shares issued and outstanding.

As at March 31, 2022 and the date of this report, the Company had the following outstanding share data:

	Common shares outstanding	Warrants outstanding	Stock options outstanding
As at March 31, 2022	**39,701,085**	**33,207,950**	**600,000**
Private placement – May 27, 2022	6,005,000	3,002,500	-
As at date of this report	**45,706,085**	**36,210,450**	**600,000**

On May 27, 2022, the Company closed a non-brokered private placement through issuing 6,005,000 units at a price of $0.20 per unit for a total gross proceeds of $1,201,000. Each unit consists of 1 common shares of the Company and 1/2 transferable common share purchase warrant (exercise price of $0.30 per warrant and an expiry date of November 27, 2023). If the closing price of the common shares is greater than CAD$0.50 for 10 consecutive trading days, the warrants will expire 30 days after the date on which the Company provides notice of such fact to the holders thereof.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprised of issued share capital, and reserves.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its board of directors, will balance its overall capital structure through new equity issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged as at March 31, 2022.

Significant Accounting Policies

Please refer to the audited consolidated financial statements for the year ended June 30, 2021 and unaudited interim financial statements for the period ended March 31, 2022, which were filed on SEDAR.

Risk and uncertainties

COVID-19

The recent global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, the extent of the impact the COVID-19 outbreak may have on the Company is unknown as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. These uncertainties have increased the risk of the Company's abilities to raise equity and debt in the capital markets.

The Company does not intend to pay dividends for the foreseeable future.

The Company has never declared or paid any cash dividends on the Company's common shares and does not intend to pay any cash dividends in the foreseeable future. The Company anticipates that it will retain all of its future earnings for use in the development of its business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of the Company's board of directors. In addition, from time to time the Company may enter into agreements that restrict its ability to pay dividends.

The price of the Company's common shares may be volatile.

The trading price of the Company's common shares has been and may continue to be subject to material fluctuations and may increase or decrease in response to a number of events and factors, including: - changes in the market price of hospitality management systems and number of market competitors offering same or similar products; - current events affecting the economic situation and exchange rates in Canada, the United States, and internationally; - changes in financial estimates and recommendations by securities analysts; - acquisitions and financings; - quarterly variations in operating results; - the operating and share price performance of other companies that investors may deem comparable; - the issuance of additional equity securities by the Company or the perception that such issuance may occur; and - purchases or sales of blocks of the Company's common shares. Part of this volatility may also be attributable to the current state of the stock market, in which wide price swings are common. This volatility may adversely affect the price of the Company's common shares regardless of the Company's operating performance and could cause the market price of the Company's common shares to decline.

The Company may issue additional equity securities which may reduce the Company's earnings per share.

The Company has in the past issued and may continue to issue equity securities to finance its activities, including in order to finance working capital requirements, capital expenditures and acquisitions. If the Company issues additional common shares, your percentage ownership of the Company will decrease, and you may experience dilution in the Company's earnings per share. Moreover, as the Company's intention to issue any additional equity securities becomes publicly known, the common share price may be materially and adversely affected.

Holders of the Company's common shares may experience dilution when outstanding options and warrants are exercised, or as a result of additional securities offerings.

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

The Company is currently a shell company seeking opportunities for its shareholders

As at March 31, 2020, the Company had disposed of its operating subsidiaries. The Company is seeking new opportunities for its shareholders. There is no guarantee the Company will identify or close any opportunity that is identified. As the Company has no operating subsidiaries it has no means of generating income and accordingly will need to raise additional capital.