MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2018

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 dated April 15, 2019 and should be read in conjunction with the Audited Consolidated Financial Statements for Years ended December 31, 2018 and 2017 (“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 end to end wireless connectivity solutions, precision timing devices, frequency control devices 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.

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 connectivity 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.

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 best in class 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 provides 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. To service such unique needs, 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 devices, precision 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 is highly required in the markets such as avionics, space, Industrial, medical and defense. Wi2Wi's products and value-added services are highly desirable in these markets.

Wi2Wi manufactures its frequency control devices, precision timing devices and microwave filters 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)

Financing Activities

On April 4, 2017, the Company completed a non-brokered private placement for proceeds of CAD $700, which was approximately USD $522. The majority of the funding was from the board of directors and current investors. The Company did not pay any finder's fees or commissions in connection with the private placement.

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 (a "Common Share") 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, 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 warrants were determined to be liabilities with a fair value of CAD$451 ($337) at the issuance date. As the total proceeds from the private placement was CAD$700, the Company recorded the residual amount of CAD$249 ($185) in shareholders' equity.

Highlights of 2018

- On December 17, 2018, the Company has announced Ms. Carol Hess joining the board of directors.
- On November 28, 2018, The Company has announced Messrs. Michael Pesner and Mr. Harry Bloomfield. Q.C resigning from the board of directors and Mr. Francesco Ferlaino joining the board of directors.
- On November 21, 2018, the Company has announced the resignation of Mr. Michael Sonnenreich from the board of directors and Mr. Gary DuBroc joining the board.
- On November 16, 2018, the Company announced the resignation of Dr. Fraser C. Henderson from the board of directors.
- On November 14, 2018, the Company announced the new SN series of Notch Filters.
- On October 29, 2018, the Company announced that the Ontario Superior Court has ruled in favour of its former CEO in garnishment proceedings against Wi2Wi and ordered the Company to pay the sum of CAD$962 plus accrued interest to the Sheriff in the city of Toronto pursuant to the notice of garnishment. The Company has notified its insurers of the Ontario Court Decision and is in the process of reviewing it with the insurers and with the counsel of the Company. Wi2Wi has appealed the decision and the hearing is set for May 22, 2019
- On September 17, 2018, the Company announced that it received approval of the trade mark Med-Fi in the United States and the United Kingdom.
- On July 24, 2018, the Company announced TCH series , industry's highest performing rugged, robust and reliable family of Temperature Compensated Crystal Oscillators (TCXO)
- On June 22, 2018, the Company concluded the annual and special meeting of its shareholders.
- On June 22, 2018, the Company announced the election of Messrs. Michael Sonnenreich, Dr. Fraser C. Henderson Sr M.D., Harry Bloomfield Q.C., Michael Pesner CPA, CA and Zachariah Mathews to the board of Directors and appointment of Mr. Michael Sonnenreich as the chairman of the board.
- On May 10, 2018, the Company announced its antenna portfolio, a new extension of its product lines.
- On March 7, 2018, the Company announced TCX series of Temperature Compensated Crystal Oscillators (TCXO)
- On January 24, 2018, the Company released the VO5 series of Inductance-Capacitance Voltage-Controlled Oscillators (LCVCO), a further promising extension of its product portfolio.

Results of Operations:

The consolidated financial statements for the years ended December 31, 2018 and 2017 form an 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, 2018, 2017, and 2016:

Year ended	2018	2017	2016
In thousands of Dollars (except for number of shares and per share data)			
Revenue	9,711	9,610	10,045
Net income (loss) from operations	(561)	673	(103)
Net income and total comprehensive income	143	136	7
Net income per share	0.0008	0.0008	0.00005
Cash flow from operations	470	796	210
Total assets	8,372	8,106	7,620
Shareholders' equity	6,348	6,010	5,647

The diluted net income per share has been calculated based on 159,375,429, 158,027,092 and 133,027,744 weighted average number of common shares outstanding for the years ending December 31, 2018, 2017, and 2016 respectively.

Summary of Quarterly Results:

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

Statement of results	2018	2018	2018	2018
In thousands of Dollars	Q4 $	Q3 $	Q2 $	Q1 $
Revenue	2,455	2,396	2,437	2,423
Income (loss) from operations	(613)	31	15	6
Net income	122	7	9	5
-per share basic and diluted (in $)	0.000	0.000	0.000	0.000
Statement of results	2017	2017	2017	2017
In thousands of Dollars	Q4 $	Q3 $	Q2 $	Q1 $
Revenue	2,382	2,306	2,568	2,354
Income (loss) from operations	621	10	37	5
Net income/(loss)	109	15	10	2
-per share basic and diluted (in $)	0.000	0.000	0.000	0.000

Revenue

	Year Ending December 31, 2018	Year Ending December 31, 2017
In thousands of Dollars	$	$
Revenue	9,711	9,610

Revenues for the year ended December 31, 2018 and 2017 were $9,711 and $9,610 respectively.

The Company spent significant time and efforts 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 develop customer's confidence. The Company has booked orders amounting $11,534 from Jan 1, 2018 through December 31, 2018 compared to $9,898 in the same period of the previous year. This increase of $1,636 is due to the Company's continued effort in winning customer confidence and the highest level of technical support and on time shipments. The Company is actively promoting its new products and customers are actively sampling them. A certain portion of the increased bookings are from the Company's new products.

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, the European Union and in Asia Pacific.

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

	Year Ending December 31, 2018	Year Ending December 31, 2017
In thousands of Dollars	$	$
Gross profit	2,790	2,781
Gross profit %:	29%	29%

Cost of revenues consist 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, 2018 and December 31, 2017 was $2,790 and $2,781 respectively. Gross margins remained flat for the year ended on December 31, 2018 over 2017. The Company continues to work on increasing the gross margin.

Gross Margins can fluctuate depending on the product mix shipped in that period. The frequency control products are manufactured in house and are very labour intensive, and on an average, yield gross margins in the region of 28%. Wireless connectivity solutions products yield margins typically over 50%. The Company continues to invest in new machinery and manufacturing yield and such efforts effect the increase of margins.

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 sizes will reduce the per-unit cost.

Research and Development Expenses

In thousands of Dollars	Year Ending December 31, 2018 $	Year Ending December 31, 2017 $
R&D	619	924

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, 2018 and 2017 were $619 and $924 respectively, a decrease of 33%. The decrease is primarily due to the wireless connectivity engineering transitioning to Hyderabad, India.

The Company continues to invest in R&D and diversifying its product offering in complementary market sectors. A number of potential customers are in process of evaluating the Company's new products. The Company has already received production orders from its marquee customers in avionics for a few of the new products released. However, the Company does not recognise a design win until the end customer product certification and qualification is complete.

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 solutions and frequency control devices business. The Company continues to invest heavily in research and development and anticipates many new products releasing to the market place in the coming months.

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

Selling, General and Administrative Expenses (SG&A)

In thousands of Dollars	Year Ending December 31, 2018 $	Year Ending December 31, 2017 $
SG&A	2,014	1,826
One time legal accruals adjustment	705	(650)
Total	2,719	1,176

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, 2018 and December 31, 2017 were $2,719 and $1,176 respectively, an increase of 131%. The increase for the year ended December 31, 2018 as compared to 2017 is due to the addition of a VP of Sales, RSU's, legal expenses and additional commission expense. The Company continue its efforts to design the new products with existing and new customers.

December 31, 2018 the Company had an additional $705 legal proceedings accrual. The Company had credit of $650K with the reversal of the legal proceedings accrual for the year ended December 31, 2017.

Share-based compensation expenses were $172 and $48 for the year ended December 31, 2018 and 2017 respectively.

Other Income/Expenses

In thousands of Dollars	Year Ending December 31, 2018 $	Year Ending December 31, 2017 $
Other		
Other Income (expense)	(13)	8
Total	(13)	8

Year ending December 31, 2018: $(13) relates to loss on currency translation. Year ending December 31, 2017: $8 relates to gain on currency translation.

The warrant liability revaluation was a gain of ($722) for year ending December 31, 2018 and $529 for the year ending December 31, 2017.

Interest Income (Expense)

In thousands of Dollars	Year Ending December 31, 2018 $	Year Ending December 31, 2017 $
Interest	-	1

Interest income (expense) for the years ended December 31, 2018 and 2017 was $0 and $1 respectively.

Interest income in 2017 relates to restricted cash on the Wells Fargo line of credit.

Legal proceedings

Claim against former directors of the Company

A former Company executive (Plaintiff) has asserted a claim of CAD$4.4 million against four former directors of the Company (defendants) 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 by Quebec Superior Court of Justice. Two former directors were found to have benefited 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 with Quebec Court of Appeal 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.

Canada Business Corporation Act (124 (1) & (3)) essentially provides that the corporation may indemnify a director or former director if 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). On July 13, 2017 the Supreme Court of Canada dismissed the appeal and confirmed the judgments of the Quebec Court of Appeal and of the Quebec Superior Court of Justice.

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. Based on the legal advice received, the Company decided not to indemnify the former directors and reduced the accrual for legal proceedings from $781 to $131 at December 31, 2017. An additional $705 was accrued for at December 31, 2018 due to current legal settlement. The additional amount was reserved to cover future legal expenses respecting this matter.

On February 7, 2018 the Company was served with a Notice of Garnishment by the former Company executive who had secured the judgment in the Quebec proceeding. The former Company executive claimed that the Company was under an obligation to indemnify one of the directors for the amounts of the Quebec judgment and, effectively, that the Company should be ordered to pay this indemnity amount to the benefit of the former executive.

On October 25, 2018, The Ontario Superior Court ruled in favor of the former Company Executive in the garnishment proceedings against Wi2Wi. It ordered the Company to pay the sum of CAD$962 (approximately $705USD) plus accrued interest of CAD$8 (approximately $6USD) to the Sheriff in the City of Toronto pursuant to the notice of garnishment (the **Ontario Court Decision**). An order for legal costs, to be quantified was also made. It is expected this will be less than CAD$20 (approximately $15USD).

The Company has notified its insurers of the Ontario Court Decision. The insurer had previously denied liability for this matter. The Company will review the judgment with the insurers. The Company has appealed the decision and the hearing is set for May 22, 2019.

From time to time, third parties have asserted, and may in the future assert claims against the Company related to disputes in the normal course of business. At this time, there are no such claims against the Company which are expected to be material to the Company's results of operations or financial condition.

Liquidity and Capital Resources:

As of December 31, 2018, the Company had cash of $2,070 compared to $1,651 as of December 31, 2017. The Company had a net working capital of $5,250 as of December 31, 2018 compared to working capital of $5,457 as at December 31, 2017. Shareholders' equity was $6,348 compared to $6,010 at December 31, 2018 and December 31, 2017 respectively. The Company generated positive cash flow during the year ended December 31, 2018 of $419 comparing to $1,088 for the year ended December 31, 2017.

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

The Company has contractual obligations for future minimum lease payments under non-cancellable operating leases as of December 31, 2018 as follows:

Year	**Amount**
2019	636
2020	176
Total	**$812**

Share Capital:

The Company's outstanding Common Shares are 147,100,755 and 145,527,418 at December 31, 2018 and 2017, respectively.

There were no changes to Common Shares of 147,100,755 as of April 15, 2019.

Investment Activities

Cash flow related to investment activities consisted of expenditures for property and equipment. In the year ended December 31, 2018, capital expenditures amounted to $74 compared to $224 in the year ended December 31, 2017. The Company will be looking to increase its capital budget over the next 24 months.

Off Balance Sheet Arrangements

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

Related Party Transactions

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

The remuneration of key management personnel of the Corporation, includes both members of the Board of Directors and leadership team, which includes the CEO and CFO*,* is set out below in aggregate:

For years ended December 31,		2018		2017
Officer compensation	$	297	$	297
Share based compensation		34		0
Benefits and other personnel costs		32		28
Share based compensation former directors		69		0
Travel expenses former directors		6		10
Travel expenses current directors		14		25
	$	452	$	360

Application of Critical Accounting Policies

. The significant accounting policies used by the Company and critical accounting estimates and judgments made by the Company are disclosed in Notes 5 and 6 to the audited consolidated financial statements for the years ended December 31, 2018 and 2017, 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. Charges for excess and obsolete inventory are recorded based on inventory age, shipment history and forecasted demand. The Company's business is subject to technology changes which may cause selling prices to change rapidly. Moreover, 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 profit or loss.

Property and Equipment

Property and equipment is 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, whichever is shorter.

Useful lives and amortization methods are reviewed annually.

Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized on the consolidated statement of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories i) those to be measured subsequently at fair value through profit or loss (FVTPL); ii) those to be measured subsequently at fair value through other comprehensive income (FVOCI); and iii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportable forward-looking information. For trade accounts receivable, the Company applies the simplified approach as permitted by IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date from the date of the trade accounts receivable.

Evidence of impairment may include indications that the counterparty debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Receivables are reviewed qualitatively on a case-by-case basis to determine whether they need to be written off.

Expected credit losses are measured as the difference in the present value of the contractual cash flows that are due to the Company under the contract, and the cash flows that the Company expects to receive. The Company assesses all information available, including past due status, credit ratings, the existence of third-party insurance, and forward looking macro-economic factors in the measurement of the expected credit losses associated with its assets carried at amortized cost.

The Company measures expected credit loss by considering the risk of default over the contract period and incorporates forward-looking information into its measurement.

The Company’s financial instruments are accounted for as follows under IFRS 9:

	Classification	**Measurement**
Cash and restricted cash	Amortized cost	Amortized cost
Trade accounts receivable	Amortized cost	Amortized cost
Investment in Legend Oil and Gas	FVTPL	Fair value
Accounts payable	Amortized cost	Amortized cost
Accrued liabilities	Amortized cost	Amortized cost
Warrant liability	FVTPL	Fair value

Income Taxes

The Company is subject to income tax in several jurisdictions and significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. The Company believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

Foreign Currency Translation

The Company's presentation currency is the US dollar. The functional currency of the Company's self-sustaining foreign subsidiaries, Wi2Wi Inc. and Wi2Wi LLC, are their local currency of US dollars. The functional currency of WI2WI (India) PRIVATE LIMITED foreign subsidiary is its local currency of Rupees. The functional currency of Wi2Wi Corporation is its local currency of Canadian dollars.

Foreign currency translation, transactions in other than the functional currency

Foreign currency transactions are translated into the entity's functional currency using the exchange rates prevailing at the dates of the transactions. As at a reporting date, assets and liabilities denominated in a foreign currency are translated into the functional currency, as follows:

- Foreign currency monetary items are translated using the spot exchange rate in effect at the reporting date; and
- Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate(s) in effect as at the date(s) on which fair value was determined.

Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation as at a reporting date of assets and liabilities denominated in foreign currencies are reflected in profit or loss. There were no significant gains or losses arising from transactions denominated in currencies other than the functional currency for the years ended December 31, 2018 and 2017.

Foreign currency translation, non-USD functional currency entities

For the preparation of these consolidated financial statements, all assets and liabilities are translated into the presentation currency of U.S. dollars ("USD") using the foreign exchange rate in effect as at the reporting date with Net and comprehensive income (loss) accounts translated using the average exchange rate for the reporting or applicable period. Translation adjustments arising from changes in exchange rates are reported as a component of other comprehensive income and form part of the cumulative translation account in shareholders' equity. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation account related to that foreign operation is reclassified to profit or loss as part of the profit or loss on disposal.

Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for promised goods or services. The Company's performance obligations are satisfied at a point in time.

The Company generally has one performance obligation in its arrangements involving the sale of frequency control and connectivity products. When the terms of a contract include the transfer of multiple products, each distinct product is identified as a separate performance obligation. Generally, satisfaction occurs when control of the promised goods is transferred to the customer in exchange for consideration in an amount for which we expect to be entitled. Generally, control is transferred when legal title of the asset moves from the Company to the customer. We sell our products to a customer based on a purchase order, and the shipping terms per each individual order are primarily used to satisfy the single performance obligation. However, in order to determine control has transferred to the customer, the Company also considers:

- when the Company has a present right to payment for the goods;
- when the Company has transferred physical possession of the goods to the customer;
- when the customer has the significant risks and rewards of ownership of the goods;
- when the customer has accepted the goods;

Significant Judgments

Certain of the Company shipments include a limited return right. In accordance with IFRS 15 the Company recognizes revenue net of expected returns. A few distributors have stock rotation rights and have 60 days after a 12 month period to return inventory, at the Company's approval, from the first order placed for any new product. Returned product has historically been insignificant.

Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers and these timing differences result in contract assets or contract liabilities (deferred revenue) on the Company's consolidated statements of financial position. The Company records a contract asset when revenue is recognized prior to invoicing, or deferred revenue when revenue is recognized subsequent to invoicing. Contract assets are recorded in prepaid expenses and other current assets on the consolidated statements of financial position and are $9 and $15 as of December 31, 2018 and December 31, 2017, respectively. Deferred revenues are recorded in accrued liabilities on the consolidated statements of financial position and are $25 and $36 as of December 31, 2018 and December 31, 2017, respectively.

Disaggregated Revenue

We disaggregate our revenue from contracts with customers by product family and geographical areas as we believe it best depicts how the nature, timing and uncertainty of our revenue and cash flows are affected by economic factors. See details in the table below.

For the year ended December 31,	**2018**	**2017**
Product Family		
Frequency Control	$ 9,421	$ 9,291
Connectivity	290	319
	$ 9,711	$ 9,610

For the years ended December 31,	**2018**	**2017**
Geographical Area		
United States	$ 7,969	$ 7,971
Foreign Countries	1,742	1,639
	$ 9,711	$ 9,610

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, 2018 and December 31, 2017 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 to employees, including directors, 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. All share-based remuneration is recognized as an expense in profit or loss with a corresponding credit to contributed surplus. Upon exercise of share options, the proceeds received net of any directly attributable transaction costs and the amount originally credited to contributed surplus are allocated to share capital. Where equity instruments are granted to persons other than employees, profit or loss is charged with the fair value of goods and services received. When the value of the goods or services cannot be specifically identified, they are measured at the fair value of the share-based payment.

Effective May 2017 the Company has a Restricted Share Unit Plan which was established as a method by which equity-based incentives may be awarded to the directors, officers and employees of, and consultants to, the Company to recognize and reward their significant contributions to the long-term success of the Company and to align their interests more closely with the shareholders of the Company.

The fair value of the Restricted Share Units ("RSUs") are measured at fair value at the date of grant and are expensed as compensation costs over the vesting period with a corresponding increase in contributed surplus. Fair value is determined as the average of the highest and lowest selling price of the Company's common stock on the day the RSUs are issued. Upon vesting of the RSUs the amount originally credited to contributed surplus is allocated to share capital.

New standards and interpretations adopted January 1, 2018:

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 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 adopted IFRS 15 using the modified retrospective adoption method, with the effect of initially applying this standard recognized at January 1, 2018. The adoption of IFRS 15 did not have a significant impact on the Company's consolidated financial statements and there were no adjustments required to be recognized at January 1, 2018. In accordance with the requirements of IFRS 15, the Company has disclosed the revenue recognition accounting policy in Note 4.

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. In accordance with the requirements of IFRS 9, the Company has disclosed the financial instrument accounting policy in Note 4. Adoption of this standard did not have a material effect on the 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. The Company's adoption of this standard on a prospective basis did not have a material effect.

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 Company's adoption of this standard on a prospective basis did not have a material effect.

New standards and interpretations not yet adopted:

Except as noted, none of the new standards, interpretations and amendments, other than IRFS 16 "Leases" effective for the first time from January 1, 2019, are expected to have a material effect on the consolidated 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 has elected to apply IFRS 16 using the Modified Retrospective Approach. Under this approach, the comparative information will not be restated and the cumulative effect of initially applying the IFRS 16 will be recognized in retained earnings at the date of initial application.

The Company will use the following practical expedients permitted by the standard:

-the use of the modified retrospective approach with no restatement of prior periods. For contracts previously classified as operating leases, the Company has elected for the right-of-use asset to equal the lease liability, adjusted for any prepaid amount; and
-the election not to recognize leases for which the underlying asset is of low value.

At December 31, 2018, the Company estimates that the anticipated impact of the adoption of this standard will be less than a $850 increase to assets and liabilities as a result of the creation of a new right-of-use asset and lease liability.

On June 7, 2017, the IASB issued IFRIC Interpretation 23, Uncertainty over Income Tax Treatments. The interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The interpretation is applicable for annual periods beginning on or after June 1, 2019. Earlier adoption is permitted. The interpretation requires an entity to:

- contemplate whether uncertain tax treatment should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- reflect an uncertainty in the amount of income tax payable (recoverable) if it is probable that it will pay (or recover) an amount for the uncertainty; and
- measure a tax uncertainty based on the most likely amount or expected value depending on whichever method better predicts the amount payable (recoverable).

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**.**

Litigations

From time to time, third parties have asserted, and may in the future assert claims against the Company related to disputes in the normal course of business. On February 7, 2018 the Company was served with a Notice of Garnishment by the former Company executive who had secured the judgment in the Quebec proceeding. The former Company executive claimed that the Company was under an obligation to indemnify one of the directors for the amounts of the Quebec judgment and, effectively, that the Company should be ordered to pay this indemnity amount to the benefit of the former executive. On October 25, 2018, The Ontario Superior Court ruled in favor of the former Company Executive in the garnishment proceedings against Wi2Wi. It ordered the Company to pay the sum of CAD $962 (approximately $740USD) plus accrued interest of CAD$8 (approximately $6USD) to the Sheriff in the City of Toronto pursuant to the notice of garnishment (the **Ontario Court Decision**). An order for legal costs, to be quantified was also made. It is expected this will be less than CAD $20 (approximately $15USD). The Company has notified its insurers of the Ontario Court Decision. The insurer had previously denied liability for this matter. The Company will reviewing the judgement with the insurers. The Company has appealed the decision and the hearing is set for May 22, 2019**.**

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 has sales agreements with customers comprising a significant portion of our revenue. The Company's business and future success depends on 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 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 there under 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 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 United States 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.

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