INTRODUCTION

The following management's discussion and analysis of financial condition and results of operations ("MD&A") for the three months ended January 31, 2019 prepared as of March 22, 2019, should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended January 31, 2019 and the related notes thereto of Ironwood Capital Corp. ("the Company"), together with the audited financial statements of the Company for the year ended October 31, 2018. The MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company.

The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board and as applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

COMPANY OVERVIEW

Ironwood Capital Corp. (the "Company" or "Ironwood") was incorporated on August 28, 2017 pursuant to the Company Act of British Columbia and is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. The Company does not currently have operations or assets capable of generating ongoing revenues or cash flows.

On May 4, 2018, the Company successfully completed its initial public offering (the "IPO") and issued 1,012,000 common shares of the Company at a price of $0.20 per share for gross proceeds of $202,400. Additionally, the Company received approval of its application to list its common shares on the TSX-V. The Company's common shares were listed on the TSX-V on May 3, 2018 and immediately halted pending closing of the IPO. The Company's common shares resumed trading on May 7, 2018 under the trading symbol "IRN.P".

TERMINATION OF PROPOSED QUALIFYING TRANSACTION

On June 21, 2018, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Nanalysis Corp. ("Nanalysis"), to acquire all of the outstanding common shares of Nanalysis by way of a three-corner amalgamation (the "Transaction") among the Company, Nanalysis and 2125839 Alberta Inc. ("Subco"). The transaction was to constitute the Company's qualifying transaction under the policies of the TSX-V.

On October 16, 2018, the Company and Nanalysis have mutually agreed to terminate the Amalgamation Agreement.

RESULTS OF OPERATIONS

The Company recorded a net loss of $2,981 ($0.00 per share) for the three months ended January 31, 2019 (2018 – $19,941 and $0.01 per share). The Company had no revenue, paid no dividends and had no long-term liabilities during the three months ended January 31, 2019.

Variances of note in the operational expenses are:

Filing fees of $120 (2018 - $15,190) includes stock transfer and regulatory fees. The transfer agent and filing fees were higher during the 2018 comparative fiscal period, due to fees incurred in relation to the corporate and share capital activities such as the QT and private placement financing in the prior period.

Professional fees of $2,814 (2018 - $4,534) consist mainly of accounting and legal fees. The professional fees were higher during the 2018 comparative fiscal period, due to fees incurred mainly with the objective of identifying and completing a qualifying transaction.

SUMMARY OF SELECTED QUARTERLY RESULTS (UNAUDITED)
The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for the six most recently completed quarters.

	THREE MONTHS ENDED		
	January 31, 2019 $	**October 31, 2018 $**	**July 31, 2018 $**
Total assets	501,181	504,881	467,303
Working capital	472,757	475,728	461,392
Net income (loss)	(2,981)	14,346	(13,207)
Net income (loss) per share(1)	(0.00)	0.01	(0.00)

	THREE MONTHS ENDED		
	April 30, 2018 $	**January 31, 2018 $**	**October 31, 2017 $**
Total assets	323,296	307,754	150,042
Working capital	318,639	301,696	143,637
Net income (loss)	(15,057)	(19,941)	(6,363)
Net income (loss) per share(1)	(0.01)	(0.01)	(0.00)

(1)The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

Total assets and working capital increased during the quarters ended January 31, 2018 and July 31, 2018 as a result of the net proceeds received from the financings completed during the quarters.

Total assets and working capital increased during the quarter ended October 31, 2018 as a result of the proceeds received from the termination of the amalgamation agreement with Nanalysis Corp.

The net losses for the quarters ended October 31, 2017, January 31, 2018, April 30, 2018, July 31, 2018, October 31, 2018, and January 31, 2019 are mostly attributed to the operating costs incurred in order to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction.

FINANCING ACTIVITIES
On August 28, 2017, the Company issued 1 common share at $0.01 per share.

On August 29, 2017, the Company issued 1,500,000 common shares at $0.10 per share for gross proceeds of $150,000.

On January 2, 2018, the Company issued 1,050,000 common shares at $0.20 per share for gross proceeds of $210,000.

On May 4, 2018, the Company successfully completed its IPO and issued 1,012,000 common shares at $0.20 per share for gross proceeds of $202,400. Canaccord Genuity Corp. acted as agent (the "Agent") for the IPO. Cash transaction costs of $46,440 were incurred in connection with the IPO, which included a cash commission to the Agent and other administration and legal costs. The Company also issued 101,200 agent warrants, which entitled holders to purchase 101,200 common shares at a price of $0.20 per share until May 3, 2020.

LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2019, the Company had cash of $500,122 and a working capital of $472,757. During the three months ended January 31, 2019, net cash used in operating activities was $3,675.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

CURRENT SHARE DATA

As at the date of this MD&A, the Company has 3,562,001 common shares issued and outstanding and 101,200 agent warrants outstanding which are exercisable at a price of $0.20 per common share until May 3, 2020.

NEW STANDARD AND INTERPRETATIONS NOT YET ADOPTED

New and amended standards adopted by the company
In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments ("IFRS 9"), which reflects all phases of the financial instruments project and replaces IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") and all previous versions of IFRS 9. The new standard introduces new requirements for classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. The adoption of this standard did not have a material measurement or disclosure impact on the Company's financial statements

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers ("IFRS 15') establishing a comprehensive framework for revenue recognition. The standard replaces IAS 18, Revenue and IAS 11, Construction Contracts and related interpretations and is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The adoption of this standard did not have a material measurement or disclosure impact on the Company's financial statements.

New standards and interpretations not yet adopted
In January 2016, the IASB issued IFRS 16, *Leases*, which supersedes IAS 17, *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning November 1, 2019. The extent of the impact of adoption has not yet been determined.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements for the three months ended January 31, 2019 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company does not currently have an operating business. Where an acquisition or participation is warranted, funding in addition to the IPO funding may be required. These additional funds may not be available on terms acceptable to the Company. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.