

Astron Connect Inc.
Management's Discussion and Analysis
For the Year ended September 30, 2019

This Management Discussion and Analysis ("MD&A") is prepared as at January 24, 2020 and should be read in conjunction with the consolidated financial statements of Astron Connect Inc. ("Astron" or the "Company") for the year ended September 30, 2019. Unless otherwise indicated, all dollar amounts are in Canadian dollars. Additional information relevant to the Company activities can be located on SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A may contain certain forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, changes in government regulation, general economic conditions, general business conditions, limited time being devoted to business by directors, escalating professional fees, and escalating transaction costs. Readers are cautioned not to place undue reliance on forward-looking statements, which are effective only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Actual results may differ materially and adversely from those expressed in any forward-looking statements. The Company undertakes no obligation to revise or update any forward-looking statements for any reason.

Company History and Business Overview

The Company was incorporated on February 20, 2017 under the Business Corporations Act (British Columbia) with one class of shares, being common shares without par value and was a capital pool company ("CPC") as defined by policy 2.4 (the "CPC Policy") of the TSX Venture Exchange ("Exchange").

On August 28, 2018, the Company completed a Qualifying Transaction (the "Transaction") to acquire and amalgamate with Sachiel Connect Inc. ("Sachiel Connect") which was approved by the Exchange. 1148535 B.C. Ltd, a wholly owned subsidiary of the Company, acquired all of the issued and outstanding securities of Sachiel Connect from its existing shareholders, and as consideration, the Company issued 29,099,992 common shares in the capital of the Company to the shareholders of Sachiel Connect.

On August 28, 2018, 1148535 B.C. Ltd. and Sachiel Connect were amalgamated as one company under the name Sachiel Holdings Ltd. ("Sachiel Holdings"). Sachiel Holdings remains a wholly owned subsidiary of the Company.

As a result of the Transaction, the former shareholders of Sachiel Connect acquired control of the Company. Therefore, the Transaction is considered as a reverse take-over. The Company has ceased to be a capital pool company since then. The consolidated financial statements of Astron represent a continuation of the business of Sachiel Connect. On August 24, 2018, the Company changed its name from Exalt Capital Corp. to Astron Connect Inc. and began trading under the symbol "AST".

The Company is engaged primarily in the business of distribution and sale of beverage and food products in Canada, China and Emerging markets.

The head office, principal address and registered office of the Company are located at 2300 - 666 Burrard Street, Vancouver, B.C., V6C 2X8.

Business Highlights:

Highlights for the year ended September 30, 2019:

- Sales for the year ended September 30, 2019 were \$1,276,475 (2018 - \$849,104), an increase of 50% from FY2018.
- Gross profit of \$235,822 for the year ended September 30, 2019 (2018 - \$160,583), an increase of 47% from FY2018.
- Net loss of \$1,756,450 for the year ended September 30, 2019 (2018 – net loss of \$2,706,721), an improvement of 35% from FY2018.
- The Company has signed a memorandum of understanding (MOU) with Junding Industrial Co., an influential beverage supplier in the Northern Zhejiang region of China. The agreement was reached at the first China International Import Expo (CIIE) in Shanghai and is valued at as much as \$3 million USD, with an opportunity to grow further based on demand.
- The Company appointed Fei Chu as an independent board member of the company's Audit Committee. Ms. Chu is a procurement director in the Fresh Food Department of Beijing Hema Fresh Network Technology Co., a subsidiary of Alibaba Group Holdings. She has over 20 years' experience in food and beverage procurement, and particular expertise working with international suppliers. Previously, Ms. Chu has worked for Beijing Jingdong Century Trading Co. and the purchasing department of Sam's Club, a subsidiary of Walmart.

Overall Performance

The following discussion of the Company's financial performance is based on the consolidated financial statements for the years ended September 30, 2019 and 2018.

The consolidated statement of financial position as of September 30, 2019 indicates a cash and cash equivalents balance of \$1,320,643 (2018 - \$2,885,437), trade and other receivables of \$54,291 (2018 - \$227,890), inventory balance of \$132,395 (2018 - \$75,313), prepaid expenses of \$125,711 (2018 - \$70,280) and total current assets of \$1,633,040 (2018 - \$3,258,920). The decrease in total current assets was due mainly to the decrease of cash resulting from funding of the company's growth strategy. The Company has taken a reserve of \$215,131 relating to a trade receivable during the fiscal year and is taking legal measures to deal with this matter.

Current liabilities at September 30, 2019 totalled \$325,023 (2018 - \$417,887) which include deferred revenue of \$212,274 (2018-\$35,040). Shareholders' equity is comprised of common shares of \$6,006,234 (2018 - \$6,006,234) and deficit of \$4,854,159 (2018 - \$3,097,709).

Working capital is \$1,308,017 (2018 - \$2,841,033). Management believes that the Company has sufficient working capital to maintain the Company's day-to-day operations for at least the next twelve months.

During the year ended September 30, 2019, the Company reported a net loss of \$1,756,450 (2018- \$2,706,721). The decrease in net loss from operation is due mainly to an 50% increase of the revenue, i.e. sales increased to \$1,276,475 from \$849,104; the decrease is also attributable to the one-time listing expenses of \$1,550,231 recognized in FY2018, which was a result of the Transaction to acquire Sachiel Connect in August 2018.

The weighted-average number of common shares outstanding for the year ended September 30, 2019 was 50,803,211, compared to 35,955,619 for the year ended September 30, 2018.

Factors Concerning the Company's Financial Performance and Results of Operations

The key performance indicators for the Company are revenue growth, EBITDA and net income. The success of the Company to expand will be measured by revenue growth. Revenue growth will be dependent on the Company being able to penetrate new markets and gain new customers through acquisitions, and continued development of its production offerings.

Management believes that net income is a measure of how efficiently and effectively the business is running. The Company is in a period of expansion and growth. Therefore, selling and general administration costs will increase over the next twelve months. To achieve an acceptable net income, management will need to balance the increase in selling and general administration costs and revenue growth. Net income is also viewed as an important measure for determining the value created for shareholders.

Management believes that in addition to revenue and net income, earnings from continuing operations before interest and finance costs, taxes, depreciation and amortization, other non-cash items and one-time gains and losses (for the purposes of the Company's MD&A, EBITDA) as derived from information reported in the statements of operations and comprehensive income is a useful supplemental measure as it provides an indication of the results generated by the Company's principal operating segments but also factors in the administrative expenses incurred during the period. It is believed that EBITDA will become a more meaningful metric in the future when it has had a chance to benefit from the planned marketing and development activities and the building of the required infrastructure to support recurring sales.

Selected Annual Information

	2019	2018	2017
		\$	\$
Revenue	1,276,475	849,104	727,070
Operating expenses	2,018,100	2,867,640	688,780
Interest income	25,828	336	882
Net loss	(1,756,450)	(2,706,721)	(371,479)
Basic and diluted EPS	(0.03)	(0.08)	(0.01)
Total assets	1,866,927	3,571,405	1,128,771
Total non-current liabilities	-	-	-

For further financial information, please refer to the annual audited consolidated financial statements.

Revenue

Revenue for the year ended September 30, 2019 was \$1,276,475 an increase of 50% compared to \$849,104 for the year ended September 30, 2018. The increase in revenue resulted from the increase in public recognition from new marketing strategies and the Company's continued delivery of good quality products in China. During the FY2019, sales has increased due to the new products launched to the market in China, i.e. the honey sales of \$403,704.

Operating Expenses

	2019	2018
Advertising and promotion expenses	100,796	64,931
Amortization	82,288	81,058
Bad debt	215,131	-
Consulting expenses	140,305	130,475
Director fees	261,250	-
Filling expenses	25,324	4,276
Meeting and conference expense	46,534	46,254
Office expenses	161,965	142,040
Professional fees	48,968	115,528
Rental expenses	226,159	231,831
Salary and benefits	525,328	371,206
Selling and distribution expenses	39,216	21,652
Stock based compensation	144,836	109,253
Foreign exchange gain (loss)	-	(1,095)
Listing expenses	-	1,550,231

Overall, operating expenses decreased by \$849,540 compared to September 30, 2018. The main decrease was primarily attributed to the one-time listing expenses of \$1,550,231 incurred in FY2018, which is a result of the Transaction to acquire Sachiel Connect and represents the difference between the fair value of the purchase consideration and the net assets of Astron Connect at the date of acquisition in accordance with reverse takeover accounting. The decrease was offset by increases in a few expenses incurred in FY2019, i.e. advertising and promotion expenses increased by \$35,865 to 100,796 in FY2019; written off trade receivable of \$215,131 (2018 - \$nil); Directors fee of \$261,250 (2018 - \$nil); Salary and benefits increased by \$154,122 to \$525,328 in FY2019; and stock compensation increased by \$35,583 to \$144,836 in FY2019.

Other Income (Expenses)

Other income in 2019 was \$25,828 (2018-\$336) was primarily attributed to interest income from the Company's excess cash balances.

Net Loss

Net loss was \$1,756,450 for the year ended September 30, 2019 compare to \$2,706,721 for the year ended September 30, 2018. The decrease was primarily attributed to the decreased operating expenses and the increase of revenue, as noted above.

Summary of Quarterly Results

The following table presents unaudited selected financial information for each of the last eight quarters for fiscal 2019 and 2018:

	September 30 2019 \$	June 30 2019 \$	March 31 2019 \$	December 31 2018 \$
Total Revenues	52,589	321,974	675,350	226,562
Gross profit	31,134	28,774	118,718	57,196
Net income (loss)	(461,542)	(387,114)	(388,045)	(519,749)
Loss per Share	(0.01)	(0.01)	(0.01)	(0.01)

	September 30 2018 \$	June 30 2018 \$	March 31 2018 \$	December 31 2017 \$
Total Revenues	731,819	112,247	-	5,038
Gross profit	135,282	24,287	-	1,014
Net income (loss)	(1,963,192)	(179,143)	(250,550)	(313,836)
Loss per Share	(0.08)	(0.04)	(0.07)	(0.01)

Financing Activities

In year fiscal year 2018, concurrent with the Transaction, the Company completed a non-brokered private placement by issuing 13,377,265 common shares at the price of \$0.22 per share for proceeds of \$2,942,998 and a brokered private placement by issuing 1,233,227 common shares at a price of \$0.22 per share for proceeds of \$269,110. The Company incurred \$58,299 in cash share issuance cost and issued agent warrants fair valued at \$9,675 in connection with the private placements.

There were no financing activities in fiscal year 2019.

Liquidity

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. At September 30, 2019 and 2018, the Company had a working capital of \$1,308,017 and \$2,841,033 respectively. The Company is focused on generating sales revenue through increase sales volume of current products and new products offerings and is actively pursuing additional sources of financing to ensure that it can meet its ongoing operating requirements and planned capital expenditures.

The following tables detail the remaining contractual maturities at the respective reporting dates of the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Company can be required to pay:

Contractual obligations	Payments Due by Period			
	Total	Year	1-3 years	4-5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	93,645	93,645	-	-
Rental obligations	521,456	247,655	273,801	-
Total contractual obligations	615,101	341,300	273,801	-

Capital Resources

The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has defined its capital as common shares, reserves and accumulated deficit.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to maintain appropriate cash reserves on hand to support continued operations and shareholder returns, maintain capital structure while keeping capital costs at a minimum, and to invest cash on hand in highly liquid, highly rated financial instruments. The company is not exposed to externally imposed capital restrictions, and the Company's objectives and strategies described above have not changed during the year. These objectives and strategies are reviewed on a continuous basis.

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.

Transactions with Related Parties

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

The following is a summary of balances and transactions with a director of the Company:

	2019	2018
	\$	\$
<i>Transactions:</i>		
Director fees	261,250	-
Salaries and benefits	113,667	83,916
Stock-based compensation	75,669	53,279

Balances:

Amounts owing to a director and officer* - 178,917

* Includes \$nil (September 30, 2018 - \$150,000) which is non- interest bearing and due on demand to a director of the Company; included in accounts payable and accrued liabilities is \$nil (September 30, 2018 - \$28,917) payable to a director for salaries.

These transactions are in the normal course of operations and have been valued in these consolidated financial statements at the estimated fair value amount, which is the amount of consideration established and agreed to by the related party.

Fourth Quarter

Results for the three months ended September 30, 2019 and 2018 are as follows:

The loss in the quarter ended September 30, 2019 was \$461,542 compared to \$1,963,192 in same period in fiscal 2018. This \$1,501,650 improvement in net loss was primarily attributed to the decreased operating expenses in FY2019 compared to FY2018, whereby an listing expenses of \$1,550,231 incurred as a result of the completion of the acquisition of Sachiel Connect in FY2018.

Critical Accounting Estimates and Changes in Accounting Policies

All significant critical accounting estimates and change in accounting policies are fully disclosed in Note 3 of the consolidated financial statements for the year ended September 30, 2019.

Financial Instruments and Financial Risk

Fair value of financial instruments

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash and cash equivalents, trade and other receivables (excluding GST), accounts payable and accrued liabilities and due to related party approximates their carrying values as at the reporting date due to the short-term maturities of these instruments.

Financial assets	Categories	September 30, 2019 \$	September 30, 2018 \$
Cash and cash equivalents	FVTPL	1,320,643	2,885,437
Trade and other receivables (exclude GST)	Amortized cost	23,586	188,100
Financial liabilities			
Accounts payable and accrued liabilities	Amortized cost	93,645	202,041
Due to related party	Amortized cost	-	150,000

Financial risk management objectives and policies

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

a) Currency risk

The Company generates revenues and incurs expenses primarily in Canada and China and is exposed to risk from changes in foreign currency exchange rates. In addition, the Company holds financial assets and liabilities in foreign currencies that expose the Company to foreign exchange risk. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

At September 30, 2019, the Company had cash of \$415 (2018-\$11,936), trade and other receivables of \$3,608 (2018-\$4,660), and accounts payable and other payable of \$17,620 (2018-\$30,591), which are denominated in US dollars. For the year ended September 30, 2019, the Company's sensitivity analysis suggests that a change in the absolute rate of exchange in US dollars by 10% will increase or decrease comprehensive loss by approximately \$1,800 (2018-\$1,400).

b) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The interest rate risk on cash equivalents is insignificant, as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

c) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and cash equivalents and trade and other receivables. The Company limits its exposure to credit risk on cash and cash equivalents by depositing only with reputable financial institutions. Credit risk is primarily associated with trade receivables, as the Company grants credit to its customers in the normal course of business. Credit risk on trade receivables is minimized by performing credit reviews, ongoing credit evaluation and account monitoring procedures. All trade receivables have been reviewed for indicators of impairment and the consolidated financial statements take into account an allowance for bad debts.

Except for the bad debt of \$215,131 (2018 – \$Nil), there were no overdue trade receivables outstanding as at September 30, 2019 and 2018 and collection is reasonably assured.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. At September 30, 2019, the Company had a working capital of \$1,308,016 (2018- \$2,841,033). The Company is focused on generating sales revenue and is actively pursuing additional sources of financing to ensure that it can meet its ongoing operating requirements and planned capital expenditures.

Subsequent Event

Subsequent to September 30, 2019, the Company closed a non-brokered private placement, consisting of 30,000,000 units at a price of \$0.05 per unit (the "Units") for aggregate proceeds of \$1,500,000 (the "Private Placement"). Each Unit consists of one common share of the Company and one transferable share purchase warrant of the Company. Each warrant is exercisable to acquire one common share at an exercise price of \$0.05 for a period of one year from the date of closing of the Private Placement. Finder's fees consisting of a total of 1,500,000 non-transferable units (the "Finder's Units") have been paid in connection with the Private Placement. The Finder's Units have the same terms as the Units except that they are non-transferable. All of the above securities are subject to a statutory hold period expiring May 11, 2020.

Summary of Outstanding Share Data

As at the date of this report, the Company's share capital is as follows:

- Authorized: Unlimited common voting shares without nominal or par value.
- Issued and outstanding 80,803,211 common shares

As at the date of this report, the Company's stock option is as follows:

	Number of Options	Weighted Average Exercise Price
		\$
Balance, September 30, 2017	-	-
Deemed granted option on RTO	400,000	0.22
Options granted	2,050,000	0.30
Balance, September 30, 2018	2,450,000	0.29
Options forfeited or cancelled	(220,000)	0.30
Balance, September 30, 2019	2,230,000	0.29

As at the date of this report, the Company's warrants are as follows:

	Number of warrants	Weighted average Exercise price	Weighted average Years to expiry	Expiry date
Balance, September 30, 2017	-	-	-	-
Deemed issued warrant on RTO	350,000	\$ 0.10	0.03	October 10, 2019 *
Issued agent warrant	73,395	\$ 0.22	0.91	August 28, 2020
Balance, September 30, 2018	423,395	\$ 0.12	1.18	
Balance, September 30, 2019	423,395	\$ 0.12	0.18	

*these warrants expired unexercised subsequent to September 30, 2019.

Risk Uncertainties

We have a limited operating history.

Our limited operating history makes it difficult to evaluate our business and prospects and may increase the risks associated with your investment. We were incorporated in 2016 and, as a result, have only a limited operating history upon which our business and future prospects may be evaluated. Although we believe we will experience substantial revenue growth, we may not be able to reach the expected rate of growth or even maintain our current revenue levels.

We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges related to recruiting, integrating and retaining qualified employees; making effective use of our limited resources; achieving market acceptance of our existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining customers. Our current operational infrastructure may require changes for us to scale our business efficiently and effectively to keep pace with demand for our solutions, and achieve long-term profitability. If we fail to implement these changes on a timely basis or are unable to implement them effectively, or at all due to factors beyond our control, our business may suffer. We cannot assure you that we will be successful in addressing these and other challenges we may face in the future.

Our business is at an early stage of commercialization,

We are still at an early stage of commercialization. There can be no assurance that we will meet its objectives. As in any early stage development company, there is no assurance that our business will be successful.

We have incurred losses and may continue to incur losses.

Our operating results have fluctuated significantly in the past from quarter to quarter and may continue to do so in the future. In addition, we have experienced net losses since we have commenced our business operation, and such losses may very well continue

You should not rely on the results for any particular period as an indication of our future performance. It is possible that, in future periods, our results of operations may be below the expectations of public market analysts and investors. Fluctuations in our quarterly operating results or our inability to achieve or maintain profitability may cause volatility in the price of our common stock in the public market.

We are subject to global trade sentiments.

Our operations are dependent on the trade sentiment between Canada and the destination markets. As such this is an externality that we as a company cannot address directly.

We may not be able to engage and retain sufficient buyers to drive revenue growth.

If we are unable to attract significant numbers of new buyers and increase levels of engagement, our ability to maintain or grow our business would be materially and adversely affected. We may not be able to successfully monetize traffic on our platform, which could have a material adverse effect on our business. An increasing percentage of our users are accessing our marketplaces through mobile devices, a trend that we expect to continue. Our ability to monetize our mobile user traffic is critical to our business and our growth.

We may not be able to maintain or grow our revenue or business.

We will primarily derive our revenue from online marketing services, commissions based on transaction value derived from certain of our marketplaces and fees from the sale of memberships on our wholesale marketplaces.

Potential changes in our strategy for monetizing our wholesale marketplaces could result in prolonged reductions in revenue from those marketplaces. In addition, our revenue growth may slow or our revenues may decline for other reasons, including decreasing consumer spending, increasing competition, slowing growth of the China retail or China online retail industry, changes in government policies or general economic conditions. In addition, our revenue growth rate will likely decline as our revenue grows to higher levels.

We are dependent on key personnel.

We depend on key management as well as experienced and capable personnel generally, and any failure to attract, motivate and retain our staff could severely hinder our ability to maintain and grow our business. Our future success is significantly dependent upon the continued service of our key executives and other key employees. If we lose the services of any member of management or key personnel, we may not be able to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new staff, which could severely disrupt our business and growth.

The size and scope of our ecosystem also require us to hire and retain a wide range of effective and experienced personnel who can adapt to a dynamic, competitive and challenging business environment. We will need to continue to attract and retain experienced and capable personnel at all levels as we expand our business and operations. Competition for talent is intense, and the availability of suitable and qualified candidates is limited. Competition for these individuals could cause us to offer higher compensation and other benefits to attract and retain them. Even if we were to offer higher compensation and other benefits, there is no assurance that these individuals will choose to join or continue to work for us. Any failure to attract or retain key management and personnel could severely disrupt our business and growth.

We are subject to changes general economic conditions

The markets in which we operate are affected by changes in general economic conditions, including China's marketplace and emerging markets, and political and economic conditions, international, national, regional and local economic conditions, all of which are outside of our control. Economic slowdowns, cyclical trends, increases in interest rates and other factors could have a material adverse effect on our financial performance and financial condition.

We are subject to governmental regulation.

China and emerging markets government regulation can affect us. Failures to comply with applicable and new emerging regulatory requirements can, among other things, result in fines, suspension of regulatory approvals, seizures, operating restrictions and criminal prosecutions. All of the foregoing regulatory matters will also be applicable to development and marketing undertaken by any collaborative partners.

Our research and market development may not prove to be profitable.

There can be no assurances that our research and market development activities will prove profitable.