



**MANAGEMENT DISCUSSION AND ANALYSIS FOR  
GLOBAL REMOTE TECHNOLOGIES LTD.**

**FOR THE YEAR ENDED JANUARY 31, 2017**

**PREPARED AS OF JULY 7 2017**

**Contact Information**

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## **BACKGROUND**

*This discussion and analysis of financial position and results of operations is prepared as at July 7, 2017, should be read in conjunction with the audited consolidated financial statements for the year ended January 31, 2017, of Global Remote Technologies Ltd. (the "Company"). The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).*

## **CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION**

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) the inherent uncertainties and speculative nature associated with the oil and gas industry, (3) decreased oil and gas prices, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, and (7) other factors beyond the Company's control.

Forward looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

## **OVERALL PERFORMANCE**

Global Remote Technologies Ltd. (the "Company") was incorporated under the laws of British Columbia on January 16, 2015. The Company's registered office is at Suite 1200, 750 West Pender Street, Vancouver, British Columbia, V6C 2T8. The Company also has offices in Denver, Colorado. The Company has one wholly-owned subsidiary, GRT Technologies Inc. ("GRT"), which it acquired through a reverse merger pursuant to a plan of arrangement which closed on March 13, 2015. Effective January 31, 2017, the Company dissolved its formerly wholly-owned subsidiary Global Remote Technologies, LLC, which it acquired on pursuant to a Membership Interest Purchase Agreement which closed on September 28, 2015.

The Company provides products and services for use in the oil and gas industry. Its systems are designed to provide customers' key personnel with an early warning system to avoid equipment failures or costly compliance fines. The company collects vital information on the status of equipment, tanks, and pipelines for exploration, production, and transmission of oil, gas and water, compiles the information, and then export it off-site to a centralized operations center where it is processed and viewed by the Company using data analysis software developed by Prospector Technologies. The Monitoring Software is a web based data monitoring and alert system, which communicates essential data to customers' key personnel once collected and analyzed.

On February 12, 2015, a special meeting of the shareholders of GRT was held and the shareholders approved the Arrangement Agreement. On February 16, 2015, a final order was granted by the Supreme Court of British Columbia granting final approval of the Arrangement.

On March 13, 2015, the Company, GRT, and Planco completed the Arrangement whereby GRT and the Company exchanged securities on 1:1 basis, such that 30,747,658 common shares of GRT were exchanged by their holders for 30,747,658 Shares of the Company; Planco and the Company exchanged Company securities such that Planco issued 1,000 of its common shares to the Company and received in exchange a net of 300,000 Distribution Shares distributed to the Planco shareholders on a pro rata basis.

The Company received approval to list its common shares for trading on the Canadian Securities Exchange (CSE) and its common shares commenced trading on May 14, 2015 under the trading symbol “RGT”.

On June 2, 2015, the Company entered into a non-binding Memorandum of Understanding with Global Remote Technologies, LLC (formerly North American Energy Holdings, LLC), an LLC operating out of the State of Nevada, to develop and support oilfield and energy services to Mexican refineries and to pursue joint ventures within the Mexican oil and gas industry.

On September 9, 2015, the Company appointed Kane Smith as the President and a director of the Company. Kane Smith’s appointment follows the resignation of Chris Dorris as President of the Company.

On September 18, 2015, the Company entered into a Corporate Opportunities Purchase Agreement with Kane Smith, the President of the Company, whereby the Company agreed to purchase certain assets, including a one year revenue contract which commenced July 1, 2015, along with Kane Smith’s extensive knowledge, contacts, sales leads and corporate opportunities in the energy technology business in consideration for 5,000,000 common shares with a fair value of \$0.18 per share.

On September 18, 2015, the Company entered into a participation agreement with Steve Resendez (“Resendez”) and Rodney Upchurch (“Upchurch”) pursuant to the Purchase Agreement with Terra Recovery Systems, LLC (“Terra”). Pursuant to the participation agreement, the Company employed Resendez to assist in promoting, marketing, selling and/or leasing the Helix tool, in consideration for a 33 1/3% undivided interest in net profits from the Helix tools and salary of \$7,500 per month. In addition, the Company provided Upchurch a 33 1/3% undivided interest in net profits from the Helix tools in consideration for \$70,000 and the payment of one-half of Resendez’s salary until the Helix tools become profitable. The \$70,000 payment is due upon receipt of Terra of the payment due under the purchase agreement from the Company, in which Upchurch’s shareholder loan will be repaid. The participation agreement has a term to December 31, 2030.

On September 28, 2015, the Company entered into a Membership Interest Purchase Agreement with Kane Smith, the President of the Company, whereby the Company agreed to purchase a 100% interest in Global Remote Technologies, LLC (“GRT LLC”), in consideration for \$1. GRT LLC is in the business of providing services and technologies for the energy sector, including assisting customers with the construction and implementation of pipeline, refinery, power plant, and mechanical integrity projects, and offers its products and services to Mexican oil companies. GRT LLC’s scope of services range from project planning and estimating to surveying, development, construction management, safety and quality inspection, start-up, and commissioning and its team is dedicated to successfully converting conceptual plans to safe operating facilities based on the field engineering, construction management, and inspection skills of the field staff. The acquisition was deemed a business combination for accounting purposes and the consolidated financial statements include the results of operations of GRT LLC from the date of the acquisition onwards. Prior to being acquired, GRT LLC had generated revenue of approximately \$1,050,000, and as at the acquisition date, GRT LLC had net assets of \$302,243.

On December 28, 2016, the Company and Terra Recovery agreed to settle the previous Purchase Agreement via a sellback to Terra Recovery of the Helix assets. Pursuant to the Purchase Agreement dated December 28, 2016, the Company agreed to sell a 100% interest in the Helix tools, patents, all master service agreements, the products and the technology, in consideration for \$52,692 (US\$40,000), of which US\$20,000 was to be paid in cash (received) and US\$20,000 was received in the form of a promissory note due from Terra Recovery to the Company. At December 28, 2016, the net book value of the Helix-related assets was \$254 (US\$193), resulting in a gain on sale of assets of \$52,438 (US\$39,807). On January 31, 2017, the Company dissolved its formerly wholly-owned subsidiary, Global Remote Technologies LLC, which was solely incorporated for the purpose of carrying on the business of the Helix-related assets. As a result, the gain on sale of Helix assets was included in loss from discontinued operations.

## SUMMARY OF ANNUAL INFORMATION

The following table sets forth selected financial information of the Company for the last three fiscal periods. This financial information is derived from the audited financial statements of the Company:

Item	Year ended January 31, 2017	Year ended January 31, 2016	Period from July 17, 2014 (date of incorporation) to January 31, 2015
Total Revenue	\$Nil	\$633,798	\$Nil
Total Expenses	\$1,079,754	\$1,770,667	\$426,691
Net Loss – Continuing Operations	\$1,169,641	\$1,727,181	\$426,691
Net Loss – Discontinued Operations	\$127,645	\$442,602	\$Nil
Net Loss Per Share – Continuing Operations	\$0.02	\$0.04	\$0.02
Net Loss Per Share – Discontinued Operations	\$Nil	\$0.01	\$Nil
Total Assets	\$27,161	\$1,073,819	\$1,264,168
Total Long Term Financial Liabilities	\$Nil	\$682,793	\$Nil
Cash Dividends Declared per Share	\$Nil	\$Nil	\$Nil

Net loss from continuing operations was \$1,169,641 for the year ended January 31, 2017, compared to \$1,727,181 for the year ended January 31, 2016. The decrease in net loss is associated with a decrease in consulting fees, license fees, listing costs, professional fees, subcontract services and travel expense.

Net loss from continuing operations was \$1,727,181 for the year ended January 31, 2016, compared to \$426,691 for the period from July 17, 2014 to January 31, 2015. The increase in net loss is associated with the increase of office and general expense, professional fees, salaries and wages, subcontract services and travel expenses. The significant increase in net loss is also due to the fair value of shares of \$900,000 issued to acquire a revenue contract, offset by a gain of \$302,242 on the acquisition of Global Remote Technologies, LLC. The decrease in total assets was a result of amortization of property and equipment and intangible assets, offset by the increase in accounts receivable.

## SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's most recently completed fiscal quarters since inception:

	January 31, 2017 \$	October 31, 2016 \$	July 31, 2016 \$	April 30, 2016 \$
<b>Total Assets</b>	27,161	495,015	624,409	811,421
<b>Working Capital (Deficiency)</b>	(1,376,731)	(1,357,179)	(1,227,178)	(418,485)
<b>Revenue</b>	–	–	–	–
<b>Net Loss – Continuing Operations</b>	(445,091)	(251,993)	(379,248)	(93,309)
<b>Net Income (Loss) – Discontinued Operations</b>	20,641	(5,171)	67,235	(210,350)
<b>Loss per Share – Continuing Operations</b>	(0.01)	(0.01)	(0.01)	(0.00)
<b>Loss per Share – Discontinued Operations</b>	(0.00)	(0.00)	(0.00)	(0.01)

	January 31, 2016 \$	October 31, 2015 \$	July 31, 2015 \$	April 30, 2015 \$
<b>Total Assets</b>	1,073,819	1,357,589	1,189,402	1,150,098
<b>Working Capital (Deficiency)</b>	(233,191)	(4,003)	24,114	(54,968)
<b>Revenue</b>	202,423	259,409	171,966	–
<b>Net Loss – Continuing Operations</b>	(309,349)	(701,866)	(390,317)	(325,649)
<b>Net Loss – Discontinued Operations</b>	(200,330)	(242,272)	–	–
<b>Loss per Share – Continuing Operations</b>	(0.01)	(0.03)	(0.01)	(0.01)
<b>Loss per Share – Discontinued Operations</b>	(0.01)	(0.01)	(0.00)	(0.00)

*Factors causing significant variations in quarterly results are as follows:*

During the three months ended April 30, 2015, the Company did not earn any revenues, and incurred operating expenses of \$325,649, comprised mainly of \$61,204 of professional fees, \$30,500 of consulting fees, \$45,000 of license fees for the change in exchange rates, \$44,418 for the amortization of property and equipment, and \$75,183 for the amortization of licenses.

During the three months ended July 31, 2015, the Company earned \$171,966 of revenues, and incurred operating expenses of \$542,854, comprised mainly of \$118,261 of professional fees, \$172,315 of subcontract services, \$44,472 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

During the three months ended October 31, 2015, the Company earned \$259,409 of revenues, and incurred operating expenses of \$390,393, comprised mainly of \$113,428 of salaries and wages, \$62,221 of subcontract services, \$44,156 for the amortization of property and equipment, and \$77,084 for the amortization of licenses. The significant increase in net loss is mainly due to the fair value of shares of \$900,000 issued to acquire a revenue contract, offset by a gain of \$302,242 on the acquisition of Global Remote Technologies, LLC.

During the three months ended January 31, 2016, the Company earned \$202,423 of revenues, and incurred operating expenses of \$511,772, comprised mainly of \$20,207 of professional fees, \$139,167 of salaries and wages, \$189,358 of foreign exchange loss for the change in exchange rates, \$44,105 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

During the three months ended April 30, 2016, the Company did not earn any revenue, and incurred operating expenses of \$93,309, comprised mainly of \$6,100 of professional fees, \$4,933 of salaries and wages, \$63,232 of foreign exchange gain for the change in exchange rates, \$43,987 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

During the three months ended July 31, 2016, the Company did not earn any revenue, and incurred operating expenses of \$379,248, comprised mainly of \$43,742 of professional fees, \$181,319 of salaries and wages, \$26,936 of foreign exchange loss for the change in exchange rates, \$43,987 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

During the three months ended October 31, 2016, the Company did not earn any revenue, and incurred operating expenses of \$251,993, comprised mainly of \$92,603 of salaries and wages, \$43,987 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

During the three months ended January 31, 2017, the Company did not earn any revenue, and incurred operating expenses of \$352,101, comprised mainly of \$136,055 of salaries and wages, \$43,987 for the amortization of property and equipment, and \$77,083 for the amortization of licenses.

## **LIQUIDITY**

As the market for our product is relatively new, a need exists to expedite market penetration which we intend to accomplish by leveraging our existing relationships. Our marketing strategy for each business sector will vary slightly; however, our focus for 2017 is the energy opportunities. With our existing contacts in the oil patch, the company is using the exploration and production configurations to introduce prospective clients to our products and services. Our combination of services and products allow us to promote our services in many different ways. The Company realized its first revenues of \$633,798 during the year ended January 31, 2016.

As at January 31, 2017, the Company held assets totaling \$27,161, consisting of \$789 in cash, \$26,072 in promissory note receivable, \$1 in short-term investments, and \$299 in property and equipment. As at January 31, 2017, the Company had total liabilities of \$1,403,593, comprised of \$61,650 of accounts payable, notes payable of \$88,506 and \$1,253,437 of due to related parties.

As at January 31, 2017, the Company had working capital deficiency of \$1,376,731 as compared to a working capital deficiency of \$233,191 at January 31, 2016. During the year ended January 31, 2017, the Company was able to raise \$89,985 by way of proceeds from the issuance of notes payable.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

## **CAPITAL RESOURCES**

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

## **TRANSACTIONS WITH RELATED PARTIES**

- a) As at January 31, 2017, the Company owed \$554,030 (US\$425,000) (2016 – \$595,255 (US\$425,000)) to Prospector for the remaining consideration required under the agreement (Note 8). On March 18, 2015, the Company and Prospector entered into a Postponement Agreement, pursuant to which Prospector agreed to defer repayment of the remaining consideration of \$554,030 (US\$425,000) to May 1, 2017. Additionally, at January 31, 2017, the Company owed \$17,103 (US\$13,120) (2016 – \$nil) to Prospector for payments made on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.
- b) On October 1, 2014, the Company entered into an employment agreement with the Chief Executive Officer (“CEO”) of the Company for a base salary of US\$150,000 per annum, with a 5% increase per annum over a period of five years. During the year ended January 31, 2017, the Company incurred salaries and wages of \$210,995 (2016 - \$197,222) to the CEO of the Company. As at January 31, 2017, the Company owed \$440,230 (US\$304,260) (2016 – \$230,983 (US\$167,417)) to the CEO of the Company, which is unsecured, non-interest bearing, and due on demand. On March 18, 2015, the Company and the CEO of the Company entered into a Postponement Agreement, pursuant to which the CEO agreed to defer repayment of \$87,538 (US\$62,500) of the total owing to May 1, 2017.
- c) On September 1, 2015, the Company entered into an employment agreement with the President of the Company for a base salary of US\$150,000 per annum, with a 5% increase per annum over a period of five years. During the year ended January 31, 2017, the Company incurred salaries and wages of \$203,915 (2016 - \$70,311) to the President of the Company. As at January 31, 2017, the Company owed \$242,074 (US\$185,697) (2016 – \$33,247) to the President of the Company, which is unsecured, non-interest bearing, and due on demand.
- d) During the year ended January 31, 2017, the Company incurred consulting fees of \$nil (2016 - \$33,481) and professional fees of \$nil (2016 - \$10,000) to the former Chief Financial Officer (“CFO”) of the Company. At January 31, 2017, the Company owed \$nil (2016 – \$5,250) to the former CFO of the Company, which is included in accounts payable and accrued liabilities. The balance is unsecured, non-interest bearing, and due on demand.
- e) During the year ended January 31, 2017, the Company incurred professional fees of \$12,373 (2016 - \$22,208) to the CFO of the Company. At January 31, 2017, the Company owed \$7,200 (2016 – \$5,129) to the CFO of the Company, which is included in accounts payable and accrued liabilities. The balance is unsecured, non-interest bearing, and due on demand.

## **SHARE DATA**

*Capitalization as of January 31, 2017, and July 06, 2017:*

The Company is authorized to issue an unlimited number of common shares.

As at January 31, 2017, there are 42,071,338 common shares issued and outstanding. As at July 6, 2017, there are 42,071,338 common shares issued and outstanding.

### Stock Options

As at January 31, 2017, there were 200,000 stock options outstanding. As at July 6, 2017, there are no stock options outstanding.

### Share Purchase Warrants

As at January 31, 2017, there were 1,256,600 warrants outstanding. As at July 6, 2017, there are no warrants outstanding.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements that would require disclosure.

## **CRITICAL ACCOUNTING ESTIMATES**

The Company's critical accounting estimates include the useful life and amortization of property and equipment and intangible assets, measurement of share-based payments, and deferred income tax asset valuation allowances. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

## **CHANGES IN ACCOUNTING POLICIES**

The Company has not made any changes to its accounting policies. Management has considered that the following amendments, revisions and new IFRSs that are mandatory for annual periods beginning after January 31, 2017, or later periods might not have a material effect on our future disclosure, results and financial position:

- IFRS 9, *Financial Instruments*
- IFRS 15, *Revenue from Contracts with Customers*

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on our financial statements.

## **FINANCIAL AND OTHER INSTRUMENTS**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management activities include the preservation of its capital by minimizing risk related to its cash. The Company does not trade financial instruments for speculative purposes. The Company does not have a risk management committee nor written risk management policies. The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

### (a) Fair Values

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, and foreign exchange rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

	Fair Value Measurements Using			Balance, January 31, 2017 \$
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	\$	\$	\$	
Cash	789	–	–	789

The fair values of other financial instruments, which include notes receivable, short-term investment, accounts payable and accrued liabilities, notes payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The Company performs ongoing credit evaluations, does not require collateral and establishes an allowance for doubtful accounts based on the age of the receivable and the specific identification of receivables the Company considers at risk. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has exposure to currency risk from revenue and purchase transactions, as well assets and liabilities, denominated in US dollars. The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management believes that the risk from fluctuations in foreign exchange rates is not significant.

(e) 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 raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

e) Classification of financial instruments

Financial assets and liabilities included in the statement of financial position are as follows:

	January 31, 2017	January 31, 2016
Financial assets classified as fair value through profit or loss:		
Cash	\$ 789	\$ 53,885
Non-derivative financial liabilities:		
Trade payables	\$ 61,650	\$ 82,161
Due to related parties	1,253,437	859,485
Notes payable	88,506	154,066
	\$ 1,403,593	\$ 1,095,712

#### ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the year ended January 31, 2017, the Company did not generated revenue from operations. During the year ended January 31, 2017, the Company incurred salaries and wages of \$414,910, amortization of intangible assets of \$308,332, amortization of property and equipment of \$175,948, professional fees of \$75,497, foreign exchange gain of \$10,111, share-based compensation of \$25,717, a gain on dissolution of Global Remote Technologies, LLC of \$123,064, and impairment of intangible assets of \$216,054. The Company also recognized a net loss from discontinued operations of \$127,645 during the year ended January 31, 2017.

## **SUBSEQUENT EVENT**

The Company received a Cease Trade Order from the British Columbia Securities Commission on June 6, 2017 as a result of the Company's failure to file its annual audited financial statements, annual management's discussion and analysis and certification of its annual filings within the subscribed filing period.

After completion of this annual filing the Company is striving to complete its First Quarter ended April 30, 2017 and will apply to have the cease trade order lifted at that time.

## **DISCLOSURE OF INTERNAL CONTROLS**

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited consolidated financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.