



RIWI CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Three and Nine Months Ended September 30, 2017

Containing information up to and including November 23, 2017

(Expressed in Canadian Dollars)

RIWI CORP.

Management's Discussion & Analysis
For the Quarter ended September 30, 2017

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") details RIWI Corp.'s ("RIWI" or the "Company") operating results and financial condition as at and for the three and nine months ended September 30, 2017, and is prepared as at November 23, 2017. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the three and nine months ended September 30, 2017 and the Company's audited annual financial statements for the year ended December 31, 2016 and the notes thereto which were prepared in accordance with *International Financial Reporting Standards* ("IFRS") (collectively referred to as the "Financial Statements"), which are available on www.sedar.com. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS. The Company's certifying Officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these Financial Statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings.

The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward-looking information"), which includes disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates", "projects", "budgets", "forecasts" or "does not anticipate", or "believes", or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. The examples of such forward-looking information have not changed from the previous quarterly filing.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this MD&A. These risk factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this MD&A. All subsequent forward-looking information attributable to the Company herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. The Company does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this MD&A or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

ADDITIONAL INFORMATION

Additional information relating to the Company is available from the SEDAR website at www.sedar.com, under the Company's profile.

RIWI CORP.

Management's Discussion & Analysis
For the Quarter ended September 30, 2017

OVERVIEW

RIWI is a public company and its shares are listed on the Canadian Securities Exchange (CSE: RIW). The Company was originally incorporated under the laws of Canada pursuant to the *Canada Business Corporations Act* on August 17, 2009. The head office is located at 459 Bloor Street West, Suite 200, Toronto, Ontario, M5S 1X9 and its registered and records office is located at 200 Burrard Street, Unit 200, Vancouver, BC, V7X 1T2.

RIWI provides digital intelligence information services to customers using a proprietary global digital data capture ("survey and message testing") technology platform. RIWI operates four growing business lines: (i) Global Security; (ii) Global Citizen Engagement; (iii) Global Finance; and (iv) Global Consumer. The Company also offers insights from proprietary data to help clients understand evolving global trends that seek to leverage the Internet web-browser URL bar or Internet naming systems for various purposes including monetization, security, crypto-currency, blockchain technology, e-mail and IT infrastructure security, and digital advertising.

RIWI's Security business line provides government agencies data in order to measure, understand, predict and counteract violent extremism, and to evaluate the effectiveness of stabilization operations in conflict or post-conflict states. RIWI earns revenues in this business line through research and development tests, followed by technical reviews, followed by long-term agreements. RIWI's Global Citizen Engagement business line operates through long-term agreements or direct contracting with non-governmental organizations, with government aid and humanitarian relief agencies, and with organizations funded as prime contractors to those organizations and agencies. For our Global Finance contracts, RIWI's live data feeds support financial institutions that wish to assess a wide range of topics including: real-time regional automobile sales data, stock markets, local housing markets, changing demand for currency and alternative assets, or to assess changing purchase trends in any country of interest. RIWI's Elections Group, which predicts outcomes of referenda and elections in all parts of the world, supports clients in Global Finance seeking to capitalize on RIWI predictions of volatility and systemic risk flowing from geopolitical events. RIWI's Global Finance business line also monetizes proprietary data sets that are hosted and disseminated on Research Aggregation Platforms ("RAPs") by third parties, and financial customers are then able to purchase RIWI data sets from these RAPs. RIWI's Global Consumer business line serves international companies directly for long-term contracts and also serves market research and consulting firms that, in turn, service those global companies. RIWI's Global Consumer business line further offers regional and global Omnibuses for multi-country studies and for many clients simultaneously and cost-efficiently.

RIWI is an Information-as-a-Service firm since its cloud-based software provides data to multiple users within any large enterprise customer, offering continuous live data feeds and constantly updating analytics drawing on the unique machine learning properties of RIWI technology. These increasingly automated machine-learning properties also enable applied analytics, time series, forecasts, and data aggregation for our customers for directly actionable customer insights, reducing RIWI's need for labour-intensive manual computations. Our agile Big Data platform also works through APIs to integrate data from third parties, such as demographic data, in order to improve the utility and quality of the overall data sets. RIWI data can be compared to open-source data sets that RIWI can collect, such as social media data. The RIWI digital survey platform is comprised of proprietary databases, a global survey routing technology, internal and external dashboard interfaces, and an always-learning computational infrastructure that measures, analyzes and offers real-time reports on Web users' changing attitudes using RIWI digital surveys, message tests, and digital campaigns around the world.

RIWI CORP.

Management's Discussion & Analysis
For the Quarter ended September 30, 2017

Our customers use the results of the data and analytics for a broad range of purposes that are relevant to their organizations, including:

- a) obtaining intelligence on competitors;
- b) initiating or stopping a program or activity;
- c) audience and message testing in fragile or conflict states;
- d) concept testing and context evaluation for bid proposals for organizations servicing governments;
- e) concept testing and context evaluation for program design;
- f) short and continuous monitoring and evaluation for adaptive management insights;
- g) digital product and issue engagement and information campaigns;
- h) assessing perceptions of global or local political and real or emergent security threats;
- i) tracking macro-economic indicators, such as joblessness, housing bubbles, confidence in local banks, underemployment, consumer spending, and personal indebtedness;
- j) evaluating and testing advertising awareness, advertising return-on-investment, recall, and media reach;
- k) tracking brand recognition;
- l) predicting referenda, elections and pivotal geopolitical events;
- m) assessing consumer usage and attitudes;
- n) collecting opinion data on highly sensitive topics across the world;
- o) evaluation of new business and product concepts;
- p) evaluating global real-time Web penetration and the changing technical health of the Internet; and,
- q) assessing existing or emergent purchase trends in virtually all UN-recognized geographies.

Operational Highlights (Sales and Products)

Some key achievements made by the Company since July 1, 2017 include the following, dispersed across our business lines:

1. On September 11, 2017, RIWI signed its initial contract for more than \$380,000 under a long-term agreement ("LTA") previously signed in the summer of 2017 with one of the top-20 biggest banks in the world as measured by total assets. The work on this initial contract began shortly after signing. RIWI expects to sign several additional contracts with this client over the duration of this three-year LTA and RIWI expects that this LTA will be extended and expanded.
2. On September 25, 2017, the United States Department of State ("DoS") awarded RIWI a new LTA with an initial base period of one-year valued at over \$300,000, plus four additional one-year option periods, for a total five-year agreement with an estimated value of over \$1.54 million. The work started in October 2017. Given the other signed commitments with DoS, RIWI plans to invoice the DoS more than \$370,000 for various projects over the next 12 months.
3. In September 2017, RIWI continued its long-term relationship with the United Nations by signing another contract valued at over \$100,000. Work on this contract began shortly after signing the contract.
4. For a government client, RIWI signed an agreement valued at \$125,000 on November 23, 2017, for a project to be completed by March 31, 2018. We expect that the client will exercise its option to extend the agreement for an additional \$125,000 in 2018, for a total size of \$250,000. RIWI expects that this government client will sign a new agreement in Summer 2018 for a longer period of performance and a larger contract size. RIWI will begin working on the first agreement in December 2017 and expects to complete the project within the first six months of 2018.
5. In October 2017, RIWI established a relationship with an international non-governmental organization operating in more than 90 countries by signing a contract, valued at over \$100,000. Work on this contract began shortly after signing the contact.

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

Operational Highlights (Sales and Products) (continued)

6. In October 2017, RIWI partnered with Cross Marketing Inc. to provide its predictive data analytics and data science for the Japanese general election. RIWI technology foresaw a vote share of the national popular vote for the governing coalition. Cross Marketing Inc.'s News Release and analysis of RIWI's work was published on November 17, 2017.
7. In October 2017, RIWI continued its long-term relationship with the World Bank by signing a contract to work on a project in South Asia. Work on this contract is expected to begin in November 2017.
8. In October 2017, RIWI entered a first contract valued at over \$55,000 with a large US-based foundation with the work to begin in November 2017.
9. RIWI continues to provide regular rapid response proposals to Freedom House, the lead implementer for the Human Rights Support Mechanism, in order to service this five-year award issued by the US Agency for International Development. RIWI's first contract under this agreement was signed on November 16, 2017 for over \$61,000, with work expected to begin in December 2017. The project gathers and assesses key indicators of youth civic engagement and propensity to vote in upcoming elections.
10. RIWI has expanded its relationship with the world's leading research institutions since its technology platform was exempted from Institutional Research Ethics Board ("IRB") scrutiny from several Universities, including Harvard University and the University of Sydney, due to the anonymous nature of audience interaction with the RIWI platform. Before the end of 2017, RIWI will be starting IRB-exempted projects with several universities.
11. In July, a global Japan-based automotive manufacturer leveraged RIWI's data collection tools to measure consumer sentiment in 10 countries about consumers' opinions on design enhancement.

Operational Highlights (Academic, Patent Filings and Public Relations)

1. RIWI continued to receive high-profile speaking opportunities to address global leaders in data collection: CEO Neil Seeman was selected to be a keynote speaker at the 2017 Japan Marketing Research Association's annual conference in Tokyo, and was invited to give speeches at the American Chamber of Commerce in Tokyo, Toyo University (Tōyō Daigaku) and Hitotsubashi University (ICS) in November 2017. RIWI technology and RIWI's prediction of the 2017 Japanese General Election will be presented at Japan's Social Survey Research Center of Saitama University in Summer 2018.
2. In October 2017, *Healthcare Quarterly* published a paper written by Neil Seeman and RIWI Director Bob Seeman about the Internet navigation patterns of more than 13 million US-based Web users.
3. RIWI filed a new patent with the United States Patent Office on October 16, 2017. United States Provisional Application No. 62/572,992 by RIWI Corp. is entitled "Systems and Methods of Monitoring Receptivity to Digital Messages."
4. RIWI technology was featured in the World Bank's *Civic Tech in the Global South* book published on September 6, 2017.
5. RIWI technology was described in an academic paper in *Statistical Science*, published by the Institute of Mathematical Statistics.
6. Based on global RIWI research, the Omidyar Network published an article on October 1, 2017 revealing the extent of the global "Data Trust Gap".

RIWI CORP.

Management's Discussion & Analysis
For the Quarter ended September 30, 2017

Operational Highlights (Academic, Patent Filings and Public Relations) (continued)

7. The 2017 ILGA-RIWI Sexual and Gender Minorities Report was featured in *The Guardian* and released globally on October 31, 2017. The data have been reported in *The Economist*, *The Economic Times* and major media outlets across Europe, Australia, Asia, South America and North America.
8. RIWI CEO Neil Seeman was invited by the US Presidential Commission on *Combating Drug Addiction and the Opioid Commission* to provide advice on how novel survey methods, Big Data Analytics and Internet-based data mining techniques can track and understand the opioid epidemic. The US Presidential Commission's Report was published on October 31, 2017.
9. The *Canadian Mining Journal* accepted for publication a paper by a public policy researcher affiliated with the University of Toronto describing the commercial value of RIWI information services to international mining companies. The article will be published in December 2017.

Operational Highlights (Technical)

Since July 1, 2017, RIWI split its distributed architecture into separate components, and, more specifically, into discrete isolated "docker containers". Docker containers facilitate rapid deployments to meet growing customer demands with velocity. Containers are vendor- and hardware-agnostic such that deployments in field are compatible with any cloud platform which customers may require for private configurations and/or for system integration. Docker containers also open up the opportunity for orchestrated scaling on all cloud platforms in order to meet the demands for growing capacity, capability and micro-services.

In September 2017, RIWI opened its Vancouver, British Columbia office. Mr. Alton Ing, the Company's Chief Technology Officer leads the office, supervising software developers, consultants and data analysts to service a growing client base.

OUTLOOK

RIWI's objective is to be the leading digital survey, global message testing, and global prediction firm in the world for the international security, humanitarian relief, global finance, and global consumer sectors. We strive to be increasingly recognized for uncompromising delivery excellence and exceptional data quality and utility across sectors, with deep expertise in providing data to counter violent extremism in all regions of the world, and in helping the global finance industry understand trends in consumer demand and technology adoption.

RIWI is increasingly proactive with long-term clients, such as the United Nations World Food Programme and Freedom House, to co-design projects and ensuing paid task orders for contracts to RIWI payable under long term agreements, such as the Human Rights Support Mechanism administered by Freedom House and supported financially by the United States Agency for International Development ("USAID"). RIWI continues to focus on sales by leveraging the Company's ongoing independent validation of its technology, peer-reviewed scientific articles, and increasing international brand awareness. To this end, RIWI increasingly places an emphasis on holding sales workshops at client offices in Washington, DC to sell and market its services to the program managers of its global clients and to the partners and funders of these clients.

RIWI continues to develop and expand customer relationships to increase customers' use of the Company's global survey, global message testing and global predictive analytics platform. To facilitate this, RIWI has focused on bidding on an increasing number of long-term agreements, and has created a rapid-response procurement and response team to monitor and respond to all Request for Proposals ("RFPs") for which RIWI is qualified. This increasingly relates to not only RFPs for continuous survey research, but also to message testing engagements around the world, especially in conflict or fragile states. Within RIWI's Consumer Business line, a new area of sales focus has been to introduce our offerings to public-relations firms interested in engaging RIWI to conduct global advertising campaigns and to measure the effectiveness and return-on-investment of those campaigns. RIWI's unique work in scientific message testing, in several regions of the world on behalf of the DoS, enables us to position our techniques as distinctive to international commercial brands.

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

Develop New Products

- a) RIWI's new product offerings include global sentiment analytics and data packages that contain not only continuous public opinion monitoring, but also tools to measure the changing intensity of that sentiment. These new 'sentiment topography' tools help to inform operational decision-making through enriched customer insights.
- b) RIWI's other expanding product offerings include our global and region-specific Omnibus survey products and analytics, our risk forecasting models for the finance community, and advertising engagement and return-on-investment evaluation tools.
- c) RIWI is increasingly offering new capabilities that enable clients to compare RIWI data in different regions of the world to social media data and to other data streams. Combined or "fused" data streams can offer RIWI clients additional confidence about predictions or trends in all regions of the world.

FINANCIAL RESULTS

The following is a discussion of the results of operations of the Company for the three and nine months ended September 30, 2017 and 2016. The results should be read in conjunction with the condensed interim financial statements for the three and nine months ended September 30, 2017 and 2016, and the related notes.

Financial Results <i>(in Canadian Dollars)</i>	Three Months Ended September 30		Nine Months Ended September 30	
	2017	2016	2017	2016
Revenues	\$ 341,196	\$ 275,208	\$ 1,046,200	\$ 617,469
General and administrative expenses	(726,525)	(265,385)	(1,289,394)	(1,094,519)
Sales and marketing	(24,798)	(45,816)	(103,122)	(369,170)
Technology costs	(152,869)	(156,836)	(566,094)	(650,481)
Net loss and comprehensive loss for the period	\$ (562,997)	\$ (192,829)	\$ (912,411)	\$ (1,496,701)
Loss per share: basic and diluted	\$ (0.03)	\$ (0.01)	\$ (0.06)	\$ (0.10)

For the three months ended September 30, 2017 and September 30, 2016

Revenues are comprised of fees that are charged to customers for providing digital surveys or video message tests and automated analytics of the findings. Revenues from fully completed contracts increased by \$65,988 or 24% to \$341,196 during the three months ended September 30, 2017. RIWI established a strong customer base and has established recurring revenue streams and is enjoying the benefits of having invested in sales and marketing to increase revenue.

Total expenses increased by \$436,156 or 93% to \$904,193 during the three months ended September 30, 2017, but costs directly associated with sales declined as described below. The key expenses are summarized as follows:

- a) **General and administrative** increased by \$461,140 or 174% to \$726,525 during the three months ended September 30, 2017. This increase is mostly due to the non-cash share-based payment expense of \$332,854 related to the stock options granted in the past few months. The Company also incurred additional costs when it hired its full time Chief Financial Officer and the associated one-time recruitment expense.
- b) **Sales and marketing** decreased by \$21,018 or 46% to \$24,798 during the three months ended September 30, 2017. The reasons for the decrease include the completion of sales consulting contracts required in 2016 for automating and improving our sales and rapid response procurement processes.

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

For the three months ended September 30, 2017 and September 30, 2016 (continued)

- c) **Technology costs** decreased by \$3,967 or 3% to \$152,869 during the three months ended September 30, 2017. This small decrease is primarily attributable to our shift from more research-based activities to an increased focus on executing contracts with customers, as well as a movement away from proof-of-viability marketing pilots and initiatives. This decrease also resulted from research and development advances to increase the frequency of analytic updates, improving near real-time data ingestion.

Net loss increased by \$370,168 or 192% to \$562,997 during the three months ended September 30, 2017. As previously mentioned, one main reason for the increased net loss was the non-cash share-based payment expense of \$332,854 (which comprises 90% of the increase in net loss).

For the nine months ended September 30, 2017 and September 30, 2016

Revenues from fully completed contracts increased by \$428,731 or 69% to \$1,046,200 during the nine months ended September 30, 2017 compared to the same period last year. The Company has signed additional contracts in 2017 with vendors, the revenues for which will be recognized upon project completion until such time as the Company moves to a percentage of completion revenue recognition accounting policy described on the following pages. The Company would like to more accurately reflect its financial performance and growth trajectory, considering the revenue stream consists primarily of long-term agreements. As at September 30, 2017, the Company had deferred revenue of \$524,649, compared to \$nil as at September 30, 2016.

For the nine months ended September 30, 2017, the Company has achieved revenues from fully completed contracts (\$1,046,200) that amounts to 129% of its total twelve-month 2016 revenues (\$808,524). In addition, the Company is in active discussions with several new and existing clients who are considering signing new long-term agreements.

Total expenses decreased by \$155,559 or 7% to \$1,958,611 during the nine months ended September 30, 2017. The key expenses are summarized as follows:

- a) **General and administrative** increased by \$194,875 or 18% to \$1,289,394 during nine months ended September 30, 2017. This increase is mainly due the additional costs of hiring a permanent full time Chief Financial Officer and the associated one-time recruitment expense.
- b) **Sales and marketing** decreased by \$266,048 or 72% to \$103,122 during the nine months ended September 30, 2017. The reasons for the decrease include a one-time signing bonus paid to sales staff of \$100,000 in 2016 and the completion of sales consulting contracts required in 2016 for automating and improving our sales processes.
- c) **Technology costs** decreased by \$84,387 or 13% to \$566,094 during the nine months ended September 30, 2017. This overall decrease is primarily attributable to the Company's shift from more research-based activities to an increased focus on executing contracts with customers, as well as a movement away from proof-of-viability marketing pilots and initiatives. This decrease also resulted from: (i) the finalization of an updated version of our all-device friendly survey interface, which enjoys very low latency, and thus quicker respondent response and higher margins; and, (ii) from research and development advances to increase the frequency of analytic updates, improving near real-time data ingestion.

Net loss decreased by \$584,290 or 39%, from \$1.5 million to \$912,411 during the nine months ended September 30, 2017. As noted above, the Company has reduced its operating expenses, established a strong customer base, and has recurring revenue streams with a robust pipeline of customer orders and in-bound customer requests to RIWI for cost estimates for potential projects. By contrast, in 2016, the reasons for the large net loss include lower revenue, a signing bonus paid to sales and marketing consultants, and our investment in sales and marketing consulting.

RIWI CORP.

Management's Discussion & Analysis
For the Quarter ended September 30, 2017

SUMMARY OF QUARTERLY RESULTS

The following is a summary of selected results for the eight most recently completed quarters to September 30, 2017.

Summary of Quarterly Results <i>(in Canadian Dollars)</i>	2017				2016				2015
	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	
Revenues	341,196	362,911	342,093	191,055	275,208	190,735	151,526	193,510	
Net loss for the period	(562,997)	(288,652)	(60,762)	(277,564)	(192,829)	(859,529)	(444,343)	(184,033)	
Loss per share: basic and diluted	\$ (0.03)	\$ (0.02)	\$ -	\$ (0.03)	\$ (0.01)	\$ (0.06)	\$ (0.03)	\$ (0.01)	

The Company's operations are not significantly impacted by seasonality.

Overall, the Company has seen a significant increase in revenue since 2016, with all three quarters in 2017 generating over \$340,000 in revenue resulting from fully completed contracts. The reason for this increase is the execution of revenue-generating contracts subsequent to establishing sales relationships with enterprise customers.

In Q2 of fiscal 2016, the Company incurred higher technology costs due to obtaining more services from a media company located in Munich, Germany for technology advisory services as part of the Company's expansion process. The Company also incurred higher sales and marketing expenses in Q1 and Q2 of fiscal 2016 than all other quarters in 2015 to 2017, which was largely due to the recruitment of marketing consultants, and from higher travel expenses that were incurred by Officers and marketing consultants as a result of promoting the Company's business to various clients. Consequently, the Company also experienced a higher comprehensive loss in Q1 and Q2 in fiscal 2016 due to the temporarily higher expenses incurred, and these expenses were cut dramatically in Q3 and Q4 of 2016.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2017, the Company had working capital of \$1,478,279, compared to working capital of \$517,345 as at December 31, 2016. This increase in working capital is primarily due to the net proceeds received during the three months ended March 31, 2017 from a non-brokered private placement whereby the Company issued 656,571 units at \$2.45 per unit for gross proceeds of \$1,608,599. Each unit consisted of one common share and one share purchase warrant exercisable to purchase one common share at \$3.50 per share expiring on September 24, 2018.

The Company will continue to assess the necessity for debt or equity financing as we proceed with the development of our business. We may, from time to time, develop additional new products or services to expand our operations beyond the scope that is presently contemplated. This could result in a requirement to seek new financing in order to finance such undertakings. There is no assurance that we will be able to achieve such financings if and when required.

	September 30, 2017	December 31, 2016
Current Assets	2,069,457	843,977
Current Liabilities	(591,178)	(326,632)
Working Capital	1,478,279	517,345

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

CAPITAL STRUCTURE

- a) **Common Shares:** As of November 23, 2017, the Company has 17,256,647 issued and outstanding common shares. The Company's closing share price prior to November 23, 2017 was \$2.51 per share.
- b) **Stock Options:** As of November 23, 2017, the Company has 1,779,602 options outstanding.
- c) **Share Purchase Warrants:** As at November 23, 2017, the Company has 662,071 share purchase warrants outstanding.

	Expiry date	Exercise Price	Number of securities	Number of shares
Common shares issued and outstanding				17,261,647
Stock options, at weighted average exercise price				
expiring in the year ending:	December 31, 2018	\$ 0.57	354,102	
	December 31, 2019	\$ -	-	
	December 31, 2020	\$ 0.86	595,000	
	December 31, 2021	\$ 2.21	282,500	
	December 31, 2022	\$ 2.02	520,000	
	December 31, 2023	\$ -	-	
	December 31, 2024	\$ 0.86	28,000	
		\$ 1.35		1,779,602
Warrants, at weighted average exercise price				
expiring in the year ending:	December 31, 2018	\$ 3.50	656,571	
	December 31, 2019	\$ -	-	
	December 31, 2020	\$ 0.86	5,500	
		\$ 3.48		662,071
Common shares, on a fully diluted basis				19,703,320

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

- (a) For the nine months ended September 30, 2017, included in technology costs are consulting fees to the Company's Chief Technology Officer in the amount of \$96,000 (2016 – \$108,000). During September 2017, the Company's Chief Technology Officer transitioned from being a consultant to being appointed an officer of the Company.
- (b) For the nine months ended September 30, 2017, the Company recognized share-based payment expense of \$315,449 for stock options granted and vested for directors and officers (2016 – \$361,616 for directors and the former Chief Financial Officer).

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Upon initial recognition all financial instruments, including derivatives, are recognized on the balance sheet at fair value. Subsequent measurement is then based on the financial instruments being classified into one of the following categories: fair value through the statement of loss and comprehensive loss, held-to-maturity, loans and receivables, available-for-sale and other liabilities. The Company has designated its financial instruments into the following categories applying the indicated measurement methods:

Financial Instruments	Category	Measurement Method
Cash and cash equivalents	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

The Company will assess at each reporting period whether any financial assets are impaired. An impairment loss, if any is recorded on the statement of loss and comprehensive loss.

It is management's opinion that the Company is not exposed to significant interest rate risk or credit risk. The fair values of these financial instruments approximate their carrying value due to the relatively short-term maturity of these instruments.

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's trade accounts receivable are due from customers and HST input tax credits due from the Government of Canada and are subject to normal credit risk.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company has in place a planning and budgeting process which helps determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company's financial liabilities consist of accounts payable and accrued liabilities and consist of invoices payable to trade suppliers for Internet advertising technology services, general and administrative and other expenses and are paid within one year. The Company expects to fund these liabilities through the use of existing cash resources and funds raised through equity financings.

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

- (i) *Interest rate risk:* The Company has cash balances and no interest-bearing debt, and is not exposed to any significant interest rate risk.
- (ii) *Foreign currency risk:* The Company's activities are conducted in foreign jurisdictions and a portion of the Company's cash is denominated in US dollars (US\$). The Company has not entered into foreign exchange rate contracts to mitigate this risk.

As at September 30, 2017, financial instruments were converted at a rate of \$1.00 Canadian to US\$0.8013. Balances denominated in foreign currencies as at September 30, 2017 were as follows:

	In CAD	USD
Cash	\$ 681,514	\$ 546,085
Accounts Receivable	338,520	271,250
Accounts Payable	4,588	3,677

The estimated impact on net loss at September 30, 2017 with a +/- 10% change in US dollar exchange rate is approximately \$109,000 (September 30, 2016 – \$14,000).

RIWI CORP.

Management's Discussion & Analysis

For the Quarter ended September 30, 2017

RECENT ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after the date of this MD&A.

(a) IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 replaces the guidance in IAS 39 Financial Instruments: Recognition and Measurement, on the classification and measurement of financial assets. The Standard eliminates the existing IAS 39 categories of held to maturity, available-for-sale and loans and receivable. Financial assets will be classified into one of two categories on initial recognition, financial assets measured at amortized cost or financial assets measured at fair value. Gains and losses on re-measurement of financial assets measured at fair value will be recognized in the statement of loss and comprehensive loss, except that for an investment in an equity instrument which is not held-for-trading, IFRS 9 provides, on initial recognition, an irrevocable election to present all fair value changes from the investment in other comprehensive income. IFRS 9 is effective for periods beginning on or after January 1, 2018. The Company is evaluating the potential impacts of IFRS 9 on its financial statements.

(b) IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 is effective for periods beginning on or after January 1, 2018 and is to be applied retrospectively. IFRS 15 clarifies the principles for recognizing revenue from contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (i.e. service revenue and contract modifications) and improve guidance for multiple-element arrangements. The Company intends to adopt IFRS 15 in its financial statements for the annual period beginning January 1, 2018. The Company also plans to move from its current completed-contract revenue recognition method to the percentage-of-completion method as at January 1, 2018, in order to more accurately portray its business model of long-term contracts. The Company is evaluating the potential impacts of IFRS 15 on its financial statements.

(c) IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. The Company is evaluating the potential impacts of IFRS 16 on its financial statements.

REVENUE RECOGNITION AND FORWARD-LOOKING STATEMENTS

RIWI follows the completed-contract revenue recognition policy. Under this policy the Company cannot record revenues for a contract until all of the following have occurred:

1. The contract is complete (i.e. all the deliverables have been formally approved by the client); and
2. It is reasonable for RIWI to conclude it will receive the amount that the client has agreed to pay.

The performance (or period-to-period earnings comparisons) of companies like RIWI can often be difficult. As such, RIWI feels it is helpful to provide additional information in order that a meaningful assessment of the Company's potential future financial performance and earnings may be made.

RIWI is often in receipt of payments in advance of a contract being completed or has money due in respect of work completed. Contracts are typically signed well in advance of completion. Practically speaking, the only significant element of uncertainty is the specific accounting period in which revenue earned by RIWI can be recorded due to the requirements of its current revenue recognition policy.

RIWI has certain contracts currently in progress under binding agreements. As at September 30, 2017, RIWI had deferred revenue totaling \$524,649, representing funding received on these contracts.

Unrecorded Revenues, Contracted since October 1, 2017

The Company is not able to recognize revenue until all of its revenue recognition conditions have been met. As at September 30, 2017, RIWI had contracts for \$1,777,621 that have yet to be recorded as revenue or deferred revenue ("Unrecorded Revenues"). RIWI entered into all the Unrecorded Revenue contracts since October 1, 2017 and the revenues are expected to be recognized within the next 12 months.

Below is an estimate of the revenue expected to be generated from these contracts:

Deferred revenue as at September 30, 2017	\$ 524,649
Unrecorded revenues, contracted since October 1, 2017	<u>1,777,621</u>
Total expected revenue, contracted (within 12 months)	<u>\$ 2,302,270</u>
Revenues expected within 1 to 6 months	1,706,696
Revenues expected within 6 to 12 months	<u>595,574</u>
	<u>\$ 2,302,270</u>

RIWI plans to move from its current completed-contract revenue recognition method to the percentage-of-completion method as at January 1, 2018, in order to more accurately portray its business model of long-term contracts.

The above statements regarding the Company's anticipated, or contracted for, future revenue constitutes "forward-looking information" under applicable Canadian securities laws – readers are directed to refer to the "CAUTION REGARDING FORWARD-LOOKING INFORMATION" disclosure at the beginning of this MD&A.

The above calculations are based on expectations, estimates and projections as of the date of this MD&A and are necessarily based upon assumptions and expectations regarding future revenues and partial revenues generated from projects under contract. Estimates of future revenues are based on the terms of contracts entered into. Such assumptions and expectations include, but are not limited to the following: the terms of the contracts will not be altered; delivery of the Company's services will occur as scheduled; the client will make payment as and when due under the contract, and will comply with all payment terms; the US-Canadian currency exchange rates remain stable; no unforeseen event interrupts business in the ordinary course; and the client will pay, or has paid, RIWI on a pro-rata to percent completed for a contract that is in progress. **Should any of these conditions change, the above revenue estimates may not be met and actual result may differ, perhaps materially.**