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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018

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, 2018. 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, 2018, 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 17, 2019.

THE COMPANY

On October 30, 2015, pursuant to a Plan of Arrangement between the Company and Genterra Capital Inc. ("GCI"), 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.

The Company is a Canadian Company operating in Canada, and up to July 4, 2018, held a significant interest in solar energy generation equipment located in Cambridge, Ontario, Canada.

On June 28, 2018 the Shareholders of the Company approved, at a special meeting called for this purpose, the sale to Highroad Estates Inc. ("Highroad") of which certain directors and officers are also directors and officers of the Company, the Company's solar energy generation equipment.

On July 4, 2018, pursuant to the purchase and sale agreement, the Company completed the sale of the solar energy generation equipment to Highroad for gross proceeds of $2,635,000. The sale price was satisfied with a cash payment of $577,030 and the assumption by Highroad of the loan payable to GCI of $2,057,970.

Solar 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 was open to projects with a rated electricity generating capacity greater than 10 kilowatts (kW) and generally up to 500 kW.

The Company through Highroad, entered into a FIT Contract with the Ontario Power Authority (now the Independent Electricity System Operator "IESO") 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 the local utility. 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 managed the project operation on behalf of the Company up to July 4, 2018.

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 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 and provides enough energy to power approximately 100 average homes and reduces carbon emissions equivalent to planting 450 trees each year.

The 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 was earned by the Company up and until July 4, 2018 under a twenty year FIT Program Contract with the IESO at a rate of $0.635 per kWh delivered to the local utility provider.

OUTLOOK

The Board and senior management regularly assess the Company's operating performance and opportunities with a view to providing shareholders with the opportunity to maximize the value of their common shares. The Board concluded that in order to increase shareholder value, it would explore potential change of business opportunities for the Company. To that end and as a first step in the change of the business process, the Company completed the shareholder approved sale of the Company's solar energy generation equipment. Management is currently evaluating potential new prospects for the Company.

RESULTS OF OPERATIONS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018

Summary of Quarterly Results

	2018				2017			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	**$ 12,071**	**$180,740**	**$ 75,071**	**$ 66,842**	**$149,165**	**$176,570**	**$ 75,975**	**$ 72,578**
Net income (loss)	**640,942**	**44,542**	**(40,248)**	**(35,437)**	**18,261**	**44,567**	**(40,354)**	**(31,574)**
Income (loss) per share	$ 0.04	$ 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; "2018" and "2017" refer to the twelve month fiscal years ending September 30, 2018 and 2017.

Selected Annual Information

	Fiscal Years Ended September 30	
	2018	2017
Revenue	$ 334,724	$ 474,288
Net income (loss)	609,799	(9,100)
Distributions per share:		
Common shares	$ -	$ -
	September 30 2018	September 30 2017
Assets	$ 896,609	$ 2,245,701
Non-current financial liabilities	-	2,057,970

RESULTS FOR THE THREE MONTHS AND FISCAL YEARS ENDED SEPTEMBER 30, 2018 AND SEPTEMBER 30, 2017

	Three Months Ended September 30			Year Ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
Revenue						
Solar energy generation	$ 10,509	$ 149,165	$ -138,656	$ 333,162	$ 474,288	$ -141,126
Interest income	1,562	-	+1,562	1,562	-	+1,562
	12,071	149,165	-137,094	334,724	474,288	-139,564
Expenses						
Operating costs	2,109	30,182	-28,073	72,654	94,461	-21,807
Administrative and general	28,948	44,741	-15,793	180,353	184,778	-4,425
Interest	902	22,229	-21,327	62,472	98,757	-36,285
Amortization	-	27,168	-27,168	81,504	108,672	-27,168
	31,959	124,320	-92,361	396,983	486,668	-89,685
Gain on sale of solar equipment	823,993	-	+823,993	823,993	-	+823,993
Income (loss) before income taxes	804,105	24,845	+779,260	761,734	(12,380)	+774,114
Income tax expense (recovery)	163,163	6,584	+156,579	151,935	(3,280)	+155,215
Net income (loss)	$ 640,942	$ 18,261	$ +622,681	$ 609,799	$ (9,100)	$ +618,899

Review of Results for the Three Months and Fiscal Years ended September 30, 2018 and 2017

Solar Energy Production

Total kW hours produced for the three and twelve month periods ended September 30, 2018 and September 30, 2017 is as follows:

	Three Months Ended September 30			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
kW hours produced	17,000	235,000	-218,000	525,000	747,000	-222,000
			-93%			-30%

Solar Energy Generation Revenue

The solar energy generation revenue represents revenue earned from the solar energy generation equipment which was located on the roof of a building owned by GCI, 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, 2018 compared to September 30, 2017, the Company produced approximately 93% and 30% less electricity and consequently revenue decreased by a similar percentage. The main reason for the decrease in both periods was due to the sale of the solar equipment on July 4, 2018 to Highroad.

	Three Months Ended September 30			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
Solar energy revenue	$ 10,509	$ 149,165	$ -138,656	$ 333,162	$ 474,288	$ -141,126
			-93%			-30%

Interest Income

Interest income represents interest earned on the Company's cash balances. Subsequent to the sale of the solar energy generation equipment on July 4, 2018, the Company's cash balances increased substantially.

	Three Months Ended September 30			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
Interest income	$ 1,562	$ -	$ +1,562	$ 1,562	$ -	$ +1,562

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, 2018 decreased compared to September 30, 2017 mainly due to the sale of the Company's solar energy generation equipment on July 4, 2018 along with increased maintenance costs prior to the sale.

	Three Months Ended September 30			Year Ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
Operating costs	$ 2,109	$ 30,182	$ -28,073	$ 72,654	$ 94,461	$ -21,807

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, 2018 compared to September 30, 2017 was mainly due to the sale of the Company's solar energy generation equipment on July 4, 2018 along with an increase in legal fees and shareholder related costs and a decrease in audit fees.

	Three Months Ended September 30			Year Ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
Administrative and general	$ 28,948	$ 44,741	$ -15,793	$ 180,353	$ 184,778	$ -4,425

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, 2018 compared to 2017 is due to the assumption of the loan payable by Highroad on the purchase of the Company's solar energy generation equipment on July 4, 2018 and the repayment of $500,000 of principal during July 2017.

	Three Months Ended September 30			Year Ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
Interest	$ 902	$ 22,229	$ -21,327	$ 62,472	$ 98,757	$ -36,285

Amortization

Amortization expense represents the amortization of the solar energy generation equipment and decreased for the three month and twelve month periods ended September 30, 2018 compared to September 30, 2017 as the solar energy generation equipment was sold to Highroad on July 4, 2018. Amortization was 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			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
Amortization	$ -	$ 27,168	$ -27,168	$ 81,504	$ 108,672	$ -27,168

Gain on Sale of Solar Equipment

On July 4, 2018, the Company completed the sale of its solar energy generation equipment to Highroad for gross proceeds of $2,635,000. The net gain on sale of $823,993 resulted from the gross proceeds less the net carrying amount of the equipment at the time of sale of $1,798,512, the write off of prepaid expenses of $5,175 and costs incurred of $33,389 offset by the reversal of deferred rent of $26,069.

	Three Months Ended September 30			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
Gain on sale of solar equipment	$ 823,993	$ -	$ +823,993	$ 823,993	$ -	$ +823,993

Income Tax Provision

The difference between the Company's statutory tax rate of 26.5% and its effective tax rate for the three and twelve month periods ended September 30, 2018 compared to September 30, 2017 is due to the non-taxable portion of capital gains related to the gain on sale of solar equipment on July 4, 2018.

	Three Months Ended September 30			Year Ended September 30		
	2018	2017	Change	2018	2017	Change
Income (loss) before income taxes	$ 804,105	$ 24,845	$ +779,260	$ 761,734	$ (12,380)	$ +774,114
Income tax expense (recovery)	163,163	6,584	+156,579	151,935	(3,280)	+155,215
Effective tax rate	20.3%	26.5%		19.9%	26.5%	

Net Income (Loss)

Net income for the three months ended September 30, 2018 was $640,942 compared to $18,261 for the three months ended September 30, 2017. Net income for the twelve months ended September 30, 2018 was $609,799 compared to net loss of $9,100 for the twelve months ended September 30, 2017. The main reason for the substantial increase in income is the gain on sale of the solar energy generation equipment on July 4, 2018.

	Three Months Ended September 30			Year Ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
Net income (loss)	$ 640,942	$ 18,261	$ +622,681	$ 609,799	$ (9,100)	$ +618,899

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		
	2018	**2017**	**Change**
Working Capital			
Current assets	$ 896,609	$ 365,685	$ +530,924
Current liabilities	210,904	56,996	+153,908
	685,705	308,689	+377,016
Ratio of current assets to current liabilities	4.3	6.4	
Cash	$ 894,000	$ 247,146	$ +646,854

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 increased by $377,016 to $685,705 as at September 30, 2018 compared to $308,689 as at September 30, 2017 due to a significant increase in cash and a decrease in accounts payable offset by a decrease in accounts receivable and an increase in income taxes payable.

During the twelve months ended September 30, 2018 the Company's cash position increased by $646,854 to $894,000 from $247,146 as at September 30, 2017. The net increase was due to the following:

- Operating Activities increased cash by $165,685. This was a result of $80,507 of cash generated from operations in addition to an increase of $85,178 from changes in non-cash components of working capital;

- Financing Activities decreased cash by $62,472 due to interest payments on the loan payable;

- Investing Activities increased cash by $543,641 from the net proceeds from the sale of the Company's solar energy generation equipment on July 4, 2018.

The Company anticipates that it will require approximately $135,000 in order to meet its ongoing expected costs for the next twelve months. These costs include insurance, audit fees, director's fees, and shareholder costs. In addition, the Company will require $180,000 in respect of income taxes payable on the sale of the solar energy generation equipment. The Company expects to utilize cash on hand in order to service these expenditures.

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, 2018 are summarized as follows:

The Company's solar energy generation project was located on the roof of a property owned by GCI. The roof was being rented by the Company from GCI for $52,813 per annum ending August 2034. This lease was assumed by Highroad on July 4, 2018 on the purchase of the Company's solar generation equipment.

The Company had an agreement with Highroad to manage its solar energy generation operation for $60,000 per annum. This agreement was suspended on the purchase of the Company's solar generation equipment by Highroad.

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

Under the above agreements, management fees of $45,667 were charged by and paid to Highroad and rent of $40,178 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.

The loan payable $2,057,970 due to GCI on August 1, 2019 and bearing interest at 4% per annum was assumed by Highroad on July 4, 2018 on the purchase of the Company's solar generation equipment. During the year, $62,472 of interest was charged and paid under this loan.

SHARE DATA

The following table sets forth the Outstanding Share Data for the Company as at January 17, 2019:

	Authorized	**Issued**
Common Shares	Unlimited	16,092,284

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.

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, 2018 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, 2018 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, 2018 and 2017.

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. The adoption of IFRS 9 is not expected to have a material impact to the Company.

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. The adoption of IFRS 15 is not expected to have a material impact to the Company.

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 annual periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. The adoption of IFRS 16 is not expected to have a material impact to the Company.

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.