

POOLS SAFE

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Management Discussion and Analysis

June 30, 2017

The following interim Management Discussion & Analysis of Pool Safe Inc. (the “**Company**” or “**Pool Safe**”) for the three and six months ended June 30, 2017 (“**Interim MD&A**”) has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since the Management Discussion & Analysis for the fiscal period ended December 31, 2016 (“**Annual MD&A**”).

This Interim MD&A has been prepared in compliance with section 2.2 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company’s Annual MD&A, audited consolidated financial statements for the periods ended December 31, 2016, June 30, 2016 and June 30, 2015, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company’s financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited consolidated interim condensed financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of August 28, 2017, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the “**Board**”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Pool Safe’s common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

During the period ended June 30, 2017, the Company became a reporting issuer in Ontario, British Columbia and Alberta as explained in the Overview section. The common shares of the Company are listed for trading on the TSX-Venture Exchange (the “**TSX-V**”) under the trading symbol **POOL**. Additional information relating to the Company is on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

Overview

Pool Safe was a privately-held corporation, which was incorporated on October 27, 2011 pursuant to the *Business Corporations Act* (Ontario). Pool Safe was a privately-held corporation until April 24, 2017, the date upon which Pool Safe completed its listing requirements and became publicly trading on the TSX-V.

Pool Safe manufactures and sells a product known as the “PoolSafe”, which functions as a multi-purpose safe, beverage holder, and solar-powered charger for USB compatible devices including phones, cameras and tablets. The PoolSafe product is targeted towards the owners and operators of hotels, resorts and cruise ships, and is designed to provide their ultimate consumers with security, convenience and guest services.

Specifically engineered for its safety benefits, PoolSafe is a feature rich device installed with the purpose of providing guests peace of mind. Service call buttons installed on each PoolSafe enhances the pool experience and alerts services staff to guest needs. The cost is quickly recovered by providing additional revenue including PoolSafe rental fees, increased food and beverage orders and optional media advertising. PoolSafe will continue to add new services to its already feature rich design.

Currently, the Company earns revenues through direct sales of the PoolSafe as well as through a revenue-share partnership where there is no upfront capital cost to Pool Safe's customer. With this, Pool Safe also offers a DBS system, which is a touch screen application installed in the customers' food and beverage area. The touch screen alerts their staff when a guest has pressed the PoolSafe call button. Each PoolSafe is unique, thus enabling Pool Safe's customers to respond directly to their own customer needs. Pool Safe continues to develop its tablet and app product, an application that connects directly to the Point of Sale ("POS") system of the resort. This allows guests to place their own food and beverage orders directly as well as gain access to other amenities offered at the resorts location. The application is specific to each PoolSafe unit. The PoolSafe also provides for branding and customization opportunities. The PoolSafe can be equipped with a brand lift-lid and a media wrap. The Company will be able to generate revenue while enhancing brand awareness.

The Company changed its financial year end to December 31 beginning with the financial year ended December 31, 2016.

Key Performance Indicators

Key performance indicators that we use to manage our business and evaluate our financial results and operating performance include new customers, net investment in equipment, revenues, average yields, operating expenses and net income. We evaluate our performance on these metrics by comparing our actual results and normalized results to management budgets, forecasts and prior period performance.

Recent Events

On July 18, 2016, the Company entered into a letter of intent ("**LOI**") with Pounder Venture Capital Corp. ("**Pounder**") relating to a proposed business combination involving Pounder and Pool Safe. The proposed transaction is intended to constitute an arm's-length qualifying transaction for Pounder, as defined in Policy 2.4 of the TSX Venture Exchange. The LOI provided that the qualifying transaction would be undertaken by way of three-corner amalgamation, pursuant to which Pool Safe would amalgamate with a newly formed subsidiary of Pounder ("**AcquisitionCo**"), and, as such, approval of the Pool Safe shareholders will be required.

On April 19, 2017, the Company announced the completion of a financing that closed concurrently with the qualifying transaction, raising gross proceeds of approximately \$1.25-million through the sale of 247,268 units of the Company at a price of \$3.17 per PSI unit and the sale of 147,448 subscription receipts at a price of \$3.17 per subscription receipt. Each PSI unit consists of one PSI share and one-half of one warrant to purchase one PSI share at a price of \$5 for a period of two years from the date of issuance. In connection with the completion of the qualifying transaction, the subscription receipts converted on a one-for-one basis into a total of 147,448 PSI units. Echelon Wealth Partners Inc. acted as agent for the subscription receipt portion of the concurrent financing. In connection with the brokered concurrent financing, the agent received a cash commission equal to 7 per cent of the gross proceeds raised under the brokered concurrent financing, and non-transferable compensation options to acquire in aggregate that number of PSI units which is equal to 7 per cent of the number of subscription receipts issued under the brokered concurrent financing. Each such PSI agent's option is exercisable to purchase, subject to adjustment in accordance with the terms of the certificate representing the PSI agent's option, one PSI unit at the price of \$3.17 for a period of 24 months from April 18, 2017.

Selected Financial Information

The table below summarizes key operating data for the last three fiscal periods.

	Six-Month Period Ended December 31, 2016 \$	Year Ended June 30, 2016 \$	Year Ended June 30, 2015 \$
Total revenue	34,944	60,569	242,623
Cost of sales	52,665	32,111	102,425
Operating costs	238,373	396,273	179,803
Net and comprehensive loss	(256,094)	(367,815)	(39,605)
Total assets	532,721	519,007	507,315
Total liabilities	475,611	255,803	201,296
Total equity	57,110	263,204	306,019
Shares outstanding, end of period	39,765,908	39,051,600	34,408,724
Weighted average shares outstanding	39,681,040	36,459,472	34,222,720
Net loss per share	(0.01)	(0.01)	(0.00)

Note: Shares outstanding and earnings per share have been adjusted to reflect the share exchange ratio per the Pounder Venture Capital Corp. acquisition on April 18, 2017.

Selected Quarterly Financial Information

The following quarterly results for the eight most recent quarters have been prepared in accordance with IFRS as listed below.

Three Months Ended	Cash	Current Liabilities	Net Gain (Loss)	Gain (Loss) Per Share	Weighted Average Shares Outstanding
June 30, 2017	\$ 325,496	\$ 232,031	\$ (865,246)	\$ (0.019)	44,471,403
March 31, 2017	2,555	297,702	(20,353)	(0.001)	39,765,908
December 31, 2016	10,751	303,754	(136,981)	(0.003)	39,681,040
September 30, 2016	28,659	189,250	(119,113)	(0.003)	39,595,108
June 30, 2016	26,324	195,908	(147,642)	(0.004)	37,103,472
March 31, 2016	54,528	95,478	(121,450)	(0.003)	36,719,592
December 31, 2015	12,226	124,673	(29,306)	(0.001)	34,946,100
September 30, 2015	21,547	131,665	(69,417)	(0.002)	35,090,384

Note: Shares outstanding and earnings per share have been adjusted to reflect the share exchange ratio per the Pounder Venture Capital Corp. acquisition on April 18, 2017.

Three month period ended June 30, 2017 compared to the three month period ended June 30, 2016

The net loss for the three month period ended June 30, 2017 was \$865,480 (June 30, 2016 - \$147,642). The availability to increase sales in the 2017 quarter was aided by capital raised in the April 2017 financing. Margins were reduced due to shipments of units for revenue sharing.

The following table sets forth a summary of the Company's operating expenses by category for the three month periods:

	Three-Month Period Ended June 30, 2017 \$	Three-Month Period Ended June 30, 2016 \$
Selling, general and administrative	277,580	118,460
Stock-based compensation	132,534	-
Public listing fee	459,885	-
Professional fees	2,387	44,583
Regulatory fees	9,960	-
Advertising and promotion	296	4,258
Depreciation	477	8,750
Foreign exchange	1,089	(1,347)
Gain on debt repayment	(17,018)	-
Interest on loan payable	7,289	2,047
	874,480	159,141

Operating expenses were \$874,480 for the three-month period ended June 30, 2017 (June 30, 2016 - \$159,141). Significant differences in 2017 as compared to 2016 include:

- Selling, general and administration includes approximately \$100,000 related to additional work in completing the public listing. These costs are non-recurring.
- Stock based compensation is a non-cash expense related to issuing and vesting of stock options.
- The Public listing fee is a one-time event, which includes shares issued for the listed shell and liabilities of the listed shell assumed on acquisition. Also, professional fees of \$17,083 related to this transaction are included in the expense.
- Regulatory fees are a new cost of being a public company and are recurring.
- Depreciation was reduced as more depreciation was deemed a cost of sales in 2017. This additional depreciation in cost of sales reduced 2017 gross margins.
- The gain on debt relates to the difference between the market value of the shares issued to retire debt and the book value of those liabilities. Since the debt was assumed on the listing fee liabilities assumed, this gain is not expected to recur.
- Interest on loans included interest on about \$150,000 of related party debt, which was repaid in April 2017.

Lower professional fees reflects less work on the qualifying transaction as the transaction was approved during the June 2017 quarter.

Six month period ended June 30, 2017 compared to the six month period ended June 30, 2016

The net loss for the six month period ended June 30, 2017 was \$885,599 (June 30, 2016 - \$269,092). Sales and margins in the early part of the 2017 were negatively affected by a lack of invested capital. Expenses in 2017 reflect significant non-recurring activity (\$100,000 in SGA, \$459,885 listing fee) and non-cash expense (\$132,534) related to the commencement of the stock option plan in 2017.

Note that the shares outstanding in 2016 were restated to reflect the activities of April 2017, making them comparable with 2017 shares issued and outstanding.

Liquidity and Capital Resources

Cash and Working Capital

The following table sets forth a summary of the Company's working capital position as of the dates presented:

	As at June 30, 2017 \$	As at December 31, 2016 \$
Cash	325,496	10,751
Working capital (deficiency)	235,647	(254,401)

The Company's principal source of liquidity as of June 30, 2017 was cash and short term investments of \$325,496 compared to \$10,751 as of December 31, 2016. While Management believes that with the going public transaction completed April 24, 2017 the Company has sufficient funds to meet its obligations and short term working capital requirements, and to accomplish its short term plans, the Company plans to continue to monitor closely its use of its available cash.

The Company may require substantial additional capital to fund additional growth in the business.

Other Assets (net)

	As at June 30, 2017 \$	As at December 31, 2016 \$
Equipment	188,752	187,848
Patent and design costs	155,936	161,942
Revenue share assets	152,016	133,579
	496,704	483,369

Equipment represents manufacturing equipment and molds. Revenue share assets are Pool Safe units placed in to service on a revenue sharing basis.

Liabilities

	As at June 30, 2017 \$	As at December 31, 2016 \$
Trade payables and other	175,955	247,678
Current portion of long term debt	56,076	56,076
Long term portion of long term debt	3,819	171,857
	235,850	475,611

Trade payables and other liabilities decreased as accruals of employment contract agreements and trade payables were paid. Funds of \$10,000 were raised in the period ended March 31, 2017, from related party debt. Debt repayments of \$168,038 were made in the six month period ended June 30, 2017.

Common Shares

	As at June 30, 2017 \$	As at December 31, 2016 \$
Common shares	<u>2,310,674</u>	<u>980,470</u>

During the period ended June 30, 2017 the following changes in common shares occurred:

- Issued 11,052,040 units (one common share and one-half warrant for 24 months at \$0.18) for net cash proceeds of \$1,063,702.
- Issued 1,786,923 common shares in exchange for all the outstanding common shares of Pounder Venture Capital Corp. (Pounder). This transaction provided the Company with a public listing.
- Issued 1,704,892 shares to reduce certain liabilities assumed in the Pounder acquisition.

Proceeds of \$50,000 were raised from the issuance of shares in the six months ended December 31, 2016.

Outstanding Share Data

As at June 30, 2017, the Company had 54,309,763 shares outstanding (December 31, 2016 - 39,765,908). As at the date of this Interim MD&A, the Company continues to have 54,309,763 common shares issued and outstanding.

For the Qualifying Transaction, each Pool Safe common share outstanding at March 31, 2017 and December 31, 2016, being 1,420,211 common shares, were exchanged for 39,765,908 shares in Pounder. In addition, debt of \$192,994 was converted into 1,704,892 shares in Pounder. Gross proceeds of approximately \$1.25 million were raised through the issue of units and subscription receipts. These units and subscription receipts were exchanged for 11,038,040 shares and 5,519,020 warrants in Pounder. Broker warrants were also issued to Echelon Wealth Partners Inc. pursuant to the financing, which are exercisable into 427,476 units, with each unit comprising one common share in Pounder and a one half of one common share purchase warrant in Pounder. Immediately prior to the Qualifying Transaction, Pounder's issued and outstanding share capital consisted of 1,786,923 common shares.

Shares existing at the date of this MD&A and comparative shares at June 30, 2016 and 2015, adjusted for the share exchange, are as follows:

	Aug. 28, 2017	June 30, 2017	Dec. 31, 2016	June 30, 2016
Shares	54,309,763	54,309,763	39,765,908	39,051,600
Outstanding				
Warrants	5,946,496	5,946,496	-	-
Options	4,429,942	4,329,942	-	-
Total	<u>64,686,201</u>	<u>64,586,201</u>	<u>39,765,908</u>	<u>39,051,600</u>

Related Party Transactions

The following is a summary of the Company's related party transactions during the six-month periods ended June 30, 2017 and June 30, 2016, and outstanding as of those dates:

On September 9, 2016, the Company received an unsecured loan in the amount of \$50,000 from 2151089 Ontario Inc. The principal amount bears interest at a rate of 10% per annum. On October 24, 2016, the Company received a second unsecured loan in the amount of \$50,000, from 2151089 Ontario Inc. The principal amount bears interest at a rate of 10% per annum. 2151089 Ontario Inc. is wholly owned by Carolyn Berger, who is the spouse of David Berger, a Director and the President of the Company. These loans and associated interest were repaid in the period ended June 30, 2017.

On November 9, 2016, the Company received an unsecured loan in the amount of \$40,000 from Steven Mintz. On January 20, 2017, a further \$10,000 was received. The principal amount bears interest at a rate of 3% per annum. Steven Mintz is a Director and the Chief Financial Officer of the Company. These loans and the associated interest were repaid in the period ended June 30, 2017.

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors. Compensation provided to key management is as follows:

	June 30, 2017	June 30, 2016
Short-term employee benefits, including salaries and fees	\$ 71,788	\$ 85,490
Stock-based compensation	126,223	-
Sub-contractors	3,150	20,000
	\$ 201,161	\$ 105,490

Critical Accounting Policies and Estimates

The Company's significant accounting policies are disclosed in Note 2 to the financial statements for the period ended December 31, 2016. Certain of these policies require the use of estimates or assumptions that in some cases may relate to matters that are inherently uncertain. The Company did not adopt any new significant accounting policies or estimates during this quarter.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Dependence on Key Employees

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

Capital Management

The Company considers its capital to consist of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the manufacture, distribution, and sale of the "PoolSafe". The Board does not establish quantitative return on capital criteria for Management, but rather relies on the expertise of the Company's Management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no significant changes in the Company's approach to capital management in the period ended June 30, 2017. The Company is not currently subject to externally imposed capital requirements.

Off-Balance Sheet Arrangements

To the best of management's knowledge, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

Risk Management

The Company has risk management processes in place to monitor, evaluate and manage the principal risks it assumes in conducting its business activities. These risks include credit, liquidity, interest rate, and various sources of operational risk. The Company's approach to the management of risk has not changed.

Outlook and Economic Conditions

The Company's principal objective is a continuation of managed growth developing quality new business opportunities while maintaining high development standards. The Company is well positioned to capitalize on market opportunities and to meet increased competition through its experienced management and staff, coupled with its substantial capital and borrowing capacity. We continue to look for opportunities to introduce new product development.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements.

Forward-looking statements are based upon certain assumptions and other important factors regarding present and future business strategies and the environment in which the Company will operate in the future, which could prove to be significantly incorrect. Forward-looking statements are inherently

subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and/or its subsidiary to be materially different from those expressed or implied by such forward-looking statements.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

This MD&A contains forward-looking statements with respect to Pool Safe under the headings "Business Update", "Liquidity", and "Outlook". These forward-looking statements, by their nature, involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements, in particular, present financial market uncertainty. The Company has assumed that financing alternatives remain available, albeit with terms that are not as attractive as was the case prior to the current worldwide financial market uncertainty. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time that they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. Except as required by law, the Company does not intend, and assumes no obligation, to update the forward-looking statements contained herein.