AirIQ

AirIQ Inc.
Management's Discussion and Analysis of Financial Condition and Results of Operations for the Three Months and Nine Months ended December 31, 2018

The following management's discussion and analysis of the consolidated results of operations and financial condition of AirIQ Inc. ("AirIQ" or the "Company") is made as of February 12, 2019 and should be read in conjunction with the consolidated financial statements as at and for the years ended March 31, 2018 and March 31, 2017 and accompanying notes. The accompanying consolidated condensed interim financial statements of AirIQ have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The accompanying consolidated condensed interim financial statements and this management's discussion and analysis have been reviewed by the Company's Audit Committee and approved by the Company's Board of Directors.

The accompanying consolidated condensed interim financial statements include the accounts of AirIQ and its wholly-owned subsidiaries, AirIQ U.S. Holdings, Inc. ("AirIQ Holdings"), AirIQ U.S., Inc. ("AirIQ USA"), and AirIQ, LLC ("AirIQ LLC"). All inter-company balances and transactions have been eliminated on consolidation.

The accompanying consolidated condensed interim statements of comprehensive income are presented for the three months and nine months ended December 31, 2018 and include the operating results of AirIQ Inc. and its wholly-owned subsidiaries.

As used in this discussion and unless the context otherwise requires, or unless otherwise indicated, all references to "AirIQ", the "Company", "we", "us", "our", or similar expressions, refer to AirIQ Inc. and its consolidated subsidiaries.

The preparation of financial statements and related disclosures in conformity with IFRS requires management to make estimates that affect the reported amounts of assets, liabilities, revenues, expenses and contingencies. Management bases its estimates on historical experience and on other assumptions that are believed, at the time, to be reasonable under the circumstances. Under different assumptions or conditions, the actual results may differ, potentially materially, from those previously estimated. Many of the conditions impacting these assumptions and estimates are outside of AirIQ's control. AirIQ evaluates such estimates and assumptions on a periodic basis.

Unless otherwise noted herein, all references to dollar amounts are in thousands of Canadian dollars except share and per share information.

FORWARD-LOOKING STATEMENTS

Management's discussion and analysis contains forward-looking information based on management's best estimates and the current operating environment. These forward-looking statements are related to, but not limited to, AirIQ's operations, anticipated financial performance, business prospects and strategies. Forward-looking information typically contains statements with words such as "goal", "anticipate", "believe", "expect", "plan" or similar words suggesting future outcomes. These statements are based upon certain material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statements, including AirIQ's perception of historical trends, current conditions and expected future developments as well as other factors management believes are appropriate in the circumstances. Such forward-looking statements are as of the date which such statement is made and are subject to a number of known and unknown risks, uncertainties and other factors, which could cause actual results or events to differ materially from future results expressed, anticipated or implied by such forward-looking statements. Such factors include, but are not limited to, changes in market and competition, technological and competitive developments and potential downturns in economic conditions generally. Therefore, actual outcomes may differ materially from those expressed in such forward-looking statements. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. Other than as may be required by law, AirIQ disclaims any intention or obligation to update or revise any such forward-looking statements, whether as a result of such information, future events or otherwise.

COMPANY OVERVIEW

AirIQ was incorporated in 1997, and since that time has played a significant role in the North American telematics industry. It is listed on the TSX Venture Exchange (“TSXV”) under the symbol “IQ”. AirIQ is a supplier of asset management services and its office is located at 1845 Sandstone Manor, Unit 10, Pickering, Ontario, L1W 3X9, Canada.

The Company offers an intuitive web-based platform that provides fleet operators and vehicle owners with a suite of asset management solutions to reduce cost, improve efficiency and monitor, manage and protect their assets. Services are available online or via a mobile app, and include: instant vehicle locating, boundary notification, automated inventory reports, maintenance reminders, security alerts and vehicle disabling and unauthorized movement alerts.

For additional information on AirIQ and its products and services, please visit the Company’s website at www.airiq.com. The information on AirIQ’s website is not considered to be a part of this management’s discussion and analysis.

BUSINESS REVIEW

The Company is focusing its efforts and resources on revenue growth and profitability by continuing to offer leading-edge technology solutions for existing and new customers. We continue to focus on recurring revenues, gross profits and improving cash-flows to build a sustainable business.

The Company adopted IFRS 15 effective as of April 1, 2018 (as described in note 3 to the Company’s Consolidated Condensed Interim Financial Statements for the three months and nine months ended December 31, 2018). Under this adoption, the comparative information is not restated herein (unless otherwise noted), or in the Company’s financial statements.

Highlights of the quarter are as follows:

On December 7, 2018, Mosaic Capital Partners LP (“Mosaic”) exercised 700,000 warrants with an exercise price of $0.05 per warrant for 700,000 common shares in the capital of the Company for an aggregate consideration of $35. Mosaic now holds a total of 5,949,999 common shares of the Company, representing approximately 19.95% of the issued and outstanding shares of the Company.

Third Quarter Highlights

- Recurring revenues increased by 22% to $681 during the three months ended December 31, 2018 from $557 for the three months ended December 31, 2017.
- Total revenues decreased by 5% to $783 for the three months ended December 31, 2018 when compared to the same period the previous year of $820.
- Hardware and other revenues decreased by 61% to $102 for the three months ended December 31, 2018 when compared to the same period the previous year of $263.
- Quarterly gross profit for the three months ended December 31, 2018 decreased slightly to $501 from $502 for the same period the previous year.
- EBITDAS decreased by 33% to $97 compared to $145 for the quarter ended December 31, 2017.
- Net income decreased by 62% to $31 compared to net income of $82 in the quarter ended December 31, 2017.
- Cash balance increased by 98% to $870 for the quarter ended December 31, 2018 when compared to $439 for the quarter ended December 31, 2017.
- Working capital increased by 30% to $958 for the quarter ended December 31, 2018 when compared to $737 on March 31, 2018.

In order to provide comparable information to the previous year, set out in the table below are the third quarter results reflecting pre and post IFRS 15 adjustments where applicable:

Financial Highlights

	Three months ended 31-Dec-2018 with adoption of IFRS 15 (1)	**Three months ended 31-Dec-2018 without adoption of IFRS 15** (1)	**Three months ended 31-Dec-2017** (1)
Recurring revenues (1)	$681	$596	$557
Hardware and other revenues (1)	$102	$287	$263
Total revenues (1)	$783	$883	$820
Gross profit	$501	$503	$502
Gross profit%	64%	57%	61%
Expenses (2)	$404	$404	$357
EBITDAS (3)	$97	$99	$145
Other expenses (4)	$66	$66	$63
Total net income	$31	$33	$82
Income per share, basic and diluted	$0.01 (5)	$0.01 (5)	$0.00

(1) Revenues have been impacted by the adoption of IFRS 15, as described in note 3 of the Company's consolidated condensed interim financial statements for the three months and nine months ended December 31, 2018. Under this adoption, the comparative information is not restated.
(2) Excludes share-based compensation.
(3) EBITDAS represents earnings before interest and non-cash items: depreciation and amortization, impairment of long-lived assets and share-based compensation and impairment on long-lived asset.
(4) Includes non-cash notional charges such as interest, depreciation and amortization and share-based compensation expense.
(5) Represents income per share for the nine months ended December 31, 2018.

SUBSEQUENT EVENT

In thousands of Canadian dollars, except share and per share information 3

Subsequent to the quarter end, the First Earn-Out became due and payable pursuant to the asset purchase agreement entered into between the Company and Connected Telematics Corp. ("Connected"). (See "*Commitments and Contingencies*" below.) The Company calculated the First Earn-Out Amount based on the December 2018 monthly recurring revenues of Connected, less any set-offs as permitted under the asset purchase agreement and amounts owed by Connected to AirIQ. As a result, no amounts were paid or due to Connected in respect of the First Earnout.

RESULTS OF OPERATIONS

Revenues
Total revenues consist of airtime services, hardware, components and miscellaneous parts, repair, warranties and sales related to lost units.

Revenues from airtime services are recognized as services over the life of the contract as services are provided; revenues from hardware, components and miscellaneous parts, repairs and lost unit sales that are independent of the provision of airtime services are recognized upon delivery; and revenues from services sold as part of hardware contracts are recorded as deferred revenues and recognized over the term of the hardware contract.

Total revenues for the three months and nine months ended December 31, 2018, decreased 5% and increased 9%, respectively, to $783 and $2,613, respectively from $820 and $2,406, respectively, for the three months and nine months ended December 31, 2017.

Recurring Revenues
Recurring revenues from service contracts for the three months ended December 31, 2018 of $681 represents an increase of $124 or 22% compared to $557 for the three months ended December 31, 2017; and $2,046 for the nine months ended December 31, 2018, representing an increase of $433 or 27% compared to $1,613 for the nine months ended December 31, 2017.

Recurring revenues represented 87% and 78%, respectively, of total revenues for the three months and nine months ended December 31, 2018 compared to 68% and 67%, respectively of total revenues for the three months and nine months ended December 31, 2017.

Hardware and Other Revenues
Included in the Company's revenues are:

- sales of units that were sold with a long-term service contract of approximately $28 and $381, respectively, during the three months and nine months ended December 31, 2018, compared to $96 and $959, respectively during the three months and nine months ended December 31, 2017;
- sales of units that were sold without a fixed term service contract of approximately $49 and $144 respectively, during the three months and nine months ended December 31, 2018 compared to $44 and $116, respectively for the three months and nine months ended December 31, 2017; and
- miscellaneous parts, repair, warranty and lost unit sales of approximately $25 and $42, respectively, during the three months and nine months ended December 31, 2018, compared to $8 and $36, respectively, for the three months and nine months ended December 31, 2017.

Revenues for the period ended December 31, 2018 have been impacted by the adoption of IFRS 15, however comparative revenues have not been restated. See note 3, *Changes in Significant Accounting Policies* in the accompanying consolidated condensed interim financial statements for the three months and nine months ended December 31, 2018, for details of the significant changes and quantitative impact of the changes.

Gross Profit
Overall, gross profit decreased by $1 or 0% to $501 for the three months ended December 31, 2018 compared to $502 for the three months ended December 31, 2017; and increased by $85 or 6% to $1,554 for the nine months ended December 31, 2018 compared to $1,469 for the nine months ended December

31, 2017. Gross margin as a percentage of revenues was 64% and 59%, respectively, for the three months and nine months ended December 31, 2018 compared to 61% for both the three and nine months ended December 31, 2017.

Equipment gross profits decreased by approximately 119% and 72%, respectively, or $51 and $116, respectively, to ($8) and $45 for the three months and nine months ended December 31, 2018 from $43 and $161, respectively, for the three months and nine months ended December 31, 2017.

Service contract gross profits increased by approximately 11% and 15%, respectively, or $50 and $201, respectively, to $509 and $1,509, respectively, during the three months and nine months ended December 31, 2018 from $459 and $1,308, respectively, for the three months and nine months ended December 31, 2017.

Expenses and Other Items
Expenses include sales and marketing costs, general and administrative expenses and engineering and research expenses.

"Sales and marketing" expenses include all salaries and related costs of marketing, sales, client care, account management and other direct expenses such as advertising, marketing and sales support materials, trade show and other travel costs.

"Engineering and research" expenses consist of costs associated with acquired and internally developed software and device hardware, including fees to independent contractors and salaries and related expenses of personnel engaged in these activities.

"General and administrative" expenses include: salaries and related costs including finance, information technology and administrative personnel. In addition, general and administrative expenses include rent and occupancy costs, professional fees, insurance, investor relations, directors' fees, regulatory filing fees, share-based payments, travel and costs related to board of directors or committee activities.

Sales and marketing, research and development and general and administrative expenses totalled $447 and $1,222, respectively, for the three months and nine months ended December 31, 2018 compared to $371 and $1,114, respectively, for the three months and nine months ended December 31, 2017.

Overall these expenses increased by $76 and $108, respectively, for the three months and nine months ended December 31, 2018 when compared to the three months and nine months ended December 31, 2017.

Expense increases for the three months ended December 31, 2018 when compared to the three months ended December 31, 2017 occurred in the following areas: (a) salaries and benefits of $59, (b) legal, audit and tax fees of $7, (c) public reporting costs of $1, and (d) other expenses of $20. These increases were offset by a decrease in: (i) consulting expenses of $6, (ii) stock-based compensation of $2, and (iii) computer operating costs of $3.

Expense increases for the nine months ended December 31, 2018 when compared to the nine months ended December 31, 2017 occurred in the following areas: (a) salaries and benefits of $95, (b) legal, audit and tax fees of $12, (c) consulting expenses of $4 and, (d) other expenses of $27. These increases were offset by a decrease in: (i) computer operating costs of $22, (ii) public reporting costs of $1 and, (iii) stock-based compensation of $7.

Foreign Exchange
For the three months and nine months ended December 31, 2018, the Company recorded a foreign exchange gain of $34 and $33, respectively, compared to a gain of $3, and a loss of $35, respectively, for the three months and nine months ended December 31, 2017.

Interest and Other Financing Charges
Net interest expense for the three months and nine months ended December 31, 2018, was $nil and $2, respectively, compared to $1 and $1 for the three months and nine months ended December 31, 2017.

Interest charges include cash payments of $nil and $2, respectively, related to the credit facility from the Royal Bank of Canada (three months and nine months ended December 31, 2017 - $1 and $1).

Depreciation and Amortization
Amortization for the three months and nine months ended December 31, 2018, was $57 and $167, compared with $51 and $146, respectively, for the three months and nine months ended December 31, 2017.

Impairment of Long-Lived Assets
There was no charge for impairment of long-lived assets for the three-months and nine-months ended December 31, 2018 and December 31, 2017.

Net Income
The Company generated net income for the three months and nine months ended December 31, 2018 of $31 and $196, respectively, or $nil and $0.01, respectively, per share as compared to net income of $82 and $173, respectively, or $nil and $0.01, respectively, per share for the three months and nine months ended December 31, 2017; a decrease of $51 and an increase $23, respectively, or 62% and 13%, respectively.

The decrease in net income for the three months ended December 31, 2018 when compared to the three months ended December 31, 2017 can be attributed to the following areas: (a) a decrease in gross profits of $1 (see *Gross Profit* above), (b) an increase in amortization of approximately $6 (see *Depreciation and Amortization* above), and (c) an increase in other expenses of approximately $76 (see *Expenses and Other Items* above). These were offset by: (i) a decrease in interest expense of approximately $1 (see *Interest and Other Financing Charges* above), and (ii) an increase in foreign exchange gain of approximately $31 (see *Foreign Exchange* above).

The increase in net income for the nine months ended December 31, 2018 when compared to the nine months ended December 31, 2017 can be attributed to the following areas: (a) an increase in gross profits of $85 (see *Gross Profit* above), and (b) an increase in foreign exchange gain of approximately $68 (see *Foreign Exchange* above). These were offset by: (i) an increase in amortization of approximately $21 (see *Depreciation and Amortization* above), (ii) an increase in interest expense of approximately $1 (see *Interest and Other Financing Charges* above), and (iii) an increase in other expenses of approximately $108 (see *Expenses and Other Items* above).

Summary of Quarterly Results

The information in the table below has been derived from the Company's consolidated condensed interim financial statements.

For the three months ended	31-Dec-2018	30-Sep-2018		30-June-2018	31-Mar-2018
Recurring revenues (1)	$681	$691		$674	$616
Hardware and other revenues (1)	$102	$332		$133	$257
Total revenues(1)	$783	$1,023		$807	$873
Gross profit	$501	$561		$492	$515
Gross profit %	64%	55%		58%	59%
Expenses (2)	$404	$436		$335	$363
EBITDAS (3)	$97	$125		$157	$152
Other expenses (4)	$66	$58		$59	$63
Impairment of long-lived asset	—	—		—	$102
Total net income (loss)	$31	$67		$98	($13)
Income per share, basic and diluted	$0.00	$0.01	(5)	$0.00	$0.01

For the three months ended	31-Dec-2017	30-Sep-2017	30-Jun-2017	31-Mar-2017
Recurring revenues (1)	$557	$512	$544	$503
Hardware and other revenues (1)	$263	$262	$268	$302
Total revenues (1)	$820	$774	$812	$805
Gross profit	$502	$462	$505	$455
Gross profit %	61%	60%	62%	57%
Expenses (2)	$357	$381	$380	$310
EBITDAS (3)	$145	$81	$125	$145
Other expenses (4)	$63	$58	$57	$56
Total net income (loss)	$82	$23	$68	$89
Income per share, basic and diluted	$0.00	$0.00	$0.00	$0.00

(1) Revenues for the three months and nine months ended December 31, 2018 have been impacted by the adoption of IFRS 15, as described in note 3 of the accompanying consolidated condensed interim financial statements. Under this adoption, the comparative information is not restated.
(2) Excludes share-based compensation.
(3) EBITDAS represents earnings before interest and non-cash items: depreciation and amortization, impairment of long-lived assets and share-based compensation. See "Non-IFRS Measures" below.
(4) Includes non-cash notional charges such as interest, depreciation and amortization and share-based compensation expense.
(5) Represents earnings per share for the nine months ended December 31, 2018

In thousands of Canadian dollars, except share and per share information 7

LIQUIDITY AND CAPITAL RESOURCES

Operating activities

The Company generated approximately $55 and $550, respectively, from operating activities during the three months and nine months ended December 31, 2018; $128 and $481, respectively, generated from operations; and $73 used and $69 generated, respectively, from working capital. This compares with cash generated of approximately $196 and $683, respectively, from operating activities during the three months and nine months ended December 31, 2017; $301 and $818, respectively, generated from operations and $105 and $135 used for working capital during the three months, and nine months, ended December 31, 2017.

Proceeds from services sold in connection with hardware contracts are recorded as deferred revenues and recognized over the expected life of the services on a straight-line basis.

Deferred revenues totaled $367 as at December 31, 2018 compared to $828 as at March 31, 2018 and $906 as at December 31, 2017 following the adoption of IFRS 15 (see note 3, *Changes in Significant Accounting Policies* in the Company's consolidated condensed interim financial statements for the three months and nine months ended December 31, 2018 for details of the significant changes and quantitative impact of the changes).

As at December 31, 2018, the Company had cash on hand of $870, and positive working capital of $958. Working capital is defined as total current assets, excluding current costs of deferred revenues, less total current liabilities, excluding deferred revenues. Both costs of deferred revenues and deferred revenues are non-cash items.

Investing activities

Investing activities related to additions to software, rental units and property, plant and equipment for the three months and nine months ended December 31, 2018 totaled approximately $74 and $242, respectively, of cash used compared with approximately $184 and $375, respectively, for the three months and nine months ended December 31, 2017. The Company spent approximately $200 on software development related to the integration of new hardware onto its existing platform, upgrade of customer interfaces and development of new solution features during the nine months ended December 31, 2018 (December 31, 2017 - $180).

Financing activities

Credit Facility

On December 15, 2014 the Company announced the establishment of a revolving demand facility with Royal Bank of Canada ("RBC"). The credit facility is a standard operating line with the certain covenants, including a first priority general security over the Company's assets. As at December 31, 2018, $nil (December 31, 2017 - $nil) has been drawn from the credit facility. The Company paid RBC a total of approximately $nil and $2, respectively, related to interest on the credit facility during the three months and nine months ended December 31, 2018 (three months and nine months ended December 31, 2017 - $1 and $1, respectively) which is included in interest expense in the accompanying consolidated statement of income and comprehensive income.

As of February 12, 2019, AirIQ has a total of 29,828,947 common shares issued and outstanding.

Contractual Obligations

December 31, 2018: Payments due by period

	Total	2019	2020	2021	2022	2023
	$	$	$	$	$	$
Accounts payable and accrued liabilities	447	447	—	—	—	—
Operating leases	28	5	18	5	—	—
	475	**452**	**18**	**5**	**—**	**—**

December 31, 2017: Payments due by period

	Total	2018	2019	2020	2021	2023
	$	$	$	$	$	$
Accounts payable and accrued liabilities	421	421	—	—	—	—
Operating leases	41	18	18	5	—	—
	462	**439**	**18**	**5**	**—**	**—**

COMMITMENTS AND CONTINGENCIES

Commitments

Total future minimum payments under leases for premises are approximately $28.

On December 8, 2017, the Company entered into an asset purchase agreement for the purchase of certain assets of Connected Telematics Corp. ("Connected"). The purchased assets included customer contracts and approximately 2,000 GPS devices. The purchase price for the acquisition included an initial cash payment of $90 plus potential performance based earn-outs on the first, second and third anniversaries of the transaction (the "Earn-Outs") equal to the recurring revenues of the month immediately preceding the anniversary of acquired business times a factor of 1.33. The Earn-Outs are payable in cash and/or common stock of AirIQ, in its sole discretion, and any share issuances shall be subject to approval of the TSX Venture Exchange. In the event any common shares of the Company are issued in connection with the Earn-Outs, the share price will be calculated using the Company's volume weighted average price of the common shares for the twenty (20) days prior to the calculation date. As at December 31, 2018, no Earn-Outs are due or payable (December 31, 2017 - $nil) and the Company recognized an impairment charge of $102 for the entire purchase amount.

The transaction does not constitute a business combination as the acquired assets did not meet the definition of a business under IFRS 3, Business Combinations, as substantially all of the fair value of the gross assets acquired is concentrated in the customer contracts. As a result, the transaction is accounted for as an asset acquisition with the Company identified as the acquirer and the equity consideration accounted for in accordance with IFRS 2, Share-based Payment, measured at fair value. Related transaction costs were capitalized as part of the cost of the asset acquisition.

Subsequent to the quarter end, the First Earn-Out became due and payable. The Company calculated the First Earn-Out Amount based on the monthly recurring revenues of Connected as of December 8, 2018, less any set-offs as permitted under the asset purchase agreement and amounts owed by Connected to AirIQ. As a result, no amounts were paid or due to Connected in respect of the First Earnout.

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The Company entered into an asset purchase agreement with Timeout Studios Inc. ("Timeout") on May 31, 2016, for the purchase of certain software assets in the aggregate amount of $60 and included in software additions (see Note 6 to the accompanying consolidated condensed interim financial statements for the three months and nine months ended December 31, 2018). Pursuant to the terms of the asset purchase agreement, the Company executed a promissory note in favor of Timeout in the principal amount of $45, payable in equal monthly installments of $2.5 from June 2016 to May 2017, and $1.25 each month from June 2017 to May 2018. An additional earn-out was contemplated under the terms of the asset purchase agreement provided that the acquired assets result in certain revenue objectives in the first twelve months following the acquisition. These objectives have not been met. Therefore, no additional consideration is required. As at December 31, 2018, the principal amount outstanding on the promissory note is $nil (December 31, 2017 - $6).

The Company is party to certain management contracts. The Company has minimum contractual commitments with these contracts of $130, all due within one year. Included is a contractual commitment to pay a consultant $100 on termination of his contract by the Company without cause or in the event of a "change of control" as defined in the consulting agreement; provided however in no event shall the Company be required to pay more than $100 if both events should occur simultaneously. As a triggering event had not occurred, no provision has been made with respect to this commitment. In addition, included in the management contracts is a contractual commitment to pay an employee approximately $43 on termination of the employee by the Company without cause in the event of a "change of control" (as defined in the employment agreement) occurring within one (1) year of such "change of control". If a triggering event has not occurred, no provision has been made with respect to this commitment.

The Company has a profit-sharing plan to incentivize employees and certain officers of the Corporation to meet specific goals and objectives. The profit-sharing pool for fiscal year 2019 has been set by the Board at $60,000, subject to meeting certain criteria related to total operating revenues, total recurring revenues and operating profit based on the March 31, 2019 audited year end results. Payments under the profit-sharing plan are at the sole discretion of the Chief Executive Officer.

Contingencies

The Company, in the course of its normal operations, is subject to claims, lawsuits, patent infringement claims and contingencies. Accruals are made in instances where it is probable that liabilities may be incurred and where such liabilities can be reasonably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a significant impact on its consolidated financial position.

OFF BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors and officers, and enterprises that are controlled by these individuals, as well as certain person performing similar functions.

The following is a summary of the Company's related party transactions during the periods ended December 31, 2018 and 2017:

a) Key Management Compensation

Key management personnel compensation is comprised of:

	Three months ended 31-Dec-18	Three months ended 31-Dec-17
	$	$
Salary, consulting fees and benefits	**58**	51
Share-based payments	**2**	11
	60	**62**

AirIQ owed a company controlled by the Chief Executive Officer $7 as at December 31, 2018 (December 31, 2017 - $nil).

Related Party Transactions

During the three months and nine months ended December 31, 2018, $4 and $10, respectively, was expensed for directors' fees and stock-based compensation (three months and nine months ended December 31, 2017 - $4 and $32, respectively).

AirIQ owed a company controlled by a former director $36 at December 31, 2018 (December 31, 2017 - $36) which is included in accounts payable and accrued liabilities. AirIQ is also owed $36 from the related company of the former director and/or its controlling shareholder at December 31, 2018 (December 31, 2017 - $36) which is included in trade and other receivables. These amounts are unsecured, non-interest bearing and due on demand.

OUTSTANDING SECURITIES DATA

	Authorized	Issued and Outstanding as at 31-Dec-2018	Issued and Outstanding as at 12-Feb-2019
Common shares	unlimited	**29,828,947**	29,828,947
Warrants	n/a	**nil**	nil
Stock options	n/a	**2,196,127**	2,196,127

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The most significant estimates and assumptions made by management in the preparation of the Company's accompanying consolidated condensed interim financial statements are outlined below.

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Income, value added, withholding and other taxes
The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company’s provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company’s income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company’s interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Share-based Payment Transactions
The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, forfeiture rate and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in the accompanying consolidated condensed interim financial statements.

Warranty
The Company uses historical warranty claim information, as well as recent trends that might suggest that post-cost information may differ from future claims. Factors that could impact the estimated claim information include the success of the Company’s productivity and quality initiatives, as well as parts and labour costs. Actual claims costs may differ from management’s estimates depending upon whether the actual claims costs were significantly different than the estimates.

Impairment
An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Company's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

Useful Lives of Depreciable Assets
Management reviews the useful lives of depreciable assets including software, rental units and property, plant and equipment and customer contracts at each reporting date based on the expected utility of the assets to the Company. Actual results, however, may vary due to technical obsolescence. Details of the software, rental units and property, plant and equipment are provided in the accompanying consolidated condensed interim financial statements.

Inventories
Inventory is measured at the lower of cost and net realizable value. In estimating net realizable values, management takes into account the most reliable evidence available at the times the estimates are made. The Company's business is subject to technology changes which may cause selling prices to change rapidly. Moreover, future realization of the carrying amounts of inventory assets is affected by price changes in different market segments. Details of the inventory balances are provided in the accompanying consolidated condensed interim financial statements.

Determination of fair values of assets acquired in business combinations
The assets acquired in business combinations are all initially recorded at fair market value. Determination of fair value included assessments of discounted cash flows for the assets acquired and expected to be derived from the use of these assets.

Revenue recognition
The Company earns revenues through the supply of GPS solutions for asset management services in the commercial and consumer markets.

The Company offers certain arrangements whereby a customer can purchase products and services together. Prior to adoption of IFRS 15, the products and related services were not accounted for as separately identifiable components. As a result, revenues received from the sale of a product and service bundle were deferred and recognized over the term of the contract. However, upon adoption of IFRS 15, it was determined that the products and the related services are distinct and should be recognized separately. Where such multiple-element arrangements exist, the amount of revenue allocated to each element is based upon the fair values of the various elements. The fair values of each element are determined based on the current market price of each of the elements when sold separately. When the fair value cannot be determined based on when it was sold separately, the Company uses the residual method to determine a value that most reasonably reflects the selling price that might be achieved in a stand-alone transaction. Any discounts identified as part of a multi-element arrangement are proportionately allocated to all separately identifiable components, unless there is observable evidence that the discount relates to only one of the performance obligations in a contract. Upon adoption of IFRS 15, revenues related to the sale of hardware are recognized at the time of sale, and revenues for monitoring and supporting services are recognized over the term of the contracted service period with amounts prepaid by customers accounted for as deferred revenues.

Legal claims
In accordance with IFRS, the Company recognizes a provision where there is a present obligation from a past event, a transfer of economic benefits is probable and the amount of costs of the transfer can be estimated reliably. In instances where the criteria are not met, a contingent liability may be disclosed in the notes to the financial statements. Obligations arising in respect of contingent liabilities that have been disclosed, or those which are not currently recognized or disclosed in the financial statements could have a material effect on the Company's financial position. Application of these accounting principles to legal cases requires the Company's management to make determinations about various factual and legal matters beyond its control. The Company reviews outstanding legal cases, following developments in the legal proceedings, and at each reporting date in order to assess the need for provisions and disclosures in its financial statements. Among the factors considered in making decisions on provisions are the nature of the litigation, claim or assessment, the legal process and potential level of damages in the jurisdiction in which the litigation, claim or assessment has been brought, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers, experience on similar cases and any decision of the Company's management as to how it will respond to the litigation, claim or assessment.

RECENT ACCOUNTING DEVELOPMENTS

Changes in Significant Accounting Policies

Except as described below, the accounting policies applied to these consolidated condensed interim financial statements are the same as those applied to the Company's audited annual financial statements and notes thereto for the year ended March 31, 2018 and 2017.

The following changes in accounting policies were adopted in these consolidated condensed interim financial statements at and for the period ended December 31, 2018.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 and replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company has adopted the new standard effective April 1, 2018, however there is no material impact on the Company's financial statements.

IFRS 15 - Revenue From Contracts With Customers ("IFRS 15") replaces IAS 18 - Revenue, IAS 11 - Construction contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which affect the amount and/or timing of revenue recognized. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

The standard is mandatory for financial years commencing on or after January 1, 2018. The Company has adopted the standard effective April 1, 2018 using the modified retrospective approach which requires the Company to recognize the cumulative effect of initially applying IFRS 15 as an adjustment to the opening balance of equity as at April 1, 2018. Therefore, the comparative information has not been restated and continues to be reported under IAS 18 – Revenue. The details of the significant changes and quantitative impact of the changes, if any, are set out below.

In its adoption of IFRS 15, the Company has elected to apply the requirements of the new standard only to contracts that are incomplete at the date of initial application. The Company has also elected to apply the contract modification practical expedient and reflect the aggregate effect of all contact modifications prior to the transition date.

The Company earns revenues through the supply of GPS solutions for asset management services in the commercial and consumer markets.

The Company offers certain arrangements whereby a customer can purchase products and services together. Prior to adoption of IFRS 15, the products and related services were not accounted for as separately identifiable components. As a result, revenues received from the sale of a product and service bundle were deferred and recognized over the term of the contract. However, upon adoption of IFRS 15, it was determined that the products and the related services are distinct and should be recognized separately. Where such multiple-element arrangements exist, the amount of revenue allocated to each element is based upon the fair values of the various elements. The fair values of each element are determined based on the current market price of each of the elements when sold separately. When the fair value cannot be determined based on when it was sold separately, the Company uses the residual method to determine a value that most reasonably reflects the selling price that might be achieved in a stand-alone transaction. Any discounts identified as part of a multi-element arrangement are proportionately allocated to all separately identifiable components, unless there is observable evidence that the discount relates to only one of the performance obligations in a contract. Upon adoption of IFRS 15, revenues related to the sale of hardware are recognized at the time of sale, and revenues for monitoring and supporting services are recognized over the term of the contracted service period with amounts prepaid by customers accounted for as deferred revenues.

The cumulative effect of the changes made to the Company's Consolidated Condensed Interim Statements of Financial Position as at April 1, 2018 for the adoption of IFRS 15 Revenue From Contracts with Customers was as follows:

	Balance at March 31, 2018	**Adjustments due to IFRS 15**	**Balance as at April 1, 2018**
Balance Sheet			
Assets			
Deferred costs - current	343	(343)	—
Deferred costs – long term	65	(65)	—
Total Assets	**408**	**(408)**	**—**
Liabilities			
Deferred revenues - current	(723)	343	380
Deferred revenues – long term	(105)	65	40
Total Liabilities	**(828)**	**408**	**420**
Shareholders Equity			
Total shareholders' equity	**1,267**	**$nil**	**1,267**

In accordance with the new revenue standard requirements, the disclosure of the impact of adoption on the Consolidated Condensed Interim Statements of Income and Comprehensive Income is as follows:

	For the three months ended December 31, 2018		
	As reported after adoption of IFRS 15	**Balances prior to adoption of IFRS 15**	**Effect of change Higher/(Lower)**
Income Statement			
Revenues			
Recurring revenues	$681	$596	$85
Hardware and other revenues	$102	$287	($185)
Total revenues	**$783**	**$883**	**($100)**
Direct cost of sales	$282	$380	($98)
Gross profit	$501	$503	($2)
Expenses	$413	$413	—
Other expenses	$57	$57	—
Net income and comprehensive income	**$31**	**$33**	**($2)**

In thousands of Canadian dollars, except share and per share information 15

	For the nine months ended December 31, 2018		
	As reported after adoption of IFRS 15	Balances prior to adoption of IFRS 15	Effect of change Higher/(Lower)
Income Statement			
Revenues			
Recurring revenues	$2,046	$1,814	$232
Hardware and other revenues	$567	$775	($208)
Total revenues	**$2,613**	**$2,589**	**$24**
Direct cost of sales	$1,059	$1,093	($34)
Gross profit	$1,554	$1,496	$58
Expenses	$1,189	$1,189	—
Other expenses	$169	$169	—
Net income and comprehensive income	**$196**	**$138**	**$58**

Practical Expedients Used

AirIQ has elected to make use of the following practical expedients:

- Completed contracts under IAS 11 and IAS 18 before the date of transition have not been reassessed.

	For the Years Ending March 31st			
	2019	**2020**	**2021**	**Total**
Revenues expected to be recognised on deferred revenues at December 31, 2018	**$138**	**$197**	**$32**	**$367**

IFRIC 22 – Foreign Currency Transactions and Advance Consideration ("IFRIC 22") was issued in December 2016 and addresses foreign currency transactions or parts of transactions where there is consideration that is denominated in a foreign currency; a prepaid asset or deferred income liability is recognized in respect of that consideration, in advance of the recognition of the related asset, expense or income; and the prepaid asset or deferred income liability is non-monetary. The interpretation committee concluded that the date of the transaction, for purposes of determining the exchange rate, is the date of initial recognition of the non-monetary prepaid asset or deferred income liability. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018. The Company has adopted the new standard effective April 1, 2018, however there is no material impact on the Company's financial statements.

Standards, Amendments and Interpretations Not Yet Effective

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

In thousands of Canadian dollars, except share and per share information 16

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted.

NON-IFRS MEASURES

Certain non-IFRS measures are presented in this management's discussion and analysis of the consolidated results of operations and financial condition of AirIQ Inc., including, but not limited to "EBTIDAS", which is defined as earnings before interest and non-cash items: depreciation and amortization, impairment of long-lived assets and share-based compensation and impairment on long-lived assets. These measures do not have any standardized meaning prescribed by IFRS and differ from measures determined in accordance with IFRS. The amounts presented may not be comparable with amounts presented by other companies. These non-IFRS measures are intended to provide additional information regarding the Company's financial performance and should not be construed as an alternative to net income or to cash flows from operating activities (as determined in accordance with IFRS) or as a measure of liquidity.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, trade and other receivables, accounts payable and accrued liabilities, promissory notes and obligations under finance lease. The Company does not utilize derivative financial instruments to manage various types of risks related to the accompanying consolidated financial instruments.

The Company faces currency risk related to the variations in exchange rates between U.S. and Canadian currencies which may affect the Company's operating and financial results. The Company's consolidated activities that result in exposure to fluctuations in foreign currency exchange rates consist of the sale of products to customers in foreign currencies and the purchases of services and raw materials from suppliers invoiced in foreign currencies.

The Company is also exposed to credit risk from customers. The Company performs ongoing credit evaluations of new and existing customers' financial condition and reviews the collectability of its trade accounts receivable in order to mitigate any possible credit losses.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company collecting its accounts receivable in a timely manner and by maintaining sufficient cash and cash equivalents and marketable securities in excess of anticipated needs.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management feels that the Company is not currently subject to significant interest rate risk as the Company currently does not have any interest-bearing debt.

Further details related to the Company's financial instruments and risk management approach are set out in Note 3, Summary of Significant Accounting Policies - Financial Instruments, to the accompanying consolidated condensed interim financial statements.

RISK FACTORS

There are certain risks inherent in an investment in the securities of AirIQ and in the activities of the Company, including the following, which investors should carefully consider before investing in securities of AirIQ. This description of risks does not include all possible risks, and there may be other risks of which the Company is not currently aware.

Financing Requirements
AirIQ may require additional financing in order to support expansion, develop new or enhanced services, respond to competitive pressures, acquire complementary businesses or technologies or take advantage of unanticipated opportunities. The ability of AirIQ to arrange such financing will depend in part upon the success of AirIQ's existing and new service offerings and competing technological and market developments. There can be no assurance that AirIQ will be successful in its efforts to arrange additional financing on terms satisfactory to AirIQ. Any additional equity financing may be dilutive to shareholders, and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity securities, the percentage ownership of the shareholders of AirIQ will be reduced, shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences or privileges senior to those of the holders of AirIQ's common shares. If adequate funds are not available on acceptable terms, AirIQ may be unable to develop or enhance its services and products, take advantage of future opportunities or respond to competitive pressures, any of which could have a material adverse effect on AirIQ's business, financial condition and operating results.

Dependence on Wireless Carriers
AirIQ depends on wireless networks owned and controlled by others. If AirIQ's customers do not have continued access to sufficient capacity on reliable networks, AirIQ may be unable to deliver services and AirIQ's revenues may decrease. AirIQ's financial condition could be harmed if its wireless carriers were to increase the prices of their services.

Operating Results
AirIQ has incurred significant losses to date. Consequently, there is no assurance that AirIQ will achieve profitability in the future or that AirIQ will be able to generate sufficient cash from operations, or to raise sufficient financing to fund its operations. Operating results of AirIQ could be materially adversely affected by general economic and other conditions affecting the timing of customer demand and specifically the development of the GPS, wireless communication and Internet information markets.

Client Concentration; Dependence on Large Projects
AirIQ has derived, and believes that it will continue to derive, a significant portion of its revenues from a limited number of large client contracts. The loss of any large client could have a material adverse effect on AirIQ's business, financial condition and results of operation. In addition, revenues from a large client may constitute a significant portion of AirIQ's total revenues in a particular quarter. The cancellation or a significant reduction in orders from these clients could have a material adverse effect on AirIQ's business, financial condition and results of operations.

Fluctuations in Quarterly Operating Results
AirIQ's quarterly revenues and operating results may fluctuate significantly from quarter to quarter due to a number of factors, many of which are outside its control, including the following:

- delays in market acceptance or implementation by customers of AirIQ's products or services;
- delays or restrictions in supply of materials
- changes in demand by a customer's customers for existing and additional services;
- changes in or cancellations of AirIQ's agreements with wireless carriers;
- introduction of new products or services by AirIQ or its competitors;
- changes in AirIQ's pricing policies or those of its competitors or suppliers;
- changes in AirIQ's mix of sources of revenues; and
- changes in accounting standards, including standards relating to revenue recognition, business combinations and share-based payments.

AirIQ's expense levels are based, in part, on its expectation of future revenues. As a result, any shortfall in revenues relative to AirIQ's expectations could cause significant changes in AirIQ's operating results from quarter to quarter.

Lapses in Coverage
Wireless networks and GPS occasionally suffer lapses in coverage due to obstructions blocking the transmission of data to and from vehicles. Such lapses could make AirIQ's services less reliable and useful, and customer satisfaction could suffer, which may result in loss of customers as well as litigation. AirIQ's financial condition could be seriously harmed if it were to suffer operational or technical failures. If wireless carriers do not expand coverage, AirIQ may be unable to offer its services to additional areas. There are a limited number of wireless carriers offering services compatible with AirIQ's service. AirIQ's existing agreements with wireless carriers may be terminated at the end of their respective contract periods. Termination of a wireless carrier's contract with AirIQ could require AirIQ to incur additional costs relating to obtaining alternative coverage from another wireless carrier outside its primary coverage area or AirIQ may be unable to replace the coverage at all, causing a complete loss of service to AirIQ's customers in such coverage areas. The transition from the 2G network to the 3G network had a negative impact on the Company's revenues, gross profits and net income, and future network shutdowns and transitions may also have a negative impact on the Company's revenues, gross profits and net income.

Rapid Technological Change; Delays in Introduction of New Services and Products
GPS, wireless communication and Internet information industries are characterized by rapid technological change, changes in client requirements, frequent new service and product introductions and enhancements, and emerging industry standards. The introduction of services and products embodying new technologies and the emergence of new industry standards and practices can render existing services and products obsolete and unmarketable. Also, products and services that address the GPS, wireless communication and Internet information markets are likely to contain undetected errors or defects, especially when first introduced or when new versions are introduced. AirIQ's services may not be free from errors or defects, which could result in the cancellation or disruption of AirIQ's services. This would damage AirIQ's reputation and result in lost revenues, diverted development resources and increased service and warranty costs. AirIQ's future success will depend, in part, on its ability to develop leading technologies, enhance its existing services, enter new markets, develop new services that address the increasingly sophisticated and varied needs of its prospective customers, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. The development of new services or enhanced versions of existing services entails significant technical risks. There can be no assurance that AirIQ will be successful in effectively using new technologies, adapting its services to emerging industry standards, developing, introducing and marketing service enhancements, or new services, or that it will not experience difficulties that could delay or prevent the successful development, introduction or marketing of these

services, or that its new service enhancements will adequately meet the requirements of the marketplace and achieve market acceptance. If AirIQ is unable to develop and introduce new services or enhancements of existing services in a timely manner in response to changing market conditions or customer requirements, or if new services do not achieve market acceptance, AirIQ's business, financial condition and operating results will be materially adversely affected.

Risk of Infringement
AirIQ may in the future receive notices of claims of infringement of other parties' proprietary rights. There can be no assurance that claims for infringement or invalidity (or claims for indemnification resulting from infringement claims) will not be asserted or prosecuted against AirIQ. Any such claims, with or without merit, could be time consuming to defend, result in costly litigation, divert management's attention and resources or require AirIQ to enter into royalty or licensing agreements. There can be no assurance that such licenses would be available on reasonable terms, if at all, and the assertion or prosecution of any such claims could have a material adverse effect on AirIQ's business, financial condition and operating results.

Product Liability Claims
AirIQ may be subject to claims for damages related to errors and malfunctions of AirIQ's hardware components or their installation. A product liability claim could seriously harm AirIQ's business because of the costs of defending against this type of lawsuit, diversion of employees' time and attention, and potential damage to AirIQ's reputation. Some of AirIQ's agreements with its customers contain provisions designed to limit exposure to potential product liability claims. Limitation of liability provisions contained in AirIQ's agreements may not be enforceable under the laws of some jurisdictions. As a result, AirIQ could be required to pay substantial amounts of damages in settlement or upon the determination of any such type of claims.

Supply Arrangements
AirIQ has established a number of relationships with major suppliers and service providers for critical components of AirIQ's products and services. AirIQ will continue to seek out similar arrangements in the future. There can be no assurance that any such partnerships or arrangements will be maintained, and that if such relationships are maintained, they will be successful or profitable, or that AirIQ will develop any new such relationships. Reliance on such relationships exposes AirIQ to risks arising from such third parties' integrity, reputation, solvency or operations, as well as product and/or service quality, quantity, delivery, security, privacy, availability or suitability, over which AirIQ has no control, and which may have a material adverse effect on AirIQ's business, financial condition and results of operations.

The Company relies on certain key suppliers for the manufacturing of new in-vehicle devices and the delivery of wireless network services. No assurances can be given that the Company will not experience delays or other difficulties in sourcing sufficient devices or wireless network services to meet the Company's needs.

Dependence on Key Personnel
AirIQ's success will depend in large part upon the continued services of a number of key employees. The loss of the services of one or more of AirIQ's key personnel could have a material adverse effect on AirIQ and its business, financial condition and operating results. In addition, if one or more of AirIQ's key employees resigns from AirIQ to join a competitor or to form a competing company, the loss of such personnel and any resulting loss of existing or potential clients to any such competitor could have a material adverse effect on AirIQ's business, financial condition and operating results. In the event of the loss of any such personnel, there can be no assurances that AirIQ would be able to prevent the unauthorized disclosure or use of its technical knowledge, practices or procedures by such personnel.

Government Regulations and Standards
In addition to regulations applicable to businesses in general, AirIQ may also be subject to direct regulation by governmental agencies, including the Canadian Radio-Television and Telecommunications Commission (the "CRTC") in Canada and the FCC and Department of Defense in the United States. These regulations may impose licensing requirements or safety standards with respect to human exposure to electromagnetic radiation and signal leakage. A number of legislative and regulatory proposals under consideration by federal, state, provincial, local and foreign governmental organizations may lead to laws or regulations concerning various aspects of the Internet, wireless communications and GPS technology, including on-line content, user privacy, taxation, access charges and liability for third-party activities. Additionally, it is uncertain how existing laws governing issues such as the use of AirIQ's systems or services by its customers or taxation on the use of wireless networks, intellectual property, libel, user privacy and property ownership, will be applied to AirIQ's services. The adoption of new laws or the application of existing laws may expose AirIQ to significant liabilities, additional operational requirements, or restrictions on the use of AirIQ's system or services, which could decrease the demand for AirIQ's services and increase AirIQ's costs of doing business. Wireless carriers who supply AirIQ with airtime are subject to regulation by CRTC in Canada and by the FCC in the United States and regulations that affect them could also increase AirIQ's costs or limit the provision of AirIQ's services.

Litigation
In the course of its business, AirIQ is involved in various claims and lawsuits seeking damages and other forms of relief. AirIQ cannot predict with any certainty the outcome of such claims and lawsuits and as such, there can be no assurance that results will not negatively impact the business, financial condition and operations of the Company.

Management of Growth
AirIQ's financial condition has placed significant demands on its management and other resources. AirIQ's ability to manage this effectively will require it to continue to develop and improve its operational, financial and other internal systems, and to train, motivate and manage its employees. If AirIQ is unable to manage its financial condition effectively, such inability could have a material adverse effect on the quality of AirIQ's services, its ability to retain key personnel and its operating results.

Global Positioning System Technology
AirIQ's services rely on signals from GPS satellites built and maintained by the U.S. Department of Defense. GPS satellites and their ground support systems are subject to electronic and mechanical failures and sabotage. If one or more satellites malfunction, there could be a substantial delay before they are repaired or replaced, if at all, and AirIQ's services may cease and customer satisfaction would suffer. In addition, the U.S. government could decide not to continue to operate and maintain GPS satellites over a long period of time or to charge for the use of GPS. Furthermore, because of ever-increasing commercial applications of GPS, other agencies may become involved in the regulation of the use of GPS in the future. If any of the foregoing factors affect GPS, such as by affecting the availability and pricing of GPS technology, AirIQ's business could suffer.

System Failure
Any disruption in AirIQ's services, information systems or communications networks could result in the inability of AirIQ's customers to receive AirIQ's services for an indeterminate period of time. Any disruption to AirIQ's services could cause AirIQ to lose customers or revenue, or face litigation, or could cause customer service or repair work that would involve substantial costs and distract management from AirIQ's business.

Segregation of Duties
Certain duties within the Company's accounting and finance departments are not properly segregated due to the small number of individuals employed in these areas. These deficiencies may be considered to be a significant deficiency in internal control, or a material weakness resulting in a more than remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected.

Foreign Currency Risk
The Company is exposed to foreign currency risk as a result of exporting most of its products and services to the United States and selling them in U.S. dollars. The Company's exposure to foreign currency fluctuations is partially hedged by purchasing certain hardware devices, wireless services and supplies in U.S. dollars. The Company monitors its foreign exchange exposure and will consider forward exchange contracts for any significant exposure. To date, the Company has not entered into forward exchange contracts.

Political Uncertainty
The United States has recently experienced significant political events that have cast uncertainty on global financial and economic markets. During the most recent presidential campaign, a number of election promises were made and the new American administration has been taking steps to implement certain of these promises. Included in the actions that the administration has taken is the renegotiation of the terms of the North American Free Trade Agreement and an increased focus on "Buy American" initiatives that may provide advantages to American companies over Canadian and other companies. The majority of AirIQ's revenue and the telematics devices included in its products and services are derived from the United States. Any restrictions on AirIQ's ability to do business or maintain its supply chain in the United States could have a serious and detrimental effect on its business.

Mergers and Acquisitions
The success of the Company depends on achieving certain strategic objectives, which may include mergers, acquisitions, joint ventures restructurings. With respect to any such activities, the Company may not achieve expected returns and other benefits as a result of various factors, including integration and collaboration challenges, such as personnel and technology. In addition, the Company may not achieve anticipated cost savings from restructuring actions, which could result in lower margin rates.

DISCLOSURE PROCEDURES AND CONTROLS

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this management's discussion and analysis of the consolidated results of operations and financial condition, management evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities law.

Based on that evaluation, management has concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were designed to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure. However, as a result of control weaknesses noted below, management has concluded that the disclosure controls are not effective. Any material weaknesses identified have not resulted, either individually or collectively in any adjustments to the Company's interim or annual financial statements.

Internal Controls over Financial Reporting

Management of the Company is responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

Management and the board of directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

The Company has identified control deficiencies within its accounting and financial function and its financial information systems over segregation of duties.

Specifically, certain duties are not properly segregated due to the small number of individuals employed in this area. However, management has concluded that considering the employees involved and the control procedures in place, including management and Audit Committee oversight, risks associated with such lack of segregation are not significant enough to justify the expense associated with adding a number of employees to clearly segregate duties.

During the documentation and assessment of the design of its internal controls, management identified certain areas where internal controls should be enhanced including inventory management and revenue recognition. Management has been enhancing its internal controls, some of which include program change and access controls over certain financial reporting related IT software and applications, and the sufficiency of the Company's financial reporting processes. Management is also aware that in-house expertise to deal with complex taxation, accounting and reporting issues may not be sufficient. The Company utilizes, and will continue to utilize, outside assistance and advice on new accounting pronouncements and complex accounting and reporting issues, which is common with companies of a similar size.

Management is of the opinion that none of these control deficiencies has resulted in a misstatement to the financial statements. However, these deficiencies may be considered a material weakness resulting in a more than remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected. At the present time, the Chief Executive Officer and Chief Financial Officer oversee all material transactions and related accounting records. In addition, the Audit Committee reviews the financial statements and key risks of the Company and queries management about significant transactions on a quarterly basis.

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Additional information relating to the Company can be found on the Canadian Securities Administrators System for Electronic Document Analysis and Retrieval (SEDAR), located at www.sedar.com.