



NEXOPTIC

NEXOPTIC TECHNOLOGY CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED MARCH 31, 2020

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Set out below is a review of the activities, results of operations and financial condition of NexOptic Technology Corp. ("NXO", "NexOptic", or the "Company") and its subsidiaries for the three months ended March 31, 2020. The discussion below should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2020 and audited consolidated financial statements for the years ended December 31, 2019 and 2018. Those consolidated financial statements are 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 May 29, 2020.

The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "NXO" and OTCQB under the symbol "NXOPF" in addition to trading in multiple listings in Germany under the symbol "E3O1".

Additional information related to the Company is available on SEDAR at www.sedar.com and the Company's website at www.nexoptic.com.

BACKGROUND AND CORE BUSINESS

NexOptic Technology Corp. and its subsidiaries (collectively, the "Company" or "NexOptic") is a technology company developing award-winning artificial intelligence ("AI") and award-winning imaging products which enhance how images are either captured, processed and/or experienced. NexOptic was incorporated under the Company Act (British Columbia) on October 11, 2007. The Company maintains its registered and place of business office at 1500 – 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2.

NexOptic's patent pending, All Light Intelligent Imaging Solutions ("ALIIS™"), is being optimized into the Qualcomm® Platform Solutions Ecosystem for select Qualcomm® Snapdragon™ mobile platforms. ALIIS™ delivers superior all light performance by learning a camera profile and optimally enhancing images and video in a fraction of a second using edge processing. The result is superior resolution and sharpness, dramatic reductions to image noise and motion-blur, noticeable enhancements to long-range image stabilization by enabling faster shutter speeds, and significantly reduced file and bandwidth requirements for storage or streaming applications. ALIIS™ also improves downstream applications such as computational imaging, facial recognition, and object detection, and as a result has broad market applicability for AI-leveraged security, autonomous vehicles, and other AI applications.

NexOptic has also been engaged in the development of its revolutionary sports-optic device called DoubleTake™ as well as creating solutions for mobile lenses.

Risks associated with the investment and development of lens and AI imaging technologies can be found in the Risk Factors section of this document.

Artificial Intelligence - All Light Intelligent Imaging Solutions: ALIIS™

On April 20, 2020, NexOptic reported that Qualcomm Technologies, Inc. selected ALIIS™ to be part of its Qualcomm® Platform Solutions Ecosystem and that NexOptic teams had begun working with Qualcomm Technologies' AI and camera solution experts optimizing ALIIS™ for select Qualcomm® Snapdragon™ mobile platforms.

Each original equipment manufacturer (OEM) retains control over the choice to license ALIIS™ but the optimized version of ALIIS™ will significantly reduce the integration cost to device makers making it easier and faster to implement NexOptic's AI solutions on Snapdragon™-based commercial devices. In the future, global OEMs requiring premium imaging enhancement will have direct access to NexOptic's industry-leading machine learning imaging solutions optimized for use on select Snapdragon™ mobile platforms.

On March 31, 2020 the Company announced that because of significant upgrades and added functionality to its primary AI platform, it would thereafter be rebranded as: All Light Intelligent Imaging Solutions (ALIIS™). The new All Light™ solution suite is proprietary machine learning algorithms built to encompass virtually all light environments and enable super high-resolution functionality. Primary benefits include:

- Works with any sensor for images and video
- Learns and embeds the camera's optimal light profile
- Executes on edge processing at a fraction of a second
- Enables faster shutter speeds
- Increases resolution and sharpness
- Reduces image-noise and motion-blur
- Improves image color and detail
- Reduces file size and bandwidth dramatically for storage or streaming

COVID-19 Impact and Outlook for ALIIS™ and DoubleTake™

ALIIS™ is part of the imaging solution that can positively impact changes to societal behaviors designed to slow and contain the spread of viruses. Data collection, tracking and social distancing including reductions in movement and international travel are expected to be us with well beyond COVID-19. Efforts are being made to eliminate or reduce common touch points in businesses, factories and public spaces. NexOptic's ALIIS™ can be a part of these solutions in many industries, including mobile, transportation, health care, manufacturing, streaming, storage, and smart security. This includes downstream applications like computational imaging, reductions to sizes of media and video files, facial recognition, object detection and tracking, plus broad market applicability for smart security, visual mapping and many other applications.

On March 31, 2020, after assessing challenges to its manufacturing supply chain, combined with uncertainty in consumer demand resulting from the COVID-19 pandemic, NexOptic announced that it would be postponing the commercial launch of DoubleTake™, its revolutionary and award-winning sport-optics device.

On August 27, 2019, NexOptic had reported that it had re-engineered DoubleTake™'s primary lens (now patent pending).

The aforementioned (new lens) has extra-low dispersion optical glass and no plastic lens components. It does not increase the size or diminish the magnification capabilities of DoubleTake™'s previous lens design. DoubleTake™ is engineered to be rugged, shock & water-resistant, and lightweight, and is expected to appeal to the premium sport optics consumer market. DoubleTake™ has received multiple awards such as the coveted DigitalTrends "Top Tech of CES 2019" award for photography, the GearJunkie "Best in Show" Winter Gear 2019 award and the 2019 Gold Award for Advanced Image Capture in the Consumer Goods category by the prestigious Edison Awards™.

Patent Strategy

Patent protection directed to its core technologies is important to NexOptic and adjustments are continuously made to best protect the Company's assets. Patents are pending with the USPTO on ALIIS™ networks for imaging, including for downstream applications and the reduction of file sizes in both still and video image capture. NexOptic anticipates making ongoing adjustments and new filings to expand its patent portfolio primarily in the area of computational designs.

Provisional applications also filed with the USPTO utilizing a variety of lens stack designs, all differing geometrically from NexOptic's first two granted patents, remain patent pending.

Upon designing a superior lens and upon reviewing the costs, benefits, and feasibility of commercializing expansion and continuation of issued patents related to the Company's flat wedge lenses, the following patents are no longer being maintained as filed by NexOptic's subsidiary Spectrum Optix (Patent Nos. US 9759900 and US 10228549 entitled FLAT WEDGE-SHAPED LENS AND IMAGE PROCESSING METHOD) as disclosed in the Company's news release dated December 24, 2019.

Risks associated with patentability and other aspects of the patenting process can be found in the Risk Factors section of this document.

Commercial Viability Potential

NexOptic artificial intelligence technologies (ALIIS™) and the Company's lens designs, present an opportunity to be successfully applied to multiple imaging verticals and industries. Being selected by Qualcomm Technologies Inc. to join its Qualcomm® Platform Solutions Ecosystem, gives NexOptic's ALIIS™ access and immediate entry opportunities to many of Qualcomm's OEM customers. NexOptic is discussing multiple opportunities for the Company that could make it commercially viable in the near term and remains in advanced dialogues with third parties including with other leading semiconductor companies and various leading OEM's.

DoubleTake™ offers the potential to disrupt both the binocular industry as well as the sport optics imaging industry.

Control Group Voting Support, Assignment of Incentive Rights and Indemnity and Settlement Agreements

On May 15th, 2020 (the effective date) the Company entered into three separate agreements with significant shareholder 3DB, Inc. ("3DB"), a private Alberta company. The agreements include, a voting support agreement (the "Support Agreement"), a custodial and rights agreement, (the "Rights Agreement"), and a release, indemnity and settlement agreement, ("the Settlement Agreements"), all effective May 15, 2020. As of the time of the execution of the Agreements, 3DB held 40,265,798 common shares, representing 29.2% of the issued and outstanding shares of the Company and a further 2,747,899 warrants, which together with the common shares held representing 30.6% of the Company's shares on a partially diluted basis assuming the exercise of the warrants held by 3DB only. The Agreements do not immediately impact the holdings of 3DB.

The Support Agreement sets forth certain restrictions on the manner and volume of the Company's shares that 3DB may dispose during the term of the Support Agreement, being the lesser of 25,000 shares or 10% of the aggregate trading volume on the TSX Venture Exchange on the prior trading day and, in the case of a "block trade," may not complete such sales as would result in the acquiror, together with all joint actors thereof, holding more than 2.0% of the issued and outstanding common shares or at a price less than the discounted market price (as such term is defined in the TSX Venture Exchange Corporate Finance Manual).

Further, 3DB and its principles, John and Darcy Daugela, have agreed to vote with all recommendations of the Company with certain exceptions. The Support Agreement is for a period of three years and may be terminated by 3DB earlier in certain events including the issuance of a cease trade order for a period of more than 60 trading days in any 12-month period, the Company's common shares cease to be listed on a recognized stock exchange in Canada or a default in the settlement agreements described below. A copy of the Support Agreement has also been filed on the Company's SEDAR profile at www.sedar.com.

The Rights Agreement is also entered into with Computershare Trust Company of Canada ("Computershare"), as custodial agent whereby 3DB has deposited 8,000,000 common shares of NexOptic held by Computershare and has agreed that the Company may issue "incentive rights" (the "Rights") to acquire such shares to such persons as the Company designates at an exercise price equal to the greater of \$0.25 per share or average closing price of the Company's shares for the five days preceding the issuance of the incentive right. The Rights Agreement has an overall seven-year term (the "Term"). The overall number of Rights the Company may issue is unlimited, provided that the aggregate number of Rights issued and outstanding or exercised during the Term may not exceed the 8,000,000 shares so deposited. Any shares remaining deposited with Computershare at the end of the Term will be returned to 3DB. 3DB will retain voting rights and all dividends associated with the deposited shares and is permitted to tender such shares in a business combination. The Rights will be non-transferable and will expire on the earlier of the expiry date fixed by the Company at the time of issuance, the end of the Term or within a specified time of the recipient of the Rights ceasing to be an "eligible person" as defined in the Rights Agreement. A copy of the Rights Agreement has been filed on the Company's SEDAR profile at www.sedar.com.

Finally, the release, indemnity and settlement agreements (the "Settlement Agreements" and together with the Rights Agreement and the Support Agreement, the "Agreements") with each of John and Darcy Daugela in respect of the employment agreements entered into by the Daugela's with the Company dated December 1, 2017. The Settlement Agreements provide for mutual releases and indemnities between the parties in consideration of the payment of severance to the Daugelass monthly over a 36-month period. The payments are to be offset, subject to adjustment for proceeds of sales of Company's securities as held by 3DB on a month by month basis.

Warrant Repricing and Stock Option Grant

On May 29, 2020, the Company repriced 7,531,449 NexOptic share purchase warrants originally issued on June 14 and 17, 2019, as part of a private placement that closed in two tranches (the "Warrants"). The Warrants expire on December 14 and 17, 2020. The Warrants are to be repriced from \$0.60 to \$0.36, subject to the approval of the TSX Venture Exchange. The amendment requires the incorporation of an accelerated expiry provision such that the remaining exercise period of the warrants will be reduced to 30 days if, for any 10 consecutive trading days during the unexpired term of such of the warrants, the closing price of the corporation's common shares exceeds the amended exercise price by 25% or more (which would be a trading price of \$0.45 per common share or higher), with the 30-day expiry period commencing on the day the corporation either: (i) disseminates a press release or (ii) sends a written notice to the holders of the warrants, advising of the commencement of the exercise period.

Subsequent to March 31, 2020, The Company granted an aggregate of 14,740,000 stock options to employees, directors and consultants having an exercise price of \$0.36 and a term of 10 years.

OUTLOOK

The Company is continuing efforts to be significant to, and successful in, what will be the post COVID-19 pandemic economy through the commercialization of its technologies including downstream applications for ALIIS™. The Company feels that its AI offerings hold potential to positively impact what will be a post-COVID-19 economy.

OUTSTANDING SHARE DATA

At the date of this report, the Company has

- 137,796,856 issued and outstanding common shares;
- 23,392,000 outstanding stock options with a weighted average exercise price of \$0.58; and
- 10,727,000 (7,847,846 warrants and 2,879,154 Conditional Warrants) warrants with a weighted average exercise price of \$0.64.

SELECTED FINANCIAL INFORMATION**Summary of Quarterly results**

	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Interest income	\$ 39	\$ 718	\$ 352	\$ -
Net loss for the period	(522,681)	(46,873,525)	(2,449,819)	(3,868,357)
Comprehensive loss for the period	(522,515)	(46,873,606)	(2,449,344)	(3,869,034)
Basic and diluted loss per share	(0.00)	(0.34)	(0.02)	(0.03)

	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Interest income	\$ 15,428	\$ 14,046	\$ 21,348	\$ 22,211
Net loss for the period	(4,143,363)	(2,997,421)	(3,000,418)	(3,353,932)
Comprehensive loss for the period	(4,143,391)	(2,996,958)	(3,001,100)	(3,353,896)
Basic and diluted loss per share	(0.03)	(0.02)	(0.02)	(0.03)

The peak in the net loss for the three months ended December 31, 2019 was due to the non-cash \$44,011,986 impairment with regards to intangible assets. The periods March 31, 2019 and June 30, 2018 are partly attributable to non-cash expenses for share-based payments expense of \$1,144,642 and \$682,757 respectively. The Company recognizes a non-cash charge of approximately \$1,397,000 each quarter from June 30, 2018 to September 30, 2019 for amortization of intangible assets with an additional charge of \$1,164,338 in the quarter ended December 31, 2019.

Results of Operations for the three-month period ended March 31, 2020 compared to 2019

The comprehensive loss for the three-month period ended March 31, 2020 was \$522,515 (2019 – \$4,143,391). Significant changes to the comprehensive loss are explained as follows:

Research and development costs

Research and Development	2020	2019
Amortization of intangible assets	\$ -	\$ 1,397,206
Depreciation of equipment	-	5,085
Consulting fees	4,923	53,435
Engineering and design	3,405	298,546
Management fees	-	85,000
Manufacturing contract	1,985	-
Professional fees	15,103	41,020
Tax credits and recoveries	(19,820)	-
Salaries	79,150	82,000
Share-based payments	-	410,343
Supplies and resources	2,470	73,002
Travel	5,584	37,876
	\$ (92,800)	\$ (2,483,513)

Research and development expenses of \$92,800 (2019 - \$2,483,513) relates to the development of its AI as the Company invests in its core technologies. In the prior period, the expense represented significant investment into the design and development of the sport optics and cell phone lens projects.

- Amortization of intangible assets of \$Nil (2019 - \$1,397,206) has completed with the impairment of the Company's intangible assets in the fourth quarter of 2019.
- Engineering and design of \$3,405 (2019 - \$298,546) and manufacturing contract expense of \$1,985 (2019 - \$Nil) have decreased overall as the Company made significant investments into pre-production prototypes and testing, tooling and materials for its DoubleTake™ product following engineering and design investments in the prior period.

- Consulting fees of \$4,923 (2019 - \$53,435) decreased as the Company required less external support in the current period. The AI is developed internally by staff. In the prior period, additional consultants were used to support the sport optics project.
- Management fees in the prior period include amounts paid to Darcy Daugela, former Executive Chairman and former VP of Technology Development, with respect to the Company's research and development operations. Refer to Related Party Transactions below for further discussion.
- Professional fees include amounts paid for legal work on the Company's patent portfolio.
- Salaries of \$79,150 (2019 - \$82,000) decreased due to a net decrease to the AI team from 2019.
- Share-based payments of \$Nil (2019 - \$410,343) are recorded relative to the granting and vesting of stock options for research and development staff and consultants.
- Supplies expenditures of \$2,470 (2019 - \$73,002) decreased due to fewer purchases in relation to technical hardware and trial design schematics of its DoubleTake™ and mobile lens products.
- Tax credits and recoveries in the period relate to amounts received under a technology licensing agreement.

General and administrative costs

General and Administrative	2020	2019
Consulting fees	\$ 66,692	\$ 149,782
Depreciation	-	30,509
Insurance	6,950	7,217
Investor relations	125,420	237,966
Management fees	-	57,000
Office and administration	18,138	94,683
Professional fees	26,259	13,169
Salaries	80,541	126,075
Share-based payments	-	734,299
Shareholder communications and filings	30,628	31,158
Sales and marketing	25,876	79,266
Travel	<u>6,733</u>	<u>112,014</u>
	<u>\$ (387,237)</u>	<u>\$ (1,673,138)</u>

- Consulting fees includes compensation to the CFO and accounting staff as well as fees paid to a director and consultants to make strategic introductions with potential partners in the development and commercialization of the Company's technologies. The Company has reduced corporate overhead from the prior period and accordingly reduced consulting fee expenditures.
- Depreciation of right-of-use assets of \$Nil (2019 - \$30,509) relates to amortization of lease liabilities upon adoption of IFRS 16. All leases terminated in fiscal 2019 and related assets fully depreciated or derecognized.
- Investor relations expenses of \$125,420 (2019 - \$237,966) includes expenditures for its market maker, news releases, public relations and investor outreach services. Additionally, the Company incurred \$25,876 (2019 - \$79,266) for sales and marketing costs, which includes brand awareness expenditures for the Company's technologies to potential partner and/or end user companies and consumers.
- Management fees of \$Nil (2019 - \$57,000) reflect amounts paid to John Daugela, former CEO and former VP of Business Development. Refer to Related Party Transactions below for further discussion.
- Office and administration costs of \$18,138 (2019 - \$94,683) reflects the Company's efforts to reduce overhead expenditures including reduced office space and associated costs.
- Salaries for general and administrative personnel has decreased to \$80,541 (2019 - \$126,075). The decrease is attributable a reduction in support staff.

- Share-based payments of \$Nil (2019 - \$734,299) are recorded relative to the granting and vesting of stock options for management, directors and support staff and consultants.
- Travel of \$6,733 (2019 - \$112,014) has been reduced as the Company has made a concerted effort to curtail expenditures.

LIQUIDITY AND CAPITAL RESOURCES

Cash has increased, on a net basis, by \$423,118 to \$617,163 at March 31, 2020 from a balance of \$194,045 as at December 31, 2019. The Company had negative working capital of \$683,664 as at March 31, 2020.

Overall cash utilization for operating activities decreased from 2019 to 2020. In the three months ended March 31, 2020, the Company expended \$419,533 in operating activities as compared to \$1,579,698 in 2019. The Company has worked to reduce expenditures to manage capital resources.

Financing activities provided net cash of \$842,651 in the three months ended March 31, 2020 from the exercise of warrants. In the prior period, the Company paid \$30,998 in lease payments; there are no leases as of December 31, 2019.

The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing.

Management continuously targets value-added sources of additional financing through transactions that will assure continuation of the Company's operations. There can be no assurance that the Company will be able to obtain said financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may deem it necessary to delay, scale back or eliminate expenditures and/or investments and may be unable to continue operations. The Company may receive additional financing through the exercising of outstanding warrants, stock options and/or seek such additional financing through debt or equity offerings. Warrant or stock option exercises or any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Management will apply any incoming capital for investment into its strategic priorities, being currently substantially ALIIS™, and for working capital. The contractual commitments of the Company are not significant, and the Company may sustain operations by reducing overhead and delaying investment.

In the year ended December 31, 2019, the Company terminated lease agreements and reduced overall commitments. This further enabled the Company to streamline remote working opportunities for all its employees.

OFF STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

At March 31, 2020, the Company had no material off statement of financial position 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.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions in process other than as discussed elsewhere in this document.

RELATED PARTY TRANSACTIONS

Key management personnel comprise the Chief Executive Officer, Chief Financial Officer, former Chairman, former Chief Executive Officer and directors of the Company. The remuneration of the key management personnel is as follows:

For the three months ended March 31	2020	2019
Payments to key management personnel:		
Consulting fees (G&A) – paid to a company in which the CFO has a significant investment	\$ 23,670	\$ 39,711
Consulting fees (G&A) – paid to a company controlled by a director	1,884	-
Management fees (G&A) – John Daugela ⁽¹⁾	-	57,000
Management fees (R&D) – Darcy Daugela ⁽¹⁾	-	85,000
Salaries and short-term benefits (G&A) – Paul McKenzie	45,000	45,000
Share-based payments to officers – general and administrative	-	86,388
Share-based payments to directors – general and administrative	-	431,940

⁽¹⁾ The former CEO and former Chairman resigned as key management personnel on April 24, 2019 to become employees of the Company until their termination later in 2019. They continue to be related parties of the Company due to a significant shareholding.

During the three months ended March 31, 2020, the Company was charged legal fees, included in professional fees, of \$10,000 (2019 - \$8,060) by S. Paul Simpson Law Corp., a law firm of which an officer of the Company is an employee.

As at March 31, 2020, the Company had balances outstanding with related parties of \$105,816 (December 31, 2019 - \$120,040) included in accounts payable. These balances are unsecured, non-interest-bearing, have no fixed repayment terms and are due on demand.

Control Group Settlement Agreements

Included in accounts payable and accrued liabilities as at March 31, 2020 is an accrued severance liability of \$568,000 (December 31, 2019 - \$568,000) due to the former CEO, John Daugela, and former Chairman, Darcy Daugela, of the Company. As previously noted, subsequent to March 31, 2020, the Company entered into indemnity and settlement agreements ("Settlement Agreements") which provide for the severance liability to be settled over a 36-month period. The payments due by the Company will be offset by proceeds of sales of the Company's securities as held by 3DB, a Company owned by John and Darcy Daugela. 3DB is restricted under the Support Agreement to dispose of the lesser of 25,000 shares or 10% of the aggregate trading valued on the TSX-V on the prior trading day, subject to certain conditions. The severance liability is non-interest bearing and is secured by promissory notes.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial Instruments

Cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

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 liquid financial assets, including cash and cash equivalents and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. As at March 31, 2020, the Company had cash equivalents of \$5,793 (December 31, 2019 - \$69,437) in term deposits. The Company considers the risk of financial loss on cash and cash equivalents to be remote. The Company's receivables consist materially of

GST input tax credits recoverable from the government of Canada and some refunds on office deposits which are anticipated to be recoverable. The Company considers credit risk with respect to these amounts to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2020, the Company had a working capital deficit of \$683,664 (December 31, 2019 - \$1,003,800) which included an accrued severance liability of \$568,000 over a 36-month period subject to offset by sales of the Company's securities by 3DB on a month by month basis, as agreed subsequent to March 31, 2020 (Please see section: "Control Group Voting Support, Assignment of Incentive Rights and Indemnity and Settlement Agreements" on page 3 of this document for additional perspective.)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its Canadian banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes the interest rate risk is low given the current low global interest rate environment.

b) Foreign currency risk

The Company's has engaged several vendors in the pursuit of research and development activities in the US. As such, the Company is exposed to some foreign currency risk. Fluctuations in the exchange rate between the Canadian dollar and US dollar may have an adverse effect on the Company's business and costs to proceed with preferred vendors. The Company may reduce its foreign currency risk as needed by substituting Canadian vendors as required. Foreign currency risk is considered moderate relative to the overall financial operating plan.

RISK FACTORS

The principal activity of the Company for the immediate future is the continued investment in and development of its core technologies (the "Technology"), which relates to AI for image correction, image enhancement and file size compression. This can be applied to both still and video images through the removal of image noise.

COVID-19

Since March 31, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of closing non-essential businesses, travel bans, self-imposed quarantine periods and physical distancing, have caused significant material disruptions to businesses globally resulting in an economic slowdown. Global equity markets have undergone significant volatility. The duration and overall lasting impact of the COVID-19 outbreak is currently unknown, as is the efficacy of government and central bank interventions. It is not possible to reliably estimate the length and severity what these developments will have on the financial results and condition of NexOptic in future periods

Competition

The AI imaging industry is highly competitive with several well-established market participants. Competition in this industry occurs on many fronts, including developing and bringing new technologies to market before others, developing new technologies to improve existing offerings, developing new means in which to provide the same benefits as existing products at less cost, developing new products to provide benefits superior to those of existing offerings, and acquiring or licensing complementary or novel technologies from other companies or individuals. NexOptic may be unable to contend successfully with current or future competitors which include major technology companies, many of which are large, well-established companies with access to financial, technical, and marketing resources significantly greater than the Company and substantially greater experience in developing, licensing, and manufacturing products, conducting research and development activities, and obtaining regulatory approvals. The Company's competitors may develop or acquire new or improved technologies that are similar to those offered by the Company, while not necessarily being direct competitors currently.

Development Risk

Substantial corporate resources are being expended on the development of the Company's technologies. The capabilities of ALIIS™ is continuously being upgraded and is not currently commercialized. There can be no guarantee that the Technology will achieve the objectives which the Company believes are necessary for it to result in a successful offerings to the marketplace. There are significant risks, expenses, delays, and difficulties frequently encountered in establishing new technologies to industry, which is characterized by an increasing number of market entrants, intense competition, and high failure rate. Further, there is always the risk in product development that the software will fail to function as intended or that the market for such products will not develop as anticipated or when anticipated. There is often a lengthy time between the time of technology conceptualization to technology commercialization, and there can be no assurances that development of new technologies will be commercialized at all, on time or within budget. Failure to successfully commercialize the Technology may materially and adversely affect the Company's financial condition and results of operations.

Limited Protection of Patents and Proprietary Rights

The Company's success will depend in part on its ability to protect its proprietary rights and technologies, including, but not limited to its AI. The Company will rely on a combination of contractual arrangements, licenses, patents, trade secrets, and know-how to protect its proprietary technology and rights and the Company's failure to protect its intellectual property rights may result in the loss of valuable technologies and undermine its competitive position. However, not all these measures may apply or may afford only limited protection. In addition, the laws of some foreign countries do not protect proprietary technology rights to the same extent as do the laws of Canada and the United States. A failure of the Company to adequately protect its proprietary rights may adversely affect the business of the Company.

Filing, prosecuting and defending patents on the Company's intellectual property throughout the world could be prohibitively expensive. The laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States or federal and provincial laws in Canada. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. Proceedings to enforce the Company's patent rights in foreign jurisdictions could result in substantial cost and divert its efforts and attention from other aspects of its business. The Company may have limited remedies if patents are infringed in certain jurisdictions or if it is compelled to grant a license to a third-party, which could materially diminish the value of those patents. This potentially could limit the Company's total revenue opportunities.

Unpatented trade secrets, improvements, confidential know-how and continuing technological innovation may be important to the Company's scientific and commercial success. Although the Company will attempt to, and will continue to attempt to, protect proprietary information through reliance on trade secret laws and the use of confidentiality agreements with collaborators, contract manufacturers, licensees, clinical investigators, employees and consultants and other appropriate means, these measures may not effectively prevent disclosure of or access to proprietary information, and, in any event, others may develop independently, or obtain access to, the same or similar information.

Despite the Company's efforts to protect its proprietary rights, there can be no assurance that the Technology will not be infringed upon, that the Company would have adequate remedies for any such infringement or adequate funds to act against those infringing the Technology, or that its trade secrets will not otherwise become known or independently developed by its competitors. There can also be no assurance that any patents now or hereafter issued to, licensed by, or applied for by the Company will be upheld, if challenged, or that the protections afforded thereby will not be circumvented by others. There can be no assurance that the Company's competitors will not independently develop technologies that are substantially equivalent or superior to the Technology.

Infringement of Intellectual Property Rights

While the Company believes that its intellectual property does not infringe upon the proprietary rights of third parties, its commercial success depends, in part, upon the Company not infringing intellectual property rights of others. Several of the Company's competitors and other third parties have been issued or may have filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those utilized by the Company. Some of these patents may grant very broad protection to the owners of the patents.

The Company may become subject to claims by third parties that its technology infringes their intellectual property rights due to the growth of products in its target markets, the overlap in functionality of those products and the prevalence of products.

Litigation may be necessary to determine the scope, enforceability, and validity of third-party proprietary rights or to establish the Company's proprietary rights. Some of its competitors have, or are affiliated with companies having, substantially greater resources than the Company and these competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for a longer period than the Company.

Regardless of their merit, any such claims could be time consuming to evaluate and defend, result in costly litigation, divert management's attention and focus away from the business, subject the Company to significant liabilities and equitable remedies, including injunctions, require the Company to enter into costly royalty or licensing agreements and require the Issuer to modify or stop using infringing technology.

No Assurance of Commercial Deliverability

Though its AI offerings are advanced and patent pending, the Company simultaneously remains a research and development company with no history of production or sale. There is no assurance that the Company will meet proposed commercial delivery timelines or will be able to achieve commercial success.

The Company has not previously delivered a consumer product on a commercial scale and has no manufacturing facility. The Company may find itself dependent on affiliations with one or more semiconductor companies who may in turn alter their platforms in such a manner that ALIIS™ is no longer relevant to their offerings. Individual semiconductor companies may also unexpectedly lose market share and/or industry relevance. In the case of DoubleTake™, the Company could in the future become dependent on third party manufacturers for its manufacture, or product components, as well as on third parties for a supply chain. The Company currently has no plans to build internal commercial scale manufacturing capabilities or to manufacture its own semiconductors. Contract manufacturing organizations for DoubleTake™ may need to increase the scale of production and may or may not be able to scale production. It could be expensive and take a significant amount of time to arrange for alternative suppliers. The Company may be unable to enter into agreements for commercial supply with third-party manufacturers or may be unable to do so on unacceptable terms. Any significant disruption in the Company's supplier relationships could harm the Company's business.

Slow Acceptance of the Company's Technology

The marketplace might be slow to accept or understand the significance of the Company's Technology due to its unique nature and the competitive landscape. Market confusion may slow sales and acceptance of the Company's potential products and AI. If the Company were unable to promote, market and monetize the Technology and secure relationships with OEM partners or product manufacturers, the Company's business and financial condition would be adversely affected.

Sales and Distribution

The Company does not currently have any proven market for sales or completed distribution agreements. The successful commercialization of its technologies will be reliant on the Company's ability to identify, execute and maintain a successful mechanism to market.

Experimental Field

The Company is engaged in the research and development of the Technology with the goal of commercializing viable software offerings and consumer products. The need to keep its Technology offerings relevant will require extensive experimental effort and can require significant investment. Customers may be hesitant to implement any new technologies developed without extensive and time-consuming testing.

Technological Advancements

The markets for the Company's Technology are characterized by rapidly changing technology and evolving industry standards, which could result in software or product obsolescence or short product life cycles. Accordingly, the Company's success will be dependent upon its ability to anticipate technological changes in the industries it serves and to successfully identify, obtain, develop, and market new offerings that satisfy evolving industry requirements.

The lens and AI for imaging industries are subject to significant technological advancements, changing industry standards, market trends, customer preferences and competitive pressures, which can, among other things, necessitate revisions in pricing strategies, price reductions, and reduced profit margins.

The success of the Company will depend on its ability to secure technological superiority in its services and maintain such superiority in the face of new technologies. No assurance can be given that further modification of product offerings of the Company will not be required to meet demands or to remain competitive. The future success of the Company will be influenced by its ability to continue to adapt its products. Although the Company has committed resources to improve its products, there can be no assurance that these efforts will increase profits.

Risk of Obsolescence

New developments in technology may negatively affect the development or sale of some or all of the Company's products or make its products obsolete. The inability of the Company to enhance existing products in a timely manner or to develop and introduce new products that incorporate new technologies, conform to increasingly regulatory requirements, and achieve market acceptance in a timely manner could negatively impact the Company's competitive position. New developments or modifications can be costly, involve significant research, development, time, and expense, and may not necessarily result in the successful commercialization of any new commercial offerings.

Additional Funding Requirements

The Company will require additional financing to implement its business plan. The Company may raise additional funds through gap financing, debt financing, and/or subsequent equity financing. The Company may also borrow funds from a financial institution(s) using the assets of the Company as security for said loan(s). The Company may also obtain additional financing through certain government subsidies or tax incentives available in certain geographic areas, if available, at the Company's discretion. Failure to obtain such additional capital on terms acceptable to the Company could restrict its ability to implement its growth plans. Further, a shortage of funds may prevent or delay the Company from getting its products to the marketplace, achieving profitability, or enabling the Company to pay distributions to its shareholders. There is no assurance that the Company will have adequate capital to conduct its business or satisfy its financial obligations.

The ability of the Company to arrange financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company or at all. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change, and shareholders may suffer additional dilution. There can be no assurance that the Company will generate cash flow from operations necessary to support the continuing operations of the Company.

Limited Operating History

The Company has incurred losses since inception and is expected to continue to incur losses. As such, the Company will be subject to all the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company's ability to reach and then sustain profitability depends on several factors, including the growth rate of the developmental optics industry, the continued market acceptance of the Technology and the competitiveness of the Company. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow, which is expected to continue for the near future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

Exposure to Foreign Currency Exchange Rates

The Company's consumer product division leverages suppliers and partners in foreign jurisdictions and its potential future OEM partnerships for its software are not geographically centralized. The Company's business may expand internationally and as a result, a significant portion of its revenues, expenses, current assets and current liabilities may be preliminary denominated in foreign currencies, while its financial statements are expressed in Canadian dollars. A decrease in the value of such foreign currencies relative to the U.S. dollar could result in losses in revenues from currency exchange rate fluctuations. To date, the Company has not hedged against risks associated with foreign exchange rate exposure. The Company cannot be sure that any hedging techniques it may implement in the future will be successful or that its business, financial condition, and results of operations will not be materially adversely affected by exchange rate fluctuations.

Substantial Control by Insiders

A Company shareholder beneficially owns approximately 29% of the Company's shares. (Please see section: "Control Group Voting Support, Assignment of Incentive Rights and Indemnity and Settlement Agreements" on page 3 of this document for additional perspective). As a result, the shareholder will be able to influence or control matters requiring approval by the Company's shareholders, including the approval of mergers, acquisitions, or other extraordinary transactions. They may also have interests that differ from those of investors and may vote in a manner that is adverse to investors' interests. This concentration of ownership may have the effect of deterring, delaying, or preventing a change of control of the Company, could deprive the Company's shareholders of an opportunity to receive a premium

for their Company Shares as part of a sale of the Company, and might ultimately affect the market price of the Company Shares.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Company's securities will be established or sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of companies.

Dependence on Management and Key Personnel

The Company's management will make all decisions with respect to the Company's assets, including investment decisions and the day-to-day operations of the Company. As a result, the success of the Company for the foreseeable future will depend largely upon the ability of its management team, employees and consultants. The loss of any key individual could have a material adverse effect on the Company. If the Company lost the services of one or more of its executive officers or key employees and consultants, it would need to devote substantial resources to finding replacements, and until replacements were found, the Company would be operating without the skills or leadership of such personnel, any of which could have a significant adverse effect on the Company's business. The Company currently does not carry "key-man" life insurance policies covering any of these officers or consultants.

The future success of the Company depends in significant part on the contributions of its executive officers and scientific and technical personnel. The loss of the services of one or more key individuals may significantly delay or prevent achievement of scientific or business objectives. Competition for qualified and experienced personnel in the technology field is generally intense, and the Company will rely heavily on its ability to attract and retain qualified personnel in order to successfully implement its scientific and business objectives. The failure to attract or retain key executives and personnel could impact the Company's operations, including failure to achieve targets and advancement of the Technology.

Expansion and Growth

As the Company's development and commercialization plans and strategies develop, the Company expects that it will need to expand the size of its employee base for managerial, operational, sales, marketing, financial and other resources. Future growth would impose significant added responsibilities on members of management, including the need to identify, recruit, maintain, motivate and integrate additional employees. In addition, the Company's management may have to divert a disproportionate amount of its attention away from the Company's day-to-day activities and devote a substantial amount of time to managing these growth activities. The Company's future financial performance and its ability to commercialize its Technology and its ability to compete effectively will depend, in part, on the Company's ability to effectively manage any future growth.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several months have had a profound impact on the global economy. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and consumer demand and unpredictable market liquidity. A similar disturbances in the financial markets or other economic conditions, including but not limited to, inflation, deflation, decreased consumer demand, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and overall liquidity. Volatile commodity and consumables prices and currency exchange rates could impact costs and the devaluation and volatility of global stock markets could impact the valuation of the Company's equity and other securities. These and other factors could have a combined material adverse effect on the Company's financial condition and results of its operations.

Conflicts of Interest

Some of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including technology companies) and, because of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed

management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Partnerships and Collaborations

The Company may seek third-party collaborators for development and commercialization of potential future products and projects. The Company is not currently party to any such arrangement. The Company's ability to generate revenues from these arrangements will depend on its collaborators' abilities to successfully perform the functions assigned to them in these arrangements.

Collaboration agreements may not lead to development or commercialization of the Technology in the most efficient manner or at all.

Dividends

To date, the Issuer has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors based on the Company's earnings, financial requirements, and other conditions.

Uninsured Risks

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from any damage or injury caused by the Company's operations.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this Management Discussion and Analysis constitute "forward-looking statements." These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified using words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if a project is developed. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in this Management Discussion and Analysis should not be relied upon. These statements speak only as of the date of this Management Discussion and Analysis. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this Management Discussion and Analysis. Such statements are based on several assumptions that may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the potential applications of the Company's technologies;
- the timing and expenditures required to develop such technologies, including development of any future prototype vertical;
- the ability of the Company to procure patent or other intellectual property protection for its technologies and to license or enforce such patents, if any;
- the ability to attract and retain skilled staff;
- foreign currency and exchange rates;
- market competition; and
- tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, risks related to international operations, actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed in the section "Risk Factors". Factors that could cause actual results to differ materially include, but are not limited to, the risk factors discussed in the section. The Company cautions that the foregoing list of important factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance

on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

ADDITIONAL INFORMATION

Additional information regarding the Company can be found at www.sedar.com and the Company's website www.nexoptic.com.