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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2017

The following Management's Discussion and Analysis ("MD&A") provides a review of the financial condition and results of operations of Gencan Capital Inc. ("GCC" or the "Company") for the fiscal year ended September 30, 2017. This MD&A should be read in conjunction with the Company's audited financial statements and notes thereto for the fiscal year ended September 30, 2017, included elsewhere herein.

In this document and in the Company's audited financial statements, unless otherwise noted, all financial data is prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts, unless specifically identified as otherwise, both in the audited financial statements and this MD&A, are expressed in Canadian dollars.

MD&A contains forward-looking statements, including statements concerning possible or assumed future results of operations of the Company. Forward-looking statements typically involve words or phrases such as "believes", "expects", "anticipates", "intends", "foresees", "estimates" or similar expressions. Forward-looking statements involve risks, uncertainties and assumptions, as described from time to time in the Company's reports and filed with securities commissions in Canada, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. In addition, the Company expressly disclaims any obligation to publicly update or alter its previously issued forward-looking statements.

The discussion and analysis in this MD&A is based on information available to management as of January 18, 2018.

THE COMPANY

The Company is a Canadian Company operating in Canada with significant interests in solar energy generation equipment located in Cambridge, Ontario, Canada.

On October 30, 2015, pursuant to a Plan of Arrangement (announced on July 21, 2015 between the Company and Genterra Capital Inc. ("GCI"), a Canadian controlled private corporation), the Company was spun-off as a public company and it shares were listed on the Canadian Securities Exchange under the symbol "GCA". GCI currently retains a 78% controlling interest in the Company.

The business objective of the Company is to create and maximize shareholder value through its business operations.

A Feed-In Tariff ("FIT") Program was developed for the Province of Ontario to encourage and promote greater use of renewable energy sources including on-shore wind, waterpower, renewable biomass, biogas, landfill gas and solar photovoltaic (PV) for electricity generating projects in Ontario. The fundamental objective of the FIT Program, in conjunction with the *Green Energy and Green Economy Act, 2009 (Ontario)* and Ontario's Long Term Energy Plan, 2010, is to facilitate the increased development of renewable generating facilities of varying sizes, technologies and configurations via a standardized, open and fair process.

The FIT Program is open to projects with a rated electricity generating capacity greater than 10 kilowatts (kW) and generally up to 500 kW.

The Company through Highroad Estates Inc. ("Highroad"), of which certain directors and officers are also directors and officers of the Company, entered into a FIT Contract with the Ontario Power Authority (which merged with the Independent Electricity System Operator "IESO" on January 1, 2015) for a solar PV rooftop facility at GCI's property located at 450 Dobbie Drive, in Cambridge, Ontario to supply the energy produced by the facility to Energy + Inc. (formerly Cambridge and North Dumfries Hydro Inc.). Highroad also entered into an agreement with Endura Energy Project Corp. ("Endura") for the Company to install the solar energy generation equipment on the roof of the 450 Dobbie Drive property. Highroad manages the project operation on behalf of the Company.

Endura, which designs, builds and consults on the development of medium and large scale solar energy systems, completed the design and construction of the Company's rooftop solar PV system which began commercial operation on August 18, 2014. The Company's solar rooftop PV system is located in a commercial urban area where the power is needed most and mitigates the need for the transport and distribution of electricity from distant parts of the province.

The Company's installed solar power provides enough energy to power approximately 100 average homes and reduces carbon emissions equivalent to planting 450 trees each year.

The Company's rooftop solar energy generation equipment consists of 2,795 solar panels with a modular tilt of 20 degrees and an azimuth of 15 degrees east of south. The total size of the system is 726.7 kW DC capacity with a maximum of 500.0 kW AC production.

Revenue is earned under a twenty year FIT Program Contract with the Ontario Power Authority at a rate of $0.635 per kWh delivered to the local utility provider. In contrast, contracts awarded by the Ontario Power Authority, under the fifth and final iteration of the FIT Program, for a similar size system as the Company's was at $0.207 per kWh.

OUTLOOK

The Company's primary asset is its significant investment in a Renewable Power Solar PV Rooftop System.

The Company provides an opportunity to invest in hard asset investments, managed by an experienced team with a successful track record. Management is currently evaluating potential prospects for the Company.

RESULTS OF OPERATIONS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2017

Summary of Quarterly Results

	2017				2016			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	**$149,165**	**$176,570**	**$ 75,975**	**$ 72,578**	**$194,341**	**$193,934**	**$ 75,978**	**$ 79,392**
Net income (loss)	**18,261**	**44,567**	**(40,354)**	**(31,574)**	**53,333**	**53,691**	**(40,674)**	**(34,902)**
Income (loss) per share	$ 0.00	$ 0.00	$ (0.00)	$ (0.00)	$ 0.00	$ 0.00	$ (0.00)	$ (0.00)

"Q1" refers to the three months ended December 31; "Q2" refers to the three months ended March 31; "Q3" refers to the three months ended June 30; "Q4" refers to the three months ended September 30; "2017" and "2016" refer to the twelve month fiscal years ending September 30, 2017 and 2016.

Selected Annual Information

	Fiscal Years Ended September 30	
	2017	2016
Revenue	$ 474,288	$ 543,645
Net income (loss)	(9,100)	31,448
Distributions per share:		
Common shares	$ -	$ -
	September 30 2017	September 30 2016
Assets	$ 2,245,701	$ 2,756,735
Non-current financial liabilities	2,057,970	2,557,970

RESULTS FOR THE THREE MONTHS AND FISCAL YEARS ENDED SEPTEMBER 30, 2017 AND SEPTEMBER 30, 2016

	Three Months Ended September 30			Years Ended September 30		
	2017	**2016**	**Change**	**2017**	**2016**	**Change**
Revenue						
Solar energy generation	$ 149,165	$ 194,341	$ -45,176	$ 474,288	$ 543,645	$ -69,357
	149,165	194,341	-45,176	474,288	543,645	-69,357
Expenses						
Operating costs	30,182	19,646	+10,536	94,461	82,057	+12,404
Administrative and general	44,741	49,174	-4,433	184,778	207,569	-22,791
Interest	22,229	25,790	-3,561	98,757	102,599	-3,842
Amortization	27,168	27,168	-	108,672	108,672	-
	124,320	121,778	+2,542	486,668	500,897	-14,229
Income (loss) before income taxes	24,845	72,563	-47,718	(12,380)	42,748	-55,128
Income tax expense (recovery)	6,584	19,230	-12,646	(3,280)	11,300	-14,580
Net income (loss)	$ 18,261	$ 53,333	$ -35,072	$ (9,100)	$ 31,448	$ -40,548

Review of Results for the Three Months and Fiscal Years ended September 30, 2017 and 2016

Solar Energy Production

Total kW hours produced for the three and twelve month periods ended September 30, 2017 and September 30, 2016 is as follows:

	Three Months Ended September 30			Years Ended September 30		
	2017	2016	Change	2017	2016	Change
kW hours produced	235,000	306,000	-71,000	747,000	856,000	-109,000
			-23%			-13%

Solar Energy Generation Revenue

The solar energy generation revenue represents revenue earned from the solar energy generation equipment located on the roof of a building owned by GCI, which is located in Cambridge, Ontario. Solar energy generation revenue is seasonal with the highest levels of production experienced during the summer months when there is more sunlight available to the solar panels.

During the three and twelve month periods ended September 30, 2017 compared to September 30, 2016, the Company produced approximately 23% and 13% less electricity and consequently revenue decreased by a similar percentage. The decrease in both periods was due in part to lower solar irradiance in each period combined with an unexpected loss of power generation during September 2017 of approximately 53,000 kWh, which has since been rectified.

	Three Months Ended September 30			Years Ended September 30		
	2017	2016	Change	2017	2016	Change
Solar energy revenue	$ 149,165	$ 194,341	-45,176	$ 474,288	$ 543,645	-69,357
			-23%			-13%

Operating Costs

Operating costs for the solar energy generation equipment includes insurance, maintenance and rent charges for the rental of the roof where the solar energy generation equipment is located. Operating costs for the three and twelve month periods ended September 30, 2017 were higher than September 30, 2016 mainly due to increased maintenance costs including approximately $10,500 required to rectify the unexpected loss of power generation during September 2017. In addition, there was an increase in insurance costs offset by non-recurring costs in June 2016 of $3,500 resulting from the routine audit by the FIT Contract by the IESO.

	Three Months Ended September 30			Years Ended September 30		
	2017	2016	Change	2017	2016	Change
Operating costs	$ 30,182	$ 19,646	+10,536	$ 94,461	$ 82,057	+12,404

Administrative and General Expenses

Administrative and general expenses include management fees paid to Highroad to manage the Company's solar energy generation operation, audit fees, legal fees, liability insurance, director's fees and shareholder related costs such as transfer agent fees, listing fees, printing and meeting costs.

The decrease in administrative and general expenses during the three months and twelve months ended September 30, 2017 compared to September 30, 2016 was mainly due to a decreases in both legal fees and shareholder related costs. The Company incurred a one-time $10,000 listing fee charged by Canadian Securities Exchange in October 2015.

	Three Months Ended September 30			Years Ended September 30		
	2017	**2016**	**Change**	**2017**	**2016**	**Change**
Administrative and general	$ 44,741	$ 49,174	-4,433	$ 184,778	$ 207,569	-22,791

Interest Expense

Interest expense represents interest charged by GCI on the outstanding loan payable. The decrease in interest expense for the three and twelve month periods ended September 30, 2017 compared to 2016 is due to the repayment of $500,000 of principal during July 2017.

	Three Months Ended September 30			Years Ended September 30		
	2017	**2016**	**Change**	**2017**	**2016**	**Change**
Interest	$ 22,229	$ 25,790	-3,561	$ 98,757	$ 102,599	-3,842

Amortization

Amortization expense represents the amortization of the solar energy generation equipment and remained consistent for the three month and twelve month periods ended September 30, 2017 compared to September 30, 2016. Amortization is provided for over the estimated useful life of the equipment being 20 years for the solar modules and racking and 10 years for the energy transformer.

	Three Months Ended September 30			Years Ended September 30		
	2017	**2016**	**Change**	**2017**	**2016**	**Change**
Amortization	$ 27,168	$ 27,168	-	$ 108,672	$ 108,672	-

Income Tax Provision

There are no differences between the Company's statutory tax rate and its effective tax rate of 26.5% for the three and twelve month periods ended September 30, 2017 compared to September 30, 2016.

	Three Months Ended September 30					Years Ended September 30				
	2017		2016		Change	2017		2016		Change
Income (loss) before income taxes	$	24,845	$	72,563	-47,718	$	(12,380)	$	42,748	-55,128
Income tax expense (recovery)		6,584		19,230	-12,646		(3,280)		11,300	-14,580
Effective tax rate		26.5%		26.5%			26.5%		26.5%	

Net Income (Loss)

Net income for the three months ended September 30, 2017 was $18,261 compared to $53,333 for the three months ended September 30, 2016. Net loss for the twelve months ended September 30, 2017 was $9,100 compared to net income of $31,448 for the twelve months ended September 30, 2016.

	Three Months Ended September 30					Years Ended September 30				
	2017		2016		Change	2017		2016		Change
Net income (loss)	$	18,261	$	53,333	-35,072	$	(9,100)	$	31,448	-40,548

Inflation

Inflation has not had a material impact on the results of the Company's operations in its last quarter or fiscal period and is not anticipated to materially impact on the Company's operations during its next fiscal year.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal sources of liquidity are cash on hand and cash flow from operations.

	September 30					
	2017		2016		Change	
Working Capital						
Current assets	$	365,685	$	768,047	$	-402,362
Current liabilities		56,996		54,037		+2,959
		308,689		714,010		-405,321
Ratio of current assets to current liabilities		6.4		14.2		
Cash	$	247,146	$	613,063	$	-365,917

Working capital is primarily represented by cash and accounts receivable offset by outstanding payables and sales taxes payable relating to the solar energy generation operation.

The Company's working capital decreased by $405,321 to $308,689 as at September 30, 2017 compared to $714,010 as at September 30, 2016 due to decreased cash and accounts receivable and a slight increase in accounts payable.

During the twelve months ended September 30, 2017 the Company's cash position decreased by $365,917 to $247,146 from $613,063 as at September 30, 2016. The net decrease was due to the following:

- Operating Activities increased cash by $232,840. This was a result of $193,436 of cash generated from operations in addition to an increase of $39,404 from changes in non-cash components of working capital;

- Financing Activities decreased cash by $598,757 due to interest payments on the loan payable combined with a principal repayment of $500,000;

- Investing Activities did not impact cash.

The Company anticipates that it will require approximately $360,000 in order to meet its ongoing expected costs for the next twelve months. These costs include solar energy generation operating expenses, rent, insurance, fees for management and administrative services provided to the Company, audit fees, director's fees, shareholder costs, and interest expense on the loan payable. The Company expects to generate the revenue required in order to service these expenditures from its existing solar energy generation equipment.

RELATED PARTY TRANSACTIONS

The Company entered into transactions and had outstanding balances with various companies related by common ownership and management.

The transactions with related parties are in the normal course of business.

Related party transactions for the fiscal year ended September 30, 2017 are summarized as follows:

The Company's solar energy generation project is located on the roof of a property owned by GCI which is being rented by the Company for $52,813 per annum.

The Company has an agreement with Highroad to manage its solar energy generation operation for $60,000 per annum.

The Company has an administrative services agreement with GCI for $6,000 per annum.

Under the above agreements, management fees of $60,000 were charged by and paid to Highroad and rent of $52,813 and administrative services fees of $6,000 were charged by and paid to GCI.

Director's fees of $50,000 were paid to independent directors.

Loan payable at September 30, 2017 of $2,057,970 is due to GCI on August 1, 2019 and bears interest at 4% per annum. During the year, $98,757 of interest was charged and paid under this loan. During July 2017, the Company repaid $500,000 of principal of this loan.

SHARE DATA

The following table sets forth the Outstanding Share Data for the Company as at January 18, 2018:

	Authorized	Issued
Common Shares	Unlimited	16,092,284

On October 23, 2015, the Company split its 100 common shares into 16,628,716 common shares.

Effective October 26, 2015, the Company and GCI completed a Plan of Arrangement whereby common shares of GCI were exchanged for cash and, subject to the number of GCI common shares held, common shares of the Company. Pursuant to the May 10, 2010 amalgamation of Genterra Inc. and Consolidated Mercantile Incorporated to form GCI, shareholders of the predecessor companies who had not exchanged their shares for shares of GCI, were entitled until May 10, 2016 to surrender their shares in exchange for cash and, subject to the number of Genterra Inc. and Consolidated Mercantile Incorporated shares held, common shares of the Company. As a result, on May 10, 2016 the Company cancelled 536,432 common shares representing pre-amalgamation shares of GCI which were not surrendered for exchange.

RISKS AND UNCERTAINTIES

The Company is subject to a number of broad risks and uncertainties including general economic conditions. In addition to these broad business risks, the Company has specific risks that it faces, the most significant of which are outlined below. **The risks and uncertainties discussed herein highlight the more important factors that could significantly affect the Company's operations and profitability. They do not represent an exhaustive list of all potential issues that could affect the financial results of the Company and are not presented in any particular order of relevance.**

Cash Deposits Held At Banks May Exceed The Amounts Of Insurance Provided On Such Deposits And Any Loss Arising Therefrom Could Have A Material Adverse Effect On The Company's Financial Condition And Results Of Operations

Deposits held with banks may exceed the amount of insurance provided on such deposits. If the Company were to suffer a loss as a result of a failure of one of these Banks and the insurance provided thereon was insufficient to cover the amount of the deposit, results of operations may suffer. This could adversely affect financial condition and cash flow.

The Need To Maintain Liquidity And The Company's Financial Condition Could Be Adversely Affected By Market And Economic Conditions

A liquidity risk arises from the Company's management of working capital and principal repayments on its debt obligations to avoid difficulty in meeting its financial obligations as they become due. Liquidity is essential to the Company and may be impaired by circumstances that management may be unable to control, such as general market disruption or an operational problem which in turn could affect the Company's financial condition and ability to satisfy debt service obligations.

The Company May Not Be Able To Produce Expected Levels of Energy From Solar Generation

The amount of electricity generated by the Company's solar energy generation equipment depends on the availability of solar irradiation, which is naturally variable. Lower than anticipated solar irradiation levels at the Company's solar energy generation equipment location may reduce the Company's revenues and profitability and may adversely effect the Company's financial condition and results of operations.

The Company May Experience Solar Generation Equipment Failure

The Company's solar energy generation equipment are subject to the risk of equipment failure resulting from the deterioration of the assets from use or age, latent defect, design or operation error, vandalism and theft, among other things. To the extent that the solar energy generation equipment requires longer than forecast downtimes for maintenance and repair, or suffers power generation disruptions for other reasons, the Company's operating results, financial condition and profitability may be adversely effected.

The Company's Solar Energy Generation Operations Are Highly Regulated And May Be Exposed To Increased Regulation Which Could Result In Additional Costs

The Company's solar energy generation operations are subject to government regulation. Any new law, rule or regulation could require additional expenditures to achieve or maintain compliance or could adversely impact the Company's ability to generate and deliver power, which may reduce the Company's revenues, increase its expenses and affect profitability which may adversely effect the Company's financial condition and results of operations.

The Company Is Relying On A Solar Energy Feed-In Tariff Contract For Delivery Of Electricity To The Local Utility

The Company's contract to delivery electricity to the local utility under the existing Ontario Feed-In Tariff Program expires in 2034. The Company expects this contract to be fulfilled for its term. However, should this contract be cancelled or modified for reasons not anticipated or beyond the Company's control, this could substantially affect the Company's revenue and profitability and may adversely effect the Company's financial condition and results of operations.

The Company May Not Be Able To Renegotiate Financing Terms As They Come Due Which Could Effect The Company's Liquidity And Financial Condition

The Company cannot be certain that it will be able to successfully renegotiate financing on favourable terms on the existing equipment. This could impact the Company's liquidity, financial condition and ability to meet working capital requirements.

General Uninsured Losses May Result In The Company Losing Its Investment In And Cash Flows From Equipment And Could Reduce Net Income

The Company carries comprehensive general liability with policy specifications, limits and deductibles customarily carried for similar equipment. There are however certain types of risks (generally of a catastrophic nature such as wars or environmental contamination) that are either uninsurable or not insurable on an economically viable basis. Should an uninsured or underinsured loss occur, the value of the Company's assets would be reduced by any such uninsured loss. In addition, the Company could lose its investment in and anticipated revenues, profits and cash flows from its equipment, but would continue to be obliged to repay any recourse indebtedness on such equipment which in turn would reduce net income. Accordingly an uninsured or underinsured loss could impact the Company's financial condition.

Environmental Legislation May Affect The Company's Operating Results

Environmental legislation and policies have become an increasingly important feature of property ownership and management in recent years. Under various laws, owners could become liable for the costs of effecting remedial work necessitated by the release, deposit or presence of certain materials, including hazardous or toxic substances and, accordingly, environmental contamination could be considered a risk factor. The cost of defending against claims of liability, complying with environmental regulatory requirements, or remediating any contaminated property could materially adversely effect the Company, its assets and results of operations.

It May Be Difficult To Sell Shares Of The Company Due To Limited Trading Volume

The securities of the Company were listed on the Canadian Securities Exchange on October 30, 2015 and have since experienced very limited trading volume. As a result there may be less coverage by security analysts, the trading price may be lower, and it may be more difficult for shareholders to dispose of the Company's securities.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its results of operations and financial condition are based upon its financial statements that have been prepared in accordance with IFRS. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Estimates and assumptions are evaluated on an ongoing basis and are based on historical and other factors believed to be reasonable under the circumstances. The results of these estimates may form the basis of the carrying value of certain assets and liabilities and may not be readily apparent from other sources. Actual results, under conditions and circumstances different from those assumed, may differ from estimates.

Notes 2, 3 and 4 of the Company's audited financial statements for the year ended September 30, 2017 provide a detailed discussion of the Company's significant accounting policies and application of critical accounting estimates and judgements.

FINANCIAL INSTRUMENTS, FINANCIAL RISK MANAGEMENT AND OTHER INSTRUMENTS

The Company does not utilize financial instruments such as hedging instruments to manage financial risks.

For cash and cash equivalents, accounts receivable, trade and other payables and loans and borrowings with a maturity of less than one year, fair value is not materially different from the carrying amount due to the effect of the time value of money. See Note 10 of the Company's audited financial statements for the year ended September 30, 2017 for a more detailed discussion and additional fair value disclosures.

Proposed Transactions

Management periodically enters into informal discussions with prospective business partners in the normal course of operations. However, management does not believe that any of these discussions constitute a proposed transaction for the purpose of this report.

Off-Balance Sheet Arrangements

The Company had no off balance sheet arrangements as of September 30, 2017 and 2016.

NEW ACCOUNTING STANDARDS AND ACCOUNTING PRONOUNCEMENTS

Financial Instruments

IFRS 9, *Financial Instruments: Classification and Measurement*, introduces new requirements for the classification and measurement of financial instruments, a single forward-looking expected loss impairment model and a substantially reformed approach to hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management is currently assessing the potential impact of the adoption of IFRS 9.

Revenue Recognition

IFRS 15, *Revenue Recognition:* provides for a single, comprehensive revenue recognition model for all contracts with customers. It contains a single principles based five step approach that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. It also contains new disclosure requirements. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management is currently assessing the potential impact of the adoption of IFRS 15.

Leases

IFRS 16, *Leases:* introduces a new standard replacing IAS 17 Leases, that results in bringing many leases on balance sheet that are considered operating leases under IAS 17. Lessor accounting remains largely unchanged. IFRS 16 is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. Management is currently assessing the potential impact of the adoption of IFRS 16.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's annual report, audited year-end financial results and unaudited quarterly financial results, can be accessed on SEDAR (www.sedar.com). For further information shareholders may also contact the Company by email at ivy@forumfinancialcorp.com.