DATAMETREX AI LIMITED
(formerly, EVERFONT VENTURES CORP.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTH PERIODS ENDED

SEPTEMBER 30, 2017

The following discussion and analysis, prepared as of November 20, 2017, provides information that management believes is relevant to an assessment and understanding of Datametrex AI Limited formerly, Everfront Ventures Corp., ("DataMetrex AI", "Everfront" or the "Company") results of operations and financial conditions. The Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited consolidated interim financial statements for the six months period ended September 30, 2017. Unless otherwise noted, all financial information in the MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Forward Looking Statements

This MD&A contains or incorporates forward-looking statements within the meaning of Canadian Securities legislation (collectively, "forward-looking statements"). These forward-looking statements relate to, among other things, revenue, earnings, changes in cost and expenses, capital expenditures and other objectives, strategic plans and business development goals, and may also include other statements that are predictive in nature or that depend upon or refer to future events or conditions, and can generally be identified by words such as "may", "will", "expects", "anticipates", "intends", "plans", "believes", "estimates" or similar expressions. In addition, any statements that refer to expectations, projections, or other characterizations of future events or circumstances are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates, and projections regarding future events.

Although the Company believes the expectations reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Undue reliance should not be placed on such statements. Certain material assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements.

The forward-looking statements contained in this MD&A are made as at the date of this MD&A and, accordingly, are subject to change after such date. Except as required by law, the Company, does not undertake any obligation to update or revise any forward-looking statements made or incorporated in this MD&A, whether as a result of new information, future events or otherwise.

Financial and Operational Highlights

For the nine month period ended September 30, 2017, the Company's financial and operational results can be summarized as following:

- Revenue: $100,517
- Net loss and comprehensive loss: ($2,612,929)
- Total assets: $1,069,233
- Net proceeds from the private placement: $1,921,236
- Net proceeds from exercise of share purchase warrants: $278,463

Business overview

The Company is the parent company of Datametrex Limited ("Datametrex") that is a big data company for retail, brands, and other organizations. The Company's DataTap technology captures all data sent from the POS to the receipt printer and scanner, and then sends it to the cloud, so it can be presented for key decision making. The Company is planning on integrating the DataTap environment to decentralized blockchains to further authenticate and validate the data collected. Everfront is a publicly traded company, incorporated in the province of Ontario and its head office is located at 2161 Yonge St., Suite 210, Toronto, Ontario, M4S 3A6, Canada. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") under the trading symbol "EVC". The Company was incorporated under the laws of the Province of Ontario on March 4, 2011, and was classified as a Capital Pool Company as defined in Policy 2.4 of the TSXV.

The principal business of the Company at that time was to identify and evaluate assets or businesses with view to completing a qualifying transaction ("QT") under relevant policies of the TSXV. On June 7, 2017, the Company completed its QT pursuant to an agreement between Everfront and Datametrex. On Sep. 26, 2017, the company's name has been changed to Datametrex AI Limited.

Reverse Take-Over

On June 7, 2017, the Company completed its acquisition of Datametrex by way of a three-cornered amalgamation among the Company, Datametrex, and Everfront Acquisition Corp., a wholly-owned subsidiary of the Company. The transaction constituted the Company's QT in accordance with TSXV Policy 2.4- Capital Pool Companies and a reverse takeover of the Company within the meaning of such term in National Instrument 51-102 – Continuous Disclosure Obligations. As a result of the Amalgamation, the holders of all outstanding securities of Datametrex exchanged such securities for Everfront common shares on a one for one basis. The shareholders of Datametrex (including investors under the private placement) owned 92% of the common shares of the Company and as a result, the transaction is considered a reverse acquisition of Everfront by Datametrex. For accounting purposes, Datametrex is considered the acquirer and Everfront the acquiree. Accordingly, the consolidated interim financial statements are in the name of Everfront Ventures Corp. However, they are a continuation of the financial statements of Datametrex which has a financial year end of December 31. The result of operations of Everfront are included in the consolidated interim financial statements of the Company from the date of the reverse acquisition, June 7, 2017.

The following summarizes the reverse takeover of Everfront by Datametrex and the assets acquired and liabilities assumed as at June 7, 2017:

Consideration	
Fair value of consideration paid to former Everfront holders of	
Common shares (5,738,050 common shares at $0.10 per common share)	$573,805
Options	7,950
Total consideration	581,755
Identifiable assets acquired and liabilities assumed:	
Cash	178,121
HST receivable	1,817
Accounts payable and accrued liabilities	(5,042)
	174,896
Listing expense	$406,859

The equity consideration is being measured at the aggregate estimated fair values of the Datametrex shares issued and options re-issued, determined as follows:

The fair value of the 5,738,050 shares issued to Everfront shareholders is $0.10 per share for a total value of $573,805.

The estimated fair value of the 384,054 options re-issued to the Everfont option holders is $0.0172 each for a total value of $7,950. The stock options have an exercise price of $0.20 and expire in 2.17 years. The value was calculated using the Black-Scholes option pricing model with the following assumptions: (i) expected option life of 2.17 years; (ii) risk free rate of 0.75%; (iii) dividend yield of nil; (iv) expected volatility of 70%.

The amalgamation with Everfront allowed Datametrex, a private company, to obtain a listing on the TSXV without having to go through the initial public offering process.

As the acquisition was not considered a business combination, a total of $406,859, being the excess of fair value of the consideration paid to obtain the listing over the net assets (liabilities) received (assumed), have been included in the listing expense in the consolidated statement of comprehensive income (loss). Also, other fees related to the QT of $376,219 have been expensed in the statements of comprehensive income (loss).

Prior to the closing of the above transaction, Datametrex completed a non-brokered private placement of units to raise gross proceeds of $2,160,839. Each unit was at a price of $0.10 and consisted of one common share and one warrant of Datametrex. Each warrant shall be exercisable into one common share of Datametrex at a price of $0.15 for a period of two years form the date of issuance. Certain dealers and arms-length finders were paid 8% of the gross proceeds and received 771,872 broker warrants exercisable on the same terms and conditions governing those warrants issued under the private placement. Share issuance costs of $239,603 comprised of $149,987 in respect of finders fees, together with cash expenses of $89,616, resulting in net proceeds of $1,921,236.

All Datametrex common shares and warrants issued in connection with the private placement including broker warrants were exchanged for common shares and warrants of Everfront on similar terms respectively, in each case on a one for one basis, upon closing of the transaction.

As a result of the Transaction, Everfront now has a total of 75,299,281 common shares, 32,570,131 warrants and 384,054 options issued and outstanding.

<u>Summary of Operations</u>

The following table summarizes information derived from the Company's financial statements for each of the three most recently completed quarters:

Three months ended	Total Revenue $	Net Loss $	Loss per share $
September 30, 2017	-	(1,153,173)	(0.015)
June 30, 2017	60,597	(1,114,016)	(0.021)
March 31, 2017	39,920	(345,740)	(0.007)
December 31, 2016	10,409	(173,212)	(0.004)
September 7, 2016 (date of incorporation) to September 30, 2016	-	-	-

Revenue

For the nine months period ended September 30, 2017, revenues from the operations were $100,517. The revenue results were as follows:

(1) $97,517 was generated from the ERP customization services the Company provided. Revenue from service contracts and customized software are recognized by reference to the stage of completion based on estimated total costs if they can be estimated reliably. When the outcome of the transaction cannot be estimated reliably, revenue is recognized only to the extent of the expenses recognized that are recoverable.
(2) $3,000 came from other services the Company provided for other business entities. Revenue is recognized as billing basis upon completion of service works.

The Company has recently completed developing second generation of DataTap to support USB based POS. Since then the Company has begun rolling out for pilot testing these units to fully commercialize in the first quarter of 2018.

Expenses

For the nine months period ended September 30, 2017, $258,059 was incurred for the compensation of in-house and external research and development persons. The amounts are included in the categories of salaries & benefits and consulting/professional fees in the consolidated interim financial statements.

Professional fees included legal and external audit services and other professional services that were provided to the Company. Consulting fees include management consulting fees, consulting fees for technology development and accounting service fees.

$457,503 of prepaid expenses and deposits are included in the balance sheet as at September 30, 2017, which is comprised of prepaid consulting fees, insurance premiums and deposits.

With regard to the reverse takeover transaction, $406,859 being the excess of fair value of the consideration paid to obtain the listing over the net assets (liabilities) received (assumed), have been included in the listing expense in the consolidated statement of comprehensive income (loss). In addition, $376,219 was incurred for professional fees and other fees in relation to the QT for the six months period ended June 30, 2017.

Management believes that EBITDA and adjusted EBITDA are effective measures for analyzing the performance of the Company. The following table reconciles income from operations to EBITDA and adjusted EBITDA for the three and nine months ended September 30, 2017 and 2016.

		Three months ended Sept. 30				**Nine months ended Sept. 30**		
		2017		2016		2017		2016
Net loss	$	**(1,153,173)**	$	**-**	$	**(2,612,929)**	$	**-**
Amortization and depreciation		1,689		-		3,245		-
EBITDA	$	**(1,151,484)**	$	-	$	**(2,609,684)**	$	-
Listing expense		-		-		406,859		-
Other fees related to RTO		-		-		376,219		-
Share-based Compensation		317,550		-		317,550		-
Adjusted EBITDA	$	**(833,934)**	$	-	$	**(1,509,056)**	$	-

Liquidity, Capital Resources, and Cash Flow

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity. The consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Net cash used in operating activities was $2,202,552, net cash used in investing activities was $23,285 and net cash provided from financing activities was $2,199,699.

At September 30, 2017, the Company had working capital of $771,389 and a deficit of $2,786,143. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

Contractual Obligations

As of September 30, 2017, the Company has following lease commitments.

2017	$ 23,272
2018	62,900
2019	47,175
	$ 133,347

ADDITIONAL DISCLOSURES

Critical Accounting Estimates

The preparation of consolidated interim financial statements requires the Company to estimate the effect of various matters that are inherently uncertain as at the date of the consolidated interim financial statements. Each of these required estimates varies with respect to the level of judgment involved and the potential impact on the Company's reported financial results. Estimates are deemed critical when the Company's financial condition, change in financial condition or results of operations would be materially impacted by a different estimate or a change in estimate from period to period. The Company's significant accounting policies are discussed in Note 2 to consolidated interim financial statements of the Company for the six months ended September 30, 2017.

Related Party Transactions

(a) Occupancy costs

The Company collected $10,500 for the office sublease from a company controlled by a director and shareholder of the Company, this has been offset into occupancy costs in the Statement of Loss and Comprehensive Loss.

(b) Accounts payable and accrued liabilities

An amount of $7,547 included in accounts payable and accrued liabilities is due to officers of the Company.

(c) Revenue contract to related parties

The Company entered into a two year proprietary service agreement with a company ("Customer") that, at the time, had certain common directors and officers with the Company to provide ERP services. The agreement includes a one-time customization fee of $130,000 to be paid in three installments, one-time installation fee of $10,000, and a monthly service fee of $12,000. The Company issued the Customer an invoice for $60,266 for these ERP services on November 1, 2016, and $48,966 on December 1, 2016, inclusive of HST (the "Indebtedness"). On December 31, 2016, the Company entered into a debt settlement subscription agreement with the Customer (the "Debt Settlement Subscription Agreement") whereby the Customer issued 1,205,325 common shares to the Company at a deemed issue price of $0.05 per share in partial satisfaction of the Indebtedness. Due to the uncertainty regarding the collectability of the receivable and the ultimate realization on the investment, no value was attributed to these transactions as at September 30, 2017.
Also, the Company entered into a two year proprietary service agreement with another company that, at the time, had certain common directors and officers with the Company and is also a shareholder of the Company, to provide ERP services and other maintenance services. The agreement includes a one-time customization fee of $90,000 to be paid in three installments, a one-time installation fee of $10,000 and a monthly service fee of $10,000. The Company invoiced $100,000 for these ERP services and recognized revenue of $97,517 for the period ended June 30, 2017. The Company no longer provides ERP services to this company.

Revenue of $3,000 relating to other maintenance and web hosting services has been recognized for the period ended Sep. 30, 2017.

(d) Accounting service fees

The Company incurred $30,000 of professional service fees to a company that is controlled by a director and shareholder of the Company for the period ended June 30, 2017.

(e) Consulting service fees

The Company incurred $10,000 of ERP consulting service fees to a company that is controlled by an employee of the Company for the period ended June 30, 2017.

(f) Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company such as directors and executive officers.

For the period ended Sep. 30, 2017	
Consulting fees and salaries	$493,533

Contingencies

On March 1, 2017, the Company and directors of the Company received notice alleging that they had unlawfully misappropriated and unlawfully used confidential information of a corporation ("Corp") where two of the directors were former officers and directors to develop technology for Corp. The Company retained litigation counsel to defend any potential claims against the Company. Management believes that there is no merit or substance to this allegation. Management is in discussion with said group to resolve the issue. As such, no amounts have been reflected in the consolidated interim financial statements. The Company will record a provision if it believes that the outcome of this contingency becomes probable and can be reasonably estimated.

Proposed Acquisition

On Sep. 25, 2017, the Company has entered into a definitive purchase agreement (the "Purchase Agreement") to acquire a Montreal, Canada based company, 9172-8766 Quebec Inc. (doing business as Nexalogy Environics), ("Nexalogy"), a business intelligence and data analysis software provider to government agencies and Fortune 500 corporations.

Pursuant to the Purchase Agreement, Datametrex will acquire all of the issued and outstanding common shares of Nexalogy and of 9225-6965 Québec Inc., an affiliate of Nexalogy, for an aggregate purchase price of $6 million (subject to debt adjustments at closing) of which: (i) $2.7 million in cash and $2.7 million in common shares of the Company (priced at a volume weighted average price of the common shares of the Company for the twenty (20) trading day period prior to closing) will be paid on closing; and (ii) $600,000 will be paid over a three year period upon Nexalogy achieving certain agreed-upon revenue milestones. The Transaction is anticipated to close on or about November 20, 2017.

The completion of the Transaction remains subject to a number of terms and conditions including, among other things:

- Everfront and Nexalogy obtaining all necessary consents, orders and regulatory approvals, including the final approval of the TSX Venture Exchange which has granted conditional approval
- no material change occurring to the business of Everfront or Nexalogy;
- the delivery by each of the parties of standard closing documents.

Subsequent Events

Subsequent to period end, the Company announced a non-brokered private placement (the "subscription") for approximately $5,000,000. Under the subscription, the Company is expected to issue 50,000,000 units in accordance with the terms and conditions of the subscription agreement representing a subscription price of $0.10 per unit. The Company has the option to increase the size of the offering by up to 15% at any time up to 48 hours before the closing the offering. Each unit is comprised of one common share of the Company and one common share purchase warrant of the company. Each whole warrant shall be exercisable for one common share of the Company at a price of $0.15 for a period of 18 months from the closing date. The warrants are subject to an acceleration clause whereby if the common share price is equal to or greater than $0.20 for a period of 15 consecutive trading days, the Company may, at its option, within 10 days following such 15-day period, accelerate the Warrant Expiry Date by issuing a press release (a "Warrant Acceleration Press Release") and, in such case, the Warrants Expiry Date shall be deemed to be 5:00 p.m. (Toronto time) on the 15th day following the issuance of the Warrant Acceleration Press Release.

The Units are being issued in connection with the previously announced acquisition of 9172-8766 Quebec Inc. (doing business as Nexalogy Environics) ("Nexalogy") and 9225-6965 Quebec Inc., an affiliate of Nexalogy, pursuant to a share purchase agreement dated September 25, 2017 (the "Purchase Agreement").

Upon satisfaction of certain conditions in the Purchase Agreement (the "Release Conditions"), the closing of the Offering will occur. The Company expects the Release Conditions to be satisfied on or about November 20, 2017. In the event that the Release Conditions are not satisfied by December 20, 2017, the proceeds of the Offering will be returned to subscribers, without interest.

The Company may, as compensation to individuals that introduce subscribers to the Company (a "Finder"), and subject to regulatory approval: (i) pay cash commissions; and (ii) issue non-transferable common share purchase warrants (with identical terms as those warrants issued under the Offering) equal to 8% of the gross aggregate proceeds (the "Finder's Fee") of a subscription made by a subscriber who is introduced to the Company by such Finder upon satisfaction of the Release Conditions.

The Offering is subject to certain conditions, including (but not limited to) the receipt of approval from the TSX Venture Exchange. The securities issued in connection with this private placement will be subject to a four-month hold period. Insiders may participate in the Offering.

And, subsequent to period end, a total of warrants of 3,515,364 were exercised at $0.075 and 3,500,000 were exercised at $0.15. The company issued a total of 7,015,364 common shares and received an aggregate $788,652 from the exercise of share purchase warrants in addition to a total of 3,712,840 common share issued during the three month period ended Sep. 30, 2017. Accordingly, the Company has received $1,067,115 year to date basis from the exercise of an aggregate 10,728,204 share purchase warrants previously issued by the Company.

And, subsequent to the period end, the Company has received $25,000 from the exercise of share purchase options at $0.10 per share and issued 250,000 common shares.

Also, subsequent to the period end, the Company has incorporated a wholly owned subsidiary called Datametrex Blockchain Limited. This new subsidiary will identify blockchain opportunities that can both complement the existing platforms and other in environments. The Company is currently in discussion with several key organizations to explore specific solutions around how data captured in the Retail, Manufacturing, and Healthcare sectors as well as the Government, can benefit from both the combination of Artificial Intelligence and Data Authentication.

Off Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

Risk Factors

Risks Associated with the Company's Limited Operating History and Evolving Business Model

The Company has a limited operating history and its business model is continuously evolving. There are no assurances that the Company's products will gain market acceptance. To date, the Company has not earned operating profits and significant further operating losses are possible. There can be no assurance that the Company will achieve profitability.

Operation as a Going Concern; Expenses May Increase Faster than Revenues

The continued operation of the Company as a going concern is dependent upon the Company's ability to generate positive cash flows and/or obtain additional financing sufficient to fund continuing activities and acquisitions. The Company has a history of losses. While the Company continues to review its operations in order to identify strategies and tactics to increase revenue streams and financing opportunities, there is no assurance that the Company will be successful in such efforts; if the Company is not successful, it may be required to significantly reduce or limit operations, or no longer operate as a going concern. It is also possible that operating expenses could increase in order to grow the business. If the Company does not significantly increase its revenue to meet these increased operating expenses and/or obtain financing until its revenue meets these operating expenses, its business, financial condition and operating results could be materially adversely affected. The Company cannot be sure when or if it will ever achieve profitability and, if it does, it may not be able to sustain or increase that profitability.

Market Acceptance by Merchants

The success of the Company's products and any new services the Company may launch is dependent upon its ability to attract and retain a critical mass of merchants in potentially diverse geographic locations. The sales cycle for a new merchant can be lengthy. Merchants may not be willing to invest the time and resources necessary to achieve the necessary education and integration required to successfully deploy the Company's technology.

Key Management Personnel

The Company depends on the services of its key technical, management, sales and marketing personnel. The loss of the services of any of these persons could have a material adverse effect on the Company's business, results of operations and financial condition. The Company's success is also highly dependent on its continuing ability to identify, hire, train, motivate and retain highly qualified management, technical, sales and marketing personnel. Competition for such personnel can be intense, and the Company cannot provide assurance that it will be able to attract, engage, hire or retain technical, managerial, sales and marketing personnel in the future with the right qualifications, at the times needed, and/or at competitive costs. The Company's inability to attract and retain the necessary management, technical, sales and marketing personnel may adversely affect its future growth and profitability.

Ability to Manage Growth

The Company intends to grow in the foreseeable future and to pursue existing and potential market opportunities, including acquisitions. Such growth may place significant demands on its management and operational resources. In order to manage expected growth effectively, the Company must concurrently develop more sophisticated operational systems, procedures and controls. If the Company fails to develop these systems, procedures and controls on a timely basis, its business, financial condition and operating results could be materially affected in an adverse manner.

Intense Competition

The POS data collection industry is highly competitive and rapidly changing. The Company may be significantly affected by new product introductions and geographic expansion by existing competition. Barriers to entry into this market may be relatively low, and the Company expects that competition will intensify in the future. Specific factors upon which the Company competes include, but are not limited to, functionality of its applications, ease of use, timing for implementation, quality of support and services, and price. The Company's potential competitors include other companies selling point of-sale systems and software and POS data collection companies. Many of these potential competitors have significantly greater financial, technical, marketing and other resources than the Company has. Many of them also have longer operating histories, greater name recognition and stronger relationships with merchants and consumers who use or might use a low-value-payment service. The Company may not be able to compete successfully with these competitors.

Technology and Development Risk

The Company approach utilizes technology principally architected and developed by the Company. The Company has also contracted with or identified a number of key suppliers for the various components that comprise the Company's solutions. There can be no assurances that the Company will meet its targeted development or integration timelines such that it will be able to offer solutions at competitive pricing, or that the Company can continue to enhance and improve the responsiveness, functionality and features of its technology and enable the solutions to scale at a reasonable cost. In addition, there is a risk that third parties may have applied for or been granted patents for certain processes or technology which the Company has already deployed or intends to deploy, in which case the Company may incur additional costs or be prohibited from using or implementing certain product features or processes in one or more countries. The Company's solutions incorporate complex technology and software. Accordingly, they may contain errors, or "bugs", that could be detected at any point. Such errors could materially and adversely affect the Company's reputation, resulting in claims and/or significant costs to the Company, and/or cause consumers, merchants, licensees and other parties to abandon the Company's solutions and impair the Company's ability to market and sell solutions and services in the future. The costs incurred in correcting any errors and satisfying any such claims may be substantial and could adversely affect the Company's operating margins. While the Company plans to continually test its solutions for errors and work with customers and merchants through its maintenance support services to identify and correct bugs, errors may be found in the future.

Regulatory and Legal Risk

Some of the Company's activities are subject to legislation governing the use of personal information. Changes in these laws or non-compliance could require the Company to incur significant costs. If and when the Company introduces new products or services or variations on existing products and services, or introduces products or services into additional regulatory jurisdictions, there is a risk that regulatory requirements in one or more jurisdictions may delay such introductions, or may make such introductions uneconomic, onerous, impossible, or require changes to the Company's business model, any of which may materially adversely affect the Company's future growth and profitability.

Risks Associated with Additional Financing

The Company may need to raise additional financing. There can be no assurance that the Company will be successful in raising sufficient capital on acceptable terms, if at all. If it is unable to raise capital it may not be able to execute on its business plan or respond to competitive pressures. If the Company is able to raise additional capital, it may be on terms and conditions which result in significant dilution to existing shareholders.

Protection of Intellectual Property

The Company depends on its ability to develop and maintain proprietary aspects of its technology and business methods. It seeks to protect its software, documentation and other written materials under trade secret and copyright law, as well as with confidentiality provisions in contracts with its customers, suppliers, contractors and employees all of which afford limited protection.
It is also seeking to protect its proprietary technology and business methods under patent laws in selected jurisdictions. The Company also intends to apply for several trademark registrations for its trademarks.

Despite the measures the Company has taken to protect its intellectual property, there can be no assurance that these steps will be adequate, that the Company will be able to secure patents for all its inventions or trademark registrations for or the rights to use its trademarks, respectively, in Canada, the U.S. or other countries, that third parties will not breach the confidentiality provisions in the Company's contracts or infringe or misappropriate its copyrights, patents, trademarks and other proprietary rights, or that third parties have not already obtained prior rights in one or more jurisdictions to the same or similar trademarks to those of the Company or any other intellectual property sought to be protected by the Company.