

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: American Aires Inc. (the Issuer) (the "Issuer").

Trading Symbol: WIFI

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

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

(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
February 10, 2020	500,000		Consulting Firm	\$0.37	February 10, 2025	\$0.275

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

Provide the following information in tabular format as at the end of the reporting period:

(a) Authorized

The authorized share capital consists of an unlimited number of common voting shares.

(b) Issued and outstanding,

Type of Share	Number of Shares Issued and Outstanding
Common Shares	109,720,000

(c) Options and Warrants Outstanding:

Outstanding Capital	Number of Common Shares	Exercise Price per Common Share	Expiry Date
Options	9,950,000	\$0.50	December 10, 2024
Options	500,000	\$0.37	February 10, 2025
Warrants	26,000,000	\$0.14	January 26, 2021
Warrants	2,016,000	\$0.30	November 6, 2021

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	Position
Dimitri Serov	Director, President and CEO
Christopher Irwin	Director
Tony Di Benedetto	Director
Drew Green	Director
Igor Serov	Director
Ruslan Elensky	Director
Yan Namer	Chief Operations Officer
Rob Suttie	Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

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 October 16, 2020.

Dimitry Serov
Name of Director or Senior Officer

/s/ "Dimitry Serov"
Signature

Chief Executive Officer
Official Capacity

Issuer Details		For Quarter Ended	Date of Report
Name of Issuer		March 31, 2020	YY/MM/D October 16, 2020
American Aires Inc.			
Issuer Address			
400 Applewood Crescent Suite 100			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vaughan, Ontario L4K 0C3		()	(647) 404-4416
Contact Name		Contact Position	Contact Telephone No.
Dimitry Serov		Director, President and CEO	
Contact Email Address		Web Site Address	
dimitry@airestech.com			

AMERICAN AIRES INC.
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
MARCH 31, 2020 AND 2019
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim financial statements of American Aires Inc. (the "Company") are the responsibility of management and the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence in that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim financial statements and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The financial statements have not been reviewed by the Company's auditors.

AMERICAN AIRES INC.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at	March 31, 2020	December 31, 2019
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,563,633	\$ 3,198,335
Prepaid and sundry receivable	572,585	517,012
Accounts receivable	11,895	2,735
Inventory	430,896	557,595
	2,579,009	4,275,677
Leasehold improvements (note 5)	35,315	36,454
Furniture and equipment (note 4)	26,762	28,627
Intellectual property (note 3)	736,821	768,857
Right-of-use asset (note 8)	44,119	55,210
Total assets	\$ 3,422,026	\$ 5,164,825
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 12)	\$ 331,624	\$ 421,026
Lease obligation (note 9)	52,130	40,056
	383,754	461,082
Non-Current liabilities		
Lease obligation (note 9)	-	23,480
Total liabilities	383,754	484,562
Shareholders' equity		
Share capital (note 8)	10,278,164	10,278,164
Contributed surplus	2,096,237	1,226,995
Deficit	(9,336,129)	(6,824,896)
Total shareholders' equity	3,038,272	4,680,263
Total liabilities and shareholders' equity	\$ 3,422,026	\$ 5,164,825

Nature of Operations (note 1)

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

AMERICAN AIRES INC.**Condensed Interim Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****(Unaudited)**

For the Three Months Ended March 31,	2020	2019
Revenue		
Sales	\$ 326,620	\$ 164,302
Cost of sales	(170,320)	(66,794)
Gross margin	156,300	97,508
Expenses		
Advertising and promotion	838,830	54,325
Consulting fees (note 12)	353,628	16,763
Foreign exchange	46,629	2,919
Impairment of intellectual property	-	279,000
Interest charges	11,043	7,024
Office and general	100,551	47,345
Professional fees	29,374	149,566
Rent expense	4,614	13,035
Research and development	158,111	6,000
Salaries and benefits (note 12)	152,381	103,764
Travel	66,337	37,239
Stock based compensation (Note 12)	869,242	-
Interest income	(9,357)	-
Other income	19	-
Depreciation	46,131	56,047
	2,667,533	773,027
Net loss and comprehensive loss for the period	\$(2,511,233)	\$ (675,519)
Basic and diluted net loss per share (note 11)	\$ (0.02)	\$ (0.01)
Weighted average number of common shares outstanding, basic and diluted (note 11)	109,720,000	90,100,000

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

AMERICAN AIRES INC.**Condensed Interim Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****(Unaudited)**

	Share Capital Number	Capital Amount	Shares to be Issued	Contributed Surplus	Deficit	Total
Balance, December 31, 2018	90,100,000	\$ 4,184,249	\$ -	\$ 374,400	\$ (3,425,216)	\$ 1,133,433
Cancellation of shares issued for intellectual property	(5,580,000)	(279,000)	-	279,000	-	-
Net loss for the period	-	-	-	-	(675,519)	(675,519)
Balance, March 31, 2019	84,520,000	\$ 3,905,249	\$ -	\$ 653,400	\$ (4,100,735)	\$ 457,914
Balance, December 31, 2019	109,720,000	10,278,164	-	1,226,995	(6,824,896)	4,680,263
Stock-based compensation (note 12)	-	-	-	869,242	-	869,242
Net loss for the period	-	-	-	-	(2,511,233)	(2,511,233)
Balance, March 31, 2020	109,720,000	\$ 10,278,164	\$ -	\$ 2,096,237	\$ (9,336,129)	\$ 3,038,272

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

AMERICAN AIRES INC.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

For the Three Months Ended March 31,	2020	2019
Operating activities		
Net loss for the period	\$ (2,511,233)	\$ (675,519)
Impairment of intellectual property	-	279,000
Depreciation	46,131	59,453
Stock-based compensation	869,242	-
Non-cash working capital items:		
Accounts receivable	(9,160)	(1,646)
Prepaid and sundry receivable	(55,573)	(4,500)
Accounts payable and accrued liabilities	(89,401)	197,102
Inventory	126,699	59,221
	(1,623,295)	(86,889)
Financing activities		
Shareholder loan	-	140,000
Lease obligation expense	(11,407)	(7,582)
	(11,407)	132,418
Net change in cash	(1,634,702)	45,529
Cash, beginning of the period	3,198,335	63,227
Cash, end of the period	\$ 1,563,633	\$ 108,756

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

AMERICAN AIRES INC.

Notes to Condensed interim Financial Statements

Three Months Ended March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of Operations

American Aires Inc. (the "Company") was incorporated on May 15, 2012 and organized under the laws of Ontario, Canada. The registered office of the Company is located at 400 Applewood Crescent, unit 100, Vaughan, Ontario, L4K 0C3.

The Company is currently engaged in business of production, distribution and sales of electromagnetic protection devices. The Company currently has three principal products: Air Shield Pro, Aires Defender Pro and Aires Guardian and has further products in the development phase.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. The Company has a deficit of \$9,336,129 at March 31, 2020 and incurred a loss of \$2,511,233 for the three months ended March 31, 2020. The Company has working capital of \$2,195,255 at March 31, 2020 (December 31, 2019 - \$3,814,595).

The Company's common shares were listed on the CSE on November 5, 2019 and commenced trading on the CSE on November 7, 2019 under the trading symbol "WIFI".

2. Accounting Policies

Statement of Compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2019.

These financial statements were approved by the Board of Directors on July 16, 2020.

Basis of Measurement

These financial statements have been prepared on a historical cost basis. In addition, using the accrual basis of accounting except for cash flow information.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.

Accounting Pronouncements Adopted During the Period

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements.

AMERICAN AIRES INC.**Notes to Condensed interim Financial Statements****Three Months Ended March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

2. Accounting Policies (Continued)**Accounting Pronouncements Adopted During the Period (Continued)**IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements.

3. Intellectual Property

Balance, December 31, 2018	\$	1,176,000
Impairment		(279,000)
Depreciation		(128,143)
<hr/>		
Balance, December 31, 2019	\$	768,857
Depreciation		(32,036)
<hr/>		
Balance, March 31, 2020	\$	736,821

4. Furniture and Equipment

Cost	Furniture and Fixtures	Computer Equipment	Total
Balance, December 31, 2018	\$ -	\$ -	\$ -
Additions	42,082	3,461	45,543
<hr/>			
Balance, December 31, 2019	\$ 42,082	\$ 3,461	\$ 45,543
Additions	-	-	-
<hr/>			
Balance, March 31, 2020	\$ 42,082	\$ 3,461	\$ 45,543
<hr/>			
Accumulated Depreciation			
Balance, December 31, 2018	\$ 8,418	\$ 1,038	\$ 9,456
Depreciation	6,733	727	7,460
<hr/>			
Balance, December 31, 2019	\$ 15,151	\$ 1,765	\$ 16,916
Depreciation	1,683	182	1,865
<hr/>			
Balance, March 31, 2020	\$ 16,834	\$ 1,947	\$ 18,781
<hr/>			
Carrying Value			
At December 31, 2019	\$ 26,931	\$ 1,696	\$ 28,627
At March 31, 2020	\$ 25,248	\$ 1,514	\$ 26,762

AMERICAN AIRES INC.

Notes to Condensed interim Financial Statements
Three Months Ended March 31, 2020
(Expressed in Canadian Dollars)
(Unaudited)

5. Leasehold Improvements

Cost	Leasehold Improvements
December 31, 2018 and 2019 and March 31, 2020	\$ 45,568
Accumulated Depreciation	
December 31, 2018	\$ 4,557
Depreciation	4,557
December 31, 2019	\$ 9,114
Depreciation	1,139
March 31, 2020	\$ 10,253
Carrying Value	
At December 31, 2019	\$ 36,454
At March 31, 2020	\$ 35,315

6. Right-of-use Assets

Balance, December 31, 2018	\$ -
Adoption of IFRS 16	99,573
Depreciation	(44,363)
Balance, December 31, 2019	\$ 55,210
Depreciation	(11,091)
Balance, March 31, 2020	\$ 44,119

Right-of-use assets consist of office space amortized over a period of 27 months.

Maturity Analysis - Contractual Undiscounted Cash Flows

As at March 31, 2020	
Less than one year	\$ 54,561
Greater than one year	-
Total undiscounted lease obligation	\$ 54,561

AMERICAN AIRES INC.**Notes to Condensed interim Financial Statements****Three Months Ended March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

7. Lease Obligation

At the commencement date of the leases, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 14%, which is the Company's incremental borrowing rate. The continuity of the lease liabilities are presented in the table below:

Balance, December 31, 2018	\$ -
Adoption of IFRS 16	99,573
Accretion	17,545
Lease payments	(53,582)
Balance, December 31, 2019	\$ 63,536
Accretion	2,043
Lease payments	(13,449)
Balance, March 31, 2020	\$ 52,130
As at March 31, 2020:	
Less than one year	\$ 52,130
Greater than one year	-
Total lease obligation	\$ 52,130

8. Share Capital*(a) Authorized*

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

(b) Issued and outstanding - Common Shares

	Number of common shares	Amount
Balance, December 31, 2018	90,100,000	\$ 4,184,249
Cancellation of shares issued for intellectual property	(5,580,000)	(279,000)
Balance, March 31, 2019	84,520,000	3,905,249
Balance, December 31, 2019 and March 31, 2020	109,720,000	\$ 10,278,164

AMERICAN AIRES INC.**Notes to Condensed interim Financial Statements****Three Months Ended March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

9. Warrants

The following table reflects the continuity of warrants for the three months ended March 31, 2020 and 2019:

	Number of Warrants Outstanding	Weighted Average Exercise Price
Balance, December 31, 2018 and March 31, 2019	26,000,000	\$ 0.14
Balance, December 31, 2019 and March 31, 2020	28,016,000	\$ 0.15

The following table reflects warrants outstanding as at March 31, 2020:

Expiry Date	Exercise Price	Weighted Average Life Remaining	Warrants Outstanding	Black-Scholes Value
January 26, 2021	\$ 0.14	0.82 years	26,000,000	\$ 374,400
November 6, 2021	\$ 0.30	1.60 years	2,016,000	\$ 319,536
	\$ 0.15	0.88 years	28,016,000	\$ 693,936

10. STOCK OPTIONS

The following table reflects the continuity of stock options for the three months ended

	Number of Stock Options Outstanding	Weighted Average Exercise Price
Balance - December 31, 2018 and March 31, 2019	-	-
Balance, December 31, 2019	9,950,000	\$ 0.50
Granted	500,000	0.37
Balance, March 31, 2020	10,450,000	\$ 0.50

On February 10, 2020, the Company granted 500,000 options to purchase common shares of the Company to a director. Each option is exercisable at a price of \$0.37 for a five year term. A fair value of \$133,500 was assigned to these options, estimated using the Black-Scholes valuation model with the following weighted average assumptions: dividend yield 0%, share price of \$0.36 expected volatility of 100%, a risk-free rate of return of 1.31% and an expected life of 5 years. The options vest at a rate of one third every six months from the date of grant. During the three months ended March 31, 2020, the Company recognized \$22,525 in relation to this grant.

AMERICAN AIRES INC.**Notes to Condensed interim Financial Statements****Three Months Ended March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

10. STOCK OPTIONS (Conitnued)

The following table reflects options outstanding as at March 31, 2020:

Expiry Date	Exercise Price	Weighted Average Life Remaining	Options Outstanding
December 9, 2024	0.50	4.70 years	9,950,000
February 10, 2025	0.37	4.86 years	500,000
	\$ 0.50	4.69 years	10,450,000

11. Net Loss Per Share

The calculation of basic and diluted loss per share for the three months ended March 31, 2020 and 2019 was based on the loss attributable to common shareholders of \$2,511,233, and \$675,519, respectively and the weighted average number of common shares outstanding of 109,720,000 and 90,100,000, respectively.

12. Related Party Balances and Transactions

Remuneration of key management personnel of the Company was as follows:

Three Months Ended March 31,	2020	2019
Remuneration paid for CEO	\$ 57,500	\$ 57,500
Remuneration paid for CFO	\$ 7,500	\$ 7,500
Stock-based compensation	\$ 133,500	\$ -

The Company defines key management as the Company's Directors and Officers of the Company.

As at March 31, 2020, amounts due to CEO totaled \$nil (December 31, 2019 - \$50,000) pertaining to amounts payable for key management remuneration, and reimbursement of expenses paid on behalf of the Company. Included in prepaid sundry receivables is \$6,532 (December 31, 2019 - \$6,532), pertaining to expense advances.

During the three months ended March 31, 2020, the Company paid \$20,538 (three months ended March 31, 2019 - \$25,000) in consulting fees to Igor Serov, a director of the Company. Included in accounts payable and accrued liabilities was \$nil (December 31, 2019 - \$20,000) in relation to these fees.

During the three months ended March 31, 2020, the Company expensed \$7,500, (three months ended March 31, 2019 - \$7,500) to Marrelli Support Services Inc. ("Marrelli Group") and for:

- (i) Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Regulatory filing services

The Marrelli Group is also reimbursed for out of pocket expenses.

As of March 31, 2020, the Marrelli Group was owed \$nil (December 31, 2019 - \$7,500). These amounts are included in accounts payable.

AMERICAN AIRES INC.

Notes to Condensed interim Financial Statements

Three Months Ended March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

12. Related Party Balances and Transactions (Continued)

During the three months ended March 31, 2020, the Company expensed \$19,514 (March 31, 2019 - \$nil) for legal services provided by a firm, a partner of which is a director of the Company. As at March 31, 2020, \$12,890 (December 31, 2019 - \$12,691) was included in accounts payable and accrued liabilities.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

13. Segmented Information

The Company's operations consist of a single operating segment, located in Canada. During the three months ended March 31, 2020, 65% (three months ended March 31, 2019 - 91%) of sales were to US customers and 19% (three months ended March 31, 2019 - 9%) being sold to customers in Canada. The Company's remaining customers are distributed widely throughout the world.

14. Subsequent Events

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

The following management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of American Aires ("Aires" or the "**Company**") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2020. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2019 as well as the unaudited interim financial statements for the three months ended March 31, 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. Information contained herein is presented as at July 16, 2020 unless otherwise indicated.

Description of Business

American Aires Inc. (the "**Company**") was incorporated on May 15, 2012 and organized under the laws of Ontario, Canada. The registered office of the Company is located at 400 Applewood Crescent, unit 100, Vaughn, Ontario, L4K 0C3.

The Company is currently engaged in business of production, distribution and sales of electromagnetic protection devices. The Company currently has three principal products: Air Shield Pro, Aires Defender Pro and Aires Guardian and has further products in the development phase.

The Company was formed to further research, develop and distribution devices intended to protect persons from the harmful effects of electromagnetic radiation ("**EMR**") that are emitted by modern electronic devices. Since incorporation, the Company has continued the research and development that was started by the AIRES Human Genome Research Foundation ("**Aires Research**") and has manufactured its products in Europe, and sold its products primarily in North America and elsewhere throughout the world. Aires Research, a non-profit foundation based and governed pursuant to the laws of the Russian Federation, was founded by Igor Serov in 1998 to conduct research in various scientific areas, including controlling the harmful effects of EMR emissions. Mr. Igor Serov and Mr. Dmitry Serov established the Company to further develop the technology being used by the Company and to bring the technology to market.

Highlights

On November 6, 2019, the Company completed its initial public offering (the "Offering") pursuant to a prospectus dated October 2, 2019 (the "Prospectus"). Pursuant to the Offering, the Company issued an aggregate of 25,200,000 common shares (each, a "Share") at a purchase price of \$0.30 per Share for gross proceeds of \$7,560,000. Upon completion of the Offering, the Company had 109,720,000 common shares issued and outstanding, of which 53,778,000 common shares were subject to securities law and contractual escrow requirements. Canaccord Genuity Corp. ("Canaccord") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission and corporate finance fee in consideration for its services. In addition, Canaccord received 2,016,000 non-transferable broker warrants to acquire up to 2,016,000 Shares at a price of \$0.30 per Share until November 6, 2021. Proceeds of the Offering will be used for marketing, research and development and intellectual property costs as well as general administrative and working capital purposes. The Company also received approval to list the Company's common shares on the Canadian Securities Exchange (the "Exchange" or the "CSE"). The Company's common shares were listed on the CSE on November 5, 2019 and commenced trading on the CSE on November 7, 2019 under the trading symbol "WIFI".

Effective January 1, 2017 the Company entered into amended and restated intellectual property assignment agreements (collectively the "**IP Assignment Agreements**") with each of Dmitry Serov and Igor Serov (the "**Founders**") whereby the Founders transferred the proprietary rights in relation to the intellectual property related to the Company's business of production, distribution and sales of electromagnetic protection devices intended to protect persons from the harmful effects of electromagnetic emissions. More specifically, Dmitry and Igor transferred, among other things, any and all trademarks, intellectual property and other proprietary rights related to products or devices sold under

the trade names or trademarks of: Aires Black Crystal, Aires Shield, Aires Shield Extreme, Aires Defender, Aires Defender Automotive and Aires Defender Infinity. In consideration for the transfer of the intellectual property the Company issued 18,144,000 Common Shares to Dmitry Serov and issued 15,568,340 Common Shares to Igor Serov. Further, in connection with the IP Assignment Agreements certain shareholder loans in the amount of \$173,617 were transferred to the Company by Igor, and the remaining \$50,000 in outstanding shareholder loans were settled in cash. The aggregate fair market value of the intellectual property acquired by the Company, net of shareholder loans forgiven was \$1,512,000. Based on the average life of existing patents held, intellectual property is being amortized over a period of 9 years on a straight-line basis.

On March 31, 2019, the Founders, Serov Holdings Inc. and the Company entered into an agreement to amend transferred shares (the "**Amending Agreement**") in connection with the revaluation of the intellectual property originally transferred from the Founders to the Company pursuant to the IP Assignment Agreements. The Amending Agreement provided for: (i) the reduction of 3,348,000 Common Shares issued to Dmitry Serov; and (ii) the reduction of 2,232,000 Common Shares issued to Igor Serov, both in connection with the transfer of intellectual property pursuant to the IP Assignment Agreements. In connection therewith, Serov Holdings Inc. agreed to surrender for cancellation 5,580,000 Common Shares held by it in order to reflect the agreement by the Founders to reduce the consideration received pursuant to the IP Assignment Agreements.

On January 1, 2017 the Company issued 11,287,560 common shares to Igor Serov, in consideration of past consulting services provided, ascribed a fair value of \$564,378.

On January 2, 2017 the Company entered into consulting agreements (the "**Consulting Agreements**") with Richard Buzbuzian and Jason Monaco, two individuals who are shareholders of the Company (collectively the "**Consultants**") whereby each of the Consultants provide financial, strategic and advisory services to the Company. In consideration for the services rendered during the year ended December 31, 2017, each of the Consultants were paid a fee of \$200,000 plus HST. Additionally, under the terms of the Consulting Agreements each Consultant is to be paid a fee of one percent (1%) of the value of the proceeds raised pursuant to any going public transaction to be paid within ten days of completion of a going public transaction. Each of the two consultants participated in the January 26, 2018 private placement, each subscribing to 8,000,000 Units for subscription proceeds \$400,000. (as described below)

On September 29, 2017 the Company closed a private placement financing of Common Shares of the Company. The offering included the sale of 15,800,000 Common Shares at a price of \$0.05 per Common Shares, for aggregate gross proceeds of \$790,000. Certain finders received a cash commission equal to 10% of the gross proceeds of the private placement.

On January 26, 2018 the Company closed a private placement financing of units of the Company ("**Units**"). The offering included the sale of 26,000,000 Units at a price of \$0.05 per Unit, for aggregate gross proceeds of \$1,300,000. Each Unit consisted of one Common Share and one Common Share purchase warrant exercisable into a Common Share at a price of \$0.14 for a period of two (2) years from the date of issuance.

On October 15, 2017 the Company entered into a research and development agreement ("**Research Agreement**") with Aires Human Genome Research Foundation ("**Aires Research**"), a non-profit organization governed by the laws of Russia, to among other things, conduct scientific research related to electromagnetic fields and/or radiation, develop and implement new technology based on its research activities and provide the Company with the results of all its research and development efforts. Mr. Igor Serov, a director of the Company, is the principal of the Aires Research. Any and all intellectual property developed pursuant to the Research Agreement becomes the intellectual property of the Company.

On February 23, 2018 the Company closed a private placement financing of Common Shares of the Company ("**Common Shares**"). The offering included the sale of 2,500,000 Common Shares at a price

of \$0.14 per Common Share, for aggregate gross proceeds of \$350,000. Certain finders received a cash commission equal to 10% of the gross proceeds of the private placement.

On May 17, 2018 the Company issued 800,000 Common Shares to two individuals, in consideration for services provided, ascribed a fair value of \$40,000.

Addition to Board of Directors

On December 10, 2019, the Company appointed Drew Green is the Chief Executive, President and a Director of INDOCHINO and is an expert in managing fast-paced, high growth companies. A visionary leader, Green has created one of the world's fastest growing apparel brands. Since 2015, he has established significant strategic capital and global alliances that has led to over 500% growth, market leadership and enhanced profitability. Previously nominated as Top 40 Under 40, as well as CEO of the year, Green has been recognized for his accomplishments throughout his career. In 2017, Green was awarded the Innovation in Retail award. In 2018, he was awarded Breakout Retailer of the Year, and was selected as the Entrepreneur of the Year by Ernst and Young, (EY) becoming a member of EY's Entrepreneur of the Year Hall of Fame in 2019.

Upcoming 5G Product Launch

On January 7, 2020, the Company completed the design and development of four new key products designed specifically for the emergence of 5G cellular technology as consumers seek protection from the harmful effects of electromagnetic radiation. The new products are expected to be available in Q3 2020.

Distribution Partnerships

On January 16, 2020, the Company announced it had entered into a Best Buy Market Place Agreement dated as of December 5, 2019, and following many weeks of implementation, American Aires' products are now sold online at bestbuy.ca.

On February 14, 2020, the Company announced its products had commenced sales on www.amazon.ca.

Call Centre

On January 31, 2020, the Company entered into a call centre service agreement (the "Service Agreement") effective January 28, 2020 with Answer 365, a Canadian call center, pursuant to which Answer 365 will outsource Aires' customer service providing 24 hour support.

Marketing Agreements

On July 8, 2020, the Company announced had engaged Investor Cubed to provide on-going investor relations and shareholder communications services pursuant to an agreement dated July 1, 2020 (the "Agreement").

Pursuant to the Agreement the Company has agreed to pay Investor Cubed a fee of \$7,000 per month for an initial term of twelve months and issue 400,000 options to purchase common shares of the Company at an exercise price of \$0.35 with 200,000 options vesting ninety days from execution of the agreement and 200,000 options vesting one hundred and eighty days from execution of the Agreement. Further the Company has agreed to pay Investor Cubed a one-time fee of \$7,500 upon execution of the Agreement.

The Agreement replaces the agreement between the Company and Investor Cubed announced on June 15, 2020.

On March 6, 2020, the Company announced it had engaged performance marketing firm, signed March 6, 2020.

Green Space will market Aires' product bundles across various digital channels, leveraging their internal media buying teams, Rolodex of celebrity influencers, and strategic partners. Green Space's unrivalled technology suite includes automated creative and deployment workflows, predictive key metrics, and extensive data-backed advertising funnels that are designed to drive sales and higher conversion.

Business Objectives and Milestones

The business objectives the Company expects to achieve using the available funds are to: (i) complete an initial public offering (the "Offering"); (ii) obtain a listing of the Common Shares on the Canadian Securities Exchange; and (iii) further develop its business and expand to other markets around the world.

The Company invests in improving the efficacy of its product line through continued research by experts and academic institutions. The Company intends to complete two studies through the engagement of a Canadian or Russian university professors, lab staff and university facilities for each study to further refine the application of its technology to ensure efficacy with emerging network protocols and exploring new applications for its technology. Each study will require a team consisting of a university professor and two lab assistants is expected to cost \$200,000 per study (i.e. \$400,000), such costs includes lab time, labour and university costs. Upon completion of the underlying studies, prototypes will be designed, tested, and further refined; incurring an estimated \$100,000 for each study (i.e. \$200,000) in additional research and prototype set up and rework costs. The Company has allocated a further \$5,000 in the aggregate for report costs and miscellaneous costs. These studies are expected to commence in mid 2020.

Three Months Ended March 31, 2020 vs Three Months Ended March 31, 2019

For the three months ended March 31, 2020 the Company reported a net loss and comprehensive loss of \$2,511,233 compared with a net loss and comprehensive loss of \$675,519 during the three months ended March 31, 2019. The increase in the loss for the three months ended March 31, 2020 as compared with the net loss for the three months ended March 31, 2019 is primarily driven by increases in consulting and advertising costs, in addition to stock based compensation charges for the current three months ended. The Company continues to focus on scalable efficiency and cost control opportunities when and where possible.

Device sales increased to \$326,620 for the three months ended March 31, 2020 from \$164,302 during the three months ended March 31, 2019, representing a 98.8% increase over the comparative period. The Company achieved a gross margin of 47.9% during the three months ended March 31, 2020, compared with 59.3% for three months ended March 31, 2019, with the decline attributed to sales discounts offered in current quarter as the Company positions itself to launch its 5G product line. During the three months ended March 31, 2020, 65% (three months ended March 31, 2019 - 91%) of sales were to US customers and 19% (three months ended March 31, 2019 - 9%) being sold to customers in Canada. The Company's remaining customers are distributed widely throughout the world.

On March 31, 2019, the Company cancelled 5,580,000 common shares issued in January 2017 at a value of \$279,000 on acquisition of intellectual property. As the Company retained the intellectual property, \$279,000 was transferred to contributed surplus. On March 31, 2019, the Company recorded a corresponding impairment charge on the carrying value of its intellectual property totaling \$279,000. There was no such charge during the three months ended March 31, 2020.

Advertising and promotion expenses increased during the three months ended March 31, 2020 to \$838,830 from \$54,325 during the three months ended March 31, 2019. Commencing in the fourth quarter of fiscal 2019, the company began the process of investing in marketing in more extensive initiatives to improve product awareness.

Travel expense increased to \$66,337 during the three months ended March 31, 2020 from \$37,239 for the three months ended March 31, 2019, reflective of corporate travel related to a series of domestic and international investor and marketing conferences.

Office and general expenses increased to \$100,551 for three months ended March 31, 2020, from \$47,345 during the comparative three months ended March 31, 2019, driven by increases in meeting costs, repairs and maintenance and cyclical general consumable expenses associated with the Company's transition to a reporting issuer.

Professional fees declined to \$29,374 for the three months ended March 31, 2020 from \$149,566 for the three months ended March 31, 2019, driven primarily by a decline in the provision of services provided by the Company's auditors and the Company's legal counsel, in the absence of an reporting issuer initiative underway during the comparative period.

Salaries and benefits increased to \$152,381 during the three months ended March 31, 2020 compared with \$103,764 during the three months ended March 31, 2019, as the Company increased its headcount.

Consulting fees increased to \$353,628 during the three months ended March 31, 2020 from \$16,763 during the three months ended March 31, 2019, driven by the additions to the management team, including a Chief operating Officer brought on to help manage the growth of the Company.

Stock-based compensation increased to \$869,242 during the three months ended March 31, 2020 from \$nil for the three months ended March 31, 2019, driven by the graded vesting of options granted in December 2019 and February 2020. There were no options issued or outstanding during the comparative three Months ended March 31, 2019.

Late in the quarter ended March 31, 2020, the Company funded an initial deposit of \$364,331 against production of its new 5G inventory line, expected to be launched in the the second half of 2020. This deposit has been charged to prepaid and sundry receivables on the Company's condensed interim statement of financial position.

Research and development charges totaled \$158,111 during the three months ended March 31, 2020 compared with \$103,764 as the Company continues to advance and refine its products

Liquidity and Capital Resources

The Company had working capital of \$2,195,255 as at March 31, 2020 (December 31, 2019 – \$3,814,595), and cash and cash equivalent balance of \$1,563,633 (December 31, 2019 - \$3,198,335).

On November 6, 2019, the Company completed its initial public offering (the "Offering") pursuant to a prospectus dated October 2, 2019 (the "Prospectus"). Pursuant to the Offering, the Company issued an aggregate of 25,200,000 common shares (each, a "Share") at a purchase price of \$0.30 per Share for gross proceeds of \$7,560,000. Upon completion of the Offering, the Company had 109,720,000 common shares issued and outstanding, of which 53,778,000 common shares were subject to securities law and contractual escrow requirements. Canaccord Genuity Corp. ("Canaccord") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission and

corporate finance fee in consideration for its services. In addition, Canaccord received 2,016,000 non-transferable broker warrants to acquire up to 2,016,000 Shares at a price of \$0.30 per Share until November 6, 2021.

The Company has no credit facilities with financial institutions. Accordingly, its financial instruments consist of cash, short-term investments, accounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, the Company does not expect to be exposed to significant interest, currency or credit risks arising from these financial instruments. The Company estimates that the fair value of these financial instruments approximates their carrying values because of their short term nature.

At this time, the Company is not anticipating an ongoing profit from operations in the immediate term, therefore it will be dependent on its ability to obtain equity or debt financing for growth. The Company may need additional capital, and may raise additional funds should the board of directors of the Company (the "Board of Directors") deem it advisable.

During the current and comparative periods ended March 31, 2020 and 2019, the Company had negative operating cash flow because its revenues did not exceed its operating expenses. In addition, as a result of the Company's business plans for the development of its products, the Company expects cash flow from operations to be negative until revenues improve to offset its operating expenditures. The Company's cash flow from operations may be affected in the future by expenditures incurred by the Company to continue to develop its products and services. The amounts set out above for use as working capital may be used to offset this anticipated negative operating cash flow.

Critical Accounting Estimates

Application of the Company's accounting policies in compliance with International Financial Reporting Standards ("IFRS") requires the Company's management to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position 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.

Critical Judgments Used in Applying Accounting Policies

In the preparation of the financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

Income taxes and recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

Estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

- a) Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.
- b) Depreciation expense is allocated based on assumed useful life of the equipment. Should the useful life differ from the initial estimate, an adjustment would be made to the statement of comprehensive loss.

Recent Accounting Pronouncements

Accounting Pronouncements Adopted During the Period

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements..

IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The Company adopted this standard at January 1, 2020 and there was no material impact on the Company's financial statements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Financial Instruments

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

For amounts receivable, subscriptions receivable, accounts payable and accrued liabilities, the amount is deemed to reflect the fair value, due to their short-term nature.

Financial instruments recorded at fair value on the balance sheet are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- | | |
|-----------|--|
| Level 1 - | valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; |
| Level 2 - | valuation techniques based on 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); |
| Level 3 - | valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). |

The Company's fair value of cash and cash equivalents under the fair value hierarchy are measured using level 1 inputs.

Financial Risk Factors

The Company's business is subject to certain risks, including but not restricted to risks related to: market risk for securities, future financing risks; going-concern risks; global economy risks; use of proceeds risks; volatility of the Company's share price following a listing on a public exchange and the lack of trading history for the Common Shares; increased costs of being a publicly traded company; limited operating history in an evolving industry and history of losses; lack of brand development; expectations with respect to advancement in technologies; currency fluctuations; interest rates; taxes on the Company and its products; liabilities that are uninsured or uninsurable; economic conditions, dependence on management and conflicts of interest; intellectual property rights; attracting and retaining quality employees; key personnel risk; management of growth; product and services development; expansion risk; breach of confidential information; competition within the technology industry; corporate matters; issuance of debt; third party credit; short term investments; shares reserved for issuance; credit risk; liquidity risk; interest rate risk; and described from time to time in the Company's documents filed with Canadian securities regulatory authorities; and other factors beyond the Company's control.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including interest rate risk, and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote. The Company's customer base is well diversified with no reliance on any one client.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at March 31, 2020, the Company had a cash balance of \$1,563,633 to settle current liabilities of \$383,754. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing, controlling expenses, and preserving cash.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risk

Interest Rate Risk

The Company has cash balances and regularly monitors its cash management policy. As a result, the Company is not subject to significant interest rate risk.

Capital Management

The Company manages its capital with the following objectives:

- (i) To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- (ii) To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on a regular basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, and deficit, which at March 31, 2019 totaled \$3,038,272 (December 31, 2019 - \$4,680,263). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. Information is provided to the Board of Directors of the Company. The Company is not constrained by externally imposed capital requirements. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended March 31, 2020.

Related Party Transactions

	Three Months Ended Mar. 31, 2020 \$	Three Months Ended Mar. 31, 2019 \$
Remuneration paid for CEO services	57,500	57,500
Remuneration paid for CFO services	7,500	7,500
Stock-based compensation	133,500	-

The Company defines key management as the Company's Directors and Officers of the Company.

As at March 31, 2020, amounts due to CEO totaled \$nil (December 31, 2019 - \$50,000) pertaining to amounts payable for key management remuneration, and reimbursement of expenses paid on behalf of the Company. Included in prepaid sundry receivables is \$6,532 (December 31, 2019 - \$6,532), pertaining to expense advances.

During the three months ended March 31, 2020, the Company paid \$20,538 (three months ended March 31, 2019 - \$25,000) in consulting fees to Igor Serov, a director of the Company. Included in accounts payable and accrued liabilities was \$nil (December 31, 2019 - \$20,000) in relation to these fees.

During the three months ended March 31, 2020, the Company expensed \$7,500, (three months ended March 31, 2019 - \$7,500) to Marrelli Support Services Inc. ("Marrelli Group") and for:

- Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- Regulatory filing services.

The Marrelli Group is also reimbursed for out of pocket expenses.

As of March 31, 2020, the Marrelli Group was owed \$nil (December 31, 2019 - \$7,500). These amounts are included in accounts payable.

During the three months ended March 31, 2020, the Company expensed \$19,514 (March 31, 2019 - \$nil) for legal services provided by a firm, a partner of which is a director of the Company. As at March 31, 2020, \$12,890 (December 31, 2019 - \$12,691) was included in accounts payable and accrued liabilities.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Events Occurring after the Reporting Date

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Risks and Uncertainties

The success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company to develop its business. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The Company will require new capital to continue to operate its business, and there is no assurance that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

The operations of the Company may require licenses and permits from various local, provincial and federal governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out development of its business or operations.

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The Company does not have a historical track record of operating upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company's management. The Company does not have a history of earnings or the provision of return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.

The Company has a strong management team with significant experience in the development of EMR technology. The founder of the Company, Mr. Igor Serov, is well respected in the industry and has won numerous awards for his research and development in the field of EMR technology. Mr. Igor Serov is a valuable asset for management and other development team members. Accountability and oversight of the Company rests with the Board. The Board consists of the ideal mix of technology and capital market expertise so as to drive the value and performance of the Company from both a development standpoint and a shareholder value perspective. The Company will continue to evaluate and potentially expand its management team to oversee the business development activities of the Company and perform all core functions.

Competitive Conditions

The markets for the Company's products are competitive and rapidly changing, and a number of companies offer products similar to the Company's products and target similar customers. The Company believes its ability to compete depends upon many factors within and outside its control, including the timely development and introduction of new products and product enhancements; product functionality, performance, price and reliability; customer service and support; sales and marketing efforts; and the introduction of new products and services by competitors.

At the global level, there are companies with similar products on the market. Some examples of competitors include: Pong, Sar Shield and Bodywell. However, the Company does not intend to focus on technology or products that other companies use or are developing.

In addition, the Company believes it has a first mover advantage in the equity markets as to the Company's knowledge there are currently no other publicly listed EMR technology companies. However, it is expected that there may be a number of other companies intending to enter into the public markets in the near future.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional option and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Current Global Financial Conditions and Trends

Securities of technology companies in public markets have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of Companies in the technology sector are also significantly affected by proposed and newly enacted laws and regulations, currency exchange fluctuation and the political environment in the local, provincial and federal jurisdictions in which the Company does business. The economy remains in a period of volatility, primarily driven by the worldwide impact of Covid-19 and an uncertain socioeconomic and political climate in the United States. Significant volatility is expected in the near to mid term, the potential impact of which upon the Company is unknown at this time.

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with Canadian generally accepted accounting principles. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Disclosure of Outstanding Share Data

As of the date of this document, the Company had 109,720,000 common shares, 28,016,000 warrants, and 10,450,000 options outstanding.

Forward Looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws (forward-looking information being collectively hereinafter referred to as "forward-looking statements"). Such forward-looking statements are based on expectations, estimates and projections as at the date of this MD&A. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often but not always using phrases such as "expects", "is expected", "anticipates", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends", or variations of such words and phrases (including negative and grammatical variations), or stating that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements and are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements and information concerning: the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company after the date of this MD&A; market position, ability to compete and future financial or operating performance of the Company after the date of this MD&A; anticipated developments in operations of the Company; the timing and amount of funding required to execute the Company's business plans; capital expenditures; the effect on the Company of any changes to existing or new legislation or policy or government regulation; the length of time required to obtain permits, certifications and approvals; the availability of labour; estimated budgets; currency fluctuations; requirements for additional capital; limitations on insurance coverage; the timing and possible outcome of litigation in future periods; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; the adequacy of financial resources; and other events or conditions that may occur in the future.

Forward-looking statements are based on the beliefs of the Company's management, as well as on assumptions, which such management believes to be reasonable based on information available at the time such statements were made. However, by their nature, forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual results, performance or achievements to differ from those expressed or implied by the forward-looking statements, including, without limitation, related to the following: operational risks; regulation and permitting; evolving markets; industry growth; uncertainty of new business models; speed of introduction of products and services to the marketplace; undetected flaws; risks of operation in urban areas; marketing risks; geographical expansion; limited operating history; substantial capital requirements; history of losses; reliance on management and key employees; management of growth; risk associated with foreign operations in other countries; risks associated with acquisitions; electronic communication security risks; insurance coverage; tax risk; currency fluctuations; conflicts of interest; competitive markets; uncertainty and adverse changes in the economy; reliance on components and raw materials; change in technology; quality of products and services; maintenance of technology infrastructure; privacy protection; development costs; product defects; insufficient research and development funding; uncertainty related to exportation; legal proceedings; reliance on business partners; protection of intellectual property rights; infringement by the Company of intellectual property rights; resale of shares; market for securities; dividends; and global financial conditions.

The lists of risk factors set out in this MD&A or in the Company's other public disclosure documents are not exhaustive of the factors that may affect any forward-looking statements of the Company. Forward-looking statements are statements about the future and are inherently uncertain. Actual results could differ materially from those projected in the forward-looking statements as a result of the matters set out in this MD&A generally and certain economic and business factors, some of which may be beyond the control of the Company. In addition, the global financial and credit markets have experienced significant debt and equity market and commodity price volatility which could have a particularly significant, detrimental and unpredictable effect on forward-looking statements. The Company does not intend, and does not assume any obligation, to update any forward-looking statements, other than as required by

applicable law. For all of these reasons, the Company's securityholders should not place undue reliance on forward-looking statements.

Additional Information

Additional information relating to the Company is available in the prospectus on www.sedar.ca