

PARCELPAL TECHNOLOGY INC.

Management Discussion and Analysis (“MD&A”)

For the nine months ended September 30, 2016

As at November 25, 2016

BACKGROUND AND GOING CONCERN

For the period ended September 30, 2016, ParcelPal Technology Inc. (“the Company”) has prepared this management discussion following the requirements of National Instrument 51-102 (“NI-51-102”) and should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes for the period ended September 30, 2016 prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at www.sedar.com.

The reader should also refer to the audited consolidated financial statements for the year ended December 31, 2015.

The incorporation jurisdiction of ParcelPal Technology Inc. is British Columbia.

During the year ended December 31, 2015, the Company purchased all of the assets related to a parcel delivery mobile app technology platform known as “ParcelPal” from a Vancouver based software developer. In accordance with the terms of the purchase, the Company acquired all of the assets related to ParcelPal in exchange for 2,000,000 common shares of the Company with a fair value of \$100,000. The transaction was accounted for as an acquisition of an asset as there did not exist the necessary inputs and processes capable of producing outputs to constitute a business as defined by IFRS 3, Business Combinations. Also capitalized were transaction costs of \$10,000 consisting of legal fees.

The focus of the Company is to leverage technology to provide innovative services and products. The Company is currently focusing its efforts on acquiring technologies, including the recent acquisition of the ParcelPal app. The Company also has certain rights to the TraderOS Platform.

The TraderOS Platform is a social collaborative charting, news and communication platform. The platform’s online environment for traders and investors consolidates their information needs into a single location. Traders can communicate with peers in real-time through chat and instant messaging. Aggregated content from blogs, other social platforms (i.e. Twitter™), and articles and multimedia across the web can be accessed seamlessly within the platform environment. Users can monitor other traders on their premium content feed, view charts and articles posted by others, stream real-time financial news, and monitor stock quotes. The platform will allow traders to collaborate and share trading ideas and information with the entire user base or selected groups giving them access to a “virtual trading floor”.

During the period ended September 30, 2016, the Company launched Shopify Inc. (“Shopify”) beta plugin to enable eCommerce retailers on the Shopify platform the ability to offer the Company as a same day or on-demand shipping method. Shopify is an e-commerce platform provider that gives retailers everything they need to build and operate a successful online store.

GOING CONCERN

The Company has financed its operations through equity issuances. The Company had a net loss of \$621,787 for the nine month period ended September 30, 2016 (2015 –\$56,265) and has a deficit of \$2,016,607 as at September 30, 2016 (December 31, 2015 – \$1,394,820).

The Company has incurred significant operating losses and negative cash flows from operations in recent years, and has a working capital deficiency. As a result of the foregoing, there is significant doubt about the Company's ability to continue as a going concern. The condensed interim consolidated financial statements were prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Whether and when the Company can attain profitability and

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

positive cash flows is uncertain. The Company is working to expand its operations and it is expected that the Company’s liquidity will fluctuate as a result of any expansion. The fee structure for the services offered by the Company is expected to remain constant for the foreseeable future.

The continuation of the Company as a going concern is dependent upon completing a short-term financing for sufficient working capital to maintain operations, reducing operating expenses, and increasing revenues and commencing profitable operations in the future. Risks that may materially affect the Company’s future performance include: the possibility of discontinuance of operations of the Company, the risk that the Company is unable to find suitable investors for a financing, the risk that the Company will not be able to expand operations, the risk that the Company will not be successful due to general risks relating to the mobile application industry, the failure of the Company’s app to gain market acceptance, potential challenges to the intellectual property utilized in the Company’s app, and competition risks. The Company recognizes the threats posed by operating in an uncertain global economic environment. This uncertainty may continue to impact the Company’s industry, resulting in a lower demand for some of its services and its partners’ products.

The Company is in its growth phase and it is expected that the Company will continue to incur losses until significant revenues are generated as management executes its business plan. The Company began generating revenue in the six month period ending June 30, 2016; however, the Company did not achieve a positive cash flow.

The Company manages liquidity risk by maintaining sufficient cash balances and adjusting the operating budget and expenditures to ensure that there is sufficient capital in order to meet short-term and other specific obligations. The Company plans to control spending and prudently allocate financial resources to optimize value. The Company will seek additional financing through equity financings until the Company reaches profitability. In order to increase sales, the Company intends to ensure that the service provided meets the needs of existing and potential customers and is competitively priced. The Company plans to continue to develop, innovate and continuously improve current and new technologies in a timely and cost effective manner. While management believes that the likelihood of completing these plans is high, a new financing has not yet been completed and there is no assurance that it will be. Management recognizes the risks that are involved that may be beyond its control. Without this financing the Company may not have sufficient financial resources to meet its planned operations for the foreseeable future and be forced to cease operations.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

FORWARD LOOKING STATEMENTS

This MD&A includes certain “forward-looking information” and “forward-looking statements” (collectively “forward-looking statements”) within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the future business operations of the Company, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as “plans”, “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible”, and similar expressions, or statements that events, conditions, or results “will”, “may”, “could”, or “should” occur or be achieved. Forward-looking statements in this MD&A relate to, among other things, the Company expanding into additional markets, management’s expectations regarding the liquidity of the Company, the Company’s fee structure, and the Company’s plans with respect to managing liquidity risk. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

There can be no assurance that such forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the nascent branding, social media technology, which is affected by numerous factors beyond the Company’s control; the Company’s ability to succeed

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

in the North American market; and access to debt and equity; and the early stage of the Company’s business. The Company is subject to the risks associated with early stage companies, including uncertainty of revenues, markets and profitability and the ability to access debt or equity financing, as necessary. 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.

All material assumptions used in making forward-looking statements are based on management's knowledge of current business conditions and expectations of future business conditions and trends, including their knowledge of the current sales trends, general economic conditions affecting the Company and the Canadian and US economies. Certain material factors or assumptions are applied by the Company in making forward-looking statements, including without limitation, factors and assumptions regarding the Company’s continued ability to fund its business, rates of customer defaults, acceptance of its products in the current marketplace and acceptance of its products in other marketplaces, as well as its operating cost structure and current and future trends in social media advertising and traditional print media. Although the Company believes the assumptions used to make such statements are reasonable at this time, there may be other factors that cause results not to be as anticipated, estimated or intended.

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.

SUMMARY OF QUATERLY RESULTS

Following is a table of the income, total assets, operating loss for the past eight quarters.

For the three months ended				
	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015
Gross profit	\$ 4,759	\$ 2,280	\$ Nil	\$ Nil
Total assets	190,227	216,994	362,353	320,761
Operating loss	(193,662)	(227,409)	(200,716)	(125,281)
Net loss	(193,662)	(227,409)	(200,716)	(125,291)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)
Dividends	-	-	-	-
	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
Gross profit	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Total assets	32,942	37,990	8,124	7,679
Operating loss	(15,911)	(31,411)	(8,943)	(46,098)
Net loss	(15,911)	(31,411)	(8,943)	(46,098)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Dividends	-	-	-	-

During the year ended December 31, 2014, the Company sold a subsidiary resulting in a gain on the sale of subsidiary of \$357,284, which was recorded to deficit.

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

The Company had revenues of \$7,550 during the past nine quarters and incurred a gross profit of \$4,759 during the three month period ended September 30, 2016. Expenses in September 30, 2016 primarily consisted of professional fees, consulting fees, and share-based compensation. Costs increased mainly as a result of consulting fees paid to developers and share-based compensation paid to key management personnel and consultants.

SELECTED QUARTERLY RESULTS

In the nine months ended September 30, 2016, compared to the nine months ended September 30, 2015, the Company’s operating expenses increased to \$621,787 from \$56,265, mainly as a result of expenses relating to the newly acquired ParcelPal technology:

- i) \$263,815 of consulting fees (2015 - \$Nil).
- ii) \$95,252 of office and miscellaneous expenses (2015 - \$365).
- iii) \$51,558 of professional fees (2015 - \$46,863).
- iv) \$27,311 of regulatory and filing fees (2015 - \$8,773).
- v) \$68,976 of share-based compensation (2015 - \$Nil).
- vi) \$15,414 of travel expenses (2015 - \$Nil).

In the three months ended September 30, 2016, compared to the three months ended September 30, 2015, the Company’s operating expenses increased to \$198,421 from \$15,911, mainly as a result of expenses relating to the newly acquired ParcelPal technology:

- i) \$52,892 of consulting fees (2015 - \$Nil).
- ii) \$46,558 of office and miscellaneous expenses (2015 - \$25).
- iii) \$9,257 of regulatory and filing fees (2015 - \$2,827).
- iv) \$33,259 of share-based compensation (2015 - \$Nil).
- v) \$1,287 of travel expenses (2015 - \$Nil).

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

INTANGIBLE ASSETS

During the year ended December 31, 2015, the Company acquired \$100,000 of application software through a business combination and \$10,000 of application software separately through internal development. During the period ended September 30, 2016, the Company determined the application software to be in use and began amortizing the intangible asset.

	Application Software
Cost	
As at December 31, 2014	\$ -
Additions	110,000
As at December 31, 2015	110,000
Additions	-
As at September 30, 2016	\$ 110,000
 Accumulated amortization	
As at December 31, 2014	\$ -
Amortization	-
As at December 31, 2015	-
Amortization	9,100
As at September 30, 2016	\$ 9,100
 Net book value	
As at December 31, 2015	\$ 110,000
As at September 30, 2016	\$ 100,900

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2016 the Company had net working capital of \$19,679 compared to a net working capital deficiency of \$153,375 as at December 31, 2015.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has material financial uncertainties that cast significant doubt upon the Company’s ability to continue as a going concern.

PARCELPAL TECHNOLOGY INC.

Management Discussion and Analysis (“MD&A”)

For the nine months ended September 30, 2016

RELATED PARTY TRANSACTIONS

During the period ended September 30, 2016:

- i) In connection with the February 29, 2016 private placement, an officer, a director, and family members of directors purchased 90,000 shares for proceeds of \$10,125.
- ii) In connection with the July 15, 2016 private placement, an officer, a director, and family members of directors purchased 150,000 units for proceeds of \$31,500.

During the year ended December 31, 2015:

- i) In connection with the April 2, 2015 private placement, an officer, a director, and family members of directors purchased 2,880,000 shares for proceeds of \$72,000.
- ii) In connection with the November 26, 2015 private placement, an officer, a director, and family members of directors purchased 1,440,000 units for proceeds of \$72,000.
- iii) In connection with the December 18, 2015 private placement, officers and a director purchased 1,080,000 units for proceeds of \$54,000.

Key management personnel

During the period ended September 30, 2016, the Company:

- i) granted 200,000 stock options (December 31, 2015 – 550,000) to officers and directors of the Company with a fair value of \$33,259 (December 31, 2015 – \$20,415) and was included in share-based compensation expense.
- ii) paid \$45,000 (December 31, 2015 - \$Nil) in management fees to the Chief Executive Officer, who is also a Director of the Company.

CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders’ equity. When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of a social collaborative charting, news and communication platform for traders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company’s approach to capital management during the period ended September 30, 2016.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has applied a three-level hierarchy to reflect the significance of the inputs used in making fair value measurements. The three levels of fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company’s financial instruments consist of cash, accounts payable and accrued liabilities and loan payable. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate and liquidity risk.

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

a) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company’s cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk (Note 5).

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company’s ability to continue as a going concern is dependent on management’s ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

d) Foreign currency risk

The Company’s functional currency is the Canadian Dollar and major transactions are transacted in Canadian Dollars and US Dollars. The Company maintains a US Dollar bank account in Canada to support the cash needs of its operations. Management believes that the foreign exchange risk related to currency conversion is minimal and therefore does not hedge its foreign exchange risk.

e) Capital management

The Company defines capital that it manages as its shareholders’ equity. When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of a social collaborative charting, news and communication platform for traders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company’s approach to capital management during the period ended September 30, 2016.

CRITICAL ACCOUNTING ESTIMATES, ADOPTION OF ACCOUNTING POLICIES AND ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET ADOPTED

Please refer to the September 30, 2016 condensed consolidated interim financial statements on www.sedar.com for details.

OUTSTANDING SECURITIES

Common Shares

At November 25, 2016, the Company had 28,188,558 common shares outstanding.

Stock Options

As at November 25, 2016, the following options were outstanding and exercisable:

PARCELPAL TECHNOLOGY INC.
Management Discussion and Analysis (“MD&A”)
For the nine months ended September 30, 2016

Expiry Date	Number Outstanding		Exercise Price
November 6, 2018	950,000	\$	0.05
December 18, 2018	255,000	\$	0.10
February 5, 2019	125,000	\$	0.15
April 21, 2019	25,000	\$	0.26
July 5, 2019	200,000	\$	0.23
November 18, 2019	1,150,000	\$	0.12
	2,705,000		

Common Share Warrants

As at November 25, 2016, the following share purchase warrants were outstanding and exercisable:

Expiry Date	Number Outstanding		Exercise Price
November, 26, 2016	230,000	\$	0.10
December 18, 2016	650,000	\$	0.10
December 18, 2016	50,000	\$	0.10
August 29, 2017	1,815,661	\$	0.20
January 15, 2018	634,523	\$	0.30
	3,380,184		

OFF-BALANCE-SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

CHANGE IN MANAGEMENT

On July 5, 2016, the Company announced the appointment of Ian Tostenson as a new director.

On September 9, 2016, the Company announced the election of Kelly Abbott as a new director and the appointment of Mr. Abbott as president of the Company.