FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Exro Technologies Inc. (the "Issuer").

Trading Symbol: XRO

SCHEDULE A: FINANCIAL STATEMENTS

The Issuer's condensed consolidated interim financial statements for the three and nine months ended September 30, 2017 are included in Schedule A attached.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Please see page 8 of the Management Discussion & Analysis (MD&A) attached as Schedule C. Please see Note 7 of the condensed consolidated interim financial statements for the three and nine months ended September 30, 2017 included in Schedule A

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
8/29/17	Common shares	Private Placement	3,000,000	$0.20	600,000	Cash	n/a	$41,324

During the three months ended September 30, 2017 the Issuer recognized that it had omitted 182,829 broker warrants issued in 2012 (the "Broker Warrants") from its disclosure record, including its long form prospectus dated July 28, 2017 and the Issuer's CSE Form 2A Listing Statement dated August 25, 2017. The Broker Warrants were granted in 2012 to Richardson GMP Ltd. (formerly Macquarie Private Wealth Inc.) in connection with a private placement. The Broker Warrants have an exercise price of $1.24 per share and expire on August 29, 2019. The Issuer's disclosure records, previous financial statements and Form 2A reflected the existence of 7,570 brokers warrants outstanding with the same terms as the Broker Warrants. The Issuer has updated its records to reflect the previous omission of the Broker Warrants.

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
8/31/17	300,000	Jonathan Ritchey, Director	n/a	$0.26	8/31/22	$0.26

3. Summary of securities as at the end of the reporting period.

As at September 30, 2017:

Security [i]	Number issued	Weighted average exercise price	Recorded Value
Common Shares	46,090,844	n/a	$ 18,921,400
Warrants	n/a	n/a	n/a
Brokers Warrants [iii]	1,235,290	$ 0.36	$ 108,900
Stock options [iii]	4,025,000	$ 0.21	$ 461,539
Common Shares held in Escrow[ii]	6,818,903	n/a	n/a

[i] There are no preferred shares and no securities with redemption or conversion provisions
[ii]There are no pooling agreements or any restriction on transfer other than shares held in Escrow
[iii] See note 10 of financial statements attached in Schedule A for details related to expiry date and specific exercise price for each warrant and option issuance

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Positions
Mark Godsy	CEO & Director
Jonathan Ritchey	Inventor, Founder, Director
Jill Bodkin	Director
Frank Borowicz	Director
Daniel Patrick McGahn	Director
Eamonn Percy	Director & consultant
Dr. Torsten Broeer	Chief Technology Officer
John Meekison	CFO & Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The Issuer's Management Discussion and Analysis for the three and nine months ended September 30, 2017 are included in Schedule C attached.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 29, 2017

Mark Godsy
Name of Director or Senior Officer

"Mark Godsy"
Signature

Director and CEO
Official Capacity

SCHEDULE A: FINANCIAL STATEMENTS

EXRO TECHNOLOGIES INC.

Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2017

(Unaudited)
(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, continuous disclosure requirement, if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the unaudited condensed consolidated interim financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these Unaudited Condensed Consolidated Interim Financial Statements in accordance with standards established by the Chartered Professional Accountants for a review of unaudited condensed interim financial statements by an entity's auditor.

(Expressed in Canadian dollars - Unaudited)

As at		**September 30, 2017**		**December 31, 2016**
ASSETS				
CURRENT ASSETS				
Cash	$	2,036,403	$	80,280
Amounts receivable (note 4)		40,583		31,082
Prepaid expense		260,166		-
		2,337,152		111,362
Deposits		9,564		-
Furniture and equipment (note 5)		42,829		-
TOTAL ASSETS	**$**	**2,389,545**	**$**	**111,362**
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities (note 6)	$	98,078	$	739,334
Due to related parties (note 7)		134,183		823,316
Promissory notes payable (note 9)		-		235,000
TOTAL LIABILITIES		232,261		1,797,650
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital (note 10)		18,392,400		12,824,557
Reserves		579,799		9,360
Deficit		(16,814,915)		(14,520,205)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		2,157,284		(1,686,288)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)	**$**	**2,389,545**	**$**	**111,362**

Amalgamation agreement (note 12)

These Condensed Consolidated Interim financial statements were authorized for issue by the Board of Directors on November 29, 2017. They are signed on the Company's behalf by:

"Mark Godsy" ____________________,
Director

"Jill Bodkin" ____________________,
Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements

Exro Technologies Inc. (formerly BioDE Ventures Ltd.)
Condensed Consolidated Interim Statements of Comprehensive Loss
(Expressed in Canadian dollars – Unaudited)

	For the three months ended September 30, 2017	For the three months ended September 30, 2016	For the nine months ended September 30, 2017	For the nine months ended September 30, 2016
EXPENSES				
Advertising and marketing	$ 25,778	$ -	$ 135,784	$ -
Amortization expense (note 5)	4,759	-	4,759	-
Investor relations	21,570	-	21,570	-
Office and rent	20,828	2,390	31,529	9,081
Payroll and consulting fees (note 7)	183,222	193,795	596,443	280,177
Professional fees	122,010	34,028	242,853	45,729
Research and development	1,617	-	1,617	-
Share-based payments (note 10)	461,539	-	461,539	-
Regulatory fees	15,649	-	16,504	-
Travel and entertainment	15,770	32	31,392	1,472
TOTAL EXPENSES	(827,742)	(230,245)	(1,543,990)	(336,396)
OTHER INCOME (EXPENSES)				
Listing expense (note 12)	(754,796)	-	(754,796)	-
Foreign exchange gain (loss)	1,765	6,191	(198)	3,771
Finance cost	-	(6,045)	-	(22,942)
Interest income	1,383	-	4,274	-
Gain on forgiveness of loan payable	-	35,989	-	35,989
TOTAL OTHER INCOME (EXPENSES)	(751,648)	36,135	(750,720)	16,818
NET AND COMPREHENSIVE LOSS	$ (1,624,390)	$ (194,110)	$ (2,294,710)	$ (319,578)
Loss per share - basic and diluted	$ (0.04)	$ (0.01)	$ (0.12)	$ (0.02)
Weighted average number of common shares outstanding	36,914,640	16,404,465	19,564,305	16,371,018

The accompanying notes are an integral part of these condensed consolidated interim financial statements

Exro Technologies Inc. (formerly BioDE Ventures Ltd.)
Condensed Consolidated Interim Statements of Shareholders' Equity
(Expressed in Canadian dollars - Unaudited)

	Number of outstanding shares		Share capital		Reserve		Deficit		Total shareholders' equity (deficit)
Balance, December 31, 2015	**16,360,071**	**$**	**12,764,645**	**$**	**9,360**	**$**	**(13,933,080)**	**$**	**(1,159,075)**
Private placement (note 10)	105,140		14,000		-		-		14,000
Shares issued for consulting fees	262,853		40,400		-		-		40,400
Net Loss	-		-		-		(319,578)		(319,578)
Balance, September 30, 2016	**16,728,064**	**$**	**12,819,045**	**$**	**9,360**	**$**	**(14,252,658)**	**$**	**(1,424,253)**
Shares issued for debt	41,399		5,512		-		-		5,512
Net Loss	-		-		-		(267,547)		(267,547)
Balance, December 31, 2016	**16,769,463**	**$**	**12,824,557**	**$**	**9,360**	**$**	**(14,520,205)**	**$**	**(1,686,288)**
Shares issued for debt (note 10)	7,530,339		1,506,068		-		-		1,506,068
Fair value of common shares held by BioDE shareholders prior to Amalgamation (note 10 and 12)	3,809,092		761,819		-		-		761,819
Fair value of shares issued on conversion of BioDE special warrants, net (note 10 and 12)	2,334,875		466,975		-		-		466,975
Fair value of broker warrants of BioDE (note 12)	-		-		8,000		-		8,000
Shares issued pursuant to subscription receipts received (note 10)	11,915,000		2,148,390		80,400		-		2,228,790
Shares issued for debt (note 10)	732,075		146,415		-		-		146,415
Private placement, net of issuance costs (note 10)	3,000,000		538,176		20,500		-		558,676
Share-based payments (note 10)	-		-		461,539		-		461,539
Net Loss	-		-		-		(2,294,710)		(2,294,710)
Balance, September 30, 2017	**46,090,844**	**$**	**18,392,400**	**$**	**579,799**	**$**	**(16,814,915)**	**$**	**2,157,284**

The accompanying notes are an integral part of these condensed consolidated interim financial statements

Exro Technologies Inc. (formerly BioDE Ventures Ltd.)
Condensed Consolidated Interim Statements of Cash Flows
For the nine months ended September 30, 2017 and 2016
(Expressed in Canadian dollars - Unaudited)

		2017		2016
OPERATING ACTIVITIES				
Net loss for the period	$	(2,294,710)	$	(319,578)
Interest paid		-		(30,362)
Items not involving cash:				
Amortization		4,759		-
Non-cash portion of listing expense		713,242		-
Share-based payments		461,539		-
Accrued interest		-		22,942
Accrued management fees		-		75,000
Accrued director fees		-		48,090
Gain on forgiveness of loan payable		-		(35,989)
Shares issued for consulting fees		-		40,400
		(1,115,170)		(199,497)
Net changes in non-cash working capital items:				
Amounts receivable		(3,975)		116,226
Prepaid expenses		(247,673)		(10,000)
Accounts payable and accrued liabilities		297,931		79,456
Cash used in operating activities		**(1,068,887)**		**(13,815)**
INVESTING ACTIVITIES				
Deposits		(9,564)		-
Purchase of equipment		(46,892)		-
Cash used in investing activities		**(56,456)**		**-**
FINANCING ACTIVITIES				
Proceeds from promissory notes payable		-		200,000
Repayment of loan payable		-		(107,028)
Proceeds from special warrants		-		14,000
Proceeds from subscription receipts		2,383,000		-
Proceeds from private placement		600,000		-
Share issue costs		(195,534)		-
Advance from BioDE pre-acquisition		294,000		-
Advances from related parties		-		33,765
Cash provided by financing activities		**3,081,466**		**140,737**
Change in cash		1,956,123		126,922
Cash, beginning of the period		80,280		65,833
Cash, end of the period	**$**	**2,036,403**	**$**	**192,755**

The accompanying notes are an integral part of these condensed consolidated interim financial statements

1 NATURE OF OPERATIONS

BioDE Ventures Ltd. ("BioDE") was incorporated under the British Columbia Business Corporations Act on February 11, 2014. On July 26, 2017, BioDE and its wholly owned subsidiary 10889001 BC Ltd. ("10889001") completed a transaction with Exro Technologies Inc. ("Exro" or the "Company") whereby, pursuant to an amalgamation agreement (the "Amalgamation Agreement"), 10889001 amalgamated with Exro and became the legal subsidiary of BioDE (Note 12). The transaction was accounted for as an acquisition of BioDE by Exro and therefore these financial statements include the historical financial information of Exro up to the completion of the transaction on July 26, 2017. On completion of the transaction, BioDE changed its name to Exro Technologies Inc.

The Company's shares are listed on the Canadian Securities Exchange and trades under the symbol "XRO".

The Company's head office is located at 2820-200 Granville Street, Vancouver, British Columbia, V6C 1S4. These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Corporation is working towards commercializing its patented Dynamic Power Management ("DPM") technology and proprietary system architecture for rotating electrical machines.

2 BASIS OF PREPARATION

(a) Statement of compliance

These Condensed Consolidated Interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements of Exro for the fiscal year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These financial statements follow the same accounting policies and methods of application as the annual financial statements of Exro for the year ended December 31, 2016.

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiary, DPM Technologies Inc. (formerly 1089001 B.C. Ltd.). All inter-company balances and transactions have been eliminated on consolidation.

(b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these Condensed Consolidated Interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Going concern of operation

These Condensed Consolidated Interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These Condensed Consolidated Interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2 BASIS OF PREPARATION (CONTINUED)

(d) Functional and presentation currency

These Condensed Consolidated Interim financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

3 SIGNIFICANT ACCOUNTING POLICIES

(a) Significant accounting judgements and estimates

With the exception of the significant accounting policies disclosed below, these consolidated condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended December 31, 2017.

(b) Share-based payments

Share-based compensation to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and expensed over the vesting periods. Share-based compensation to non-employees is measured at the fair value of the goods or services received or the fair value of the equity instruments issued if the fair value of the goods or services cannot be reliably measured, and is recorded at the date the goods or services are received. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to contributed surplus.

(c) Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Any previously recorded share-based payment included in the reserves account is transferred to share capital on exercise of options. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from issuance of units are allocated between common shares and warrants based on the residual method. Under this method, the proceeds are allocated first to share capital based on the fair value as determined by the quoted bid price of the common shares and any residual value is allocated to the warrants reserve. Consideration received for the exercise of warrants is recorded in share capital, and any related amount recorded in warrants reserve is transferred to share capital. Charges for options or warrants that are cancelled or expire are reclassified from contributed surplus to deficit.

(d) Property and equipment

Furniture and equipment are recorded at cost and amortized at the following annual rates, with 50% amortization in the year of purchase:

Furniture and equipment	20%	declining balance

(Expressed in Canadian dollars - Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Significant accounting estimates and judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These 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. Actual outcomes could differ from these estimates.

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

i. The inputs used in valuing share based payments; and

ii. The fair values assigned to assets and liabilities in the purchase price allocation related to asset acquisition (note 12).

Critical accounting judgments

i. The determination of categories of financial assets and financial liabilities;

ii. The assessment of whether an acquisition meets the definition of a business or whether assets are acquired.

4 AMOUNTS RECEIVABLE

		September 30, 2017		December 31, 2016
Other receivable	$	7,000	$	-
GST receivable		33,583		31,082
	$	40,583	$	31,082

(Expressed in Canadian dollars - Unaudited)

5 FUNITURE AND EQUIPMENT

		Furniture and Equipment
Cost		
Balance, December 31, 2016	$	-
Additions		47,587
Balance, September 30, 2017	$	47,587
Accumulated amortization		
Balance, December 31, 2016	$	-
Amortization for the period		4,759
Balance, September 30, 2017	$	4,759
Carrying amounts		
At December 31, 2016	$	-
At September 30, 2017	$	42,829

6 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		September 30, 2017		December 31, 2016
Accounts payable	$	87,411	$	703,334
Accrued liabilities		10,667		36,000
	$	98,078	$	739,334

7 RELATED PARTY TRANSACTIONS

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. For the nine months ended September 30, 2017 and 2016, the following expenses were incurred to the Company's key management:

		September 30, 2017		September 30, 2016
Management fees	$	202,454	$	175,590
Share based compensation		141,828		-
	$	344,282	$	175,590

As at September 30, 2017, the Company was indebted to the CEO of the Company in the amount of $39,510 (December 31, 2016 – 495,924).

As at September 30, 2017, the Company was indebted to directors and officers of the Company in the amount of $94,673 (December 31, 2016 - $327,392).

All due to related party payable amounts are unsecured, non-interest bearing, and due on demand.

8 LOANS PAYABLE

During the nine months ended September 30, 2017, the Company accrued interest expense of $nil (2016 – $22,942). This loan was repaid on August 25, 2016, with a payment of $137,390.

9 PROMISSORY NOTE PAYABLE

During the period, the Company borrowed additional promissory notes with BioDE of $294,000 for a total of $529,000. On July 26, 2017, this amalgamation was completed and has been eliminated on consolidation (Note 12).

10 SHARE CAPITAL

(a) Authorized common shares

There are an unlimited number of common shares without par value authorized for issue.

Pursuant to the amalgamation transaction on July 26, 2017, the Company consolidated its issued and outstanding common shares, stock options and outstanding warrants using an effective exchange ratio of 1 pre-amalgamation common shares, options and warrants to 0.525706 post amalgamation shares, options and warrants.

As a result of the share consolidations, the number of common shares, options and warrants presented in these financial statements, and the exercise price for each option and warrant, and the calculated weighted average number of common shares issued and outstanding for the purpose of loss per share calculations are based on the post-consolidation shares for all years presented.

(b) Issued

At September 30, 2017, the Company had 46,090,844 common shares issued and outstanding (December 31, 2016 – 16,769,463).

During the nine months ended September 30, 2017, the following share capital transactions occurred:

- On April 10, 2017, the Company completed a private placement of 11,915,000 subscription receipts at a price of $0.20 per subscription receipt for the proceeds of $2,383,000. Each subscription receipt entitles the holder to receive, without payment of any additional consideration or need for further action, one common share ("Share") of the Company. Finder's fees of $154,210 and brokers warrants were issued with an exercise price of $0.20 per share and a two-year expiry. The fair value of the warrants $80,400 were issued as shares. The shares were issued as of the date of amalgamation (note 12).
- On April 27, 2017, the Company issued 732,075 common shares at a rate of $0.20 per share to settle debts totaling $146,415.
- On July 26, 2017, the Company issued 7,530,339 common shares at a rate of $0.20 per share to settle debts totaling $1,506,068;
- On July 26, 2017, the Company issued 3,809,092 common shares to shareholders who held common shares of BioDE pre-amalgamation;
- On July 26, 2017, the Company issued 2,334,875 common shares to the holders of special warrants that were issued by BioDE for cash received pre-amalgamation; and
- On August 29, 2017 the Company completed a private placement and issued 3,000,000 common shares (the "Common Shares") at a price of $0.20 per Common Share for gross proceeds of $600,000. The Company paid finders fees of $41,324 and issued 196,630 brokers warrants related to the Private Placement. Each brokers' warrant entitles the holder to purchase one Common Share at $0.20 for a period of two years from the issuance date. The brokers' warrants had a fair value of $20,500 and are subject to a hold period expiring four months plus one day following the date of issuance.

(Expressed in Canadian dollars - Unaudited)

10 SHARE CAPITAL (CONTINUED)

(b) Issued (continued)

During the year ended December 31, 2016, the following share capital transactions occurred:

- On August 23, 2016, the Company issued 105,140 shares for proceeds of $14,000;
- On September 30, 2016, the Company issued 262,853 shares to management and consultants for consulting fees with a fair value of $40,400.
- In December 2016, the Company issued 41,399 shares to a consultant to settle outstanding debt. The fair value of these shares was $5,512.

(c) Stock options

The Company's incentive stock option plan (the "Option Plan") provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares.

On December 15, 2015, the BioDE adopted a stock option plan (the "Stock Option Plan") which was assumed by the Company upon Amalgamation. The Stock Option Plan provided for the granting of options to employees, officers, directors, consultants and scientific advisory board members. The Stock Option Plan was subsequently amended on September 20, 2017 to a fixed plan from a 10% rolling plan (the "Amended and Restated Stock Option Plan").

The maximum number of common shares issuable under the Amended and Restated Stock Option Plan is fixed at 8,400,000 common shares. Under the Amended and Restated Stock Option Plan, the maximum number of common shares that may be optioned in favour of any single individual will not exceed 5% of the issued and outstanding common shares at the date of grant. The maximum number of common shares that may be optioned in favour of directors and senior officers under the Stock Option Plan is 10% of the issued and outstanding common shares at the date of grant.

During the nine months ended September 30, 2017 and 2016, the Company recorded share-based payments of $461,539 and $nil, respectively. The fair values of share options granted during the nine months ended September 30, 2017 are estimated using the Black-Scholes option pricing model with the following weighted-average assumptions:

	2017	2016
Risk-free interest rate	1.52%	nil
Estimated annualized volatility based on comparable companies	110%	nil
Expected life	5 years	nil
Expected dividend yield	0%	nil
Exercise price	$ 0.20	nil
Fair value	$ 0.16	nil
Share price	$ 0.21	nil

The vesting terms for the stock options issued August 21, 2017 were as follows:

- 2,679,000 of the options issued were vested immediately
- 75,000 of the options vested 50% upon issuance, 17% after one year, 17% after two years and 16% three years after date of issue
- 971,000 of the options will vest 33% after three months and 22% after one year, 22% after two years and 23% three years after date of issue

The 300,000 stock options issued August 31, 2017 will vest 50% on February 28, 2019 and 50% August 31, 2020.

(Expressed in Canadian dollars - Unaudited)

10 SHARE CAPITAL (CONTINUED)

(c) Stock options (continued)

Stock option transactions and the number of stock options outstanding are summarized below:

	Number	Weighted Average Exercise Price $
Balance, December 31, 2015 and 2016	**-**	**-**
Granted	4,025,000	0.21
Balance, September 30, 2017	**4,025,000**	0. 21

Date of Expiry	Exercise Price	Number of Options Outstanding	Number of Options Exercisable
August 22, 2022	$0.20	3,725,000	2,716,500
August 31, 2022	$0.26	300,000	-
Balance, September 30, 2017		**4,025,000**	**2,716,500**

As of September 30, 2017, the weighted average remaining life for outstanding options was 4.9 years.

(d) Brokers Warrants

	Number	Weighted Average Exercise Price
		$
Balance, December 31, 2015 and 2016	**190,890**	**1.24**
Issued	1,044,400	0.20
Balance, September 30, 2017	**1,235,290**	**0.36**

		Number of Warrants	
Expiry Date	Exercise Price	September 30, 2017	December 31, 2016
August 29, 2019	$1.24	190,890	190,890
August 29, 2019	$0.20	76,720	-
August 29, 2019	$0.20	967,680	-
Balance, September 30, 2017		**1,235,290**	**190,890**

The fair value of the 967,680 finders' warrants was estimated to be $100,900 using the Black-Scholes option price model with the following assumptions: an expected volatility of 100%, an expected life of two years, a risk-free rate of 1.5% and a dividend yield of Nil.

The fair value of the 76,720 finders' warrants issued by BioDE was estimated to be $8,000 (note 12).

(e) Shares in Escrow

During the nine months ended September 30, 2017, the Company entered into an escrow agreement with certain insiders and shareholders. Pursuant to the escrow agreement, 7,576,556 common shares were to be held in escrow, of which 10% were released on August 29, 2017, which was the date the common shares of the Company were listed and posted for trading on the exchange, and 15% will be released every six months thereafter to August 29, 2020. As at September 30, 2017, 6,818,903 common shares are remain held in escrow.

11 FINANCIAL INSTRUMENTS

The Company has designated its cash as fair value through profit or loss, finders' fees receivable as loans and receivables and accounts payable and accrued liabilities, related party payable and notes payable as other financial liabilities.

(a) Fair value

At September 30, 2017 and December 31, 2016, the carrying values of cash, finder's fees receivable, accounts payable and accrued liabilities, related party payable and loan payable approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company uses a fair value hierarchy to reflect the significance of the inputs used in making the measurements. The nine levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3: Inputs that are not based on observable market data.

There were no transfers between Level 1, 2 and 3 during the period. At September 30, 2017 and December 31, 2016, the Company has designated its financial instruments as level 1.

(b) Financial risk management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, liquidity risk, and market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at September 30, 2017, the Company's exposure to credit risk is the carrying value of cash. The Company reduces its credit risk by holding its cash at a major Canadian financial institution.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

September 30, 2017, the Company had cash of $2,036,403, accounts payable and accrued liabilities of $98,078and related party payable of $134,183. All accounts payable and accrued liabilities are due within 90 days. The Company assesses the liquidity risk as low.

Market risk

Market risk consists of currency risk, interest rate risk and other price risk. These are discussed further below.

11 FINANCIAL INSTRUMENTS (CONTINUED)

Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate due to changes in foreign exchange rates. The Company has financial assets and financial liabilities denoted in US dollars and is therefore exposed to exchange rate fluctuations. The Company determined that it is not exposed to significant foreign exchange risk.

Interest rate risk

Interest rate risk consists of two components:

i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
ii) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity.

Other price risk

Other price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

12 AMALGAMATION AGREEMENT

On November 7, 2016, and as amended on November 15, 2016, BioDE and its wholly owned subsidiary, 10889001, entered into an Amalgamation Agreement with Exro. Pursuant to the Amalgamation Agreement, Exro amalgamated with 10889001. Exro exchanged all post-consolidation (Note 10) shares issued and outstanding into an equal number of BioDE shares. The transaction was completed July 26, 2017.

The Amalgamation was accounted for as a reverse takeover whereby Exro is reflected as the accounting acquirer and BioDE as the accounting acquiree. Management has evaluated that BioDE did not meet the definition of a business as defined by IFRS 3 as it did not have the inputs and processes necessary to produce outputs. Consequently, the Amalgamation was accounted as an acquisition of BioDE's net assets and reporting issuer status by the issuance of shares of Exro to BioDE's shareholders. The BioDE share capital and retained earnings has been eliminated in these consolidated condensed interim financial statements.

(Expressed in Canadian dollars - Unaudited)

12 AMALGATION AGREEMENT (CONTINUED)

The cost of the transaction in excess of the net assets of BioDE has been reflected as an expense, being the cost of obtaining a listing of Exro's shares on the CSE as follows:

Cost of Amalgamation		
Fair value of shares held by shareholders of BioDE[(i)]	$	1,228,793
Fair value of the broker warrants of BioDE[(ii)]		8,000
Legal and professional fees related to Amalgamation		90,511
Total cost of acquiring BioDE	$	1,327,304
Fair Value of BioDE assets acquired, net of liabilities		
Cash	$	48,957
Accounts receivable		5,526
Prepaid expense		12,493
Promissory note receivable		529,000
Fixed assets		696
Accounts payable and accrued liabilities		(24,164)
Net assets		572,508
Excess recorded as listing expense	$	754,796

i) The fair value of the shares of the Resulting issuer that will be held by shareholders of BioDE was determined based on there being 6,143,967 common shares issued and outstanding as of the date of amalgamation. This consists of 3,809,092 common shares issued and outstanding as at July 26, 2017 plus an additional 2,334,875 common shares issued after the conversion of 2,334,875 special warrants issued previously issued by BioDE. The fair value of the 6,143,967 common shares was determined using a price of $0.20 per share being the price of the April 10, 2017 financing (note 10).

ii) Pursuant to BioDE's special warrant financing, 76,720 broker warrants became issuable upon completion of the Amalgamation. The broker warrants have an exercise price of $0.20 and will expire in two years. The fair value of the warrants was estimated to be $8,000 using the Black-Scholes option price model with the following assumptions: an expected volatility of 100%, an expected life of two years, a risk-free rate of 1.5% and a dividend yield of Nil.

13 SUBSEQUENT EVENTS

Subsequent to September 30, 2017 the Company issued 300,000 stock options at an exercise price of $0.28.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The following is a discussion of the financial condition and results of operations of Exro Technologies Inc. ("Exro", the "Company", "we", "our") during the nine months ended September 30, 2017, and to the date of this report. The following management discussion and analysis ("MD&A") should be read in conjunction with the Company's condensed consolidated interim financial statements for three and nine months ended September 30, 2017, which have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the fiscal year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 13. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of November 29, 2017.

BUSINESS OVERVIEW

The Company is commercializing its proprietary Dynamic Power Management ("DPM") which is a patented technology and proprietary system architecture for rotating electrical machines, to address the growing demand for more efficient, reliable and robust electrical generators and motors to service the sustainable and renewable electricity generation industry, as well as variable load industrial and commercial applications for motors. The Company currently does not generate revenue.

Exro has built six DPM prototypes. The final prototype has undergone independent testing by i2r Solutions Inc., a technology company with expertise in rotating electric machines. Testing has demonstrated energy efficiency gains.

In the last six years Exro refocused its energies away from the generator industry to a wider variety of commercialization options with the DMP Technology. Exro recently signed a commercial co-development agreement with a leading supplier of drone propulsion systems.

MATERIAL EVENT

On November 7, 2016, the Company entered into an amalgamation agreement with BioDE Ventures Ltd. ("BioDE") and BioDE's wholly owned subsidiary, 1089001 BC Ltd. ("Newco"), to combine businesses with Newco. Upon amalgamation, the Company exchanged all issued and outstanding common shares into BioDE shares at an exchange ratio of approximately one Exro share for 0.5257 BioDE shares. On July 26, 2017, this amalgamation agreement was completed and the Company's shareholders hold approximately 86% of all BioDE shares issued and outstanding.
The Amalgamation was accounted for as a reverse takeover whereby Exro is reflected as the accounting acquirer and BioDE as the accounting acquiree. Management evaluated that BioDE did not meet the definition of a business as defined by IFRS 3. Consequently, the Amalgamation was accounted as an acquisition of BioDE's net assets and reporting issuer status by the issuance of shares of the Company to BioDE's shareholders. The BioDE share capital and retained earnings were eliminated in the proforma consolidation. The cost of the transaction in excess of the net assets of BioDE was reflected as an expense, being the cost of obtaining a listing of Exro's shares on the CSE.

QUARTERLY HIGHLIGHTS

- Exro has established a test and development facility to support collaborations with parties interested in licensing the Company's technology. The facility was set up by Dr. Torsten Broeer, Exro's Chief Technology Officer. The facility has space for the Company's current and near-term requirements.
- Exro has also secured office space in downtown Vancouver which now serves as the Company's corporate headquarters, and has expanded its technical staff with two electrical engineers to support the Company's technology development and collaboration initiatives.

- Exro is continuing to work with Northwest UAV (NWUAV), the world's leading supplier of drone propulsion systems, to validate that an Exro enabled generator can improve the electrical power generation system efficiencies on an Internal Combustion Engine (ICE) based drone propulsion systems. Exro is in the later stages of executing its co-development work, and expects there will be a system evaluation at NWUAV's facility in Oregon.
- The Company has started a second initiative focused on integrating its technology into a motor for electric bicycles. On completion, the Company plans to do the same integration as though the motor was a generator, at which point the two technologies will merge to form a reversible machine - a single rotating machine that will act as a motor for acceleration and as a generator during deceleration. Exro's goal is to show improvement in energy consumption, which will also be important for many electric vehicles.
- Dr. James Tansey has joined Andreas Truckenbrodt, Jamie Chapman and James Topham on the Company's Advisory Board. Dr. Tansey is the Director of Sustainability at the Sauder School of Business at the University of British Columbia.

TECHNOLOGIES

Exro's business model is to develop licensee partners that are established in their respective markets, specifically those that welcome innovation in their product lines that have adequate internal engineering capacity, growing sales and an existing customer base. The business model is scalable, requiring much lower capital investment than building a manufacturing business. This approach offers the opportunity to address several market segments concurrently, incrementally and in rapid succession by building on earlier success.

Exro has built an intellectual property base and intends to protect and commercialize new innovations. By licensing its technology, Exro will focus on its core competency in a field dominated by large players, and allow its partners do what they do best in manufacturing and fielding products. Exro will work closely with development partners and customers to integrate its technology into their products and develop new intellectual property for Exro where it comes into being.

Exro's technology and intellectual property is wholly-owned in seven patent families providing or seeking global protection in strategically important countries. There are fourteen granted patents and seven pending applications.

OUTLOOK

Like all start-ups, our goal is to become profitable as quickly as possible without stunting growth. This will take place through revenue generated from licensing the Company's technology – including for example royalties, additional payments based upon additional electricity generation or savings, and licensing fees. The Company's technology is intended to make electric motors and generators used in variable settings “intelligent”, leading to more efficient operation.

Exro's future will be focused on securing and processing strategic licensing arrangements. It is the Company's goal to evolve every collaboration into a commercial licensing arrangement. The central purpose of a collaboration will be to determine the economic benefits when the Company's technology is integrated into a particular electric motor or a generator for a particular application. This process will become more systematized as third party commercial case studies demonstrate efficiencies in target applications.

At this stage, the Company's focus is to secure several collaborations, maximizing the technology in house as the Company further expands its IP portfolio. The Company's longer-term goal is to engage in as many collaborations as possible, licensing our technology for the mutual benefit of all parties, while protecting our fundamental technology.

AMALGAMATION

On November 7, 2016, and as amended on November 15, 2016, the Company and its wholly owned subsidiary, 10889001, entered into an Amalgamation Agreement with Exro. Pursuant to the Amalgamation Agreement, Exro amalgamated with 10889001. The Company exchanged all common shares issued and outstanding into BioDE shares at an exchange ratio of approximately one Exro share for 0.5257 of the Company's shares. This transaction was completed July 26, 2017.

The Amalgamation was accounted for as a reverse takeover whereby Exro is reflected as the accounting acquirer and BioDE as the accounting acquiree. Management has evaluated that BioDE did not meet the definition of a business as defined by IFRS 3. Consequently, the Amalgamation was accounted as an acquisition of BioDE's net assets and reporting issuer status by the issuance of shares of the Company to BioDE's shareholders. The BioDE share capital and retained earnings has been eliminated in these consolidated condensed interim financial statements.

On April 21, 2017, the Company entered into an agreement to sell the rights, benefits and privileges of its existing legacy technology to BioHEP Technologies Ltd. ("BioHEP"), a company that has directors in common with BioDE. The technology consisted of a License Agreement and Patents (the "Biotech Assets"). The purchase price of $450,000 was paid by the issuance of 540,050 shares of BioHEP. The value of the Biotech Assets is supported by a fairness opinion made by an independent valuation consultant. Pursuant to the terms of the Amalgamation, the proceeds received from the sale of Biotech Assets were to be distributed to the shareholders of BioDE who were shareholders of as of November 7, 2016 by way of a dividend.

The cost of the transaction in excess of the net assets of BioDE has been reflected as an expense, being the cost of obtaining a listing of Exro's shares on the CSE as follows:

Cost of Amalgamation		
Fair value of shares held by shareholders of BioDE[(i)]	$	1,228,793
Fair value of the broker warrants of BioDE[(ii)]		8,000
Legal and professional fees related to Amalgamation		90,511
Total cost of acquiring BioDE	$	1,327,304
Fair Value of BioDE assets acquired, net of liabilities		
Cash	$	48,957
Accounts receivable		5,526
Prepaid expense		12,493
Promissory note receivable		529,000
Fixed assets		696
Accounts payable and accrued liabilities		(24,164)
Net assets		572,508
Excess recorded as listing expense	$	754,796

ii) The fair value of the shares of the Resulting issuer that will be held by shareholders of BioDE was determined based on there being 6,143,967 common shares issued and outstanding as of the date of amalgamation. This consists of 3,809,092 common shares issued and outstanding as at July 26, 2017 plus an additional 2,334,875 common shares issued after the conversion of 2,334,875 special warrants issued previously issued by BioDE. The fair value of the 6,143,967 common shares was determined using a price of $0.20 per share being the price of the Concurrent Financing (note 10).

iii) Pursuant to BioDE's special warrant financing, 76,720 broker warrants became issuable upon completion of the Amalgamation. The broker warrants have an exercise price of $0.20 and will expire in two years. The fair value of the warrants was estimated to be $8,000 using the Black-Scholes option price model with the following assumptions: an expected volatility of 100%, an expected life of two years, a risk-free rate of 1.5% and a dividend yield of Nil.

RESULTS OF OPERATIONS AND SELECTED QUARTERLY FINANCIAL DATA

Selected quarterly financial data

	Quarter ended	Revenue	Net loss and comprehensive loss	Basic and diluted loss per common share	Weighted average number of common shares
Q3/17	September 30, 2017	$ -	$ (1,624,390)	$ (0.04)	36,914,640
Q2/17	June 30, 2017	-	(345,007)	(0.01)	32,878,321
Q1/17	March 31, 2017	-	(325,313)	(0.01)	31,898,943
Q4/16	December 31, 2016	-	(267,547)	(0.01)	31,898,943
Q3/16	September 30, 2016	-	(194,110)	(0.01)	31,204,637
Q2/16	June 30, 2016	-	(52,233)	(0.01)	31,120,193
Q1/16	March 31, 2016	-	(73,797)	(0.00)	31,120,193
Q4/15	December 31, 2015	-	(199,021)	(0.01)	31,120,193

The Company is showing trends of expansion and increased activity over the last eight quarters. During Q3/17 the Company opened offices and lab space and began actively working on developing the technology. The Company also incurred a listing expense of $754,796 during Q3/17.

For the three months ended September 30, 2017, compared to the three months ended September 30, 2016

During the three months ended September 30, 2017, the Company incurred a net and comprehensive loss of $1,624,390 (2016 – $194,110).

Professional fees increased from $34,028 to $122,010 during the three months ended September 30, 2017. The $87,982 increase was primarily the result of additional accounting, audit and legal fees related to the amalgamation and listing application. Legal fees also increased as a result of an increase in patent related work relative to the same period last year.

Share based payments expense was $461,539 for the three months ended September 30, 2017 (2016 – nil). During the period 4,025,000 were granted of which 2,716,500 were vested. There were no options issued or vested in the same period last year. The fair value of options were measured using the black-sholes option pricing model.

Investor relations expense of $21,570 (2016 – nil) and regulatory fees of $15,649 (2016 – nil) were incurred during the quarter ended September 30, 2017 as Exro began trading on the CSE August 29, 2017.

Marketing expense of $25,778 and travel expense of $15,770 were also new expenses as the Company began its campaign to expand the applications of its technology. These costs included conference and website work.

Finance costs were nil, a decrease of $4,426, as a result of no debt outstanding during the three months ended September 30, 2017.

For the nine months ended September 30, 2017, compared to the nine months ended September 30, 2016

During the nine months ended September 30, 2017, the Company incurred a net and comprehensive loss of $2,294,710 (2016 – $319,578).

Payroll and consulting expense increased by $316,266 to $596,443 (2016 - $280,177) during the nine months ended September 30, 2017. The increase was a result of increased engineering and business development work which commenced after the amalgamation agreement was signed in November 2016. There was no engineering work and less business development work during the nine months ended September 30, 2016.

Professional fees increased from $45,729 to $242,853 during the nine months ended September 30, 2017. The $197,124 increase was primarily the result of additional accounting, audit and legal fees related to the amalgamation and listing application. Legal fees also increased as a result of an increase in patent related work relative to the same period last year.

Share based payments expense was $461,539 for the nine months ended September 30, 2017 (2016 – nil). During the period 4,025,000 were issued of which 2,716,500 were vested. There were no options issued or vested in the same period last year. The fair value of options were measured using the black-sholes option pricing model.

Investor relations expense of $21,570 (2016 – nil) and regulatory fees of $16,504 (2016 – nil) were incurred during the nine months ended September 30, 2017 as Exro began trading on the CSE August 29, 2017.

Advertising and Marketing expense of $135,784 (2016 – nil) and travel expense of $31,392 (2016 – $1,472) for the nine months ended September 30, 2017 increased over the same period last year as the Company began its campaign to expand the applications of its technology. These costs included conference attendance and website work.

Finance costs were nil, (2016 – $22,942) a decrease of $22,942, as a result no debt outstanding during the nine months ended September 30, 2017.

OUTSTANDING SHARE DATA

As of November 29, 2017, there were 46,090,844 Common Shares issued and outstanding, and other securities convertible into Common Shares as summarized in the following table:

	Number Outstanding as of November 29, 2017[(1)]	Number Outstanding as of September 30, 2017
Common Shares issued and outstanding	46,090,844	46,090,844
Options	4,325,000	4,025,000
Warrants	-	-
Broker Warrants	1,235,290	1,235,290

(1) As at September 30, 2017, 6,818,903 common shares are held in escrow.

During the nine months ended September 30, 2017, the following share capital transactions occurred:

- On April 10, 2017, the Company completed a private placement of 11,915,000 subscription receipts at a price of $0.20 per subscription receipt for the proceeds of $2,383,000. Each subscription receipt entitles the holder to receive, without payment of any additional consideration or need for further action, one common share ("Share") of the Company. Finder's fees of $154,210 and brokers warrants were issued with an exercise price of $0.20 per share and a two-year expiry. The fair value of the warrants $80,400 were issued as shares. The shares were issued as of the date of amalgamation (note 12).
- On April 27, 2017, the Company issued 732,075 common shares at a rate of $0.1051 per share to settle debts totaling $146,415.
- On July 26, 2017, the Company issued 7,530,339 common shares at a rate of $0.20 per share to settle debts totaling $1,506,068;
- On July 26, 2017, the Company issued 3,809,092 common shares to shareholders who held common shares of BioDE pre-amalgamation;
- On July 26, 2017, the Company issued 2,334,875 common shares pursuant to special warrants raised pre-amalgamation; and
- On August 29, 2017 the Company completed a private placement and issued 3,000,000 common shares (the "Common Shares") at a price of $0.20 per Common Share for gross proceeds of CDN$600,000 (the "Proceeds"). The Company paid finders fees of $41,324 and issued 196,630 brokers warrants related to the Private Placement. Each brokers' warrant entitles the holder to purchase one Common Share at $0.20 for a period of two years from the issuance date. The brokers' warrants had a fair value of $20,500 and are subject to a hold period expiring four months plus one day following the date of issuance

SOURCES AND USES OF CASH

	YTD 2017 $	YTD 2016 $
Cash used in operating activities	(1,068,887)	(13,815)
Cash used in investing activities	(54,736)	-
Cash provided by financing activities	3,079,746	140,737
Net (decrease) increase in cash and cash equivalents	1,387,005	126,922
Ending cash balance at September 30	2,036,403	192,755

Cash used in operating activities is comprised of net loss, add-back of non-cash expenses, and net change in non-cash working capital items. Cash used in operating activities increased to $1,068,887 in YTD 2017 compared to $13,815 in YTD 2016. This increase of $1,055,072 is primarily due to changes in working capital and a significantly higher net loss for the period after non-cash adjustments.

Cash used in investing activities during YTD 2017 was primarily related to the purchase of $46,892 of equipment for the engineering lab. There were no investments in equipment in YTD 2016.

Cash provided by financing activities increased by $2,939,009 in YTD 2017 as compared to the amount reported in YTD 2016. On July 26, 2017, the Company converted outstanding subscription receipts to common shares for 2,383,000 and closed a private placement of $600,000 at a price of $0.20 per share, for aggregate gross proceeds to the Company of $2,983,000. Share issue cash costs were $195,534. During the nine months ended September 30, 2017, BioDE Ventures advanced $294,000 prior to the amalgamation.

On July 28, 2017 the Company issued a non-offering prospectus which described a proposed use of proceeds for funds on hand at that time. The following table sets out a comparison of management's current estimate of how the Company used the net proceeds following the acceptance of the prospectus by the BC Securities Commission.

	Proposed principal Purpose for Use of Funds Available	Estimated and Unaudited Actual Use of Proceeds to Aug 1- Nov 20, 2017
Engineering staff	506,500	102,000
Management and consultants	353,500	147,000
Equipment	535,800	56,000
Professional fees – audit and general legal	48,950	35,000
Patents and related professional fees	100,000	15,000
Regulatory related expenses after listing	19,100	11,000
Travel	138,900	20,000
Office, research facilities and general administration	66,750	60,000
Marketing and related	126,500	27,000
Investor relations/conferences	60,000	22,000
Unallocated working capital	92,000	
Estimated remaining costs related to listing	125,000	121,000
Applied unallocated private placement August 29, 2017 (i)	-	(558,000)
Total	**$2,173,000**	**$58,000**

(i) In addition to the $2,048,000 on hand August 1, 2017, the Company raised an additional net proceeds of $558,676 from a private placement on August 29, 2017 for general working capital purposes. This item was included in applied unallocated capital.

Consultants, office, research facilities, and general administration were higher than expected as subsequent to the issuance of the non-offering prospectus on July 28, 2017, the Company made a strategic decision to open a testing laboratory in Victoria BC to support development activities with potential customer and partners. This additional spending was expected to be funded by the additional private placement on August 29, 2017.

The prospectus also detailed business objectives and milestones. The milestone to create a detailed plan for UAV/Drone project research is expected to be completed in December 2017 whereas the original plan was to complete this in September.

SUBSEQUENT EVENTS

Subsequent to September 30, 2017 the Company issued 300,000 stock options at an exercise price of $0.28.

LIQUIDITY AND CAPITAL RESOURCES

At September 30 2017, the Company had cash of $2,036,403, accounts payable and accrued liabilities of $98,078, and a related party payable of $134,183. All accounts payable and accrued liabilities are due within 90 days. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties cast doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the nine months ended September 30, 2017.

PROPOSED TRANSACTIONS

There are no proposed transactions.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

APPROVAL

The Company's Board of Directors has approved the Company's financial statements for the nine months ended September 30, 2017. The Company's Board of Directors has also approved the disclosures contained in this MD&A.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. As at September 30, 2017 and December 31, 2016, the following expenses were incurred to the Company's key management:

.1		June 30, 2017		September 30, 2016
Management fees	$	202,454	$	175,590
Share based compensation		141,828		-
	$	344,282	$	175,590

As at September 30, 2017, the Company was indebted to the CEO of the Company for management services in the amount of $39,510 (December 31, 2016 – $495,924). During the nine months ended September 30, 2017, the CEO settled $480,314 of past debt with the issuance of common shares. During the nine months ended September 30, 2017, the company incurred $85,000 consulting expense from 0711626 BC Ltd., a company controlled by the CEO. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

As at September 30, 2017, the Company was indebted to Novatron Enterprises Inc., a company controlled by the Company's founder, director and former Chief Technology Officer, for consulting services provided in the amount of $8,400 (December 31, 2016 - $263,198). During the nine months ended September 30, 2017, Novatron settled $239,047 of past debt with the issuance of common shares. During the nine months ended September 30, 2017, the company incurred $61,000 consulting expense from Novatron. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

As at September 30, 2017, the Company was indebted to Fehr & Associates, a company controlled by Ann Fehr, CFO of the Company, in the amount of $54,542. Ann Fehr worked as a consultant prior to being appointed CFO in February 2017. The Company incurred $34,902 consulting expense from Fehr & Associates since Ms. Fehr's appointment as an officer. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

As at September 30, 2017, the Company was indebted to Integratio Consulting Inc., a company controlled by Torsten Broeer, CTO of the Company, for services provided and expense reimbursements in the amount of $26,481 (December 31, 2016 - $nil). The company incurred $67,552 consulting expense from Integratio since Mr. Broeer's appointment as an officer. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

As at September 30, 2017, the Company was indebted to The Ain Group., a company controlled by Eamonn Percy, a new director of the Company, for consulting services provided in the amount of $5,250 (December 31, 2016 - $nil). The company incurred $2,500 consulting expense from The Ain Group since Mr. Percy's appointment as a director. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

As at September 30, 2017, the Company was indebted to Frank Borowicz, a Director of the Company, for past director services provided in the amount of $nil (December 31, 2016 - $26,250). During the nine months ended September 30, 2017, the director settled $26,250 of past debt with the issuance of common shares.

As at September 30, 2017, the Company was indebted to Jill Bodkin, a Director of the Company, for past director services provided in the amount of $nil (December 31, 2016 - $21,840). During the nine months ended September 30, 2017, the director settled $21,840 of past debt with the issuance of common shares. During the nine months ended September 30, 2017, the company incurred $12,000 consulting expense from Ms. Bodkin. This expense is included in the payroll & consulting fees expense on the Condensed Consolidated Interim Statements of Comprehensive Loss.

All due to related party payable amounts are unsecured, non-interest bearing, and due on demand.

RISKS AND UNCERTAINTIES

Current and prospective shareholders should specifically consider various factors, including the risks outlined below and under the heading "*Risk Factors*" in the Company's 2017 non-offering prospectus filed on SEDAR (www.sedar.com) dated July 28, 2017. Should one or more of these risks or uncertainties, including the risks listed below, or a risk that is not currently known to us materialize, or should assumptions underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein.

Limited Operating History
The Company is changing its business focus from Biotechnology to machine technology. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Reliance on Management
The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Reliance on Partners
The Company assumes that the collaborating partners will perform and deliver on development targets as agreed and planned, although there is a risk that they won't, and the corporation operates under the constraint that the partner is not under its control.

Reliance on Suppliers
The Company faces a third-party risk, should suppliers for the alternator and power electronics not deliver on one or more dimensions of scope, time and cost. The Company will reduce the probability of occurrence by ensuring that the suppliers have clear statements of work, and comprehensive design specifications to work to that are documented, reviewed and approved with participation of the supplier as well as the partner.

Management of Growth
The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Unexpected challenges during product development are inherent in new technology, in that an early stage technology could present unexpected challenges that exceed the allocated resources. The Company will reduce the probability of occurrence by careful project management.

The Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company does not achieve revenues to offset these expected operating expenses, the Company will never be profitable which would limit the Company to grow.

Technology cannot be validated
There is a risk that the technology will not work as expected and therefore, will never be commercialized. This means that the Company may never receive revenues or return on its technology.

Partner Performance
The Company assumes that partners will act as agreed and planned, although there can be no guarantee that partners will perform as expected by the Company.

Supplier Performance
The Company faces a third-party risk, should suppliers for the alternator and power electronics not deliver on one or more dimensions of scope, time and cost.

Technical Risks
Technical risks are inherent in the development process, in that an immature technology could present unexpected challenges that exceed the planned time or money to overcome. There can be no guarantee that the Company will be able to overcome technical risks.

The Company has not yet delivered a generator control unit (GCU) meeting all of Northwest UAV's requirements because its current knowledge of regulators and controllers for alternators for UAV's is limited. There can be no guarantee the Company will develop a GCU meeting all of Northwest UAV's requirements.
There is a risk that the benefits of DPM will not be optimized by the algorithms, leading to future ambiguity regarding success.

There is a risk that the benefits of DPM will not be optimized by the algorithms, leading to future ambiguity regarding success of DPM.

Project Management
There is inherent risk in project execution due to the structure of the project, which involves several parties undertaking specific work in different geographic locations, and having to coordinate in real time.

Additional Financing
In order to execute the anticipated growth strategy, the Company may require some additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect on the development of the technology and upon future profitability. The Company does not expect commercial revenue until 2018.

Ability to Protect Proprietary Rights
Our success will depend in part on our ability and that of our corporate collaborators to obtain and enforce and protect patents and maintain trade secrets, in Canada, the United States and in other countries. There is a risk that the Company may not be able to obtain and enforce patents and maintain its trade secrets.
Patent law relating to the scope and enforceability of claims in the fields in which we operate is still evolving. There can be no assurance that patents will issue from any of the pending patent applications. In addition, there may be issued patents and pending applications owned by others directed to technologies relevant to our or our corporate collaborators' research, development and commercialization efforts. There can be no assurance that our or our corporate collaborators' technology can be developed and commercialized without a license to such patents or that such patent applications will not be granted priority over patent applications filed by us or one of our corporate collaborators.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our and our corporate collaborators' technologies and products do not or will not infringe the patents or proprietary rights of others.
There can be no assurance that third parties will not independently develop similar or alternative technologies to ours, duplicate any of our technologies or the technologies of our corporate collaborators or our licensors, or design around the patented technologies developed by us, our corporate collaborators or our licensors. The occurrence of any of these events would have a material adverse effect on our business, financial condition and results of operations.

Litigation may also be necessary to enforce patents issued or licensed to us or our corporate collaborators or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in patent suits brought by third parties, if we participate in patent suits brought against or initiated by our corporate collaborators or if we initiate such suits, and there can be no assurance that funds or resources would be available in the event of any such litigation. An adverse outcome in litigation or an interference to determine priority or other proceeding in a court or patent office could subject us to significant liabilities, require disputed rights to be licensed from other parties or require us or our corporate collaborators to cease using certain technology or products, any of which may have a material adverse effect on our business, financial condition and results of operations.

Operating Risk and Insurance Coverage

The Company intends to obtain insurance to protect its assets, operations and employees. While the Company believes insurance coverage can adequately address all material risks to which it may be exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for all risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the Company Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

The Market Price of the Company Shares may be Subject to Wide Price Fluctuations

If the shares of the Company are listed on a share exchange, the market price of the Company Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Company Shares.

Dividends

The Company has no earnings or dividend record, and does not anticipate paying any dividends on the Company Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

No Market for Securities

As of the date of this Prospectus there is no market of the Company Shares, and there can be no assurance that an active and liquid market for the Company Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

Conflict of Interest

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Company's directors and officers may result in a material and adverse effect on Company's results of operations and financial condition.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

FINANCIAL INSTRUMENTS AND FAIR VALUE

The Company has designated its cash as fair value through profit or loss, finders' fees receivable as loans and receivables and accounts payable and accrued liabilities, related party payable and notes payable as other financial liabilities.

(a) Fair value

At September 30, 2017 and December 31, 2016, the carrying values of cash, finder's fees receivable, accounts payable and accrued liabilities, related party payable and loan payable approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company uses a fair value hierarchy to reflect the significance of the inputs used in making the measurements. The nine levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3: Inputs that are not based on observable market data.

There were no transfers between Level 1, 2 and 3 during the period. At September 30, 2017 and December 31, 2016, the Company has designated its financial instruments as level 1.

(b) Financial risk management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, liquidity risk, and market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at September 30, 2017, the Company's exposure to credit risk is the carrying value of cash. The Company reduces its credit risk by holding its cash at a major Canadian financial institution.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

September 30, 2017, the Company had cash of $2,036,403, accounts payable and accrued liabilities of $98,078 and related party payable of $134,183. All accounts payable and accrued liabilities are due within 90 days. The Company assesses the liquidity risk as low.

Market risk

Market risk consists of currency risk, interest rate risk and other price risk. These are discussed further below.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate due to changes in foreign exchange rates. The Company has financial assets and financial liabilities denoted in US dollars and is therefore exposed to exchange rate fluctuations. The Company determined that it is not exposed to significant foreign exchange risk.

Interest rate risk

Interest rate risk consists of two components:

iii) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
iv) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity.

Other price risk

Other price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

SIGNIFICANT ACCOUNTING POLICIES

The Company's financial statements have been prepared using accounting policies, judgements and estimates consistent with those used in the financial statements for the nine months ended September 30, 2017 and the year ended December 31, 2016. Please refer to the financial statements for the nine months ended September 30, 2017 and the audited financial statements for the year ended December 31, 2016, for additional information.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

At the date of authorization of these financial statements, the IASB and International Financial Reporting Interpretation Committee have issued the following new and revised standards and interpretations, which are not yet effective for the relevant reporting periods. The new and revised standards are applicable to the Company are as follows:

IFRS 9, Financial Instruments – Classification and Measurement
IFRS 9 will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers
IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service.

Management is currently assessing the impact of these new standards on the Company's accounting policies and financial statement presentation.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "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. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in currency exchange rates; uncertainty of estimates of capital and operating costs;

the need to obtain additional financing and uncertainty as to the availability and terms of future financing; and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of November 29, 2017 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning our expectations regarding the ability to raise additional funds and find additional value in the biotechnology assets held.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to early stage of technology and product development; uncertainties as to fluctuation of the stock market; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

Vancouver, BC

November 29, 2017