RISETECH CAPITAL CORP.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2018

Background and Corporate Update

This Management Discussion and Analysis – Quarterly Highlights ("**Quarterly Highlights**") for RiseTech Capital Corp. (the "**Company**") is prepared as at November 29, 2018 and should be read in conjunction with the Company's unaudited condensed interim financial statements for the period from incorporation to September 30, 2018 and the period of the three months ended September 30 2018.

The unaudited condensed interim financial statements for the period ended September 30, 2018 have been prepared in accordance with International Financial Reporting Standard ("**IFRS**") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("**IASB**").

All dollar figures included therein and in the following Quarterly Highlights are quoted in Canadian dollars.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company is a Capital Pool Corporation (a "**CPC**"), defined by Policy 2.4 of the TSX-Venture Exchange ("**TSX-V**").

As a CPC, the Company's immediate objective is 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 (the "**Qualifying Transaction**"). Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for the purposes of investigating a potential Qualifying Transaction, the maintenance of the listing of the Company on the TSX-V and filing requirements, professional services and office facilities and administration, subject to certain restrictions under Policy 2.4 of the TSX-V.

During the three months ended September 30, 2018, the Company did not investigate or pursue any specific potential Qualifying Transactions as the focus was on completing the Company's Initial Public Offering (see below). As of the date of these Quarterly Highlights, the Company continues to seek a potential Qualifying Transaction.

The head office of the Company is located at Suite 2900, 550 Burrard Street, Vancouver, British Columbia V6C 0A3.

Initial Public Offering

On November 21, 2018, the Company completed its initial public offering ("**IPO**") of 2,000,000 common shares at $0.10 per common share for gross proceeds of $200,000, and on November 23, 2018 the Company's shares commenced trading on the TSX-V under the symbol "RTCC.P". The Company paid a cash commission of 5% of the gross proceeds, paid a corporate finance fee of $5,000 and issued to the IPO agent, PI Financial Corp., 100,000 agent's options (the "**Agent's Options**") to purchase an aggregate of 100,000 common shares of the Company at an exercise price of $0.10 per share. The Agent's Options expire on November 21, 2020.

Following the IPO, the Company has 12,000,000 common shares outstanding of which 10,000,000 are held in escrow and will be released over a 36-month period following the completion of a Qualifying Transaction. In addition, the Company has reserved 1,200,000 common shares with respect to incentive stock options the Company intends to grant to its directors and officers, which, (when issued), will be exercisable for a period of two years from the date of grant at an exercise price of $0.10 per common share.

Analysis of the Company's Financial Performance and Condition

The Company reported a loss of $57,063 ($nil per share) for the three months ended September 30, 2018. The loss was comprised of $nil of filing and listing fees, $56,996 of professional fees and $67 of administration. The significant charges incurred during the quarter were $56,996 professional fees related to the prospectus filing.

The Company anticipates incurring professional fees, such as legal fees and accounting and audit fees, and transfer agent fees, on an ongoing basis. A significant portion of the filing and listing fees relate to the Company's initial listing on the TSX-V and IPO, and as such, are expected to be non-reoccurring. The costs recognized for the grant of the incentive stock options (when granted) are also expected to be non-reoccurring.

Liquidity and Changes to Expense Structure

As a CPC, the Company's routine expenses are limited to general administrative costs such as TSX-V listing and filing fees, audit fees and accounting fees, and transfer agent fees. When the Company has identified a potential Qualifying Transaction, additional legal or other transaction-related costs may be incurred, regardless of whether or not the transaction is ultimately completed. It is uncertain as to when a Qualifying Transaction can be completed as a successful Qualifying Transaction may depend on identifying a viable commercial enterprise, the availability of financing for the resulting issuer and TSX-V approval. However, the Company's current cash balance (post-IPO) will be sufficient to maintain on-going operations for the next 12 months and to pursue a potential Qualifying Transaction, should one arise.

Related Party Transactions

There were no related party transactions during the three months ended September 30, 2018.

Forward-Looking Statements

Certain statements contained in the Quarterly Highlights may constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks include, but are not limited to, the Company completing a Qualifying Transaction, and its ability to raise sufficient capital for short-term operations and to fund a Qualifying Transaction. Readers are cautioned not to place undue reliance on these forward-looking statements.