

NSS Resources Inc.  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**For quarter ended September 30, 2017**

*This Management Discussion and Analysis (“MD&A”) of NSS Resources Inc., (“NSS” or the “Company” or the “Issuer”) provides an analysis of the Company’s performance and financial condition for the quarter ended September 30, 2017. It is prepared as at October 10, 2017, and was approved by the Board of Directors.*

*This MD&A should be read in conjunction with the Company’s unaudited financial statements for the year ended September 30, 2017 including the related note disclosures. The Company’s unaudited financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar figures included therein and in the following discussion and analysis are quoted in the functional currency of Canadian dollars unless otherwise specified. Additional information relevant to the Company’s activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com)*

*This MD&A may contain forward-looking statements that are based on the Company’s expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance, and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out below. Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.*

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following information should be read in conjunction with the Company's unaudited financial statements for the quarter ended September 30, 2017 and related notes thereto. The unaudited financial statements were prepared in accordance with International Financial Reporting Standards. All currency amounts are expressed in Canadian dollars unless otherwise stated.

### **Principal Business and Corporate History**

NSS Resources Inc. is a mineral exploration company primarily involved in the acquisition and assessment of mineral properties in Canada. The Company's objective is to undertake mineral exploration on properties assessed to be of merit and to define mineral resources. Precious metals are targeted with a focus on gold.

From April 2014 to June 2014, the Company staked 9 mineral claims called the Seneca Property near Harrison Lake area, British Columbia, Canada. The Seneca Property is located about one hour drive from Vancouver. It has easy road access and power. The Property consists of 205 units covering an area of 4,378 hectares (internal to the Property are six mineral claims totaling 150 hectares, which cover the historical Seneca Deposit and Vent showing, and which are not a part of the Seneca Property).

All of these claims have now lapsed.

On July 4, 2017, NSS announced that further to the Company's news release dated April 21, 2017, the Company has entered into a share exchange agreement ("Share Exchange Agreement") with Upco Systems Inc. ("Upco") and Aduna Holding GmbH ("Aduna"). Pursuant to the Share Exchange Agreement, NSS will acquire all of the issued and outstanding shares of Upco via the issuance of 33,000,000 common shares of NSS at a deemed price of \$0.06 per NSS share. A finder's fee of 2,000,000 NSS shares will be paid at closing. All of these securities will be subject to CSE escrow requirements and a statutory 4-month hold and will be so legended.

At closing and at the sole discretion of the board of directors of NSS as constituted immediately after the time of closing, NSS will grant options to certain directors, officers, employees and consultants of NSS and Upco to purchase up to 3,722,500 common shares in the capital of NSS at an exercise price of \$0.06 or as may be allowed by any regulatory authority.

Closing of the proposed transaction is subject to a number of conditions being satisfied or waived at or prior to closing, including the following:

- no material adverse change with respect to Upco or its business having occurred prior to closing of the Share Exchange Agreement;
- the receipt of all required regulatory and Canadian Securities Exchange approvals; and

- The transaction represents a fundamental change pursuant to the Policies of the Canadian Securities Exchange, and is subject to shareholder approval. Following the transaction, the business of the issuer will be the business of Upco.

Upco operates primarily in the telecommunications industries as a licensed Global Telecom Carrier within the international VoIP (voice over IP) wholesale business with its main reportable business segment being wholesale international long distance traffic termination. Upco has also designed a software program that will enable fully secure communications, social media, namely connecting users and sharing pictures, locations, international airtime top up, International and national calls and chatting. Please visit [www.upcosystems.com](http://www.upcosystems.com) for further information.

### Capital stock and financing

On April 29, 2014, the Company closed a private placement of 2,500,000 common shares at \$0.01 for gross proceeds of \$25,000. On June 27, 2014, the Company closed a private placement of 6,500,000 common shares at \$0.02 for gross proceeds of \$130,000. On October 17, 2014, the Company closed a Special Warrant financing of 500,000 special warrants at \$0.02 per special warrant for gross proceeds of \$10,000. Each special warrant is exercisable into one common share of the company. On December 18, 2014 these special warrants were converted into common shares of the Company. On December 1, 2014, the Company raised a total of \$72,500 and issued 725,000 units of the company at ten cents per unit, with each unit consisting of one common share and one non-transferrable warrant. Each whole warrant will be exercisable at 15 cents into one additional common share of the Company expiring November 24, 2016. A finder's fee of \$1,125 in cash was paid and 11,250 finders warrants were issued to Global Securities Corporation. Each whole warrant will be exercisable at 15 cents into one additional common share of the Company expiring November 24, 2015.

On June 15, 2015 the Company raised a total of \$150,000 and issued 1,000,000 common shares of the company at fifteen cents (\$0.15) per common share.

On May 23, 2017, the Company issued 142,500 common shares in its capital at a deemed price of \$0.06 per share to an arm's length party in settlement of \$8,550 in debt.

All of the securities issued pursuant to the private placements will be subject to a restricted period of four months and one day from the date of closing.

Pursuit to CSE requirements, shares held by insiders became subject to escrow. A total of 6,800,001 shares have been placed into escrow. On December 18, 2014 the Company's shares were listed on the CSE and therefore the escrow shares will be released as follows:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities

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18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

### Overall performance

The Company has no operational revenue, and exploration activity is subject to the availability of funds raised through financings. Global financial and commodity markets have been volatile, and the Company is thus impacted by these generic industry factors which are beyond its control. The Company anticipates obtaining additional financing in the future primarily through further equity financing.

All of the Company's Seneca concessions have lapsed. The Company is evaluating other concessions and also working on closing the UPCO Systems Inc. acquisition.

### Selected Quarterly Information

The following table summarizes quarterly results for the current and 7 preceding quarters. The information contained in this table should be read in conjunction with the Company's financial statements.

Period Ending	Revenue \$	Comprehensive Income/(Loss) \$	Net Loss per share \$
September 30, 2016	-	(5,807)	0.00
June 30, 2017	-	(120,323)	0.01
March 31, 2017	-	(19,906)	0.00
December 31, 2016	-	(24,644)	0.00
September 30, 2016	-	(16,941)	0.00
June 30, 2016	-	(20,996)	0.00
March 31, 2016	-	(26,342)	0.00
December 31, 2015	-	(26,939)	0.00

### Results of Operations

The Company's comprehensive loss for the quarter ended September 30, 2017 was \$5,807 or \$0.00 per Common Share (2016: \$16,941 or \$0.00 per Common Share). The table below presents the key expenditure items for the quarters ended September 30, 2017 and 2016.

**STATEMENTS OF COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

	Three months ended September 30, <b>2017</b>	Three months ended September 30, <b>2016</b>
	Unaudited	Unaudited
Expenses		
Advertising and promotion	\$ -	\$ -
Consulting fees (Note 8)	-	<b>15,000</b>
Fees and filings	<b>5,807</b>	-
Field expenses	-	-
Meals and entertainment	-	-
Office and miscellaneous	-	<b>54</b>
Professional fees	-	<b>753</b>
Rent	-	-
	<b>5,807</b>	<b>16,888</b>
Other income: interest	-	<b>(53)</b>
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<b>\$ (5,807)</b>	<b>\$ (16,941)</b>
<b>LOSS PER SHARE – basic and diluted</b>	<b>\$ 0.0005</b>	<b>\$ 0.001</b>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – basic and diluted</b>	<b>11,226,563</b>	<b>11,225,001</b>

The Company capitalizes all mineral property acquisition and exploration costs until the properties to which the costs are related are placed into production, sold or abandoned. The decision to abandon a property is largely determined by exploration results and the amount and timing of the Company's write-offs of capitalized mineral property costs will vary in a fiscal period from one year to the next and typically cannot be predicted in advance.

During the quarter ended June 30, 2017, mineral property acquisition and exploration costs were \$Nil.

### **Dividends**

There are no restrictions that could prevent the Issuer from paying dividends on its Common Shares. The Issuer has not paid any dividends on its Common Shares and it is not contemplated that the Issuer will pay any dividends in the immediate or foreseeable future. All available cash will be used to finance operations and explore mineral properties, until a revenue stream is generated.

### **Liquidity and Capital Resources**

At September 30, 2017, the Company had working capital of \$5,154.

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration programs and to cover general and administrative expenses, the Company raises money through equity issues. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### Additional Disclosure for Venture Companies without Significant Revenue

Exploration expenditures from June 30, 2015 to September 30, 2017:

Balance at June 30, 2015	\$	38,449
Field expenses		<u>18,629</u>
Balance at June 30, 2016		57,078
Engineering reports		-
Claims lapsed		<u>(57,078)</u>
Balance at June 30, 2017		<u>-</u>
Balance at September 30, 2017	\$	<u>-</u>

### Outstanding Securities Data

As at October 10, 2017 there are 11,367,501 shares outstanding. There are 600,000 stock options issued to directors and officer at an exercise price of 10 cents. There are 100,000 stock options issued to an advisor of the Company at an exercise price of 10 cents. There are 200,000 stock options issued to an advisor of the Company at an exercise price of 20 cents.

### Transactions with Related Parties

Related Party transactions include transactions with key management personnel and their related parties who hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

During the quarter ended September 30 2017, Nil (2016 - \$15,000) in consulting fees and \$Nil (2016: \$9,920) in geological services were paid or accrued to JNS Capital Corp (a corporation owned by a director and officer of the company).

During the period from incorporation to June 30, 2017, there were no other short-term, post-employment, other long-term, or termination benefits incurred with key management personnel.

### Significant Accounting Policies

Significant accounting policies are detailed in the notes to the financial statements for the quarter ended September 30, 2017, which are available on [www.sedar.com](http://www.sedar.com).

### Risks and Uncertainties

The Company is exposed to a variety of risk factors, of which the most significant are outlined in the section 'Financial Risk Management' below.

## **Changes in Accounting Policies including Initial Adoption**

The International Accounting Standards Board has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

### **IFRS 9 ‘Financial Instruments’**

The effective date of this standard is for annual periods beginning on or after January 1, 2018. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortized cost or fair value. To be classified and measured at amortized cost, assets must satisfy the business model test for managing the financial assets and have certain contractual cash flow characteristics. All other financial instrument assets are to be classified and measured at fair value. This standard allows an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income, with dividends as a return on these investments being recognized in profit or loss. In addition, those equity instruments measured at fair value through other comprehensive income would no longer have to apply any impairment requirements nor would there be any ‘recycling’ of gains or losses through profit or loss on disposal. The accounting for financial liabilities continues to be classified and measured in accordance with IAS 39, with one exception, being that the portion of a change of fair value relating to the entity’s own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch.

### **IFRS 15 Revenue from Contracts with Customers**

Provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

IFRS 16 Leases replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a services contract on the basis of whether the customer controls the assets being leased. For those

assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that have also adopted IFRS 15.

## **Financial Risk Management**

The Issuer is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### *Credit Risk*

Credit risk is the risk of potential loss to the Issuer if a counterparty to a financial instrument fails to meet its contractual obligations. The Issuer's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents. The Issuer limits the exposure to credit risk by only investing its cash and cash equivalents with high-credit quality financial institutions in business and saving accounts, guaranteed investment certificates, and in government treasury bills which are available on demand by the Issuer.

### *Liquidity Risk*

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations when they become due. The Issuer ensures, as far as reasonably possible, it will have sufficient capital in order to meet short to medium term business requirements, after taking into account cash flows from operations and the Issuer's holdings of cash and cash equivalents. The liquidity risk at this time is high due to the current investment climate related to the weak gold price and junior mining companies.

### *Foreign Exchange Risk*

The Issuer is not exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates.

### *Interest rate risk*

The Issuer is subject to interest rate risk with respect to its investments in cash. The Issuer's policy is to invest cash at fixed rates of interest and cash reserves are to be maintained in cash and cash equivalents in order to maintain liquidity, while achieving a satisfactory return for shareholders. Fluctuations in interest rates when the cash and cash equivalents mature impact interest income earned. The Issuer is not exposed to significant interest rate risk.

### *Commodity Price Risk*

The Company is not exposed to significant commodity price risk.

### *Capital Management*

The Issuer's intended policy is to maintain a strong capital base and deal flow so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Issuer consists of cash and cash equivalents and equity, comprising of issued common shares, share-based payments reserve and deficit. There were no changes in the Issuer's approach to capital management during the years ended June 30, 2017 and 2016. The Issuer is not subject to any externally imposed capital requirements.

### *Fair Value*

The fair value of the Issuer's financial assets and liabilities approximates their carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

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