QUISITIVE TECHNOLOGY SOLUTIONS, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended March 31, 2019.

This management discussion and analysis ("MD&A") of Quisitive Technology Solutions, Inc. (the "Corporation", "Quisitive", "we" or "us") for the quarter ended March 31, 2019 should be read in conjunction with Quisitive Technology Solutions Inc. unaudited condensed consolidated interim financial statements and the notes thereto for the quarter ended March 31, 2019 and Corporations audited financial statements for the year ended December 31, 2018, the Fusion Agiletech Partners, Inc.'s("Fusion Canada") audited financial statements and the notes thereto for the period from the date of incorporation of Fusion Canada (February 8, 2017) to December 31, 2017 and the Nebo Capital Corp Filing Statement as file on www.sedar.ca. We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. Our consolidated annual financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in United States dollars unless otherwise indicated.

This MD&A is current as at May 30, 2019, the date of preparation, and may include certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Corporation to control or predict, that may cause the Corporation's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein. These statements include, but are not limited to, statements with respect to proposed activities, consolidation strategy and future expenditures. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors include, among others the limited history of operations, lack of profitability, availability of financing, the need for additional financing, the timing and amount of expenditures, ability to successfully execute on consolidation strategies, the failure to find economically viable acquisition targets, funding for internally developed technology solutions, client retention and attrition, client demands, reliance on key personnel, economic spending in the IT industry and technological changes in the IT industry. The Corporation undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information. This MD&A also contains *certain industry related non-GAAP and additional GAAP measures that management uses to evaluate performance of the Corporation. These non-GAAP and additional GAAP measures are not standardized, and the Corporation's calculation may differ from other issuers. See "Definitions – IFRS, Additional GAAP and Non-GAAP Measures*.

OVERVIEW OF THE CORPORATION

Quisitive Technology Solutions, Inc. ("Quisitive" or the "Corporation"), formerly Nebo Capital Corporation ("Nebo"), is the parent Corporation of Fusion Agiletech Partners, Inc. (formerly Fusion Martech Partners, Inc.) ("Fusion Canada") which was incorporated on February 8th, 2017 under the Business Corporation Act (Ontario).

Nebo Capital Corporation was classified as a Capital Pool Corporation ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 ("Policy 2.4"). As a CPC, the Corporation's immediate objective was to identify and acquire either operating assets or a business, subject to shareholders' approval, that meet the criteria of a Qualifying transaction as defined by the TSX-V ("Qualifying Transaction").

On August 8, 2018, the Qualifying Transaction occurred pursuant to a definitive Business Combination Agreement. The Qualifying Transaction or Reverse Take Over ("RTO") was approved by the TSX-V and proceeded by way of a three cornered amalgamation (the "Amalgamation") pursuant to which Fusion Canada amalgamated with Nebo Acquisition Corp., a wholly-owned subsidiary of Nebo incorporated under the laws of Ontario, and Nebo acquired all of the issued and outstanding common shares of Fusion Canada (the "Fusion Shares"), in exchange for Nebo's shares on a 1:1 basis, such that Fusion Canada became a wholly-owned subsidiary of Nebo. The Amalgamation also provided that all outstanding convertible securities to purchase Fusion Canada's Shares were either exchanged in accordance with their terms, on a 1:1 basis, for economically equivalent securities of Nebo or became exercisable for equivalent securities of Nebo in lieu of securities of Fusion Canada and otherwise on the same terms and conditions. In connection with the closing of the Qualifying Transaction, Nebo also changed its name from "Nebo Capital Corp." to "Quisitive Technology Solutions, Inc.". See Note 4 for further details.

The common shares of Quisitive are listed on the TSX Venture Exchange (the "TSX-V") under the symbol "QUIS". The Corporation is a holding Corporation that has been incorporated to acquire IT service companies in the United States and Canada. The address of the Corporation's registered office is 161 Bay Street, Suite 2325, Toronto, Ontario, M5J 2S1.

Fusion Agiletech Holdings Ltd. ("Fusion Holdings")), a wholly-owned subsidiary of Fusion Canada, was incorporated on December 22nd, 2017 under the General Corporate Law of the State of Delaware. Fusion Holding's registered office is 919 North Market Street, Suite 950, Wilmington, Delaware, 19801. In connection with the Qualifying Transaction, Fusion Holdings changed its name to Quisitive Ltd.

LedgerPay was incorporated on December 26th, 2017 under the General Corporate Law of the State of Delaware. LedgerPay's principal activity is to develop, promote and sustain blockchain-enabled payments-related software products. Fusion Holdings owns 92.1% of LedgerPay. The address of the LedgerPay's registered office is 919 North Market Street, Suite 950, Wilmington, Delaware, 19801.

On January 22, 2018, Fusion Holdings entered into a definitive agreement to acquire the shares of Quisitive, LLC. The transactions closed on January 23, 2018 (see Note 3) and the operations of Quisitive, LLC since January 24, 2018 have been reflected in the consolidated financial statements.

Quisitive, LLC is a Texas Limited Liability Corporation and provides capabilities in customer-oriented information technology solutions, specializing in blockchain and transformative technologies, strategy and management consulting, agile software development, digital transformation, cloud and data analytics. Quisitive, LLC's headquarters is 1431 Greenway Drive, Suite 1000, Irving, TX 75038 and has a secondary office in Denver, Colorado.

Business Overview

Quisitive is a premier Microsoft solutions provider that helps customers navigate the ever-changing technology climate that their business demands. With a legacy of innovation and deep technical expertise, Quisitive is empowering the enterprise to harness the Microsoft cloud and emerging technologies such as blockchain, artificial intelligence, machine learning, and the Internet of Things (IoT) like never before through customized solutions and first-party cloud-based products.

Quisitive is uniquely comprised of former Microsoft leaders and technologists who share a deep understanding of market needs and the appropriate application of Microsoft cloud technology. The Corporation's expertise and focus are on helping industries such as financial services, manufacturing, oil and gas, and retail, drive innovation through the use of emerging cloud-based technologies. To do this, Quisitive has identified key scenarios within these industries where emerging technology such as blockchain, artificial intelligence, machine learning, and the Internet of Things (IoT), can be applied to create custom and replicable solutions that result in accelerated transformation of the business.

Quisitive is established as a strategic Microsoft National Solution Provider or "NSP" in the U.S. and has an established brand identity within Microsoft and their partner ecosystem. Quisitive is one of approximate 35 companies that have earned the designation of NSP. Most NSPs are regionally based and have limited ability to expand services to scale to Microsoft's addressable market. Quisitive plans to create its own tier within the NSP designation as a premier Microsoft Solution Provider in North America.

Our core strengths include deep expertise across the Microsoft technology stack including; Microsoft Azure, Office 365, SharePoint, SQL, Microsoft cloud licensing management, blockchain, artificial intelligence, machine learning and IoT. We currently service enterprise customers with annual revenues between $25M-$5B across North America.

Our strategy is focused on three primary activities.

1. Building the Partner of the Future for Microsoft;
2. Expanding our Azure Assessment program across all Microsoft cloud platforms to accelerate and optimize our customers journey to the Microsoft cloud; and
3. Development of our own proprietary IP focused on cloud-based consumer insights and payment solution

Quisitive wants to build North America's premier Microsoft solutions provider through consolidating a highly fragmented ecosystem via a targeted acquisition strategy. Microsoft has more than 684,000 cloud partners with over 30% of Microsoft's partners joining the network in the past quarter, and over 6,000 partners added each month. With Microsoft generating more than 95% of their business through their partner ecosystem, Microsoft is looking to make focused investments in a limited number of "scale partners" (Redmond Channel Partners, January 2018).

Our target acquisition profile will focus on several areas. Firstly, geographic expansion in both the U.S. and Canada. This is critical for our ability to engage with Microsoft at a field sales execution level and expand touch and reach with large national customers. Secondly, diversification of Microsoft service capabilities. Our vision is to bring value to our customers through a full complement of Microsoft service capabilities across Microsoft cloud workloads. Thirdly, skills consultants that embrace our culture and want to make an impact at our customers. Additionally, our targets will have developed a business model where they are servicing their customers on a monthly model, including managed services, licensing and other IP. This consolidation strategy will allow us to quickly create scale to help Microsoft meet their customer demand for cloud expertise. We have a strong pipeline of acquisition targets and are in active dialogue with several companies.

Our second strategy will be to leverage our proprietary Azure Accelerator Program across all Microsoft cloud platforms to accelerate and optimize our customer’s journey to the Microsoft cloud. We've internally developed tools to help accelerate customers move to the Microsoft cloud. This repeatable IP methodology was developed to educate and engage customers on the advantages and process of moving to the Microsoft cloud. This includes establishing a three-quarter roadmap outlining the steps to take to achieve their outcome within key Microsoft cloud workloads; a comprehensive ROI of what it will cost them to move and operate within the cloud; and a detailed migration plan that outlines the steps Quisitive will take to accomplish that and expedite their journey.

We are working with the Microsoft cloud economics team and developing a joint sales and marketing program to drive approximately 300 of those assessments. We believe this program has the potential to drive significant growth for our business. We have support from Microsoft executives and field personnel to help create scorecard accountability to make this happen.

Our third strategy is the investment in product innovation and SaaS-based solutions. We have formed a team that is focused on the development of industry solutions leveraging the Microsoft cloud and emerging technologies, such as like blockchain, artificial intelligence and Internet of Things (IoT). We have invested in developing industry proof of concepts in oil and gas and supply chain, leveraging these proof of concepts to both show the value of the technology, but also put it in the context of use cases in business. We're showcasing these solutions in Microsoft's regional technology centers in both the U.S. and Canada, bringing customers in to showcase these capabilities and give access to Microsoft as well as Quisitive the opportunity to share insights with those customers and demonstrate our capabilities and opportunity. These showcases also serve as IP for us as we can leverage these in working with customers to accelerate their solutions in their business.

The Corporation is also focused on defining and developing complete product offerings such as LedgerPay, a merchant payment solution that provides a highly-reliable, data-rich payments platform. LedgerPay extends traditional payments by leveraging data science, in partnership with world's top consumer insights firms, to help merchants use their transaction data to provide a much richer and more relevant consumer shopping experience. With products like LedgerPay, Quisitive is bringing the power and scale of the cloud to consumers and commercial customers in the retail and consumer goods space and first-party IP solutions to enterprise customers in the Microsoft Azure ecosystem.

CORPORATE UPDATE

On January 16, 2018 and on January 19, 2018 Fusion Canada completed private placements raising aggregate gross proceeds of $1,111,176 (CAD$1,380,000) and gross proceeds of $398,574 (CAD$495,000) through the sale of 27,600,000 common shares at CAD$0.05 per share and through the sale of 9,900,000 common shares at CAD$0.05 per share respectively.

On January 22, 2018, Fusion Holdings signed an agreement and plan of merger and membership interest purchase agreement (the "Membership Interest Purchase Agreement") to acquire Quisitive, LLC. The merger was formally completed on February 20, 2018, the date on which Certificate of Merger were filed with the States of Delaware and Texas, however it was effective for accounting and tax purpose on January 23, 2018. Fusion Holdings concurrently acquired all the Class B membership interest in Quisitive USA. The aggregate purchase price consisted of $2,071,843 paid in cash on close, a note payable of $1,228,157 (the "Reinhart Note") and 11,588.738 shares in Fusion Holdings convertible on a 1:1,000 basis into shares of the Corporation. In addition, there are earn-out amounts in the amount of $2,500,000 in the form of equity (the "Earn Outs") calculated on the basis of five times the amount of incremental 2018 or 2019 EBITDA of the combined entity about $1,700,000 to a maximum of $2,200,000 EBITDA respectively, per quarter. Additional consideration included a $700,000 contribution to Quisitive by Fusion Holdings to be paid immediately by Quisitive to satisfy an obligation relating to a settlement of a lawsuit.

LedgerPay was formed but not organized until January 22, 2018, upon which 8,000,000 shares were issued to Fusion Holdings of the 10,000,000 shares available.

On January 22, 2018, Fusion Holdings executed an employment agreement with Michael Reinhart, authorizing the issuance of 5% or 500,000 shares of LedgerPay to him that are convertible to 1,062,500 shares in Quisitive, at the holder's option.

On January 23, 2018 Fusion Holdings exchanged Michael Reinhart's and John Jacobus' 11,588.738 common shares for 11,588,725 Class "A" common shares of Quisitive.

On February 21, 2018, the Corporation entered into a binding letter agreement with Nebo Capital Corporation ("Nebo"), which outlined the general terms and conditions pursuant to which Nebo and Fusion agreed to complete a transaction that resulted in a reverse take-over ("RTO") of Nebo by the shareholders of Fusion Canada (the "Transaction") on August 8, 2018. The Transaction proceeded by way of a three cornered amalgamation (the "Amalgamation") pursuant to which Fusion amalgamated with a wholly-owned subsidiary of Nebo, and Nebo acquired all of the issued and outstanding common shares of Fusion in exchange for common shares of Nebo (the "Nebo Shares") on a 1:1 basis, at a deemed price of CAD$0.35 per Nebo Share, such that Fusion became a wholly-owned subsidiary of Nebo. The Amalgamation also provided that all outstanding options, warrants and broker warrants to purchase common shares of Fusion were exchanged in accordance with their terms, on a 1:1 basis, for economically equivalent securities of Nebo. Upon completion of the Transaction, all directors and officers of Nebo resigned and were replaced by nominees of Fusion Canada, and the resulting issuer continues to focus on the current business and affairs of Fusion Canada.

On March 5, 2018, Fusion Holdings executed an employment agreement with Richard Scott Perkins. In consideration for entering into such agreement, in addition to the base salary and incentive bonus, Fusion Holdings granted an award of restricted stock equal to five percent 5% or 500,000 of the issued and outstanding voting stock of LedgerPay. The award shall vest over the initial term at a rate of 12.5% every three-month period following the effective date provided Richard Scott Perkins remains employed by Fusion Holdings as of the end of each such three-month period. The award is convertible into 1,062,500 Fusion common shares at the holder's choice.

On March 29, 2018 the Corporation issued 24,138,716 units for CAD$0.35 per unit for $6552,696 (CAD$8,448,550). Each unit consisted of one share and one half of one warrant. Each whole warrant entitles the holder thereof to acquire an additional share at a price of CAD$0.50. In connection with the offering, 1,647,711 broker warrants were issued with the same terms and conditions as the warrants included as part of the unit offering.

On April 10, 2018, the Corporation granted stock options to key employees that totaled 815,000. A further 100,000 stock options were issued to a director on April 30, 2018. Another 750,000 options were granted June 4, 2018 to a key employee. All of the strike prices are CAD$0.35 per share and the vesting schedule is 1/3 are vested on the date of issue, 1/3 on the 1st anniversary and 1/3 on the 2nd anniversary.

On June 1, 2018, the Corporation issued 428,572 units at a price of CAD$0.35 per unit for $115,710 (CAD$150,000). Each unit consists of one common share and one half of one warrant. Each whole warrant entitles the holder thereof to acquire an additional common share at a price of CAD$0.50. As part of the share issuance 214,286 warrants were issued with a strike price of CAD$0.50 and expire on the date which is the earlier of (i) 3 quarters following completion of the Qualifying Transaction or (ii) June 1, 2020. In addition, 30,000 broker warrants exercisable for units were issued exercisable at CAD$0.35 and expiring on earlier of (i) three quarters following Qualifying Transaction or (ii) June 1, 2022.

On June 6, 2018, the Corporation executed an amending agreement to modify the Earn-Outs (See Note 3 Business Combination) to provide that the holders thereof shall be entitled to receive Nebo shares valued at up to $2,500,000 in satisfaction of the Earn-Out in accordance with the terms and conditions there of at a deemed price of CAD$0.35 per Nebo share.

On August 8, 2018, the Qualifying Transaction occurred pursuant to the definitive Business Combination Agreement. The Qualifying Transaction was approved by the TSX-Venture Exchange (the "TSXV") and proceeded by way of a three cornered amalgamation (the "Amalgamation") pursuant to which Fusion Canada amalgamated with Nebo Acquisition Corp., a wholly-owned subsidiary of Nebo ("Subco") incorporated under the laws of Ontario, and Nebo acquired all of the issued and outstanding common shares of Fusion Canada (the "Fusion Shares"), in exchange for Nebo's shares on a 1:1 basis, such that Fusion Canada became a wholly-owned subsidiary of Nebo. The Amalgamation also provided that all outstanding convertible securities to purchase Fusion Canada's Shares were either exchanged in accordance with their terms, on a 1:1 basis, for economically equivalent securities of Nebo or became exercisable for equivalent securities of Nebo in lieu of securities of Fusion Canada and otherwise on the same terms and conditions. In connection with the closing of the Qualifying Transaction, Nebo also changed its name from "Nebo Capital Corp." to "Quisitive Technology Solutions, Inc.". The common shares of Nebo (the "Quisitive Shares") resumed trading on the TSXV under the symbol "QUIS" on Monday, August 13, 2018.

On August 17, 2018 the Corporation granted stock options to key employees and directors that totaled 200,000 with a strike price of CAD$0.35 per share, 1/3 of which vests on date of issue, 1/3 on the 1st anniversary and 1/3 on the 2nd anniversary.

On September 19, 2018 Quisitive Announced Turbonomic and Quisitive Partnership to accelerate Customer Migrations to Microsoft Azure.

On September 21, 2018 Quisitive was featured on TechSpectiver: The Quest to become the Perfect Microsoft Partner.

On October 1, 2018 Quisitive announced new credit facility with US Bank whereby the line of credit has now increased to $2.5 million dollars.

On October 30, 2018. Quisitive was mentioned in the publication "Blockchain: Oil and Gas Emerges as Consulting Market as Blockchain opportunities in the oil and gas sector are beginning to surface, attracting the attention of consulting firms and integrators such as Accenture, Deloitte and Quisitive".

On November 2, 2018 Quisitive announced a change of auditors to KPMG LLP from Davidson & Company.

On November 20, 2018 Quisitive granted 1,015,000 stock options for its employees.

On January 7, 2019, Quisitive announced it is helping customers embrace the cloud through Microsoft Cloud Solution Provider Program whereby it is now able to sell through the Microsoft Cloud Solutions. The CSP program allows Quisitive to support the complete customer lifecycle.

On January 24, 2019 Quisitive achieved a Microsoft Gold Datacenter competency and on February 19, 2019 Quisitive attained Microsoft Gold ISV Competency.

On March 5, 2019 Quisitive adds cloud-based supply chain and manufacturing case study to growing industry-specific portfolio.

On March 15, 2019 Quisitive announced Cinemark partnering with Quisitive as Key 2019 IT Service Provider.

OVERALL PERFORMANCE

The Corporation generates revenue by providing professional services integrating Microsoft cloud solutions. Microsoft's business model is designed to leverage a partner ecosystem to engage with customers to realize their growth potential. Microsoft has recognized that they need this partner ecosystem to transform, to create scale and IP-driven services that will accelerate customer adoption and consumption of cloud services. This creates a tremendous opportunity for key partners to emerge to meet this demand. And Quisitive is uniquely positioned to be one of those partners.

Our vision is to define the partner of the future with Microsoft and enable enterprise customers to transform their business leveraging Microsoft cloud platforms.

Our first quarter of fiscal 2019 business highlights:

:

- Quisitive had the pleasure of kicking the quarter off by ringing the bell to open the Market on the TSX.
- Quisitive was awarded a 2019 services contract with Cinemark (NYSE: CNK) to service Cinemark's Microsoft-centric initiatives, among other strategic IT initiatives.
- Quisitive demonstrated best-in-class capability and marketing leadership through the achievement of five Microsoft competencies; Application Development, Cloud Platform, Cloud Productivity, Datacenter and Collaboration and Content.
- Quisitive achieved Microsoft Cloud Solution Provider (CSP) Direct status, allowing the Corporation to be the center of the customer relationship by providing direct billing, managed services, as well as direct provisioning, management and support of Microsoft Office 365 and Microsoft Azure. The Corporation rolled out a targeted Go-To-Market motion after the announcement was made and saw early success with three CSP customer wins in the quarter ended March 31, 2019.
- Quisitive added a new cloud-based Supply Chain & Manufacturing case study to the growing industry portfolio, demonstrating how leveraging Microsoft Azure, blockchain, artificial intelligence (AI), computer vision, neuro-linguistic programming (NLP), and Internet of Things (IoT) can quickly address supply chain needs to bring visibility into the supply chain and improve operations.
- Quisitive's Q1FY19 customer wins and project momentum included;
    - The Corporation secured a large scale blockchain application project with a global financial services customer.
    - The Corporation applied its Microsoft Office 365 expertise to transform a luxury retailer's internal workplace collaboration & communication toolset across 14,300 employees.

- The Corporation leveraged skill set in Office 365 through a project targeted at enabling 2 newly acquired companies to quickly integrate, developing a single foundation for communication and collaboration.

- The Corporation continues to have success with the Quisitive Azure Assessment program. This program was designed to guide customers from hesitation to Microsoft cloud adoption. During the quarter ended in March 31, 2019, Quisitive ran 52 assessments, completing 39. The program converted 5 assessments into Azure migration projects.

The following table summarizes various results for the quarter ended March 31, 2019 and 2018:

	Quarter Ended	
	March 31, 2019	**March 31, 2018**
Revenue	$ 4,008,834	$ 2,413,514
Cost of revenue	2,403,820	1,446,597
Gross margin	1,605,013	966,917
Margin%	40.0%	40.1%
Operating expenses		
Sales and marketing expense	659,169	289,333
General and administrative	723,097	701,260
Amortization	403,581	14,091
Acquisition related expense	54,100	155,000
Interest expense	210,885	118,295
Depreciation	148,719	25,015
Stock based compensation	45,745	-
Finance costs	16,262	-
Loss before income taxes	$ (656,545)	$ (336,077)
Current income tax expense	-	78,000
Deferred income tax expense	-	439,100
Net loss	$ (656,545)	(782,977)

Revenue for the quarter ended March 31, 2019 was $4,008,834 compared with $2,413,514 in the quarter ended March 31, 2018 which represents a 66.1% quarter over quarter growth. Total revenue is comprised of professional services revenues from consulting and implementation services related to our Microsoft service offering and to our Microsoft Cloud Solution Provider ("CSP") program. Our core strengths include deep expertise across the Microsoft technology stack including; Microsoft Azure, Office 365, SharePoint, SQL, Microsoft cloud licensing management, blockchain, artificial intelligence, machine learning and IoT. We currently service enterprise customers with annual revenues between $25M-$5B across North America. Included in the revenue was approximately $1,250,000 from repeat customers. Quisitive, LLC was acquired on January 23, 2018 and hence operations thereafter are included.

All our revenues are earned primarily in the United States of America.

Cost of revenue is comprised of salaries and other personnel-related costs, direct subcontractor and other costs associated with delivering the services. Cost of revenue for the quarter ended March 31, 2019 was $2,403,820 which is gross margin of 40.0% of revenue. Cost of revenue was consistent with the quarter ended March 31, 2018 at 40.0% gross margin. Total cost of revenue for the quarter ended March 31, 2018 was $1,446,597. As of March 31, 2019 we had 74 employees with over 80% of our human capital being customer facing solution experts.

Operating expense is comprised of salaries, commissions, other personnel-related costs, facilities, bad debt expenses, travel expenses, advertising programs, investor relations and other promotional activities associated with administrating the Corporation, and selling and marketing our services.

Sales and marketing expense

The following table summarizes sales and marketing expenses for the quarter ended March 31, 2019 and 2018:

	Quarter Ended March 31,	
	2019	**2018**
	$	**$**
Sales and marketing expense	659,169	289,333
As a percentage of revenue	16.4%	12.0%

Sales and marketing expense consist primarily of salary and personnel related costs including commissions. Additional expenses include marketing events, travel and efforts on proof of concepts. Sales and marketing expense has increased from the quarter ended March 31, 2018 by $369,836 to $659,169 in the quarter ended March 31, 2019 given our increased investment in expanding our outreach on emerging technology projects, increasing our headcount to address the current available market and because the first quarter for 2018 reflected the acquisition of Quisitive, LLC since January 23, 2018.

General and administrative expense

The following table summarizes General and administrative expense for the quarter ended March 31, 2019 and 2018:

	Quarter Ended March 31,	
	2019	**2018**
	$	**$**
General and administrative expense	723,097	701,260
As a percentage of revenue	18.0%	29.1%

General and administrative expense consist primarily of salary and personnel related costs. Additional expenses include professional fees, insurance, bad debt, foreign exchange, occupancy costs and other office related expenses. During the quarter ended March 31, 2018, general and administrative expenses were higher with additional professional fees.

Amortization is the value attributable to intangible assets, including Microsoft relationship, customer agreements and relationships, and software. Intangibles assets with a finite life are amortized to income over their useful life. The amount of amortization expense in a fiscal period is dependent on our acquisition activities as well as the result of our asset impairment tests. Amortization of intangible assets was $403,581 for the quarter ended March 31, 2019 compared with $14,091 in the quarter ended March 31, 2018 when the purchase price allocation had not been finalized.

Interest expense for the quarter ended March 31, 2019 was $210,885 compared with $118,295 for the quarter ended March 31, 2018. Interest expense is primarily comprised of interest expense on the amount borrowed and outstanding on the note payable, the operating line of credit and the leased equipment, which for the quarter ended March 31, 2018 were incurred post Quisitive LLC's acquisition on January 23, 2018. The Corporation also secured a factoring facility in October 2018 which is at a higher interest rate than the general operating line.

Stock based compensation is the value ascribed to the granting of stock incentives to employees and directors of the Corporation. Stock based compensation for the quarter ended March 31, 2019 was $45,745. There was $Nil as comparison in prior periods.

Acquisition related expenses for the quarter ended March 31, 2019 was $54,100 a reduction of 65.1% from the quarter ended March 31, 2018. In March 31, 2018, the Corporation had completed the acquisition of Quisitive, LLC on January 23, 2018 and hence had additional acquisition related costs in that quarter. The Corporation continues to explore target acquisitions to execute on its consolidation strategy of building the North America's premier Partner of the Future for Microsoft.

Acquisition related expense is the expenses associate with ongoing M&A activity. It is comprised of legal, accounting, valuation, taxation and other consulting expenses incurred directly related to acquiring businesses.

Depreciation expense for the quarter ended March 31, $148,719 compared with $25,015 in the quarter ended March 31, 2018. Under the newly adopted IFRS 16 Lease standard, the right-to-use lease asset must be capitalized, and depreciated. The Corporation incurred depreciation charges of $106,235 related to this asset.

Adjusted EBITDA

We prepare and release quarterly unaudited and annual audited financial statements prepared in accordance with IFRS. We also disclose and discuss certain non-GAAP financial information, used to evaluate our performance, in this and other earnings releases and investor conference calls as a complement to results provided in accordance with IFRS. We believe that current shareholders and potential investors in our Corporation use non-GAAP financial measures, such as Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues, in making investment decisions about our Corporation and measuring our operational results.

The term "Adjusted EBITDA" refers to a financial measure that we define as earnings before certain charges that management considers to be non-operating expenses and which consist of interest, taxes, depreciation, amortization, stock-based compensation (for which we include related fees and taxes), acquisition-related expenses and listing expense. Adjusted EBITDA as a percentage of revenues divides Adjusted EBITDA for a period by the revenues for the corresponding period and expresses the quotient as a percentage.

Management considers these non-operating expenses to be outside the scope of Quisitive' ongoing operations and the related expenses are not used by management to measure operations. Accordingly, these expenses are excluded from Adjusted EBITDA, which we reference to both measure our operations and as a basis of comparison of our operations from period-to-period.

Management believes that investors and financial analysts measure our business on the same basis, and we are providing the Adjusted EBITDA financial metric to assist in this evaluation and to provide a higher level of transparency into how we measure our own business. However, Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues are non-GAAP financial measures and may not be comparable to similarly titled measures reported by other companies. Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues should not be construed as a substitute for net income determined in accordance with IFRS or other non-GAAP measures that may be used by other companies, such as EBITDA. The use of Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues does have limitations. As these acquisition-related expenses may continue as we pursue our consolidation strategy, some investors may consider these charges and expenses as a recurring part of operations rather than expenses that are not part of operations.

Reconciliation of Adjusted EBITDA loss	**Quarter ended March 31, 2019**	**Quarter ended March 31,2018**
Net loss for the period	$ (656,545)	$ (782,977)
Adjustments to reconcile to Adjusted EBITDA		
Income tax expense	-	7,800
Deferred income tax expense		439,100
Interest expense	210,885	118,295
Amortization	403,581	14,091
Depreciation	148,719	25,015
Share-based compensation	45,745	-
Financing costs	16,262	-
Acquisition related expenses	54,100	155,000
Adjusted EBITDA (loss)	222,747	(23,676)
Adjusted EBITDA (loss) as a percentage of	5.5%	(1.0%)

Adjusted EBITDA for the quarter ended March 31, 2019 was $222,747 or 5.5% of revenue compared with the quarter ended March 31, 2018 which was a loss of ($23,676) or (1.0%) of revenue. This is a significant improvement in operational performance. The Corporation is investing in its consulting practice of emerging technologies, investing in investor relations functions and continues to investigate potential acquisition candidates.

Quarterly Operating Results

During the preparation of the interim condensed consolidated financial statements for the three and nine-months ended September 30, 2018, the Corporation identified certain immaterial errors in previously reported financial information for the three months ended June 30, 2018. As a result, the comparative amounts for the three months ended June 30, 2018 have been recast to reflect a reduction in revenue of $150,850, a reduction in gross profit of $127,694, a reduction in intangible assets of $98,101, an increase in net loss of $39,865 and net loss per share of $0.00, and a reduction of Adjusted EBITDA of $39,865.

As we finalized the purchase price allocation of Quisitive, LLC, it became apparent that control for accounting purposes had been obtained on January 23, 2018. The Corporation sought out to have the Certificate of Merger amended with both the State of Delaware and the State of Texas to reflect for accounting purpose and tax purpose that the date of the merger be January 23, 2018, but that the legal date of the merger being February 20, 2018 would not change. The impact on the financial statements is an additional $1,117,991 in revenue, an additional $537,245 in gross margin and a $20,086 less loss to the financial statements in the first quarter of 2018 as compared to amounts previously disclosed. We believe that the impact is not material given the net loss impact on the financial statements.

Selected financial information for each of the four most recently completed quarters of Quisitive are as follows:

	Quarter ended	Revenue ($)	Gross Margin ($)	Net loss ($)	Loss per share ($)	Loss per fully diluted share ($)	Adjusted EBITDA ($)
Q1 2019	31-Mar-19	4,008,834	1,605,013	(656,656)	(0.01)	(0.01)	222,747
Q4 2018	31-Dec--18	3,902,545	1,584,376	(1,664,566)	(0.02)	(0.02)	(200,307)
Q3 2018	30-Sep-18	3,234,208	1,078,420	(3,723,275)	(0.05)	(0.05)	(649,110)
Q2 2018	30-Jun-18	3,056,458	1,043,713	(439,382)	(0.01)	(0.01)	(79,462))
Q1 2018	31-Mar-18	2,413,514	966,917	(782,977)	(0.02)	(0.02)	(23,676)
Q4 2017	31-Dec-17	-	-	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

Selected financial information from the condensed consolidated interim statements of financial position as at March 31, 2019 and March 31, 201 are as follows:

		March 31, 2019	March 31, 2018
Working capital	$	(540,027)	$ 1,762,763
Note payable		(5,244,851)	(5,244,851)
Deficit		(7,266,745)	(782,977)

The Corporation has insufficient working capital at this time to meet its ongoing financial obligations including the note payable due February 2020. The Corporation is considering all sources of financing reasonably available to it, including but not limited to issuance of new capital, and issuance of new debt. There can be no assurance of continued access to financing in the future, and an ability to secure such financing may require the Corporation to substantially curtail operations and new business opportunities.

Sources and Uses of Cash

	Quarter Ended March 31, 2019	2018
	$	$
Cash used in operating activities	(877,287)	(953,776)
Cash used in investing activities	(5,063)	(3,908,135)
Cash provided by financing activities	675,857	7,207,862
Net increase (decrease) in cash and cash equivalents	$ (206,493)	$ 2,345,950

During the quarter ended March 31, 2018, net increase in cash of $2,345,950 was primarily attributable to the proceeds of share issuance, less investment in the acquisition of the business of Quisitive, LLC, repayment of principal and interest on debt, and cash used in operating activities, as compared to net cash decrease of $206,493 in the quarter ended March 31, 2019.

All cash is held in interest bearing bank accounts with major US or Canadian financial institutions.

As of March 31, 2019, Quisitive had a $2,500,000 operating line of credit guaranteed by the Corporation. The two-quarter master purchase and sale agreement with a US Bank where trade receivables of the Corporation are factored for interest and fees. 85% of the face value of factored receivables are advanced upon presentation of verified invoices, with the other 15% remitted back to the Corporation, net of interest and fees upon payment by the end customer. The $2,500,000 facility bears administrative expenses and an advance fee calculated as interest upon the daily net outstanding balance at LIBOR Daily Floating Rate plus 7%. Other facility fees, including shortfall and chargeback fees, among other fees apply. The facility is secured by a general security agreement over all of the assets of the Corporation.

As at March 31, 2019, the Corporation had current assets of $2,757,597 compared with $2,376,602 as at March 31, 2018 driven by increased trade receivables. The Corporation had available cash of $66,955 as of March 31, 2019 compared with $273,448 as of March 31, 2018 and had available borrowings of $nil under the factoring facility as of March 31, 2019.

The Corporation believes that its cash position and expected future cash inflows from financing, and revenues will be sufficient to finance its operational and capital needs for at least 12 months. However, the Corporation’s future cash requirements may vary materially from those now expected due to a number of factors. As a result, in the future it may be necessary to raise additional funds in future. These funds may come from sources such as entering into strategic collaboration arrangements, the issuance of shares from treasury, or alternative sources of financing. However, there can be no assurance that the Corporation will successfully raise funds to continue the operational activities. (see "Risk Factors")

The condensed consolidated interim financial statements have been prepared in accordance with IFRS on the assumption that the Corporation is a going concern and will continue in operation for the foreseeable future. Hence, it is assumed that the Company has neither the intention nor the need to liquidate and is able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Corporation has experienced losses since inception and has an accumulated deficit. Additional financing will be required to support operating and investing activities as the Corporation continues to expand its operations in the foreseeable future. The Corporation intends to seek new funding from equity financings, lenders and other sources, however, there is no certainty that additional financing will be available or that it will be available with attractive terms.

TRANSACTIONS WITH RELATED PARTIES

There are no related party transactions during the quarter ended March 31, 2019 or March 31, 2018.

Executive Officers own directly or beneficially 13.4% of the issued common shares of the Corporation ("Common Shares") as at March 31, 2019.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Quisitive has leased its two office facilities under separate non-cancellable operating leases. One has been accounted for under IFRS16, and the second will expire in January 2020. Rent expense for the lease was $47,706 for the quarter ended March 31, 2019 (2018 - $118,266)

Future minimum cash payments required under the lease is as follows:

	March 31, 2019	March 31, 2018
2019	$ 161,439	$ -
2020	-	-
Total	$ 161,439	$ -

The Corporation has a note payable with a private lender of $5,244,851. Unpaid principal balance bears interest at 9%, increasing 0.05% every six months not to exceed 12%, maturing on February 23, 2020, secured by a second priority security interest in the Corporation's personal property. Interest on the first six months were not payable, and have been added to the principal balance of the debt per the agreement. Interest is payable monthly, and the principal is due February 23, 2020. There is a basic fixed charge coverage ratio covenant of at least 1.20 to 1.00 that is to be calculated on a trailing 12-month basis quarterly among other non-financial covenants that the Corporation must meet.

The note payable is subject to compliance with covenants and as of March 31, 2019 the Corporation was in violation of certain covenants. The Corporation has subsequently received a waiver from the private lender of such covenants for March 31, 2019 and subsequent periods.

OUTSTANDING SHARE CAPITAL

As of March 31, 2019, there were 84,331,013 Common Shares issued and outstanding, 3,030,000 stock options, 12,283,644 common share purchase warrants and 2,516,567 broker compensation warrants of the Corporation issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of consolidated annual financial statements and application of IFRS often involve management's judgment and the use of estimates and assumptions deemed to be reasonable at the time they are made. The Corporation reviews estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which estimates are revised and may impact future periods as well. Other results may be derived with different judgments or using different assumptions or estimates and events may occur that could require a material adjustment. Significant accounting policies and estimates under IFRS are found in Note 2 of the Corporation’s consolidated annual financial statements.

ACCOUNTING STANDARDS ISSUED ADOPTED DURING THE PERIOD

As of January 1, 2018, the Corporation adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The adoption of these standards did not have a material impact on the consolidated results, financial position or accounting policies of the Corporation. Significant standards adopted include the following:

IFRS 9 - Financial instruments

Effective January 1, 2018, the Corporation adopted IFRS 9.
IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. IFRS 9 also

amends the requirements around hedge accounting, and introduces a single, forward-looking expected loss impairment model.

The adoption of IFRS 9 had no impact on the Corporation's consolidated annual financial statements on the date of initial application. There was no change in the carrying amounts on the basis of allocation from original measurement categories under IAS 39 Financial Instruments: Recognition and Measurement to the new measurement categories under IFRS 9.

Classification
The Corporation 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 Corporation 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 Corporation assesses all information available, including on a forward-looking basis the expected credit loss 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 Corporation 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 supportive forward-looking information. For trade receivables only, the Corporation applies the simplified approach as permitted by IFRS 9. The simplified approach to the recognition of expected losses does not require the Corporation to track the changes in credit risk; rather, the Corporation recognizes a loss allowance based on lifetime expected credit losses at each reporting date from the date of the trade 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 Corporation under the contract, and the cash flows that the Corporation expects to receive. The Corporation 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 Corporation measures expected credit loss by considering the risk of default over the contract period and incorporates forward-looking information into its measurement.

Summary of the Corporation's Classification and Measurements of Financial Assets and Liabilities

	IFRS 9		IAS 39	
	Classification	**Measurement**	**Classification**	**Measurement**
Cash and cash equivalents	FVTPL	Fair value	Loans and receivables	Fair Value
Accounts receivables	Amortized cost	Amortized cost	Loans and receivables	Amortized cost
Trade payables and accrued liabilities	Amortized cost	Amortized cost	Other liabilities	Amortized cost
Line of credit	Amortized cost	Amortized cost	Other liabilities	Amortized cost
Note payable	Amortized cost	Amortized cost	Other liabilities	Amortized cost
Contingent consideration	FVPL	Fair Value	FVPL	Fair Value

Adoption of IFRS 15 – Revenue from Contracts with Customers

The Corporation has adopted IFRS 15 – Revenue from Contracts with Customers. There were no material changes with the adoption of IFRS 15 on these consolidated annual financial statements.

IFRS 15 introduced a single model for recognizing revenue from contracts with customers. This standard applies to all contracts with customers, with only some exceptions, including certain contracts accounted for under other IFRSs. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. This is achieved by applying the following five steps: i) identify the contract with a customer; ii) identify the performance obligations in the contract; iii) determine the transaction price; iv) allocate the transaction price to the performance obligations in the contract; and v) recognize revenue when (or as) the entity satisfies a performance obligation.

The Corporation's policies for the recognition of revenue under IFRS 15 are as follows:
Time and material engagements is recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.

Certain costs incurred by the Corporation for subcontractors and other expenses that are recoverable directly from clients are billed to the clients and therefore included in revenue.

Project costs include all direct labour and subcontract costs and those indirect costs related to contract performance such as benefits, travel expenses and hardware and software reimbursements. Selling, general and administrative costs are charged to expenses as incurred.

Deferred revenue is the amount paid over the current billing to the client project and the revenue is not yet realizable nor recognized.

Credit terms are extended to customers in the normal course of business. The Corporation performs ongoing credit evaluations of its customers based on payment history and willingness to pay and, generally, requires no collateral.

Accounts receivable are recorded at their estimated net realizable value, net of an allowance for doubtful accounts. The Corporation's estimate of the allowance for doubtful accounts is based upon historical experience, its evaluation of the current status of receivables, and unusual circumstances, if any. Accounts are considered past due if payment is not made on a timely basis in accordance with the Corporation's credit terms.

Adoption of IFRS 16 Leases ("IFRS 16") –

IFRS 16 introduced a single, on-balance sheet accounting approach for leases. Effective January 1, 2019, the Corporation adopted IFRS 16 using the modified retrospective approach for recognizing the cumulative effect of initially applying IFRS 16 as an adjustment to the opening balance of retained earnings as January 1, 2019. Comparative information has not been restated and continues to be reported under IAS17.

Under the new standard the Corporation assesses whether at contract inception, such contract contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains a lease if the contract conveys a right to control or use an identified asset for a period of time in exchange for consideration.

i) Significant Accounting Policies

The Corporation records a right-of-use asset and lease liability at the lease commencement date. The right-of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the Corporation's incremental borrowing rate. Payments included in the measurements of the liability include fixed payments and payments expected to be made where a renewal/extension option is reasonably certain to be exercised. The lease liability is subsequently increased by the interest cost and decreased by lease payments made. The liability is remeasured when there is a change in the future lease payments arising from the exercise of extension options, changes in the assessment of extension options reasonably expected to be excised, renegotiations with lessors and contract amendments, changes in the scope of a lease due to certain contract rights being exercised, and changes in assessments of termination options reasonably expected to be exercised.

The Corporation elected to record the right-of-use assets based on the corresponding lease liability. In addition, the Company has elected to apply the practical expedient to account for leases for which the lease term ends within 12 months of the date of initial applications short term leases.

ii) Impacts on Financial Statements

On initial transition, the Corporation has recognized right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments. Right -of-use assets and lease liabilities of $1,203,998 were recorded on January 1, 2019. There was no net impact on opening retained earnings on adoption.

The following is a table that reconciles the Corporation's operating lease obligations at December 31, 2018 as previously disclosed in the Corporation's 2018 Consolidated Financial Statements to the IFRS 16 lease liability recognized on January 1, 2019. The discount rate applied at January 1, 2019 was 5.3%. A reconciliation of the lease liabilities during the three months ended March 31, 2019 is as follows:

Commitments, December 31, 2018	$	1,507,950
Less: Non-lease commitments		210,549
Undiscounted lease obligation at January 1, 2019		1,297,401
Discount		(93,402)
Balance, right-of-use asset January 1, 2019	$	1,203,998

(a) Upcoming Accounting Pronouncements

IFRIC 23 Uncertainty over Income Tax Treatments (issued in June 2017) – The Interpretation, applicable to annual periods beginning on or after January 1, 2019 (earlier application permitted),

provides guidance on how to reflect the effects of uncertainty in accounting for income taxes under IAS 12, in particular (i) whether uncertain tax treatments should be considered separately, (ii) assumptions for taxation authorities' examinations, (iii) determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits, and tax rates, and (iv) effect of changes in facts and circumstances. The Corporation has not assessed the impact on the financial statements.
.

RISK FACTORS

The following risk factors should bot be considered to be exhaustive and may not be all of the risks that Quisitive may face. Management of the Company believes that these factors set out below could cause actual results to be different from expected and historical results,
The discussion in this MD&A addresses only what management has determined to be the most significant know events, trends, risk and uncertainties relevant to the Corporation, its operation and/or its financial results., This discussion is not exhaustive.

Profitability

There is no assurance that Quisitive or any of its Subsidiaries will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue Quisitive's business development and marketing activities. If Quisitive does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Availability of Financing

Quisitive has limited financial resources and there is no assurance that additional funding will be available to Quisitive or any of the Quisitive Subsidiaries for further operations or to fulfill their respective obligations under current agreements. There is no assurance that Quisitive or any of the Quisitive Subsidiaries can generate sufficient revenues to operate profitably, or provide a return on investment, or that they will successfully implement their plans.

The ability of Quisitive to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of Quisitive and its Subsidiaries and the success of blockchain usage in general. There can be no assurance that Quisitive will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to Quisitive. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of Quisitive may change and shareholders may suffer additional dilution. Similarly, future acquisitions may be funded in part by equity of a Quisitive Subsidiary or proposed acquisition target, in a manner similar to the arrangements comprising the Quisitive Employment Incentives or as otherwise may be determined by the directors from time to time. Any such arrangement could have a dilutive effect on the interest of shareholders in one or more operating subsidiaries of Quisitive.

If adequate funds are not available, or are not available on acceptable terms, Quisitive and Quisitive Subsidiaries may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Changes in the IT Industry

The IT industry is characterized by rapid technological innovation, changing client needs, evolving industry standards and frequent introductions of new products, product enhancements, services and distribution methods. The success of Quisitive depends on its ability to develop expertise with these new products, product enhancements, and services and to implement IT consulting and professional services, technology integration and managed services that anticipate and respond to rapid and continuing changes in technology, industry dynamics and client needs. The introduction of new products, product enhancements and distribution methods could decrease demand for current products/services or render them obsolete. Sales of products and services can be dependent on demand for specific product categories, and any change in demand for or supply of such services could have a material adverse effect on net sales, if Quisitive fails to adapt to such changes in a timely manner.

As client requirements evolve and competitive pressures increase, Quisitive will likely be required to modify, enhance, reposition or introduce new IT solutions and service offerings.
Quisitive may experience difficulties that could delay or prevent the successful development, introduction and marketing of services and solutions that respond to technological changes or evolving industry standards, or fail to develop services and solutions that adequately meet the requirements of the marketplace or achieve market acceptance. Quisitive may not be successful in doing so in a timely, cost-effective and appropriately responsive manner, or at all, which could adversely affect its competitive position and financial condition. All of these factors make it difficult to predict future operating results, which may impair Quisitive's ability to manage its business and its investors' ability to assess Quisitive's prospects.

Client Retention / Attrition

Once Quisitive's solutions and methodologies are deployed within its clients' IT infrastructure environments, the clients rely on Quisitive's support services to resolve any related issues. A high level of client support and service is important for the successful marketing and sale of the services and solutions of Quisitive. If Quisitive does not help its clients quickly resolve post-deployment issues and provide effective ongoing support, Quisitive's ability to sell its IT solutions to existing clients would suffer and its reputation with prospective clients could be harmed.

Information Systems

Quisitive's information systems will be internally developed. They will contain external applications that are linked to the proprietary core. There are continued risks when various departments in Quisitive operate on different systems and Quisitive must rely on developed interfaces between these systems. There can be no assurance that these systems will continue to expand to meet the needs of the growth of Quisitive or that the interfaces will be robust enough as Quisitive grows.

Client Demand

Quisitive plans to significantly expand the number of clients it serves and the diversity of its client base thereby increasing revenues. Quisitive is working toward identifying and providing additional products and services that appeal to existing clients in an effort to increase its revenues. Quisitive's ability to attract new clients, as well as increase revenues from existing clients, is dependent on a number of factors including but not limited to offering high quality products and services at competitive prices, the strength of its competitors and the abilities of its sales and marketing teams. The failure of Quisitive to attract new clients or to obtain new business from existing clients may mean that Quisitive will not increase its revenues as quickly as is anticipated, if at all.

Attracting and Retaining Clients

Once Quisitive's solutions and methodologies are deployed within its client's environments, such clients will be reliant on Quisitive's support services to resolve any issues with such solutions and methodologies. A high level of support and service is important for the successful marketing and sale of Quisitive's services and solutions. Failure to help its clients quickly to resolve post-deployment issues and provide effective ongoing support may adversely affect Quisitive's reputation with prospective clients and its ability to sell its solutions to existing clients.

Economic Conditions

Quisitive will be sensitive to the spending patterns of its clients, which are subject to economic and business conditions. It is difficult to estimate the level of growth for the economy as a whole. As all components of Quisitive’s budgeting and forecasting will be dependent upon estimates of growth in the markets that Quisitive will serve and economic uncertainties make it difficult to estimate future income and expenditures. Downturns in the economy or geopolitical uncertainties may cause clients to reduce or cancel orders. Hence, economic factors could have an effect on Quisitive’s business.

Quisitive’s client base will be predominantly in the United States, and to the extent that capital investment in IT either declines or increases, Quisitive may be affected.

Ability to Successfully Execute Strategies

If Quisitive fails to execute any element of its strategy in a timely and effective manner, competitors may be able to seize marketing opportunities that Quisitive has identified. Quisitive's business strategy will require that it successfully and simultaneously complete many tasks. In order to be successful, Quisitive must: (i) continue to attract and retain clients; (iii) hire, train and retain quality employees; and (iv) evolve Quisitive's business to gain advantages in a competitive environment.

Acquisitions

Quisitive intends to in the future acquire additional businesses. Acquisitions involve a number of special risks, including diversion of management’s attention, failure to retain key acquired personnel, unanticipated events or circumstances, and legal liabilities, some or all of which could have a material adverse effect on the business, results of operations and financial condition. In addition, there can be no assurance that Quisitive can complete any acquisition it pursues on favourable terms, that any acquired businesses, products or technologies will achieve anticipated revenues and income, or that any acquisitions completed will ultimately benefit the business. Furthermore, the potential funding of any such future acquisitions could require diversion of revenue or securing of debt or equity financings by Quisitive which could, in turn, result in a potentially dilutive issuance of equity securities. If a strategy of growth through acquisition is pursued, the failure of Quisitive to successfully manage this strategy could have a material adverse effect on Quisitive's business, results of operations and financial condition.

Seasonality of the Business

Quisitive's sales are subject to quarterly and seasonal variations that may cause significant fluctuations in operating results.

Sale Cycle

The timing of Quisitive's revenues may be difficult to predict. Clients typically undertake a significant evaluation process that has in the past resulted in a lengthy sales cycle. Quisitive will spend substantial time, effort and money on its sales efforts without any assurance that the efforts will produce any sales during a given period.

Reliance on Key Personnel

Quisitive is, and Quisitive will be, substantially dependent upon the services of its management team for the successful operation of its business. The loss of the services of any of these individuals could have a material adverse effect on the business of Quisitive. If Quisitive cannot successfully recruit and retain the employees it needs, or replace key employees following their departure, Quisitive's ability to develop and manage its business will be impaired.

Management of Growth

Quisitive may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Quisitive to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Quisitive to deal with this growth may have a material adverse effect on Quisitive's consolidated business, financial condition, results of operations and prospects.

Regulatory Risks

The activities of Quisitive or any of its Subsidiaries may become subject to regulation by governmental authorities, in jurisdictions where such companies may exist or conduct its business. Quisitive cannot predict the regulations it may be required to comply with or the time required to secure all appropriate regulatory approvals, or the extent of information and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the consolidated business, results of operations and financial condition of Quisitive.

Quisitive and its Subsidiaries may incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of Quisitive's consolidated operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Quisitive's consolidated operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the consolidated business, results of operations and financial condition of Quisitive.

Changes in Laws, Regulations and Guidelines

While to the knowledge of management, Quisitive and its Subsidiaries are currently in compliance with all laws, any changes to laws, regulations, guidelines and policies due to matters beyond the control of Quisitive may cause adverse effects to its operations.

Reliance on Computer Systems

Quisitive's information technology and internal infrastructure is susceptible to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Significant disruption to the availability of information technology and internal infrastructure could cause delays in research and development work. Quisitive would incur liability and development of product candidates would be delayed if any disruption or security breach were to result in a loss of, or damage to, Quisitive's or any of Quisitive Subsidiaries' data.

Employee Regulations

Quisitive is exposed to the risk of employee fraud and other misconduct. Employee fraud includes intentional failure to comply with regulations, intentional failure to provide accurate information to regulatory authorities and intentional failure to comply with industry standards. Other misconduct includes failure to report financial information accurately, failure to disclose unauthorized activities to Quisitive, and the improper use of information obtained in the course of employment. Employee misconduct resulting in legal action, significant fines or other sanctions could result in a material adverse effect to Quisitive's consolidated business, results of operations or financial condition.

Foreign Currency Risk

Quisitive will be subject to risks and losses resulting from fluctuations in the relative value of the currencies of different countries where its clients and operations are located. While Quisitive will attempt to be prudent in managing such foreign exchange risks, there can be no assurance that shareholders will not suffer losses in the future. Any such losses could have a material adverse impact on results of operations and cash available to support operations.

Competition

The industry in which Quisitive will operate is developing rapidly and related technology trends are constantly evolving. In this environment, Quisitive will face significant price competition from its competitors. There is no assurance that Quisitive will be able to respond effectively or in a timely manner to the various competitive factors affecting the industries in which it operates. Quisitive may be forced to reduce the prices of the products and services it sells in response to offerings made by its competitors. In addition, Quisitive may not be able to maintain the level of bargaining power that it has enjoyed in the past when negotiating the prices of its services.

Quisitive faces substantial competition from other national, multi-regional, regional and local value-added resellers and IT service providers, some of which may have greater financial and other resources than that of Quisitive or that may have more fully developed business relationships with clients or prospective clients than Quisitive. Many of Quisitive's competitors compete principally on the basis of price and may have lower costs or accept lower selling prices and, therefore, Quisitive may need to reduce its prices.

Quisitive's profitability is dependent on the rates it is able to charge for its products and services. The rates charged for products and services are affected by a number of factors, including but not limited to:

- clients' perceptions of Quisitive's ability to add value through its services;
- introduction of new services or products by Quisitive or its competitors;
- competitors' pricing policies;
- the ability to charge higher prices where market demand or the value of Quisitive's services justifies it;
- the ability to accurately estimate, attain and sustain contract revenues, margins and cash flows over long contract periods;
- procurement practices of Quisitive's clients; and
- general economic and political conditions.

If Quisitive is not able to maintain favourable pricing for its products and services, its profit margin and profitability may suffer.

Litigation

Quisitive may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which Quisitive becomes involved be determined against Quisitive such a decision could adversely affect Quisitive's ability to continue operating and the market price for the common shares and could use significant resources. Even if Quisitive is involved in litigation and wins, litigation can redirect significant Quisitive resources. Litigation may also create a negative perception of Quisitive's brand.

Protection of Intellectual Property Rights

The future success of Quisitive's consolidated business is dependent upon the intellectual property rights surrounding certain technology held by LedgerPay and the other Quisitive Subsidiaries from time to time, including trade secrets, know-how and continuing technological innovation. Although Quisitive and Quisitive Subsidiaries seek to protect proprietary rights, their actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other companies are not investigating or developing other technologies that are similar to the technology of LedgerPay or other Quisitive Subsidiaries from time to time. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the Internet makes it impossible to control the ultimate designation of the applicable technology. Any of these claims, with or without merit, could subject Quisitive or Quisitive Subsidiaries to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of LedgerPay, other Quisitive Subsidiaries and other intangible assets may be diminished. Any of these events could have an adverse effect on Quisitive's consolidated business and financial results.

Global Economic and Financial Deterioration Impeding Access to Capital or Increasing the Cost of Capital

Market events and conditions, including disruption in the Canadian, U.S. and international financial markets and other financial systems and the deterioration of Canadian, U.S. and global economic and financial market conditions, could, among other things, impact currency trading and impede access to capital or increase the cost of capital, which would have an adverse effect on Quisitive's ability to fund its working capital and other capital requirements.

Dividends

Any decision to declare and pay dividends in the future will be made at the discretion of Quisitive's Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. As a result, investors may not receive any return on an investment in the common shares unless they sell their shares of Quisitive for a price greater than that which such investors paid for them. Quisitive has no earnings or dividend record and may not pay any dividends on its common shares in the foreseeable future. Dividends paid by Quisitive could be subject to tax and, potentially, withholdings.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the annual consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the annual consolidated financial statements: and (ii) the annual consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Corporation, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in issuers' Annual and Interim filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Corporation does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filling such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation: and

(ii) a process to provide reasonable assurance regarding the reliability of financial reposting and the preparation of the unaudited condensed interim consolidated financial statements for external purposed in accordance with the issuer's generally accepted accounting principles (IFRS).

The Corporation's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.