MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2016

Wi2Wi
Management Discussion and Analysis

(All amounts in US Dollars unless noted otherwise)

Forward-Looking Statements:

This MD&A includes information that is forward-looking in nature. Such statements concern the future earnings of the Company, its operations, its financial results and its financial condition. These forward-looking statements can be identified through use of expressions such as "believe", "foresee", "anticipate", "estimate", "expect" and other similar types of terms and are based on the information available at the time that they were made and on the good faith of management according to information available at this time. We wish to advise the reader that by their very nature, forward-looking statements include an element of uncertainty and the actual results may be significantly different from the assumptions and estimations described in the forward-looking statements. The actual results will be affected by numerous factors over which the Company has no influence. Consequently, we recommend against placing undue trust in such forward-looking statements since future events and actual results may differ significantly from any forecasts. Unless otherwise stipulated under current law, the Company does not intend to update these statements to take into account new facts or future events and it makes no undertaking to do so.

Management Discussion

The following management discussion and analysis ("MD&A") is a review of operations, current financial position and outlook for Wi2Wi Corporation ("Wi2Wi" or the "Company"). It is April 10, 2017 and should be read in conjunction with the Audited Consolidated Financial Statements for Years Ended December 31, 2016 and 2015 ("Audited Statements") which are available on SEDAR at www.sedar.com.

All dollar amounts are in thousands of United States Dollars, unless otherwise noted.

Corporate Strategy and Overview

Wi2Wi is a vertically integrated manufacturer providing connectivity solutions, precision timing devices, frequency control products and microwave filters to the global market. Wi2Wi's miniaturized wireless System-in-Package (SIP) connectivity solutions are well accepted in the global market for Internet of Things (IoT), Industrial Internet of Things (IIoT/M2M/Industry 4.0) and portable device embedded applications worldwide. Acquisition of net operating assets of Precision Devices Inc. ("Precision"), in November 2014 enabled Wi2Wi to expand its product lines by adding frequency control and timing devices to its existing product offering. Precision's, rugged, robust and reliable high end crystals and oscillators, crystal filters, RF and microwave filters are widely used and well recognized in the premium markets; industrial, avionics, space, medical and defense.

Headquartered in San Jose, California, the heart of the Silicon Valley with manufacturing operations in Middleton, Wisconsin, the industrial belt of North America, Wi2Wi provides leading-edge wireless solutions, customized Precision Timing Devices, Frequency Control Products and Microwave Filters for customer applications worldwide with substantial savings on time-to-market, cost and system-integration. Wi2Wi also leverages its technology along with tier-1 global partnerships with industry leading silicon and supply chain companies, serving several Fortune-500 customers. The Company has set up an engineering development center in Hyderabad, India where research, and product development of its wireless connectivity product family and the software development will be undertaken. The cost of engineering and software salaries in India is approximately 30% of the salary that would be paid for an engineer with similar experience in North America. The Company also plans to use this office to launch our products into India and in China and provide real time technical support for the customers located in Asia-Pacific.

Wi2Wi's strategic objective is to service the unique needs of each customer by providing wireless integration solutions, thereby speeding up the customer's design, development and manufacturing cycle and reducing the end product overall cost. Wi2Wi's products and value-added services provide highly integrated, rugged, robust and reliable, multifunctional wireless integration solutions with integrated software, customised frequency control devices, timing devices and microwave filters for customer applications globally. *Wi2Wi distinguishes itself from commodity grade products, having developed products with integrated software, broader temperature ranges, longer useful lives, and greater robustness and ultimately providing end to end solutions to its global customer base. The Company also provide custom software to its wireless connectivity customers.*

Wireless connectivity is the primary communication back bone of Internet of Things (IoT) and customer's needs are unique due to the nature of the application of their end products and the level of wireless integration expertize they possess. Wi2Wi has created three distinct product architectures and supported by integrated software. The product architecture and software are based on the best known, rapidly adopting and fastest growing global wireless standards. The wireless connectivity modules are based on 802.11ac, 802.11 a/b/g/n, 802.11 ac/a/b/g/n, Bluetooth, Bluetooth smart ready, 802.11ac, NFC and dual mode BT (Smart ready BLE4.2) combo and GNSS (navigation) modules based on various constellations such as GPS, BeiDou and GLONASS.

The Company has created a standard design platform for its frequency control, timing devices and microwave filters. This platform allows the Company to easily customize and meet the highest application demand from customers and timely service customers with rugged, robust and reliable products cost effectively. Such cost effective customization with superior performance are highly required in the markets such as avionics, space and defense

Wi2Wi's product strategy focuses on the various applications in the following markets; Internet of Things (IoT), Machine to Machine/Industrial IoT (M2M/IIoT), avionics, space, defense and other industrial applications. Wi2Wi's products and value-added services are highly desirable in these markets

Wi2Wi manufactures its Frequency Control and Timing Devices in the manufacturing plant located in Middleton Wisconsin. Manufacturing of Wireless Connectivity products are outsourced. The Company has the following certifications.

- Restrictions on Hazardous Substances (RoHS): design and manufacturing control program for the output of "Lead-Free" (Pb-Free) products
- Department of Defense
- MIL-STD-790 Product Assurance Certified
- Qualified Products List: MIL-PRF-55310 Oscillator, Crystal Controlled MIL-PRF-3098 Crystal Units, Quartz
- DSCC Laboratory Suitability Certified
- MIL-PRF-38534 Hybrid Microcircuit Certified
- Qualified Manufacturer's List
- ISO 9001:2008 FM 75597 ISO Certified Quality Management System
- REACH Compliant Registration, Evaluation, Authorization and Restriction of Chemicals
- ESD Program, employee training certification
- IPC 610 Electronics Acceptance Criteria, employee training and certification
- IPC/EIA-J Class 2 solder joint industry standard training and certification
- ISO 14644 1&2, Class 7 (FED-STD 209E Class 10,000 Clean Room)f

Wi2Wi's product strategy focuses on the various applications in these following markets; Internet of Things (IoT), Machine to Industrial Internet of Things (IIoT/M2M/Industry 4.0), avionics, space, defense and other industrial applications. Wi2Wi's products and value-added services are highly desirable in these markets

Conversion of certain obligations to common shares October 28, 2015

On October 28, 2015, the Company issued:

I. 30,570,082 common shares to LaSalle as consideration for the Debt. The common shares issued at a deemed price of CAD$0.1275 per common share representing the "Discounted Market Price", as defined under TSXV policies, based on the closing price of the Company's common shares on the TSXV on June 18, 2015. The fair market value of the settlement as measured on the date the shares were issued was $2,093, resulting in a gain on settlement of $1,100.

II. 4,509,639 common shares issued for conversion of note payable and certain other trade obligations to a creditor of the Company, total amounting to $534, at a deemed price of CAD$0.1275 per share. The fair market value of the settlement as measured on the date the shares were issued was $309, resulting in a gain on settlement of $225.

III. 334,000 common shares were issued to a trade creditor in settlement of the Company's obligation at a deemed price of CAD$0.1275 per share. The fair market value of the settlement as measured on the date the shares were issued was $23, resulting in a gain on settlement of $10.

IV. 1,000,000 common shares issued to a former executive of the Company as part of the settlement of his claim. The fair market value of the settlement as measured on the date the shares were issued was $68.

The traded price of the Company's common stock on the day of issue October 28, 2015 CAD$0.09 (approximately $0.07). The Common Shares issued by the Company pursuant to these shares for debt transactions are subject to resale restrictions, in accordance with applicable securities legislation and TSX Venture Exchange requirements, until February 29, 2016. The Company's outstanding Common Shares are 133,027,744 as of December 31, 2016 and 2015.

Subsequent Events

On April 4, 2017, the Company announced a non-brokered private placement for proceeds of CAD$700, which is approximately USD$521. The Company has not paid any finder's fees or commissions in connection with the offering. The capital raised will be used to develop new products from its Wireless Connectivity and Frequency Control Device product lines to address the Internet of Things (IoT), Industrial Internet of Things (IIoT/M2M), Avionics, Space and Military markets.

The Company issued 12,499,674 units ("Units") at a price of CAD$0.056 per Unit (the "Purchase Price"). Each Unit consists of one common share of the Company ("Common Shares") and one common share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price of CAD$0.11 per share for a period of five years following the issuance date, so through April 2022. The Unit price was arrived at by using the maximum allowable discount of 25% on the closing price on the Company's common stock as of February 16, 2017, which was CAD$0.075.

The CAD$700 is being held in escrow. The majority of the funding was from the board of directors and from the current investors. The share and warrant certificates are being distributed to the participants and the Company expects to complete the private placement, and have the CAD$700 released from escrow to the Company no later than April 14, 2017.

Highlights of 2016

- On November 22, 2016, the Company has received 1-Platinum Premier Supplier Status from Rockwell Collins. This is the highest supplier rating Rockwell Collins awards to its preferred suppliers.
- On November 14, 2016, the Company announced the results of the quarter ending September 30, 2016.
- On August 25, 2016 the Company announced the results of the quarter ending June 30, 2016.
- On July 13, 2016 the Company announced the resignations of Michael Pesner from the Board of Directors and Mr. Sharad Mistry as the Chief Financial Officer of the Company. Miss. Dawn Leeder was appointed the Chief Financial Officer of the Company.
- On June 30, 2016 the Company held its annual general meeting of shareholders.
- On June 27, 2016 the Company announced the initial coverage research report by Fundamental Research Corporation.
- On June 13, 2016 the Company announced the release of its new Low Power BLE Module WE7220B0 from its wireless connectivity solution.
- On May 30, 2016 the Company announced the results of the quarter ending March 31, 2016.
- On May 24, 2016 the Company announced the coverage of research report by Dr. Kalliwoda International Research GmbH.
- On May 18, 2016 the Company announced the release of its new FC7 series of highly customizable clock oscillator with Phase Loop Lock (PLL) Technology.
- On March 18, 2016 the Company entered into a new $ 2 million revolving credit facility ("Facility") with Wells Fargo Bank, National Association ("Wells Fargo"). Under the agreement, the Company is required to deposit $500 with the bank to serve as collateral for the Facility, and that $500 is presented as restricted cash on the consolidated statement of financial position. Borrowings up to $500 are available until the Company meets two financial covenants (defined below), fully collateralized by the deposit. Once the financial covenants are met, the collateral of $500 will be returned to the Company. From that point, borrowings are limited based on a percentage of trade accounts receivable and inventories. The financial covenants were not met at the end of any quarter of 2016 and it is unknown if the Facility will be available for any portion of 2017.

  The interest on the Facility is LIBOR plus 3%, with an annual standby charge of 0.25%, charged quarterly. The Company has granted a security interest to Wells Fargo in all the property of the Company. Interest only payments are due monthly with the principal due at maturity, which will be May 31, 2017. There have been no borrowings as of December 31, 2016.

  Financial covenants:
  - Balance sheet leverage of less than or equal to 3, defined as total liabilities divided by tangible net worth tested on a quarterly basis.
  - Minimum net income greater than one dollar, tested on a quarterly basis on a rolling twelve month basis.

- On February 29, 2017 the Company announced receipt of 3 year purchasing agreement from Rockwell Collins
- On February 4, 2016 the Company filed Articles of Organization with the Wisconsin Department of Financial Institutions to establish Wi2Wi, LLC, ("LLC") a wholly-owned subsidiary of Wi2Wi Inc., ("Inc.") and Inc., entered into an operating agreement with LLC to conduct all or a portion of the Company's business in the State of Wisconsin.
- On January 4, 2016 the Company announced the release of new Surface Mount (SM) series of military packaging for the Lumped Crystal Filter family of products.

Highlights of 2015

- On December 8, 2015, the Company announced the appointment of Ramesh Duvvuru, an industry veteran in wireless connectivity as Vice President of Engineering
- On November 16, 2015, the Company announced establishment of a design and engineering centre in Hyderabad, India
- On October 28, 2015, the Company issued:
  - 30,570,082 Common Shares to LaSalle as consideration for the Debenture, accrued interest amounting to $168, and the interim funding amounting to $524.
  - 4,509,639 Common Shares issued for conversion of note payable and certain other trade obligations to a creditor of the Company.
  - 334,000 Common Shares issued to a trade creditor in settlement of the creditor's obligation.
  - 1,000,000 Common Shares issued to a former executive of the Company in settlement of his claim, in addition to a payment of $325.
- On October 27, 2015 the Company announced receipt of a Silver Status Award from Rockwell Collins for the Company's superior supplier performance among Rockwell's preferred suppliers.

- On October 16, 2015, the Company announced its DL4 series Ceramic Crystal Clock Oscillators, addressing the growing demand for high performing products in avionics, space, industrial, military and other markets
- On August 4, 2015, the Company announced high performing, cost effective best in class Wi-Fi module solution, W2SW0025 addressing the IoT and M2M market
- On March 30, 2015, the Company announced a new line of CLC Series of Filters. The CLC Filter Series are Lumped Element (LC) Filters and are offered in standard and custom packaging, including surface mount, through-hole mounting, and connectorized packaging. The CLC Filter Series is configurable to meet the customer's requirements and available in frequency ranges from DC to 3.5 GHz. The CLC filter series addresses the unique demand in premium market verticals: Military, Avionics, Space, and GPS.

Results of Operations:

The audited consolidated financial statements for the years ended December 31, 2016 and 2015 form integral part of this MD&A. All amounts are expressed in thousands of U.S. dollars unless otherwise noted.

Selected Annual Information:

The following table sets forth selected annual information from the audited consolidated financial statements for the years ended December 31, 2016, 2015, and 2014:

Year ended	2016	2015	2014
In thousands of Dollars (except for number of shares and per share data)			
Revenue	10,045	14,306	8,047
Income from transfer of technology	-	-	2,250
Net income (loss) from operations	(103)	423	1,840
Gain on bargain purchase	-	-	678
Gain (loss) on conversion of debt	-	1,335	(234)
Net income and total comprehensive income	7	1,620	2,019
Net income per share	0.00005	0.02	0.02
Cash flow from operations	210	542	242
Total assets	7,620	7,712	9,783
Long-term debt	-	-	-
Shareholders' equity	5,647	5,536	1,128

The net income per share has been calculated based on 133,027,744, 102,988,896 and 96,614,024 weighted average number of common shares outstanding for the years ending December 31, 2016, 2015 and 2014 respectively.

Summary of Quarterly Results:

The following table presents selected quarterly financial data for the last eight quarters.

Statement of results	2016	2016	2016	2016	2016
In thousands of Dollars	Q4 $	Q3 $	Q2 $	Q1 $	Total $
Revenue	2,707	2,482	2,499	2,357	10,045
Income (loss) from operations	288	(17)	(98)	(276)	(103)
Gain/(loss) on conversion of debt	-	-	-	-	-
Net income and total comprehensive income	270	7	5	(275)	7
-per share basic and diluted (in $)	0.002	0.00	0.00	(0.002)	0.00005
Statement of results	2015	2015	2015	2015	2015
In thousands of Dollars	Q4 $	Q3 $	Q2 $	Q1 $	Total $
Revenue	2,549	3,123	4,002	4,632	14,306
Income (loss) from operations	(420)	112	235	496	423
Gain/(loss) on conversion of debt	1,335	-	-	-	1,335
Net income/(loss) and total comprehensive income/(loss)	973	102	146	399	1,620
-per share basic and diluted (in $)	0.01	0.00	0.00	0.00	0.02

Revenue

In thousands of Dollars	2016 Year $	2015 Year $
	10,045	14,306

Revenues for the year ended December 31, 2016 and 2015 were $10,045 and $14,306, respectively.

The decrease in revenues for the fiscal year 2016 ended in December 31, 2016 as compared to same period in 2015 was due to:

- Shipment of a number of 2014 backorders in FY 2015.
- Company is fully exiting from extremely low margin business in frequency control and timing devices market
- The Company has not entered the low margin market for the wireless connectivity products which is well supported by the large manufacturers with capacity to manufacture in large volumes. The Company expanded this model to the frequency control and timing devices business and intends to continue with this program, while exploring opportunities with potential customers that can utilize the Company's products. Consequently the Company decided to exit fully from certain traditional low margin business for its frequency control and timing device products. For fiscal year 2016, the Company elected not to tender for approximately $2.0 million worth of business which would have yielded unacceptably low margins. The Company's products are designed and built to a higher degree of robustness and for longer life cycles. These customized products generally yield much higher margins.
- A number of connectivity products had reached end of life. Due to cash constraints in prior years, the Company had not invested in new viable products.
- The Company has observed a certain slowdown in Aerospace and Defense markets but is seeing increased demand for newer technology products in the IoT market.
- Modest reinvestment commenced in 2016 in both Wireless Connectivity solutions and Frequency Control and Timing Devices. Working capital constraints significantly affects new product development and delays new product releases in both Wireless Connectivity and Frequency Control
- Investment in new Frequency Control and Timing Devices will take approximately 36 to 48 months to generate meaningful revenues due to the nature of the market, e.g. Military, Space and Avionics. Products designed-in will have to go through rigorous testing, and a government approval process in order to qualify.
- Investment in new Wireless Connectivity products will take approximately 18 to 24 months to generate meaningful revenues depending on the application. Products designed into medical applications can take longer due to Federal Drug Administration requirements, while products for smart home applications can take significantly less time.

A number of potential customer are in process of evaluating the Company's new products. However, the Company does not recognise a design win until the end customer product certification process is complete.

The Company spent significant time and efforts in 2015 and 2016 to win the confidence of its marquee customers by delivering products on time and providing the desired quality required by customers. Due to the Company's performance and commitment to its customers, the Company continues to earn customer's confidence. The Company met with its marquee customers during the year to keep them updated of the progress made by the Company in operations, quality, and profitability. On October 27, 2015, the Company announced Rockwell Collins had awarded Silver Status to the Company among their preferred suppliers. On November 22, 2016, Rockwell Collins awarded their 1-Platinum Premier Status, Rockwell's highest supplier rating, to the Company among their preferred suppliers. The supplier recognition the Company has received from companies such as Rockwell Collins demonstrates the progress the company has made in such a short time.

The Company has a premium customer base in avionics, medical, space and defence for its frequency control and timing devices. This affords the opportunity for cross selling wireless connectivity solutions and GNSS into market segments currently not being serviced. Selling into an existing customer base will save the Company both time and money in entering new markets for wireless connectivity solutions and GNSS.

As part of the sales strategy, the Company is encouraging its marquee customers in avionics and space to enter into multiyear purchasing agreements for the products. On February 29, 2016, the Company announced that it had received a three-year purchasing agreement from a pioneer in the development and deployment of innovative aviation and high-integrity solutions for both commercial and government applications, Rockwell Collins, in the development and deployment of innovative communication and aviation electronic solutions for both commercial and government applications, for frequency control products and microwave filters for many of their systems and subsystems. The Company has concluded similar agreements with three other marquee customers. Due to confidentiality agreement, the Company cannot announce any details of such agreements without the customer's authorization. The Company is in process of negotiating purchase agreements with several other customers.

The Company relies on direct sales as well as its distribution network to sell its products, supported by the sales team and the sales representative network that has been established in North America, European Union and in Asia Pacific.

The Company is implementing programs to increase its software solution content and services along with highly customizable hardware and other components to increasingly become more of a complete and differentiating solution provider than it has in the past. It will aggressively review opportunities that add value to its product range, increasing its involvement in addressing customer needs by providing products, software applications and services beyond the range of the products currently being provided. The Company feels that being a full service end to end solution provider will increase its involvement with current and future customers. By doing so, this will decrease the development cycle with the Company providing the interfaces required to connect its products more effectively with customer applications. Shrinking the design cycle allows customers to complete their development, testing and manufacturing processes and thereby introducing their products sooner into the market place. Not only will this increase the Company's involvement with customers to a greater degree than historically, but it will enhance its reputation as a proactive solution provider with an advanced product line. These programs are being designed based on customer expectations and on the technical knowledge to be able to satisfy these expectations. Although the Company is confident that it will have the necessary resources to satisfactorily address these needs, the timing and success is dependent on various factors that could delay implementation or affect the success of any program.

Revenue is recorded and collected in the functional currency of its self-sustaining foreign subsidiary, Wi2Wi Inc., in its local currency being US dollars.

Gross Profit

In thousands of Dollars	2016 Year $	2015 Year $
	3,201	**4,533**
Gross profit %:	32%	32%

Cost of revenues consists of the costs of parts; costs incurred with contract manufacturers to assemble and test the Company's products, as well as the direct and indirect costs incurred to control and test the in-house and outsourced manufacturing and supply chain.

Gross profit for the year ended December 31, 2016 and December 31, 2015 were $3,201 and $4,533 respectively. Gross margins remained flat for the years ended on December 31, 2016 over 2015.

Gross Margins can fluctuate depending on the product mix shipped in that period. The frequency control products are manufactured in house and are very labor intensive, and on an average, yield a gross margins in the region of 27%. Wireless connectivity products yield margins typically over 50%.

- Gross margin percentage for Wireless Connectivity products for the year ended December 31, 2016 was 63%
- Gross margins for frequency controllers and timing devices continue to be 28% for year ended December 31, 2016.
- Lower shipments of higher margin wireless connectivity products in 2016 compared to 2015 resulted in flat gross margins

Historically, from 2011 to 2014, gross margins for Frequency Control and Timing Devices averaged less than 15%, while gross margins for Wireless Connectivity products yielded margins in the region of 55%. Low margin yields in Frequency Control and Timing Devices were due to products targeted for the consumer and distribution markets, combined with low manufacturing yields for products manufactured in the Middleton Wisconsin plant. The Company has identified and implemented processes to improve the production yield and has exited from the extremely low margin consumer and distributed business. This effort has enabled the Company to increase the average margin for these products from 11% in 2014 to 17% in 2015, 23% Q1 2016 and 27% in Q2 2016 and 27% in Q3 2016. The overall margin can fluctuate quarter over quarter due to the product mix shipped in that particular quarter

The Company has started to invest in new capital equipment, and continues to review and improve the production processes. The Company's goal is to increase the average gross margins for the combined products to 50%.

As production runs increase for the new generation of products, it is possible to negotiate lower pricing for products and assembly costs, which constitutes the major portion of cost of products sold. Lower volumes will have an adverse effect on the ability to achieve meaningful cost reductions. Despite the small size of the Company's products, logistics costs are high as much of this cost relates to air shipments into and out of the Far East. Larger shipment size will reduce the per-unit cost.

Frequency control devices have had certain very low margin business which continued from the previous years. As mentioned above, the Company decided to fully exit from such low margin business. Instead, the Company is focusing on building on its core competencies and thus provide value added product solutions to the premium markets. Company's control over costs continue to improve the gross margin yield, and is working hard to implement controls over the manufacturing, in order to bring the margins to more acceptable levels. The process will take some time to implement and initial results are very favorable. In addition to cost control, the Company has renegotiated price increases with our customers on certain products.

Research and Development Expenses

In thousands of Dollars	2016 Year $	2015 Year $
	1,140	1,358

Research and development expenses consist primarily of expenses related to the design of the Company's products and development of prototypes. Research and development expenses for the year ended December 31, 2016 and 2015 the research and development costs were $1,140 and $1,358 respectively, a decrease of 16%.

Due to cash constraints, the Company has been experiencing delays in its introduction of new products. The Company is increasing its current investment in R&D, product development and anticipates that these products will generate revenues in mid to late 2017. Any delays in the release of new products can further delay the generating revenue. The Company announced in November 2015 that it had established a new Design and Engineering ("D&E") center in Hyderabad, India. Wi2Wi's team at this D&E center will focus on developing wireless connectivity solutions addressing the exploding demand in IOT and M2M markets, The location of the D&E Center will allow the Company to tap into the rich talent pool around Hyderabad and the region to develop a wide range of hardware and software-related solutions, as well as enabling real time technical support for customers in Asia-Pacific.

The Company has a forward looking program not only for upgrading its current product range, but in utilizing these, where possible, in developing further applications for key market segments, shortening the cycle from inception to delivery. The Company has stream lined and revised its product development strategy for both wireless connectivity and frequency control business. This will align the Company to its market and customer strategy, and will provide end to end to solutions to each customer application and market.

The Company has created a standard design platform for its frequency control devices and microwave filters. This platform allows the Company to easily customize and meet the highest application demand from the customers and timely service the customers with rugged, robust and reliable products cost effectively. Such cost effective customization with superior performance are highly required in the markets such as avionics, space and defense

For wireless connectivity, the Company has created three distinct hardware architectures to support the end customers unique requirements based on their technical capability. These architectures are fully supported by a robust software ecosystem. In order to carry out cost effective research and development the Company has started a design and engineering centre in Hyderabad, India to tap into a highly qualified talent pool. The Company is in the process of developing products based on the following architectures.

- Maximum performance series modules are targeted for high performance platforms where flexibility and scalability is of utmost importance. Major advantage with this architecture is the user's ability to leverage the existing code libraries from the open source which dramatically reduces the time and cost of the development of a high end product. MX series of modules with integrated software drivers offered for Wi-Fi, Wi-Fi and Bluetooth combo, and they provide very high data rate highly desirable for wireless streaming audio and HD Video and many other applications where high data rate is needed.
- Embedded series: Low power, high performance EM series modules are targeted for reducing the complexity of development for the end user. Embedded series modules comes as plug and play devices by integrating all the necessary wireless hardware and software into a small form factor device. Main advantages with this architecture is reduced complexity for the end user who is not familiar with wireless protocols and RF design, short time-to-market, low power, reduced cost for the end system. Embedded series of modules offered for Wi-Fi, Wi-Fi Bluetooth combo, Blue tooth Low energy, GPS /GNSS (Navigation) and enable the customer to focus on their end systems
- MCU embedded series: These highly integrated, low power, high performance ME series modules are targeted for enabling the end user to write their applications directly on the device and avoid using the external MCU. This will reduce the cost, size and complexity of development for the end user. ME series modules come as plug and play devices by integrating MCU, all the necessary wireless hardware and software into a small form factor device. I series of modules offered for Wi-Fi, Wi-Fi Bluetooth combo, Blue tooth Low energy, GPS/GNSS (Navigation) and built in microcontroller (processor) allows the system integrator to write any additional software codes if needed.

Utilizing the engineering expertise, research and the manufacturing facility available in Middleton, Wisconsin, the Company anticipates to provide subsystems and systems products to the market place. This is another key element that will move the Company ahead with its efforts and for it to build on its reputation as a solution provider to the market place.

Selling, General and Administrative Expenses (SG&A)

In thousands of Dollars	2016 Year $	2015 Year $
SG&A:	2,133	2,779

Revenue for connectivity solutions is generated through the distributor network. These partners will hold inventory and ship to customers when orders are received through the Wi2Wi sales network or through their own infrastructure. The Wi2Wi sales network is managed through the sales staff and inside sales staff, who are supported by a global network of specialized representatives who are compensated based on the level of revenue they generate each quarter.

SG&A expenses for the year ended December 31, 2016 and December 31, 2015 were $2,133 and $2,779 respectively, a decrease of 23%. The decrease for the year ended December 31, 2016 as compared to 2015 is principally due to the consolidation of various administrative and financial functions from San Jose to Middleton, Corporate staff reduction, control over legal, and other professional fees and other overhead costs.

Stock compensation expenses were $104 and $295 for the year ended December 31, 2016 and 2015 respectively.

Other Income/Expenses

In thousands of Dollars	2016 Year $	2015 Year $
Other		
Other Income	138	-
Gain/(loss) on conversion of debt	-	1,335
Total	138	1,335

Year ending December 31, 2016: $138 relates to actual cash received on a note receivable from by PDI HK, which exceed the fair value determined for the note receivable at the time it was acquired as part of the Company's acquisition of Precision Devices.

Year ending December 31, 2015: The Company issued common shares to convert following liabilities:

- LaSalle to pay an aggregate amount of $3,192 consisting of:
    - Principal amount of the Secured Subordinated Convertible Debenture of $2,500;
    - Unpaid but accrued interest related to the Debenture in the amount of $168; and
    - Funding provided by LaSalle to Wi2Wi in the amount of $524.
- Conversion of note payable and certain other trade obligations to a creditor of the Company, total amounting to $567

The above transaction is fully described in Note 10 and 15 in the Company's Audited Statements.

These transactions resulted in a gain of $1,335 based on the fair market value of the settlement as measured on the date the shares were issued.

Interest Expense

In thousands of Dollars	2016 Year $	2015 Year $
Interest	8	145

Interest expense for the years ended December 31, 2016 and 2015 was $8 and $145 respectively, a decrease of 94%. The decrease is the result of the Company settling its debt obligations in 2015, such that interest expense in 2016 is nominal.

Interest in 2015 relates to the note payable and secured subordinated convertible debenture as described in Note 10 to the Audited Statements which were settled in 2015.

Interest in 2016 relates to a new operating lease for manufacturing equipment located in Middleton.

Legal proceedings

Claim against former directors of the Company

A former Company executive has asserted a claim of CAD$4,400 against four former directors of the Company for damages incurred as a result of the claimed lost value of Plaintiff's investment which he was unable to realize because of the defendants' conduct. Judgment was rendered on January 28, 2014. Two former directors were found to have benefitted from the "oppressive conduct" and ordered to pay CAD$648 plus interest and additional indemnity as of July 6, 2010. The action against the other two former directors was dismissed. An appeal from the judgment had been filed to overturn the judgment and dismiss the action as a whole, but the appeal was denied. A former director then sought leave to appeal to the Supreme Court of Canada with such leave granted on April 7, 2016. The Company is not aware as to when the Supreme Court of Canada will hear such appeal and render a final decision.

The Company has received legal advice to the effect that, in certain circumstances specifically when a director has benefitted personally, that the Company may not have an obligation to indemnify the director.

Canada Business Corporation Act (124 (1) & (3)) essentially provides that the Corporation may indemnify a director or former director it he acted in honesty, in good faith, and in the best interest of the corporation. When the three conditions are not met, a corporation is prohibited from indemnifying the director or former director notwithstanding what the by-laws, indemnity agreement or other contractual undertaking may provide. This rule is confirmed by at least two recent judgments from the Court of Appeal of Ontario, (*White v, Hollinger Inc.,* 2006 and *Cytrynbaum* v. *Look Communication Inc.,* 2013).

The Company is in the process of evaluating its options, and has reserved $781 as of December 31, 2016 and 2015.

Claim from a former officer of the Company

In a separate matter, the Company, on October 30, 2014, received a complaint filed in the Superior Court for the State of California by a different former executive of the Company, for breach of contract, labor code violation, termination in violation of public policy, breach of the covenant of good faith and fair dealing. On August 25, 2015, the Company settled the claim and agreed to pay $325 and issued 1,000,000 common shares of the Company. The $325 was paid in 2015, and the shares, with a fair value of $68, were issued on October 28, 2015.

Liquidity and Capital Resources:

As of December 31, 2016, the Company had cash of $563 compared to $953 as of December 31, 2015. The Company had a net working capital of $4,247 as of December 31, 2016 compared to working capital of $4,012 as at December 31, 2015. Shareholders' equity was $5,659 compared to $5,536 at December 31, 2016 and December 31, 2015 respectively. The Company generated positive cash flow from operations during the year of $235 compared to $542 for the year ending December 31, 2015.

The Company has managed capital by budgeting for its working capital needs, and securing debt and equity financing in order to fund its operations. However sources for capital are difficult to come by.

The Company has contractual obligations for future minimum lease payments under non-cancellable operating leases as of December 31, 2016 as follows:

Year	Amount
2017	493
2018	508
2019	523
2020	176
Total	**$1,700**

Secured subordinated convertible debenture

As part of the purchase price for the acquisition of Precision assets (Note 3) the Company issued a Convertible secured convertible note for $2.5 million ("Debenture"). The Debenture was set to mature on November 4, 2015 and bore interest at the rate of 10.25% per annum payable on the maturity date of the Debenture. The holder could convert all or any part of the principal amount outstanding under the Debenture into common shares of the Company at a conversion price of CAD$0.25 per share, which would have resulted in the Company issuing approximately 12 million shares depending on the exchange rate at the time of conversion. The conversion option was considered a derivative liability because the conversion feature is in CAD$, which is different than the Company's functional currency USD$. Therefore, the derivative was bifurcated and recorded as its own derivative liability. A fair value measurement was completed at the time the convertible debt was issued, and fair value was updated at each reporting date until the debenture was ultimately converted.

The Debenture was recorded initially at fair value (excluding the conversion option derivative), and the difference between face and fair value is being accreted over the life of the loan with a charge to interest expense. Present value factor discount rate of 15.4% was used to determine the fair value of the Debenture.

On October 28, 2015, 30,570,082 common shares of Wi2Wi were issued to LaSalle (see Note 12 to the Audited Statements) as settlement offer for:

a) Principal amount of the Secured subordinated convertible debenture of $2,500;
b) Unpaid but accrued interest related to the Debenture in the amount of $168; and
c) Funding provided by the holder of the Debenture to Wi2Wi in the amount of $524.

The common shares issued at a deemed price of CAD$0.1275 per common share representing the "Discounted Market Price", as defined under TSXV policies, based on the closing price of the Wi2Wi common shares on the TSXV on June 18, 2015. The fair market value of the settlement as measured on the date the shares were issued was $2,093, resulting in a gain on settlement of $1,100.

Private Placement:

The Company announced on February 27, 2014 the closing of the first tranche of its non-brokered private placement offering, issuing 2,175,000 units at a price of CAD$0.20 (approximately $0.18) per Unit. A Unit consists of one common share of the Company and one half of one common share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the Company at a price of CAD$0.25 per share. The warrants expired on April 30, 2016.

Share Capital:

The Company's outstanding Common Shares are 133,027,744 at December 31, 2016 and 2015.

Investment Activities

Cash flow related to investment activities consisted of expenditures for property and equipment. In the year ended December 31, 2016, capital expenditures amounted to $100 compared to $234 in the year ended December 31, 2015. The Company will be looking to increase its capital budget over the next 24 months.

Financing Activities

There were no financing activities in 2016 and 2015. In 2014, the Company raised gross proceeds of $474 from a share issue, and also received $230 from conversion of preferred shares to Common shares of the Company. The $230 was a result of cash of $167, and shares of Legend Oil and Gas Limited valued at $0.003 at the date of the conversion.

Off Balance Sheet Arrangements

There were no off balance sheet transactions entered into during the period, nor are there any outstanding as of the date of this MD&A.

Related Party Transactions

The Company incurred expenses related to travel by directors and officers of $4 and $16 in the three months period ending December 31, 2016 and 2015 respectively and $25 and $52 in the twelve month period ending December 31, 2016 and 2015 respectively.

The Company issued 4,509,639 shares on October 28, 2015 in settlement of liabilities to Norton Rose Fulbright Canada LLP. The Company incurred expenses for legal services of $107 in the year ended December 31, 2015. No expenses were incurred with Norton Rose Fulbright in 2016. At December 31, 2015 the Company had payables of $158 to Norton Rose Fulbright Canada, and at December 31, 2016 there were no amounts due to Norton Rose Fulbright.

In April 2017, the Company has raised CAD$700 through a Private Placement. The majority of the funding was from the board of directors and from the current investors.

Application of Critical Accounting Estimates

The Company's financial statements for the period ending December 31, 2011 were the first financial statements prepared in accordance with IFRS. The significant accounting policies used by the Company and critical accounting estimates and judgments made by the Company are disclosed in Notes 4 to the audited consolidated financial statements for the year ended December 31, 2016 and 2015, which are available on Sedar at www.sedar.com.

Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The emergence of new information and changed circumstance may result in actual results or changes to estimate amounts that differ materially from current estimates. The following discussion identifies the critical accounting policies and practices of the Company and helps assess the likelihood of materially different results being reported.

Inventories

Inventories are recorded at the lower of average cost (first in first out method) or net realizable value. As a supplier of system in package and modular products, inventory cost consists of amounts paid to the Company's contract manufacturers for product that is drop shipped to customers or shipped to the Company's location in San Jose, California. Charges for excess and obsolete inventory are recorded based on inventory age, shipment history and forecasted demand. The markets that the Company serves can be volatile and actual results may vary from the Company's forecast or other assumptions, potentially impacting the Company's inventory valuation and resulting in material effects on its gross margin.

Property and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight line method over estimated useful lives of:

- Three years for computer equipment and software
- Five years for office furniture and fixtures
- Five to ten years for machinery and equipment
- Over the shorter of lease or estimated useful life of leasehold improvement.

Useful lives and amortization methods are reviewed annually.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. All financial instruments are initially measured at fair value. Subsequent measurement is then based on the financial instruments being classified into one of five categories: fair value through profit and loss (FVTPL), held to maturity, loans and receivables, available for sale and other liabilities. The Company has designated its financial instruments into the following categories applying the indicated measurement methods:

Financial Instrument	Category	Measurement Method
Cash	Loans and receivables	Fair value
Restricted cash	Loans and receivables	Fair Value
Trade accounts receivable	Loans and receivables	Amortized cost
Investment in Legend shares	FVTPL	Fair value
Accounts payable and accrued liabilities	Other liabilities	Amortized cost

Loans and receivables are initially recognized at the fair value and subsequently carried at amortized cost using the effective interest rate method, less provision for impairment. The Company will assess at each reporting period whether a financial asset is impaired. An impairment loss, if any, is included in income or loss. Impairment provisions are recognized when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable. The amount of such a provision is calculated as the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported on a net basis, such provisions are recorded in a separate allowance account with the loss being recognized within selling, general and administrative expenses in the Consolidated Statements of Income and Comprehensive Income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated allowance.

Other liabilities are measured at fair value on initial recognition, net of transaction costs and subsequently at amortized cost using the effective interest rate method.

Financial instruments classified as FVTPL are measured at fair value on initial recognition and are subject to re-measurement at each balance sheet date with any changes in fair value being recognized in the Consolidated Statements of Income and Comprehensive Income.

Income Taxes

The Company accounts for income taxes under IAS 12, *Income Taxes*, which requires an asset and liability approach to recording deferred taxes. Deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized to the extent that the realization of the related tax benefit through future taxable income is probable. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enacted or substantively enacted date.

Management periodically reviews the Company's provision for income taxes and deferred tax assets and liabilities to determine whether the overall tax estimates are reasonable. When management performs its assessments, it may be determined that an adjustment is required. These adjustments, if required, may have a material impact on the Company's consolidated financial position and results of operations.

Foreign Currency Translation

The Company’s presentation and functional currency is the US dollar. The functional currency of the Company’s self-sustaining foreign subsidiary, Wi2Wi Inc., is its local currency of US dollars.

There were no significant gains or losses arising from transactions denominated in currencies other than the functional currency for the years ended December 31, 2016 and 2015.

Revenue Recognition

The Company generates revenue through direct sales to its customers, as well as through distributors. The Company recognizes revenue when the following fundamental criteria are met: (i) the significant risks and rewards of ownership of the goods have transferred to the buyer; (ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; (iii) the amount of revenue can be measured reliably; (iv) it is probable that the economic benefits associated with the transaction will flow to the Company; and (v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

For certain distributors the Company does not recognize revenues until the distributors have sold the product to a third party, and the right of return or price protection has lapsed. Product shipped to these distributors, which has not yet sold through to a third party, is reported as deferred revenue, with the associated cost reported as deferred inventory costs, on the consolidated statements of financial position.

Research and Development

Research costs are expensed and development costs are capitalized as an asset if certain criteria are satisfied. The development costs incurred in the years ended December 31, 2016 and December 31, 2015 respectively, did not satisfy the criteria and therefore were expensed.

Share-Based Payments

The Company has a stock option plan and issues stock options to directors, employees and other service providers. The fair value of options granted is measured at the grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates.

IFRS

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company is currently assessing the impact of the following standards on the consolidated financial statements and intends to adopt these standards when they become effective.

In 2014, the IASB issued IFRS 15“Revenue from Contracts with Customers.” The new accounting standard requires an entity to apply a five step model to recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled end in exchange for those goods or services, as well as, a cohesive set of disclosure requirements that would result in an entity providing comprehensive information about the nature, timing, and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. The standard becomes effective for reporting periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently assessing the impact of this new standard.

In 2014, the IASB issued IFRS 9 - Financial Instruments, which replaces the earlier versions of IFRS 9 (2009, 2010, and 2013) and completes the IASB’s project to replace IAS 39 - Financial Instruments: Recognition and Measurement. IFRS 9 includes a logical model for classification and measurement of financial assets; a single, forward-looking ‘expected credit loss’ impairment model and a substantially reformed approach to hedge accounting to better link the economics of risk management with its accounting treatment. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Earlier adoption is permitted. The Company is currently evaluating the impact of IFRS 9 on its financial statements.

In 2016, IASB issued IFRS 16, “Leases”, which specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard will be mandatory for annual periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

In 2016, the IASB issued amendments to IAS 7, Statement of Cash Flows ("IAS 7"). The amendments are intended to clarify IAS 7 to improve information provided to users of financial statements about an entity's financing activities. They are effective for annual periods beginning on or after January 1, 2017, with earlier adoption permitted. The adoption of IAS 7 amendments will require additional disclosure in the Company's consolidated financial statements.

In 2016, the IASB issued IFRIC Interpretation 22, Foreign Currency Transactions and Advance Consideration ("IFRIC 22"), which provides requirements about which exchange rate to use in reporting foreign currency transactions (such as revenue transactions) when payment is made or received in advance. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. On initial application, entities have the option to apply either retrospectively or prospectively. The Company is in the process of evaluating the impact of adopting these amendments on the Company's consolidated financial statements.

In 2016, the IASB issued the final amendments to IFRS 2, Share-based Payments ("IFRS 2") that clarify the classification and measurement of share-based transactions, consisting of: accounting for cash-settled share-based payment transactions that include a performance condition; classification of share-based payment transactions with net settlement features; accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The amendments are to be applied prospectively. However, retrospective application is allowed if this is possible without the use of hindsight. The Company is in the process of evaluating the impact of adopting these amendments on the consolidated financial statements.

Non-GAAP Measures

The Company has not used non-GAAP measures in this MD&A.

Risk Factors

The Company's business is subject to significant risks and uncertainties and past performance is no guarantee of future performance. The risks and uncertainties described below are those which the Company currently believe to be material, and do not represent all of the risks that the Company faces. Additional risks and uncertainties, not presently known, may become material in the future or those risks that are currently believed to be immaterial may become material in the future. If any of the following risks actually occur, alone or in combination, the Company's business, financial condition and results of operations, as well as the market price of our common shares, could be materially adversely affected.

Lengthy Sales Cycle

The Company's customers will typically perform numerous tests and extensively evaluate its products before incorporating them into their systems. The time required for the testing, evaluation and design of the Company's products into a customer's equipment can take 18 months or more. Because of this lengthy sales cycle, the Company may experience a delay between the time when it increases expenses for research and development and sales and marketing efforts and the time when it generates higher revenues, if any, from these expenditures. In addition, the delays inherent in its lengthy sales cycle raise additional risks of customer decisions to cancel or change product plans. When it achieves a design win, there can be no assurance that the customer will ultimately ship products incorporating its products. The Company's business could be materially adversely affected if a significant customer curtails, reduces or delays orders during the sales cycle or chooses not to release products incorporating the Company's products. The Company's customers are not obligated to purchase products that the Company has designed for them and may cancel their orders at any time.

Competition

The Company will face significant competition. The market for IoT, connectivity solutions and precision timing and frequency control products is highly competitive and rapidly involving. More established and larger companies with strong brands and greater financial, technical and marketing resources that compete with Wi2Wi and this competition is expected to intensify, and thus the Company may be unsuccessful in competing against current and future competitors. Many of the Company's competitors and potential competitors have longer operating histories, greater name recognition, complementary product offerings, a larger customer base, and longer relationships with customers and distributors, and significantly greater financial, sales, marketing, manufacturing, distribution, technical, and other resources than the Company has. As a result, they may be able to respond more quickly to customer requirements, to devote greater resources to the development, promotion, and sales of its products and to influence industry acceptance of their products better than the Company can. These competitors may also be able to adapt more quickly to new or emerging technologies or standards and may be able to deliver products with performance comparable or superior to that of the Company's products at a lower cost.

Customers

The Company sells products to OEM's, enterprises, distributors, and have sales agreements with customers comprising a significant portion of our revenue. The Company's business and future success depends the Company's ability to maintain and build on existing relationships and develop new relationships with OEMs, enterprises, distributors, resellers and network operators. If certain of the significant customers, for any reason, discontinues their relationship with us or reduces or postpones current or expected purchase orders for products, or suffers from business loss, our revenues and profitability could decline materially.

Reliance on Third Party Distributors and Sales Representatives

The Company has entered into relationships with distributors and sales representatives to sell its products, and the Company will be unable to predict the extent to which these partners will be successful in marketing and selling its products. Moreover, its distributors and sales representatives may also market and sell competing products. The Company's future performance will also depend, in part, on its ability to attract additional distributors or sales representatives that will be able to market and support its products effectively, especially in markets in which it has not previously distributed its products. If it cannot retain or attract quality distributors or sales representatives, its sales and results of operations will be harmed. The inability of the Company to enter into contracts with qualified individuals could have an effect on the growth of the Company's business within the aforementioned regions.

Loss of Key Personnel Due To Competitive Market Conditions and Attrition

The Company's success will depend to a significant extent upon its senior management and key technical and sales personnel. The loss of one or more of these employees could have a material adverse effect on our business. The Company success will depend on its ability to attract and retain qualified technical, sales and marketing, customer support, financial and accounting, and managerial personnel. Competition for such personnel is intense, and it may not be able to retain its key personnel or to attract, assimilate or retain other highly qualified personnel in the future. In addition, it may lose key personnel due to attrition, including health, family and other reasons. The Company may experience difficulty in hiring and retaining candidates with appropriate qualifications. If the Company does not succeed in hiring and retaining candidates with appropriate qualifications, its business could be materially adversely affected.

Reliance on Industry Partners

The Company will rely on industry partners including suppliers, contractors and joint venture parties in executing its business strategy and operations. As a result, the Company may be exposed to third party credit risk through its contractual arrangements with its current or future suppliers, contractors and joint venture parties. In the event that such entities fail to meet their contractual obligations to the Company, such failures could have a material adverse effect on the Company and its ability to implement its business strategy and operations.

Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with its operations. The Company's future capital commitments will likely exceed its cash resources, which would require the Company to raise additional financing. The development, design and promotion of the Company's products will be very expensive, with a substantial period of time occurring before production can commence. In addition, the Company may incur major unanticipated liabilities or expenses. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There is a risk that interest rates will increase given the current historical low level of interest rates. An increase in interest rates could result in a significant increase in the amount that the Company pays to service future debt incurred by the Company and affect the Company's ability to fund ongoing operations. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. It may be difficult or impossible for the Company to obtain debt financing or equity financing on commercially acceptable terms. This may be further complicated by the limited market liquidity for shares of smaller companies such as the Company, restricting access to some institutional investors. Failure to obtain additional financing on a timely basis could result in delay or indefinite postponement of further development of its products. Such delay would have a material and adverse effect on the Company's business, financial condition and results of operations.

Protection of Intellectual Property and Proprietary Rights

The Company's future success and competitive position depends in certain part upon its ability to obtain and maintain proprietary technology used in its principal products. Currently, it has limited protection of its intellectual property in the form of patents. Its existing or future patents may be invalidated, circumvented, challenged or licensed to others. The rights granted thereunder may not provide competitive advantages to the Company. In addition, the Company's current and future patent applications may not be issued with the scope of the claims sought by it, if at all. Furthermore, others may develop technologies that are similar or superior to the Company's technology, duplicate the Company's technology or design around the patents owned or licensed by it. In addition, effective patent, trademark, copyright and trade secret protection may be unavailable or limited in foreign countries where the Company may require protection. The Company cannot be sure that steps taken by it to protect its technology will prevent misappropriation of the technology. The Company may from time to time receive notifications of claims that it may be infringing patents or other intellectual property rights owned by third parties.

Intellectual Property Litigation

The Company may become involved with costly and lengthy litigation involving its patents and other intellectual property, which could subject it to liability, require it to indemnify customers or end-users, require it to obtain or renew licenses, stop selling its products or force it to redesign its products. Litigation involving patents and other intellectual property is widespread in the high-technology industry where a number of companies and other entities aggressively bring numerous infringement claims to assert their patent portfolios. These claims could result in litigation and/or claims for indemnification, which, in turn, could subject the Company to significant liability for damages, legal fees and costs. Any potential intellectual property litigation also could force the Company to do one or more of the following:

- stop selling, offering for sale, making or having made products or technology that contains the allegedly infringing intellectual property;
- limit or restrict the type of work that employees involved in such litigation may perform for the Company;
- pay substantial damages and/or license fees and/or royalties to the party claiming infringement that could adversely impact the Company's liquidity or operating results;
- attempt to obtain or renew licenses to the relevant intellectual property, which licenses may not be available on reasonable terms or at all; and
- attempt to redesign those products that contain the allegedly infringing intellectual property.

Reliance of Information Technology Systems

The Company will rely upon the performance of its information technology systems to process, transmit, store and protect electronic information, and the failure of any critical information technology system may result in serious harm to its reputation, business, and results of operations and/or financial condition. It will be dependent on technology infrastructure and maintains and relies upon certain critical information systems for the effective operation of its business. These information technology systems include telecommunications, the Internet, various computer hardware and software applications, network communications and e-mail. These information technology systems are subject to damage or interruption from a number of potential sources including natural disasters, viruses, destructive or inadequate code, malware, power failures, cyber-attacks, and other events. To the extent that these information systems are under the Company's control, it has implemented security procedures, such as virus protection software and emergency recovery processes, to address the outlined risks. It may incur significant costs in order to implement, maintain and/or update security systems that it feels are necessary to protect its information systems. A material breach in the security of its information systems could include the theft of its intellectual property or trade secrets, negatively impact its operations, or result in the compromise of personal and confidential information of its employees, customers or suppliers. While the Company will take necessary action to ensure that its information technology systems are appropriately controlled and that it has processes in place to adequately mitigate these risks, security procedures for information systems cannot be guaranteed to be failsafe. To the extent that any system failure, accident or security breach results in disruptions or interruptions to its operations or the theft, loss or disclosure of, or damage to its data or confidential information, its reputation, business, results of operations and/or financial condition could be materially adversely affected. In addition, a miscalculation of the level of investment needed to ensure its technology solutions are current and up-to-date as technology advances and evolves could result in disruptions in its business should the software, hardware, or maintenance of such items become out-of-date or obsolete. Furthermore, when the Company implements new systems and/or upgrade existing systems, there is a risk that its business may be temporarily disrupted during the period of implementation.

Foreign Operations

A substantial portion of the Company's business, as it relates to certain of the Company's contract manufacturers and a number of the Company's customers, will be conducted outside of the United States and Canada. As a result, it is subject to foreign business, political and economic risks. Some of its products will be developed and/or manufactured outside of North America. In addition, many of its customers are located outside of North America, which further exposes it to foreign risks. The Company's operations outside of North America are directly influenced by the political and economic conditions of the region in which they are located. The Company anticipates that its research, development, manufacturing, assembly, testing and sales outside of North America will continue to account for a significant portion of its operations and revenue in future periods. Accordingly, it is subject to risks associated with international operations, including:

- political, social and economic instability, including wars, terrorism, political unrest, boycotts, curtailment of trade and other business restrictions;
- compliance with domestic and foreign export and import regulations, and difficulties in obtaining and complying with domestic and foreign export, import and other governmental approvals, permits and licenses;
- compliance with foreign laws, and laws and practices that favour local companies;
- difficulties in staffing and managing foreign operations;
- natural disasters;
- trade restrictions or higher tariffs;
- transportation delays;
- difficulties of managing distributors;
- less effective protection of intellectual property than is afforded to us in North America or other developed countries;
- inadequate local infrastructure; and
- exposure to local banking, currency control and other financial-related risks.

The sudden disruption of the supply chain and/or the manufacture of its customer's products caused by any of the foregoing risks could impact the Company's results of operations by impairing its ability to timely and efficiently deliver its products. Moreover, the international nature of its business subjects it to risks associated with the fluctuation of the U.S. dollar versus foreign currencies. Decreases in the value of the U.S. dollar versus currencies in jurisdictions where its third party manufacturers are located have significant costs and will increase the cost of such operations, which could harm its results of operations. If a major earthquake, flood, typhoon, tsunami or other natural disaster were to affect the Company's operations or those of its suppliers, the Company's product supply or testing schedule could be interrupted, which would seriously harm its business. Natural disasters could also affect the operations of the distributors and contract manufacturers it sells to, as well as the operations of its end use customers, which would adversely affect its operations and financial results. Natural disasters anywhere in the world may potentially adversely affect the Company by harming or causing interruptions to its supply chain or the supply chains of its suppliers, direct customers or end use customers.

Managing Growth

In order to manage growth and change in strategy effectively, The Company must continue to:

a) maintain adequate systems to meet customer demand;
b) expand research and development, sales and marketing, technical support, distribution capabilities and administrative functions;
c) expand the skills and capabilities of its current management team;
d) attract and retain qualified employees; and
e) raise sufficient capital to fund these growth strategies

While it intends to focus on managing its costs and expenses over the long term, the Company expects to invest to support its growth and may have additional unexpected costs. It may not be able to expand quickly enough to exploit potential market opportunities.

Claims, Insurance and Litigation

The Company had been named as a party to several lawsuits and it may be named in additional litigation in the future, as disclosed in the Company's audited consolidated financial statements for the years ended December 31, 2016 and 2015. The ultimate outcome of any litigation could have a material adverse effect on the Company's business and the trading price of the Company's Common Shares. Litigation may be time-consuming, expensive, and disruptive to normal business operations, and the outcome of litigation is difficult to predict. The defence of these lawsuits may result in significant expenditures and the continued diversion of management's time and attention from the operation of the business, which, in turn, could impede the business. In the event the Company was to receive an unfavourable outcome in any lawsuit, its business, financial condition, results of operations, cash flows and the trading price of the Company's Common Shares may be materially and adversely affected.

Tax Risks

The Company will operate and will be subject to income tax and other forms of taxation (which are not based upon income) in numerous tax jurisdictions, including international jurisdictions. Taxation laws and rates which determine taxation expenses may vary significantly in different jurisdictions, and legislation governing taxation laws and rates is also subject to change. Therefore, the Company earnings may be impacted by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in the amount of other forms of taxation. The Company may have exposure to greater than anticipated tax liabilities or expenses. The Company will be subject to income taxes and non-income taxes in a variety of jurisdictions and its tax structure is subject to review by both domestic and foreign taxation authorities.

The determination of the Company's worldwide provision for income taxes and other tax liabilities will require significant judgment. The Company believes that it will adequately provide for income taxes based on all of the information that is currently available.

The Global Economy

The Company's business is in the United States, Europe, India and the Asia-Pacific region and the Company is exposed to the downturns and current uncertainties that impact its business in those economies. Economic uncertainty may cause an increased level of commercial and consumer delinquencies, lack of consumer confidence resulting in delayed purchases or reduced volumes by the Company's customers, credit tightening by lenders, increased market volatility and widespread reduction of business activity generally. To the extent that the Company may experience further economic uncertainty, or deterioration in one of the large markets in the United States, Europe or the Asia-Pacific region, the resulting economic pressure on the customers may cause them to end their relationship with the Company, reduce or postpone current or expected orders, or suffer from business failure, resulting in a material adverse impact to revenues, profitability, cash flow and bad debt expense.

Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. These factors may impact the Company negatively.

Price and Volatility of Public Stock

The trading price of the Company's Common Shares will be subject to change and could in the future fluctuate significantly, which might not necessarily be related to the financial condition, operating performance, underlying asset values or prospects of the Company. The fluctuations could be in response to numerous factors beyond the Company's control, including: quarterly variations in results of operations; changes in securities analysts' recommendations; announcements of acquisitions; changes in earnings estimates made by independent analysts; general fluctuations in the stock market; or revenue and results of operations below the expectations of public market securities analysts or investors. Any of these could result in a sharp decline in the market price of the Company's Common Shares. It may be anticipated that any market for the Company's Common Shares will be subject to market trends generally and the value of the Company's Common Shares on the TSX-V may be affected by such volatility. In addition, stock markets have occasionally experienced extreme price and volume fluctuations. In the past, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It is likely that the market price for the Company's Common Shares will be subject to market trends generally, notwithstanding the financial and operational performance of the Company. These broad market fluctuations may cause a decline in the market price of the Company's Common Shares.

With the advent of the Internet, new avenues have been created for the dissemination of information. The Company has no control over the information that is distributed and discussed on electronic bulletin boards and investment chat rooms. The intention of the people or organizations that distribute such information may not be in the Company's best interest and the best interests of its shareholders. This, in addition to other forms of investment information including newsletters and research publications, could result in a sharp decline in the market price of the Company's Common Shares.

Various risk factors are also described in comments made in this MD&A.

Further Information

Additional information on the Company may be obtained on SEDAR at www.sedar.com