TIMIA CAPITAL CORP. (the "Company")

MANAGEMENT DISCUSSION AND ANALYSIS in Form 51-102F1 ("MD&A")

The following discussion and analysis is for the three and nine months ended **August 31, 2019**. This MD&A was approved by the Board of Directors on October 29, 2019.

INTRODUCTION

The discussion and analysis of the operating results and financial position of the Company should be read in conjunction with the August 31, 2019 consolidated condensed interim Financial Statements and related Notes (the "Financial Statements"), which have been prepared in accordance with IAS 34 Interim Financial Reporting of International Financial Reporting Standards ("IFRS"). All monetary amounts are expressed in Canadian dollars unless otherwise indicated in the notes to the financial statements. This discussion and analysis may contain forward-looking statements about the Company's future prospects, and the Company provides no assurance that actual results will meet management's expectations. Additional information relating to TIMIA Capital Corp. is available on SEDAR at www.sedar.com.

TIMIA Capital Corp. was incorporated under the Business Corporations Act of British Columbia on October 26, 2007 under the name Angelwest Capital Corp. The Company changed its name to GreenAngel Energy Corp. on October 27, 2009 and then to TIMIA Capital Corp. on September 23, 2015 and is listed on the TSX Venture Exchange (the "TSX-V") trading under the symbol "TCA". The Company commenced trading on the OTCQB Venture Market ("OTCQB") under the symbol of TIMCF effective September 9, 2019.

On March 6, 2019, the Company established a new Limited Partnership (LP) structure resulting in the corporate structure summarized in the chart below. The financial information of these entities is presented in the consolidated condensed interim financial statements. The "Company" and "TIMIA" herein refers to the consolidated entity.

Entity	Country	Percentage Ownership of Parent
TIMIA Capital Corp.	Canada	-
TIMIA Capital General Partner Inc.	Canada	100%
TIMIA Capital Residual Partner Inc.	Canada	100%
TIMIA Capital I Limited Partnership	Canada	21.43% (1)

Note: (1) TIMIA Capital Corp. holds its interest in TIMIA Capital 1 Limited Partnership through the wholly owned subsidiary TIMIA Capital Residual Partners Inc.

The Company primarily focuses on providing financing to North American technology companies in exchange for either: i) variable monthly payments structured as a percentage of applicable revenue, subject to minimum monthly payments or ii) a fixed schedule of predetermined monthly payments. In addition to the capital injection, companies receiving financing from TIMIA Capital receive a suite of value-added services such as benchmarking performance against industry best practices, and quarterly educational seminars.

The Company's head office and principal place of business is Suite 207 - 415 West Cordova Street, Vancouver, British Columbia, Canada.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "designed", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the

Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

OVERVIEW

TIMIA provides financing and support to private technology businesses in North America (individually, an "Investee" and collectively the "Investees") and, in return, receives monthly payments. TIMIA's revenue consists of interest from its Revenue Financing ("RF") contracts between TIMIA and each Investee, interest from the Company's Short Term loan investments and income from transaction and other fees (due diligence fees and other similar payment types). Specific investee financings are contracted for various expected durations with a maximum payback period of as much as eight years. Payments are received monthly and each investment's value is assessed for impairment at each reporting date based on the performance of the Investee's gross revenue and other financial performance measures. TIMIA also manages a portfolio of equity investments primarily comprised of equity positions obtained through its prior business model as GreenAngel Energy Corp. The Company is actively managing its equity portfolio to optimize returns to shareholders however it is no longer making new equity investments or follow-on investments in the existing portfolio. From time to time, TIMIA may acquire new equity holdings as a function of its lending activity.

The capital for all of TIMIA's investments comes from private investments through a Limited Partnership (LP) fund, co-investor syndication and common share and debenture issuances.

HIGHLIGHTS OF PERFORMANCE

<u>For the nine months ended August 31, 2019</u>, the Company had the following highlights:

- Interest income climbed over 89% to $2,048,177 compared to $1,085,881 in the same period last year;
- Total revenue increased 85% to $2,289,832 from $1,237,110 in the same period last year;
- Total assets grew 56% to $22,300,299 from $14,254,460 in the year ended November 30, 2018;
- Net loss was $800,496 compared to net income of $439,256 for the same period last year, the difference was due to a $1,526,002 gain on investments from an exit in the nine months ended August 31, 2018 as well as financing costs in the current quarter ended related to the formation of and financing through a Limited Partnership structure;
- Loan portfolio increased by over 69% in the last nine months from $9,680,390 to $16,385,629;
- Closed $12,520,000 combined financing round including a $1,320,000 private placement of debentures with warrants and $11,200,000 with a new Limited Partnership fund;
- Deployed $8,170,231 of capital into seven new loan investments; and
- New board members Jan Lederman, Paul Geyer and Robert Napoli were elected, replacing outgoing board members Mike Volker and James Pratt.

<u>For the three months ended August 31, 2019</u>, the Company had the following highlights:

- Provided US$4,000,000 in new revenue financing and disbursed US$1,250,000 to two US companies;
- Loan portfolio related return was 21%;
- Total revenue increased over 121% this quarter to $884,231 from $399,991 in the same period last year;
- Interest income grew 170% to $857,587 for the period compared to $317,787 in the same period last year;
- Completed $700,000 Class A units in the Limited Partnership in the quarter;
- Loan receivable for Real Savvy Inc. with face value of US$1,000,000 was settled; and
- Net loss of $54,658 compared to $413,221 for the same period last year, the difference primarily due to growth in size of the portfolio and relative increase in revenue.

OVERALL PERFORMANCE

TIMIA continues to build the value and size of its portfolio by expanding the number of companies in its loan portfolio, making follow-on investments in existing portfolio companies and actively assisting in the growth plans of the companies in their portfolio. The Company also continues to roll out its offering across the United States improving the geographic diversification of the portfolio. During the three and nine months ended August 31, 2019, TIMIA benefited from increased payments (combined principal and interest) as a result of the strong revenue growth of its underlying portfolio, interest payments from new portfolio companies and increasing contractual payments as per the underlying existing loan contracts.

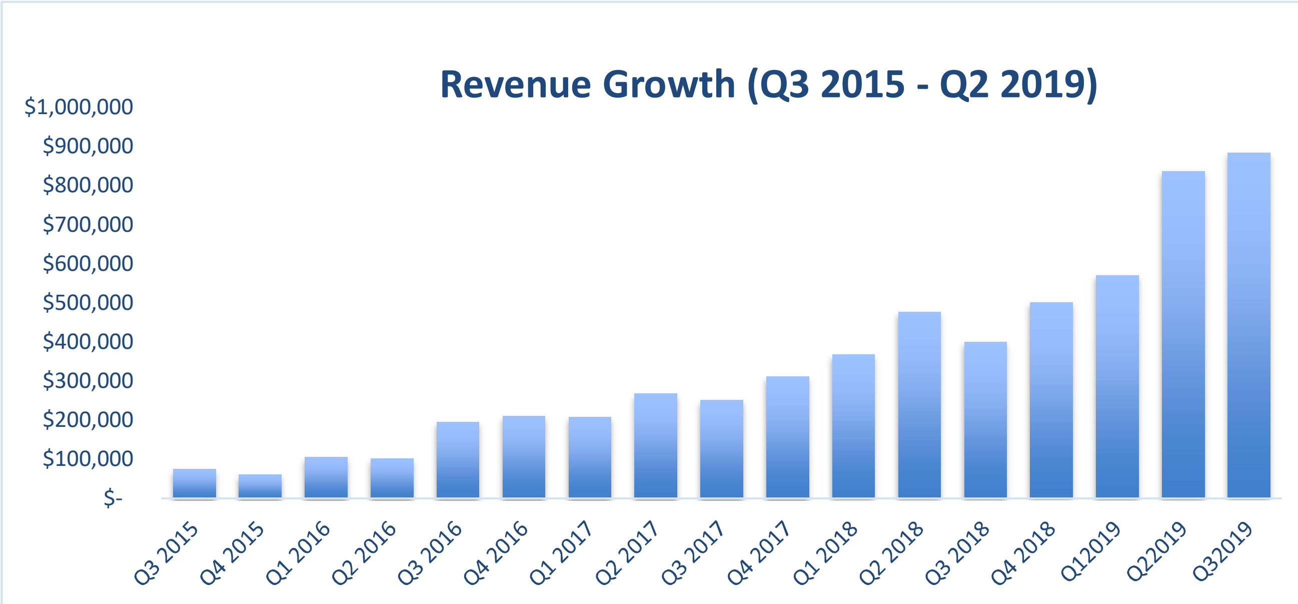
REVENUE GROWTH

During the quarter ended August 31, 2019, the Company continued to expand its loan portfolio by completing two loan transactions, disbursing growth capital of US$1,250,000 to two American Companies. The Company invested a total of CAD$3,000,000 in two Canadian companies and US$3,850,000 in five American companies in the nine months ended August 31, 2019.

The Company's revenue is primarily interest income generated under the Company's RF model. Interest income in the three months ended August 31, 2019 was $857,587 compared to $317,787 in the same period last year, a 170% increase. As the Company makes new investments, the number of monthly payments derived from the portfolio grows. Interest income in the nine months ended August 31, 2019 was $2,048,177 compared to $1,085,881 in the same period a year ago, an 89% increase.

Income from transaction and other fees was $26,644 in the three months ended August 31, 2019 compared to $82,204 in the same period last year. Income from transaction and other fees was $241,655 in the nine months ended August 31, 2019 compared to $151,229 in the same period a year earlier. This increase is the result of more completed deals.

Total revenue for the three months ended August 31, 2019 increased 121% to $884,231 compared to $399,991 for the three months ended August 31, 2018. Total revenue for the nine months ended August 31, 2019 increased 85% to $2,289,832 compared to $1,237,110 in the same period a year earlier. Chart 1 on the following page shows the increase in revenue since Q3 2015.



The increase in revenue, representing interest income and income from transaction and other fees, are the result of new loan investments made by the Company. Management expects the payment amounts to further increase over time as more new and follow-on investments are made and as payments increase from the underlying portfolio.

EXPENSES INCREASE TO BUILD INFRASTRUCTURE

During the nine months ended August 31, 2019, the Company invested into the growth of its business with a particular focus this quarter on fundraising:

Operational Expense

- Investor relations and communications increased from $233,809 to $317,988 mainly due to legal and consulting costs incurred as a result of the preparation for September 2019 listing on the OTCQB Venture Market;
- Marketing services and promotion expense increased from $167,006 to $238,472 to invest in deal flow origination, including systems, personnel, in-person and web events, and advertising. Deal origination activities were increased in order to efficiently put new capital to work;
- Accounting and legal increased from $72,245 to $165,916 as a result of higher audit fees owing to the increased complexity of the organization as well as legal fees associated with the expansion of the Company's loan products in the United States and other corporate matters; and
- Administrative, management and directors' wages and fees increased from $463,213 to $657,596 due to a team headcount increase as the organization scales with more capital and assets under management including over 138% growth in loans receivable compared to the same period last year. Office, travel, systems and miscellaneous expense went up correspondingly to support increased headcount.

Finance Expense

- Interest expense makes up $735,050 of the total expense amount of $2,496,895 for the period, an increase of $153,371 over same period last year. The increase in interest expense is associated with the issuance of new debentures with warrants during the period.
- The Company incurred $191,343 in non-recurring fund structuring costs related to the formation and close of the TIMIA 1 Limited Partnership fund. These costs are summarized in more detail in the table that follows:

Fund Structuring Costs

Expenses	Amount
Exempt market dealer fees	$ 123,050
Taxes on management fees	4,343
Legal fees	63,950
TOTAL	**$ 191,343**

RESULTS

For the three months ended August 31, 2019, the Company reported a net loss of $54,658 compared to a net loss of $413,211 for the same period last year, the difference primarily due to growth in size of the portfolio and relative increase in revenue. For the nine months ended August 31, 2019, the Company posted a net loss of $800,496 compared to net income of $439,256 in the same period last year. The net income in the comparative period is due to the Company recognizing gains from the successful exits of investments.

INTEREST PAYMENTS TO CO-INVESTORS

The Company has syndicated a portion of its loan portfolio to external investors in exchange for cash payments. The consolidated condensed interim financial statements of the Company at August 31, 2019 include a $2,586,356 Co-investment obligation liability and an Interest payments to co-investors expense in Other Items related to this co-investor program.

Interest payments to co-investors expensed during the three months ended August 31, 2019 was $104,274 as compared to $160,978 during the three months ended August 31, 2018. The interest payment is lower in this three-month period compared to the same period a year ago because there was an exit from the co-investor related portfolio in the quarter ended August 31, 2018. Interest payments to co-investors expensed during the nine months ended August 31, 2019 was $283,701 compared with $322,056 in the same period a year ago. The interest payments to co-investors expensed represents management's estimate of the expense portion of the total payments paid to co-investors during the period.

NON-CONTROLLING INTEREST

On March 11, 2019, eight financing facility agreements were transferred at fair value for $8,230,132 from the Company's existing portfolio to the TIMIA 1 Limited Partnership fund ("the LP"). Consideration for this transaction was $5,830,132 in cash and $2,400,000 in Class B partnership units held by the TIMIA Residual Partner. Limited Partners including TIMIA receive monthly distributions of a pro rate portion of monthly payments from the loan investments in the LP. As the Manager of the fund, the Company receives a 1.5% Management fee on Committed Capital of $10,500,000 for the first six years and 0.75% thereafter as well as a monthly operating expense fee. In addition, the LP reimburses TIMIA for certain expenses incurred on its behalf. In July 2019, an additional $700,000 Class A units was completed.

Cash of $750,000 was received in advance of a September share capital Class A unit subscription. This amount was included in Share capital subscriptions received in advance at August 31, 2019.

The equity value of the LP is recorded as a non-controlling interest on the Company's consolidated condensed interim statements of financial position. As at August 31, 2019, the non-controlling interest is $7,572,658. The non-controlling interests of $290,392 under Net Income (Loss) and Comprehensive Income on the consolidated condensed interim statements of net income (loss) and comprehensive income (loss) represents the portion of the Net Income (Loss) attributable to the LP activity for the nine-month period ended August 31, 2019.

SUMMARY OF QUARTERLY RESULTS

	Q3-2019	Q2-2019	Q1-2019	Q4-2018	Q3-2018	Q2-2018	Q1-2018	Q4-2017
Revenue	$884,231	$835,038	$570,563	$501,129	$399,991	$476,940	$360,179	$312,171
Adjusted EBITDA (note 1)	$74,382	$112,091	$111,154	($100,347)	$109,686	$974,275	$359,135	$16,533
Net income (loss)	($54,658)	($490,358)	($255,480)	($420,418)	($413,221)	$769,371	$83,106	($195,066)
Basic and diluted income (loss) per share	($0.00)	($0.02)	($0.01)	($0.01)	($0.01)	$0.02	$0.00	($0.00)
Total assets	$22,300,299	$22,332,091	$14,617,521	$14,254,460	$13,108,902	$11,942,311	$11,595,664	$9,060,664
Total liabilities	$12,060,304	$11,486,282	$11,246,188	$10,729,659	$9,372,383	$7,874,878	$ 8,367,853	$6,082,881

(Note 1) **Non-GAAP Measures and Other Financial Measures**
In managing our business and assessing our financial performance, we supplement the information provided by the GAAP-based financial statements with metrics and non-GAAP financial measures which are utilized by our management to evaluate our performance. Although we believe these measures are widely used in the specialty finance industry, some may not be defined by us in precisely the same way as by other companies in the specialty finance industry, so there may not be reliable ways to compare us to other companies. Adjusted EBITDA represents a net loss and comprehensive loss from continuing operations (the most directly comparable GAAP measure) excluding amounts for: income tax expense; interest expense; depreciation and amortization; non-cash revenue; non- cash gains; equity-based compensation ", all other non-cash expenses, and costs relating to fund structuring that are periodic in nature. We believe Adjusted EBITDA is a helpful measure because it allows us to evaluate our performance by removing from our operating results items that do not relate to our core operating performance. Adjusted EBITDA is not a measure of financial performance under GAAP and should not be considered in isolation or as a substitute for net loss and comprehensive loss from continuing operations, the most directly comparable GAAP financial measure. Adjusted EBITDA is not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same.

LIQUIDITY AND SOLVENCY

As at August 31, 2019, the Company's cash balance was $4,994,895 and working capital was $4,747,098. This is compared with $3,749,949 and $3,614,268 respectively as of November 30, 2018.
The funds raised by the private placement of debentures, the limited partnership, co-investment agreements and cash generated from the underlying portfolio provide the Company with enough funds to operate and grow the business into 2020.

OUTLOOK

The Company completed two new loan investments for the three months ended August 31, 2019, compared to three new loan investments in the equivalent quarter a year earlier. The Company continues to invest in growth companies, increasingly diversifying its investment holdings across North America.

	At August 31, 2019		**At November 30, 2018**	
	Number of Loans	Carrying Value	Number of Loans	Carrying Value
Canada	11	$11,161,727	9	$8,337,612
United States of America	5	5,223,902	1	1,342,778
Total	16	$16,385,629	10	$9,680,390

The Company continues to evaluate new investment opportunities and has capital ready to deploy to new and follow-on investments. Management evaluates these investments in terms of their current revenue, future expected revenue growth, gross margins, earnings, cash flow, market position, and management quality. Furthermore, every month TIMIA monitors each investment in its portfolio in terms of its growth against plan and financial performance on various key financial metrics.

As with TIMIA's recent portfolio exits, management expects some of the remaining underlying investee companies to be sold or to achieve a similar exit for its investors in accordance with its financing agreements at predetermined exit values.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company had the following related party transactions:

(a) Certain directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel invested in the Company's convertible debentures. As at August 31, 2019, there was $598,224 (November 30, 2018: $814,653) due to directors, officers, family members of directors and officers and a company controlled by a family member of a director.

(b) Debentures of $1,582,500 (November 30, 2018: $675,000) were issued to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel. As at August 31, 2019, there was $1,605,848 (November 30, 2018: $788,672) due to directors, officers, family members of directors and officers and a company controlled by a director.

(c) During the nine months ended August 31, 2019, $137,858 (2018: $64,198) of interest from both debentures and convertible debentures were accrued or paid to certain directors, officers, family members of directors and officers and a company controlled by a director.

(d) Accounts payable of $15,710 (November 30, 2018: $13,183) was due to directors and/or officers identified as key management personnel as at August 31, 2019.

(e) Rent expense of $14,300 (2018: $Nil) was accrued or paid during the nine months ended August 31, 2019.

(f) Investments by directors and their family accounts for $1,500,000 of Limited Partner contributions.

The Company considers the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, Chief Credit Officer, and directors as key management personnel. Key management compensation for the nine months ended August 31, 2019 and 2018 were as follows:

(a) Directors fees of $39,273 (2018: $33,707) were accrued or paid during the nine months ended August 31, 2019.

(b) Management fees of $369,300 (2018: $401,643) were accrued or paid during the nine months ended August 31, 2019.

(c) Share-based payments of $121,037 (2018: $174,304) were recorded for directors and certain officers identified as key management personnel for the nine months ended August 31, 2019.

RECENT EVENTS

On August 14, 2019, the Company announced that its previously announced US$1,000,000 financing for Real Savvy Inc., of Austin Tx, has been paid out. Over the last 10 months, Real Savvy has paid TIMIA US$1,200,000 in a combination of return capital of principal, interest and early redemption payments. On October 17, 2018, the Company announced a US$2,500,000 financing facility for Real Savvy including initial reimbursement of US$1,000,000. No further disbursements were made, and the initial disbursement has been re-paid.

On June 19, 2019, the Company entered into two investment facilities for US-based companies totaling US$4,000,000. The financing facilities comprise transactions with initial disbursements of US$750,000 and US$500,000 respectively, which have been advanced, and a further US$2,750,000 to be disbursed upon certain milestones being met over the remaining terms of the agreements.

On May 14, 2019, the Company announced the results of its 2019 Annual Shareholder Meeting ("AGM") with unanimous support for all ballot items including the election of new and returning Directors Jan Lederman, Paul Geyer and Robert Napoli, Howard Atkinson, David Demers, Thealzel Lee and Mike Walkinshaw. Subsequent to the AGM, the Board of TIMIA authorized the issuance of 1,090,000 share options to members of the management team, employees, and board members.

On May 10, 2019, the Company entered into a US$2,000,000 investment facility for Los Gatos, California, based software company Metazoa, Inc., making an initial disbursement of US$600,000. This transaction was completed on behalf of the LP.

On May 1, 2019, the Company entered into a US$3,000,000 investment facility for Washington, DC based software company TransitScreen, Inc. The financing facility includes an initial advance of US$1,000,000. This transaction was completed on behalf of the LP.

On April 21, 2019, the Company completed a $2,000,000 term debt financing in Echosec and advanced $1,000,000 with the remainder to be disbursed upon certain milestones being met.

On March 6, 2019, the Company completed a $10,500,000 financing in launching its first Limited Partnership ("LP"). Under the terms of the LP, TIMIA will retain 20% of the LP units and act as the LP's manager. Existing financing facility agreements with TIMIA's portfolio of SaaS companies, representing approximately $8,000,000 in value were transferred into the LP with related monthly payments being distributed to LP unit holders, including TIMIA, going forward. The Company, in its capacity as the manager of the LP has invested $2,400,000 in the LP. The LP had approximately $2,000,000 in cash to invest into similar transactions over the following 120 days.

On February 28, 2019, the Company entered into a 3-year, $2,000,000 investment facility for Vancouver-based software company, BasicGov systems, Inc. The full financing amount was advanced on March 1, 2019.

On January 21, 2019, the Company entered into a US$3,000,000 investment facility for Karbon Inc., a software company based in Sausalito, Calif. The financing facility includes an initial disbursement of US$1,000,000, which was advanced on the same day, and a further US$2,000,000 to be disbursed upon certain milestones being met over the term of the agreement.

On January 11, 2019, the Company appointed Andrew Abouchar, its Chief Credit Officer, to the additional role of Chief Financial Officer.

On December 13, 2018, the Company closed a private placement of $1,320,000 of Series E debentures with warrants, of which $775,000 in debentures with 258,333 warrants were issued during the year ended November 30, 2018. This private placement which was priced at $100 per unit resulted in a total issuance of 13,200 debentures and 440,000 warrants. The debentures bear an interest rate of 12% per annum, payable quarterly in arrears, have a term of five years from November 30, 2018 and will be secured against the assets of the Company. The warrants are exercisable for five years from November 30, 2018, at a price of $0.30 per share. The Company will use these proceeds, from both new and existing accredited investors, to expand its growing portfolio of revenue financing investments.

On November 1, 2018, the Company retained Venture Liquidity Providers Inc. ("Venture Liquidity Providers") to initiate its market-making services and provide assistance in maintaining an orderly trading market for the common shares of the Company. The market-making services will be undertaken by Venture Liquidity Providers through a registered broker, W.D. Latimer Co. Ltd., in compliance with the applicable policies of the TSX-V and other applicable laws. The Company and Venture Liquidity Providers act at arm's length; Venture Liquidity Providers has no present interest, directly or indirectly, in the Company or its securities. The fee paid by the Company to Venture Liquidity Providers is for services only.

On October 31, 2018, the Company closed $1,000,000 in non-dilutive capital through the Company's co-investor platform. The Toronto-based Manitou Investment Management Ltd. via its total return yield fund had previously invested $2,500,000 in the Company's underlying portfolio of private software companies bringing its total commitment as a co-investor to $3,500,000 since January of this year.

On October 29, 2018, Mark Bakker was appointed as Director of Marketing.

On October 23, 2018, the Company put in place a $1,000,000 investment facility for Aprio Inc. The financing facility includes an initial disbursement of $400,000, which has been advanced, and a further $600,000 to be disbursed upon certain milestones being met over the term of the agreement.

On October 17, 2018, the Company put in place a US$2,500,000 investment facility for Real Savvy Inc. The financing facility includes an initial disbursement of US$1,000,000, which was already advanced on the same day, and a further US$1,500,000 to be disbursed upon certain milestones being met over the term of the agreement.

On October 10, 2018, the Company put in place a $2,000,000 investment facility for FormHero Inc. The financing facility includes an initial disbursement of $1,000,000 and a further $1,000,000 to be disbursed upon certain milestones being met over the term of the agreement.

On August 31, 2018, Beanworks Solutions Inc. ("Beanworks") executed the early exit provisions of its revenue finance contract with the Company. The Company, which had invested $1,150,000 out of a $2,000,000 facility in Beanworks, received an exit payment of $1,332,223. As a result of this payout, the Company recorded a realized gain of $92,808 during the year ended November 30, 2018.

On August 16, 2018, the Company made a further $750,000 investment in Wagepoint Inc. The $750,000 investment is part of the software company's existing $2,000,000 revenue financing facility with the Company.

On August 14, 2018, the Company made a $500,000 investment in Paltech Solutions dba 7Geese Inc. of Vancouver, BC which was announced on September 5, 2018. The $500,000 investment is part of the software Company's existing $1.5 million revenue financing facility with TIMIA, and the second disbursement in four months.

On August 9, 2018, the Company arranged a $2,000,000 investment facility for Ziva Dynamics Inc. The financing facility includes an initial disbursement of $750,000 and a further $1,250,000 to be disbursed upon certain milestones being met over the term of the agreement.

On July 10, 2018, the Company exited its investment of Mazza Innovation Ltd. for total proceeds of $232,187, realizing a gain of $88,187 during the year ended November 30, 2018.

On June 27, 2018, the Company closed $750,000 in non-dilutive capital through the Company's co-investor platform.

On June 13, 2018, the Company closed $1,000,000 in non-dilutive capital through the Company's co-investor platform.

On May 24, 2018, QuickMobile, one of TIMIA's revenue finance investments was acquired by Cvent Inc. As a result, QuickMobile has executed the early exit provisions of its revenue finance contract with the Company. The Company, which had invested $2,000,000 in QuickMobile, received an exit payment of $3,039,193, in addition to cumulative monthly payments received to the end of April 30, 2018, of $960,807, for a total of $4,000,000 received over the 2.5 years life of the facility. As a result of this payout, the Company recorded a realized gain of $1,036,104 during the year ended November 30, 2018.

On May 10, 2018, the Company arranged a $2,000,000 investment facility for Vonigo Software Ltd. The financing facility includes an initial disbursement of $700,000 and a further $1,300,000 to be disbursed upon certain milestones being met over the term of the agreement.

On May 1, 2018, the Company arranged a $1,500,000 investment facility for Paltech Solutions, doing business as 7Geese Inc. The financing facility includes an initial disbursement of $1,000,000 and a further $500,000 to be disbursed upon certain milestones being met over the term of the agreement.

On May 1, 2018, the Company appointed Oak Hill Financial Inc. for investor relations services, including, but not limited to: providing an investor relations program catering to Investment Industry Regulatory Organization of Canada (IIROC) retail brokerage investors; introducing prospective IIROC retail brokerage clients to TIMIA; and targeting adviser channels of distribution, including positioning TIMIA with Canadian-based IIROC investment advisers and family offices. The contract was terminated within the year.

On March 19, 2018, the Company entered into a memorandum of understanding with Finhaven Technology Inc. ("Finhaven") to explore using Finhaven's equity and debt issuance platform utilizing the ethereum blockchain for the creation of tokenized securities. Finhaven relies on its proprietary coding and smart contracts to ensure that the creation, sale and future resale of these security tokens will all be in compliance with applicable securities laws.

SUBSEQUENT EVENTS

Effective September 9, 2019, the Company commence trading on the OTCQB Venture Market ("OTCQB") under the symbol of TIMCF. The Company has also applied to the Depository Trust Company (DTC) for both DTC and CNS eligibility to greatly reduce the cost and simplify the process of trading in its common shares on the OTCQB in the United States.

On September 18, 2019, the Company has received limited partner approval to expand its TIMIA Capital 1 LP (LP1) from a limit of $12,000,000 to a limit of $20,000,000. TIMIA is also announcing the receipt of approximately $3,500,000 in new investor money into LP1 along with additional investor commitments of $300,000, subject to customary closing conditions, bringing the LP1's capital position to approximately $13,000,000 out of a possible $20,000,000.

On October 15, 2019, the Company entered into a $3,000,000 (US) investment facility for a Connecticut-based software company. The financing facility includes an initial disbursement of US$1,400,000, which has been advanced, and a further US$1,600,000 to be disbursed upon certain milestones being met over the term of the agreement.

On October 11, 2019, the Company entered into a $3,000,000 (US) investment facility for a software company. The financing facility includes an initial disbursement of US$900,000, which has been advanced, and a further US$2,100,000 to be disbursed upon certain milestones being met over the term of the agreement.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial Instruments

The following table summarizes information regarding the carrying values and classification of the Company's financial instruments as of the periods ended August 31, 2019 and November 30, 2018:

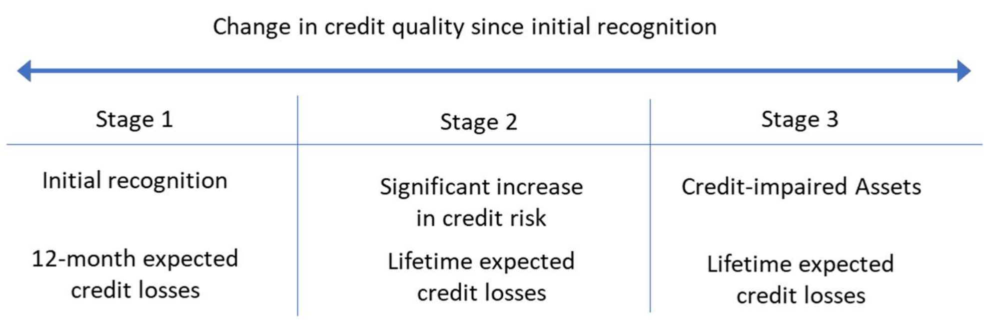
		August 31, 2019		**November 30, 2018**
Cash – FVTPL	$	4,994,895	$	3,749,949
Accounts receivable – Amortized costs		259,907		193,956
Loans receivable – Amortized costs		15,995,696		9,307,564
Equity investments – FVTPL		965,100		965,100
Accounts payable – Amortized costs		659,502		206,399
Convertible debentures – Amortized costs		2,043,277		2,028,565
Debentures – Amortized costs		6,027,336		5,454,334
Co-investment obligations – Amortized costs		2,586,356		2,886,456
Non-Controlling Interest (Limited Partnership) – FVTPL	$	7,572,658	$	-

The estimated fair values of cash and accounts payable approximate their respective carrying values due to their nature and short terms to maturity. Equity investments are carried at their fair value. Loans receivable, accounts receivable, convertible debentures, co-investment obligations, and debentures are carried at amortized cost.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and loan investments. The Company limits exposure to credit risk by maintaining its cash with financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and loan investments.

In monitoring credit risk the Company performs ongoing credit evaluations of its investees' financial condition. The evaluation considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. In prior periods, the Company accrued a loan loss provision each quarter of 0.75% (3% p.a.) of the portfolio amortized loan balance, net of future cash flows belonging to the holders of the co-investment obligation agreements. The Company adopted IFRS9 this quarter and thus as of December 1, 2018 the Company calculates an expected credit loss (ECL) based on the 'three stage' model outlined in the diagram below.



The Company assigns each loan in the portfolio to a credit quality stage of Stage 1, Stage 2 or Stage 3. This credit quality staging is then used to calculate the lifetime ECL. The lifetime ECL is the maximum loss in default adjusted for the probability of loss. At each reporting period, the ECL is calculated for each loan receivable. The Company periodically reviews the ECL model to determine if industry trends or macro-economic factors have changed, causing a need to adjust the ECL model. The ECL expense this quarter is ($34,357) and the loan loss accrued is $389,933 as at August 31, 2019. The breakdown of the ECL expense for this quarter per investor is shown below.

Investor	ECL Expense Attribution
TIMIA Corp.	$ (7,403)
Limited Partnership	7,173
Co-investors	(34,127)
TOTAL ECL	**$ (34,357)**

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is dependent on obtaining regular financings in order to continue as a going concern. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consists of cash deposited in business accounts held by high credit quality financial institutions. The Company is not invested in any asset backed commercial paper.

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 5 years
	$	$	$	$	$
Accounts payable	659,502	659,502	659,502	-	-
Convertible debentures	2,043,277	2,043,277	15,770	2,027,507	-
Debentures	6,027,336	6,027,336	85,742	-	5,941,594
Co-investment obligations	2,586,356	2,586,356	259,986	-	2,326,370
Total	11,316,471	11,316,471	1,021,000	2,027,507	8,267,964

Co-investment obligations, having a carrying value of $2,586,356, do not contain a contractual cash flow. Co- investors are only entitled to a percentage of revenue, if and when received.

Foreign Exchange Risk

The Company's foreign exchange risk is due to the Company's five loan investments totaling US$3,850,000 which are currently valued together at $5,223,902 denominated in Canadian dollars.

Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders.

Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which could have a significant unfavourable effect on the Company's financial position. The Company manages market risk by having a portfolio of investments not singularly exposed to any one issuer; however, its investment activities are currently concentrated primarily in the technology and energy sectors. The Company also manages its market risk by reviewing commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In compliance with the requirements of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Certifying Officers have reviewed and certified the Financial Statements for the nine months ended August 31, 2019 and year ended November 30, 2018, together with other financial information included in the Company's annual securities filings. The Certifying Officers have also certified that disclosure controls and procedures have been designed to provide reasonable assurance that material information relating to the Company is made known within the Company and that they operated effectively during the period.

OUTSTANDING SHARE DATA

As of August 31, 2019, and as at the date of this MD&A, the Company had 39,464,795 common shares outstanding, 5,175,000 stock options, 6,391,481 share purchase warrants outstanding and $2,051,000 convertible debentures convertible into 14,650,000 common shares.

ON BEHALF OF THE BOARD:

"Michael Walkinshaw"

Chief Executive Officer

TIMIA CAPITAL CORP.