



BEWHERE HOLDINGS INC.
AMENDED MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018

This Amended Management's Discussions and Analysis ("MD&A") is being issued to re-state the date of the MD&A to April 8, 2019 rather than April 4, 2019.

Set out below is a review of the activities, results of operations, and financial condition of BeWhere Holdings Inc. ("BEW", "BeWhere", or the "Company") for the year ended December 31, 2018.

The discussion below should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018, and the accompanying notes, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated.

*This MD&A has been prepared as at **April 8, 2019**.*

The Company is a reporting issuer in the provinces of British Columbia, Ontario, and Alberta in Canada and is listed on the TSX Venture under the symbol BEW. Additional information related to the Company is available on SEDAR at www.sedar.com.

1. BACKGROUND AND OVERVIEW OF CORE BUSINESS

BeWhere Holdings Inc. (TSX-V: BEW, OTCQB: BEWFF) (the "Company" or "BeWhere") was incorporated on October 28, 2003 under the Ontario Business Corporations Act. The Corporation continued into British Columbia from Ontario on May 22, 2015 as evidenced by the Certificate of Continuation issued on that date and pursuant to the provisions of the Business Corporations Act (British Columbia).

BeWhere is an Industrial Internet of Things ("IIoT") solutions company that designs, sells and manufactures hardware with sensors and software applications to track real-time information on fixed and movable assets. The Company develops mobile applications, middle-ware, and cloud-based solutions that stand-alone or that can readily integrate with existing software. Its solutions enable end-users a level of operational visibility that is more easily accessible and significantly easier to implement than in the past.

BeWhere M-IoT devices are small rugged devices, powered either by two long-life AA batteries or solar energy rechargeable. As they are self-powered, they are simple and quick to install, without any additional electrical wiring. They are configured to report their internal and external sensor data and GPS location to BeWhere's servers via the M-IoT networks. Users can view and manage the information as well as edit their reporting frequency to match their requirements through easy-to-understand dashboards. The solution also supports alarms and warnings that can alert users in real-time.

These Cellular beacons as a disruptive and new innovative product have quickly seen traction within the transportation and construction verticals. Transport equipment has been tracked for decades with limited market penetration due to the high cost factor but our price model overcomes that hurdle

There are a number of features which uniquely position BeWhere for growth:

First, BeWhere is an early entrant launching new low-cost, low-powered, location-based data solutions. Second, BeWhere is working with the major telecommunication providers including Bell, in bringing the new product and application solutions to the market. This will expedite the sale process. It also provides for an expanded customer base and allows for quick market penetration.

Third, is the level of flexibility and accessibility provided to clients. BeWhere's hardware and applications allows clients to bring their own sensors. This will allow BeWhere to expand into an untapped market.

Fourth, the Company already has a client base in verticals such as transportation, construction, utilities and municipalities to which it can provide and expand the suite of services.

Our key innovation lies in the ability to allow manufactures and clients to connect their own existing sensors to BeWhere's M-IoT devices, enabling them to use BeWhere solutions and dashboards which delivers data over the cellular network without having to design, or invest in, a separate cellular device.

The primary office of the Company is located at 3264 Lakeshore Blvd. West Etobicoke, Ontario M8V 1M4.

2. SIGNIFICANT HIGHLIGHTS

The following were key aspects for the year ended December 31, 2018

Business update

On August 21, 2018, the Company signed an agreement with an established fleet services provider in the USA in which they have committed to purchase 10,000 Mobile IoT units the first 12 months.

The Company continues to focus on its strategies of enabled growth by working on developing contracts and business opportunities with fleet management companies and service providers in North America. Our strategy of working with companies, who have existing relationships with the end users, is already paying off as it greatly diminishes the sales cycle. These include Bell, Trak-iT, SecureQuip and ArionTech. This strategy allows BeWhere to expand its marketing reach with a minimum sales force and therefore keep overheads low.

During the last quarter of 2018 we signed several significant contracts:

On October 26, 2018, BeWhere and Trak-iT announced the launch of M-IoT devices on Bell's LTE-M Network. Trak-iT is a leading Canadian provider of tracking solutions under the Fleet Freedom brand. The exclusive new combined Fleet Freedom offering will provide businesses with seamless and easy to use GPS location-based services in a fully integrated solution combining fleet telematics and asset tracking into a single service.

On November 6, 2018, the Company announced the availability of its Mobile-IoT solution on Bell's LTE-M network through SecureQuip Systems Ltd., a premier supplier of GPS fleet efficiency systems and theft recovery services to

individuals, commercial transport, construction and rental companies in Canada which has an expanding base of over 450 companies including two of the top five construction companies in Canada.

On November 12, 2018, BeWhere and ArionTech announced the launch of its Mobile-IoT solution on Bell's LTE-M network. ArionTech Inc. provides industry leading hardware and software solutions for vehicle and asset tracking, fleet management, compliance, data analysis, safety reporting and remote security monitoring to a customer base of more than 2,500 clients with over 50,000 live activations. An initial order of 2,000 M-IoT devices has already been received since November 2018.

On November 14, 2018, the Company signed an agreement with a provider of IoT solutions to construction companies in the USA, for 10,000 Mobile IoT units within the first 12 months.

The Company plans to continue its efforts and build on the momentum to convert its sales opportunities to revenue by closely working on the various opportunities in its pipeline.

Revenues increase

Revenues for three months ended December 31, 2018 was \$1,411,277 which is an increase of \$968,406 from \$442,871 of the same period in 2017, an increase of 219%. For the twelve months ended December 31, 2018 the revenues were \$3,608,676 which is an increase of \$1,921,968 from \$1,686,708, an increase of 114%.

Revenue is also higher as compared to three months ended September 30, 2018 which increased by \$359,190 or of 34% from \$1,052,087.

This increase reflects the ramping up on sales efforts and activities directly related to delivery of technology solutions on previously announced customer wins.

Gross profit

Gross profit for the three months ended December 31, 2018 was \$181,772 which increased by \$280,106 or 285% from \$(98,334) of the same period in 2017. This increase was mainly due to planned manufacturing and shipping of newly launched MIOT devices for existing orders at hand. For the twelve months ended December 31, 2018, gross profit was \$690,999 compared to \$230,809 for the same period in 2017, an increase of \$460,190 or 199%.

Operating expenses

Operating expenses, which does not include Share-based compensation expenses, for three months ended December 31, 2018 were \$423,544 which is an improvement of \$56,529 or 12% from \$480,073 of the same period in 2017. For the twelve months ended December 31, 2018 the operating expenses were \$1,811,566, an increase of \$7,355 or nil% from \$1,804,211 for the same period of 2017. This was mainly due to increased marketing initiatives including attendance at trade shows and related travel, as the Company launched new

cellular devices, in addition to the general increase for planned staffing levels.

Working capital balance

The Company continued its focus on managing the efficient use of its capital, including its cash on hand balances. Cash balance was \$731,443 and working capital balance of \$1,918,741 on December 31, 2018.

3. SELECTED FINANCIAL INFORMATION

3.1 Annual Information

The following table represents selected financial information of the Company for the recent three years audited financial statements:

	2018	2017	2016
	\$	\$	\$
Total revenue	3,608,676	1,686,708	225,379
Loss and comprehensive loss for the year	(1,407,523)	(1,808,394)	(2,684,813)
Total assets	4,827,438	4,608,325	2,329,660
Total liabilities	1,465,576	417,742	344,625
Basic loss per common share	(0.02)	(0.03)	(0.07)

3.2 Results of operations for the three and twelve months ended December 31, 2018 and 2017

Revenue:

Revenues for the three months ended December 31, 2018 were \$1,411,277 compared to \$442,871 for the same period in 2017, an increase of \$968,406 or 219%. For the twelve months ended December 31, 2018 the revenues were \$3,608,676 which is an increase of \$1,921,968 from \$1,686,708 an increase of 114%. Revenue increased primarily as a result of adding new customers and the continuing roll out of previously announced customer wins and including recurring service revenues.

Major components of revenues are as follows:

	Three months ended		Twelve months ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
	\$	\$	\$	\$
Product sales	\$ 1,023,228	\$ 103,113	\$ 2,243,516	\$ 775,208
Service fees	57,171	194,819	130,669	589,383
Recurring fees	330,878	144,939	1,234,491	322,117

\$ 1,411,277	\$ 442,871	\$ 3,608,676	\$ 1,686,708
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Our new mobile-IoT (M-IoT) devices generate both one-time and recurring revenue. Revenue from recurring fees has increased due to expansion of the existing solutions with Brinks Inc. and addition of new subscribers as more mobile-IOT devices are sold. Recurring fees increase is also partially due to additional subscriber base that was acquired on January 3, 2018 from a Virginia based telematics company.

Gross profit:

Gross profit for the three months ended December 31, 2018 was \$181,772 compared to \$(98,334) for the three months ended December 31, 2017, which is an increase of \$280,106 or 285%. This increase resulted as the Company was able to control additional costs related to meeting deadline for some high-volume shipments during the prior quarter. For the twelve months ended December 31, 2018, gross profit was \$690,999 compared to \$230,809 for the same period in 2017, an increase of \$460,190 or 199%. The increase is primarily as a result of increased volume of product and solution deliveries.

Total expenses:

Total expenses, which include Share-based compensation expense, for the three months ended December 31, 2018 were \$511,770 compared to \$588,197 for the same period in 2017, an improvement of \$76,427 or 13%. For the twelve months ended December 31, 2018 total expenses were \$2,112,412, an increase of \$115,861 or 6% from \$1,996,551 for the same period of 2017.

Net loss:

Net loss for the three months ended December 31, 2018 was \$314,970 compared to \$730,085 for the three months ended December 31, 2017 which is an improvement of \$415,115 or 57%. For the twelve months ended December 31, 2018 net loss was \$1,407,523 compared to \$1,808,394 for the same period of 2017 which is an improvement of \$400,871 or 22%. This was primarily due to planned and controlled expenses along with general increase of gross profit and in part offset by an increase of planned marketing related expenses in Q1. The Company is following a managed growth strategy and continues to build its team count in line with customer wins and new technology development requirements.

3.3 Cash flows for the period ended December 31, 2018 compared to 2017

Cash used in operating activities amounted to \$1,500,345 compared to \$1,903,308 used in operating activities for the comparative twelve months ended December 31, 2017 as the Company managed its accounts receivable and payable balances, while it increased its inventories on hand.

Cash used in investing activities amounted to \$1,252,082 compared to \$442,733 used in the comparative twelve months in 2017. The Company used \$213,086 for the purchase of assets of a Virginia based company. The Company used \$147,308 for the development costs and \$886,261 for its Internally generated technology of MIOT devices. The Company continued to incur costs related to the development of its unique next generation IoT

sensors and solution.

Cash provided by financing activities in twelve months ended December 31, 2018 was from exercising of warrants and options which amounted to \$277,956 compared to \$3,727,852 in the same period in 2017. The difference is primarily due to \$2,149,500 from Private financing and exercising of warrants and options.

3.4 Summary of quarterly results

The following table shows information for each of the eight most recent quarters. The quarterly information has derived from our interim consolidated financial statements which have been prepared on a basis consistent with the annual audited consolidated financial statements.

	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	1,411,277	1,052,087	610,698	534,614	442,871	706,956	404,816	132,065
Gross Profit	181,772	148,913	201,267	159,047	(98,334)	192,885	134,899	1,359
Comprehensive loss	(314,970)	(308,850)	(329,114)	(454,589)	(730,085)	(308,381)	(388,393)	(381,535)
Basic loss per share	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.01)	(0.01)

Revenues during the three months ended December 31, 2018 were \$1,411,277 with Gross profit of \$181,772. Total expenses were \$511,770 including Stock-based compensation expense of \$88,226 resulting in Comprehensive loss of \$314,970.

4. FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

At December 31, 2018, the Company’s working capital balance amounted to \$1,918,741 including cash of \$731,443. This compares with the working capital balance of \$3,640,413 including cash of \$3,205,914 at December 31, 2017. The Company invested \$1,033,569 in its Internally generated technology of MIOT devices and development costs.

The Company maintains a Revolving demand facility of \$250,000. During the year the Company incurred no interest expense. At December 31, 2018 the Company had not drawn against the credit facility. The Revolving demand facility is secured by a first ranking security interest in all personal property of the Company. The Revolving demand facility has no financial or non-financial covenants.

The non-cash component of working capital amounted to \$2,501,493 at December 31, 2018 as compared to \$782,998 at December 31, 2017, an increase of \$1,718,494, primarily due to increase in revenues and related accounts receivable, and inventory, as the Company commercializes its technology and its sales and marketing efforts continued to result in new customer wins.

The business model of the Company comprises of sale of hardware as well as the provision of application fees. Recurring monthly fees have started to generate a constant stream of revenue which is expected to grow as more units are deployed.

The Company's continued development is contingent upon its ability to raise sufficient financing both in the short and long-term, successfully execute its business plan, generate sufficient cash flows, and achieve profitable operations as it continues to scale. There are no guarantees that additional sources of funding will be available to the Company however, management is committed to pursuing all possible sources of financing and to continue to execute its business plan.

5. OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. At December 31, 2018, there were 66,086,888 Common Shares outstanding.

At December 31, 2018, 5,064,635 share purchase warrants were outstanding, all exercisable at \$0.25 each. During the period subsequent to December 31, 2018 and up to the date of this MD&A, 616,941 warrants were exercised.

Employees, directors, officers, and consultants have been granted options to purchase common shares under the Company's stock option plan. As of the period ended, December 31, 2018, there were 2,075,750 exercisable stock options outstanding. During the period subsequent to December 31, 2018 and up to the date of this MD&A, no options were exercised.

6. OFF-BALANCE SHEET ARRANGEMENTS

At December 31, 2018, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations, or any obligations that trigger financing, liquidity, market or credit risk to the Company.

7. PROPOSED TRANSACTIONS

There are no proposed transactions as at the date of this report that have not been disclosed.

8. SUBSEQUENT EVENTS

On February 15, 2019, the Company closed its private placement for gross proceeds of \$4,025,000 at a price of \$0.19 per Unit. Each Unit consists of one common share in the capital of the Corporation and one-half of one Common Share purchase warrant. Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.35 for a period of five years following the closing of the Private placement.

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

- 1) Paid \$150,000 and accrued \$3,461 of salaries to the CEO of the Company during the year ended December 31, 2018 (2017 - \$115,622).
- 2) Paid accrued unpaid salary to the CEO of the Company during the year ended December 31, 2018, totaling \$34,307 (2017 - \$6,000).
- 3) Paid \$150,000 and accrued \$3,461 of salaries to the COO of the Company during the year ended December 31, 2018 (2017 - \$115,622).
- 4) Paid previously accrued unpaid salary to the COO of the Company during the year ended December 31, 2018, totaling \$34,307 (2017 - \$nil).
- 5) Paid professional fees to the CFO during the year ended December 31, 2018, totaling \$100,000 (2017 - \$nil).
- 6) Paid salaries to the former CFO during the year ended December 31, 2018 of \$Nil (2017 - \$43,754).
- 7) Paid professional fees to the former CFO of the Company for the year ended December 31, 2018, totaling \$22,383 (2017 - \$85,875).
- 8) Paid professional fees to the former Director of the Company for the year ended December 31, 2018, totaling \$30,000 (2017 - \$126,375).
- 9) Paid \$22,500 and accrued \$27,000 of salaries for Directors of the Company for the year ended December 31, 2018 (2017 - \$54,000) of which \$27,000 was recognized as accounts payable and accrued liabilities in the consolidated statement of financial position.
- 10) Granted 250,000 options each to a Director and to the CFO of the Company.

10. CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates

- i. Share-based payments is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes Option Valuation Model. The Option Valuation Model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective

input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

- i. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations and estimates that there are no taxes payable resulting from the financial results for the year ended December 31, 2018. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence, and any new legislation may result in an increase or decrease in our provision for income taxes. At this time, the Company is not recording any deferred income tax asset balances related to its tax loss carryforward balance.
- ii. Impairment exists when the carrying amount of a cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell or its value in use. The Company measures the recoverable amount for each CGU by using a fair value less costs to sell ('market') approach. The market approach assumes that companies operating in the same industry will share similar characteristics and that Company values will correlate to those characteristics.
- iv. In valuing inventories at the lower of cost and net realizable value, the Company makes estimates in determining the net realizable price of products.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or financial instruments. The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. Cash, trade receivables and accounts payable are classified at amortized cost. The company does not have any other financial instruments classified in other categories. The carrying value of these instruments approximates their fair values due to their short term to maturity.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is held in a Canadian financial institution. The Company does not have any asset-backed commercial paper.

The carrying amounts of cash and accounts receivable on the consolidated financial position represent the Company's maximum credit exposure at December 31, 2018. The Company reduces its credit risk on cash by placing cash with institutions of high credit worthiness and by monitoring customers creditworthiness on an ongoing basis. The amounts disclosed in the consolidated financial statements for accounts receivable are net of allowance for doubtful accounts, estimated by management based on its assessment of the current economic environment.

b) 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 currently settles its financial obligations out of cash. The ability to do this relies on the Company collecting its accounts receivable in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At December 31, 2018 the Company's accounts payable and accrued liabilities were \$1,329,525 (December 31, 2017 - \$417,742). The Company maintained cash at December 31, 2018 in the amount of \$731,443 (December 31, 2017 - \$3,205,914)

c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange, will affect the Company's income or the value of its holdings of financial instruments. At December 31, 2018 the Company carried no debt.

Interest rate risk

As of December 31, 2018, the Company does not have any financial instruments subject to this risk.

Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has financial assets and liabilities denominated in the American dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in American dollars:

		December 31, 2018
Financial assets		
Cash	\$	329,600
Trade receivable		703,566
		1,033,166
Financial liabilities		
Accounts payable		1,141,284
		\$ 1,141,284

12. RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but these are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances, or other possible additional risks and uncertainties of which the management are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business, and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Potential Acquisitions and Investments

The Company expects to continue acquiring or investing in businesses, products and technologies that expand or complement the Company's current business, products, and services. Such acquisitions or investments may involve significant commitments of financial or other resources of the Company. There can be no assurance that any such acquisition or investment can be satisfactorily financed or, if acquired, will generate revenue, income or other returns for the Company, or that financial or other resources committed to such activities will not be lost. Such activities could also place additional strains on the Company's administrative and operational resources and its ability to manage growth.

Financial Condition, Liquidity, and Requirements Outlook

The Company's cash balance and working capital position are not adequate to sustain the Company's existing operations. If the Company is unable to continue to raise capital from issuances of shares, loans, or by other means, its cash and working capital position could be affected.

Major Contracts

The Company has, and may enter into, major contracts that are complex and have several delivery milestones.

These contracts are often subject to delay, change, revision and renewal. There is no guarantee that the Company can complete all activities on time and on budget and that the funding available will be adequate to meet adjustments to the contract. Failure by the Company to fulfill such contracts on a timely basis is a significant risk to the Company.

Risk to Reputation

Reputation is a critical asset in the investment industry. Potential damage to that reputation is a significant risk for the Company. Any of the risks identified herein could damage the Company's reputation, which in turn, could result in a lack of client or employee confidence, legal liability, and difficulties in raising capital.

Risks Related to Investments

The Company intends to expand its operations and business by investing in additional businesses, products or technologies. Investments may involve a number of special risks, including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, and legal liabilities. In addition, there can be no assurance that the businesses, products or technologies, if any, will achieve anticipated revenues and income. Investments could also result in potentially dilutive issuances of equity securities. The failure of the Company to manage its investment and acquisition strategy successfully could have a material adverse effect on the Company's business, results of operations and financial condition.

Dependence on Key Personnel

The success of the Company is largely dependent on the performance of its key senior management employees. Failure to retain key employees and to attract and retain additional key employees with necessary skills could impact the Company's growth and profitability. The Company's progress to date in commercializing its proprietary products has been dependent, to a significant extent, on the skills of its senior management. The departure or death of certain members of the executive team could have an adverse effect on the Company. The Company has experienced changes in its management personnel and further changes may occur in the future. The Company may face transitional difficulties in connection with these changes, and there can be no assurance that the Company will be able to attract and retain highly skilled and qualified personnel to replace employees who leave the Company.

Industry Growth

There can be no assurance that the market for the Company's existing products will continue to grow or that the Company will be successful in independently establishing markets for its products. If the markets in which the Company's products compete fail to grow or grow more slowly than the Company currently anticipates, or if the Company is unable to establish markets for its new products, the Company's operating results and financial condition could be adversely affected.

Economic Slowdown

From time to time markets have witnessed the weakening of global macro-economic conditions. This weakness could have adverse effects on the investments of the Company's ability to continue as a going concern.

Management of Future Growth and Expansion

Planned expansion of the Company's business and its future success will depend on its ability to manage growth as it expands its products and marketing capacities, which may place a significant strain on the Company's management resources, employees, and operations, as well as its ability to finance such growth. To manage growth effectively, the Company will be required to continue to implement changes in certain aspects of its business, expand its operations, and develop, train, manage and assimilate an increasing number of management-level and other employees. If management is unable to manage growth effectively, the Company's business, prospects, financial condition, and operating results could be affected. The Company can give no assurance that it will produce revenue, operate profitably, or provide a return on investment in the future.

Legislative, Insurance, Compliance Costs, Regulatory Action and Environment

To comply with various increasing and complex regulatory reporting and standards involves significant cost. Changes to securities regulatory standards, account policy, and compliance reporting could place an additional expense burden on the Company. Insurers may increase premiums as the Company's business continue to grow so future premiums for the Company's insurance policies, including directors' and officers' insurance policies, could be subject to increase.

13. CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Forward-looking information typically contains statements including words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, expectations regarding future revenues, earnings, capital expenditures, operating and other costs; business strategy and objectives; market trends; acquisition and disposition plans; the sufficiency of cash and working capital for future operations; and the timing and the completion of various development projects.

Forward-looking information is based on a number of assumptions, which may prove to be incorrect. In addition to other assumptions identified in this MD&A, assumptions have been made regarding, among other things, the Company's transition to new products and releases; a continuing increase in the number of customer relationships; the length of the sales cycles; the competitive environment; the ability to maintain or accurately forecast revenue from the Company's products or services; the ability of the Company to identify, hire, train, motivate, and retain qualified personnel; the ability of the Company to develop, introduce, and implement new products as well as enhancements or improvements for existing products that respond in a timely fashion to customer/product requirements and rapid technological change; risks associated with operations; the impact of

any changes in the laws and regulations in the jurisdictions in which the Company operates; and the effect of new accounting pronouncements or guidance.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. The forward-looking information contained herein is based on BeWhere's current expectations, estimates, and projections, and is subject to a number of significant risks and uncertainties that could cause actual results to differ materially from those anticipated. Such risks and uncertainties include, among others; general business and economic conditions; the overall performance of stock markets; actions of competitors and partners; the regulatory environment; the corporate governance environment and regulatory reporting requirements for BeWhere's clients; product capability and acceptance; the Company's ability to generate sufficient cash flow from operations to meet its current and future obligations; and the Company's ability to access external sources of financing, if required.

A more detailed assessment of the risks that could cause actual results to materially differ from current expectations is contained in the Risk Factors section of this MD&A, and in the Annual Information Form filed by the Company on November 13, 2018. The foregoing list is not exhaustive and other risks are detailed from time to time in other continuous disclosure filings of the Company.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, or expected. Forward-looking information contained herein is based on estimates and opinions of management at the date the statements are made. Except as required by law, BeWhere does not undertake any obligation to update forward-looking information even if management's estimates or opinions should change. The Company uses future-oriented financial information for budgeting and planning purposes and the information may not be appropriate for other purposes. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above.

This Management's Discussion and Analysis was approved by the Audit Committee and the Board on April 8, 2019.