



# **Management's Discussion and Analysis**

**D-BOX Technologies Inc.  
First Quarter ended June 30, 2018**

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# **MANAGEMENT'S DISCUSSION AND ANALYSIS**

## **D-BOX Technologies Inc.**

### **First Quarter ended June 30, 2018**

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#### **1. SCOPE OF THE MD&A**

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This Management's Discussion and Analysis ("MD&A") is intended to provide the reader with a better understanding of the activities of D-BOX Technologies Inc. and its subsidiaries, as well as key elements of its financial results. In particular, it explains changes in the Corporation's financial position and operating results for the first quarter ended June 30, 2018, by comparing them to the results of the corresponding periods of the previous fiscal year. It also presents a comparison of the balance sheets as at June 30, 2018, and March 31, 2018.

This MD&A has been prepared in accordance with National Instrument Regulation 51-102, respecting Continuous Disclosure Obligations, and should be read in conjunction with the information included in the consolidated financial statements and MD&A for the fiscal year ended March 31, 2018, and the unaudited interim condensed consolidated financial statements of the first quarter ended June 30, 2018. Unless otherwise indicated, the terms "Corporation" and "D-BOX" refer to D-BOX Technologies Inc.

The unaudited interim condensed consolidated financial statements for the quarter ended June 30, 2018, and this MD&A have been reviewed by the Audit Committee and approved by the Board of Directors on August 14, 2018. Unless otherwise indicated, all the amounts in this MD&A are in Canadian dollars.

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#### **2. FORWARD-LOOKING STATEMENTS**

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Some of the statements made in this MD&A, including, but not limited to, statements about the opinions, the projects, the objectives, the strategies, the estimates, the intentions and the expectations of the Corporation, as well as other statements not referring to historical facts, are forward-looking statements. Forward-looking statements can be identified by terms such as "expects," "anticipates," "estimates," "predicts," "undertakes" and other similar terms and expressions. These statements are based on the information available at the time they were prepared and management's good faith assumptions and expectations regarding future events, and inherently involve known and unknown risks and uncertainties such as, without limitation, competition, the Corporation's ability to build on its technology, the Corporation's ability to continue developing its distribution network and entering into new commercial agreements in the entertainment and simulation and training markets, exchange rate fluctuations, and other factors discussed herein (see "Risks and Uncertainties") or in the Corporation's continuous disclosure filings. The Corporation's actual results may be materially different from those expressed or implied in these forward-looking statements. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. These statements do not reflect the potential impact of any special items or of any business combination or other transaction that may be announced or that may occur after the date herein. Except as required by law, the Corporation does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

### 3. FIRST QUARTER HIGHLIGHTS

#### 3.1 Financial Highlights

##### *Highlights for the first quarter ended June 30, 2018*

Compared with the first quarter ended June 30, 2017:

- Revenues totalled \$9.5 million up 17% from \$8.1 million.
- Recurring revenues grew 21% to \$2.6 million from \$2.2 million.
- Quarterly adjusted EBITDA reached \$1.2 million compared with \$0.4 million.
- Adjusted EBITDA margin rose to 12% from 5%.
- Net loss totalled (\$229K) compared with (\$984K).

<b>First quarter ended June 30</b> (in thousands of dollars, except per share amounts)		
	<b>First Quarter</b>	
	<b>2018</b>	<b>2017</b>
Revenues	<b>9,512</b>	<b>8,141</b>
Net loss	<b>(229)</b>	<b>(984)</b>
Adjusted EBITDA*	<b>1,157</b>	<b>377</b>
Basic and diluted net loss per share	<b>(0.001)</b>	<b>(0.006)</b>
<b>Information from the consolidated balance sheets</b>		
	<b>As at June 30, 2018</b>	<b>As at March 31, 2018</b>
Cash and cash equivalents	<b>7,409</b>	<b>10,141</b>

\* See the "Non IFRS Measures" section and the reconciliation table of adjusted EBITDA to the net loss on page 9.

#### 3.2 Operational Highlights

- Recurring revenues rose to 27% of total revenues for the first quarter compared with 26% for 2017.
- D-BOX installed its 100<sup>th</sup> screen in Canada.
- D-BOX announced the addition of D-BOX motion seats to 18 new screens throughout Germany with Kinopolis, Germany's largest independent cinema operator.
- D-BOX signed a new contract with Trondheim Kino, Norway's largest cultural and entertainment company. Norway becomes the 40<sup>th</sup> country to offer D-BOX's innovative technology.

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## 4. OUTLOOK

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D-BOX operates in two major areas: the entertainment market and the simulation and training market which have their respective sub-markets. Business development activities aim to increase motion system sales and grow its recurring revenue. This strategy will help solidify D-BOX's position in existing sub-markets and facilitate entering new segments.

D-BOX's expertise in immersive motion and true-to-life simulation positions the Corporation to be an active participant in the growing virtual reality (VR) market. The Corporation is actively developing new applications for VR and other related markets. D-BOX proprietary technology may also enhance the expansion of VR by reducing the motion dizziness sometimes associated with VR experiences. D-BOX is particularly focused on this new trend as the size of the virtual and augmented reality markets grow, potentially to billions of dollars in the near future, according to many industry sources.

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## 5. CORPORATE PROFILE

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D-BOX is redefining the entertainment experience. We create hyper-realistic, immersive entertainment experiences by moving the body and sparking the imagination through motion. The Corporation's expertise and proprietary technology allows it to collaborate with some of the largest companies in the world to deliver new ways to tell great stories. Whether for movies, video games, virtual reality applications, themed entertainment or professional simulation, D-BOX's mission is to move the world.

Three components produce synchronized motion in perfect harmony with the image and sound:

1. D-BOX Motion Code is programming motion effects frame by frame based on visual content.
2. A motion controller serving as an interface between the visual content (films, video games, simulation and training, virtual reality experiences) and the D-BOX motion system.
3. The D-BOX motion system, consisting of proprietary electromechanical actuators built into a platform, seat, or other type of equipment.

As of June 30, 2018, D-BOX had 134 employees compared with 130 as of June 30, 2017.

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## 6. CORPORATE STRATEGY

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The Corporation is a leader in the creation and design of hyper-realistic immersive entertainment experiences. It is also in a unique position to serve as a true differentiator for upcoming virtual reality (VR) technologies, electronic entertainment companies and content distributors. D-BOX continues to develop brand awareness in addition to offering differentiated asset generating revenue in various business sectors.

Examples of Application	
Entertainment Market	Simulation and Training Market
<p><i>Theatrical Entertainment:</i></p> <p><i>Commercial Entertainment:</i></p> <ul style="list-style-type: none"> <li>▪ Amusement parks</li> <li>▪ Arcades</li> <li>▪ Museums and planetariums</li> </ul> <p><i>Home Entertainment</i></p>	<p><i>Simulation and training for:</i></p> <ul style="list-style-type: none"> <li>▪ Automotive</li> <li>▪ Flight</li> <li>▪ Heavy equipment/cranes</li> <li>▪ Racing</li> <li>▪ Wellness</li> </ul>
Virtual reality for both the Entertainment and the Simulation and Training markets	

## 6.1 Revenue Models

The Corporation’s revenue streams consist primarily of:

1. The sale or lease of D-BOX motion systems including motion for seats, motion controllers and electronic interfaces or servers;
2. The recurring revenue is generated by the licensing of the D-BOX Motion Code in theatrical and commercial entertainment centers, which are equipped with the D-BOX motion systems to view visual content encoded by D-BOX. The Corporation also receives maintenance revenue relating to the use of the motion systems;
3. The sale of actuators to resellers, integrators, and equipment or seating manufacturers who incorporate and market the D-BOX technology under their own brands (known as original equipment manufacturers or OEMs).

## 6.2 Entertainment Market

Theatrical Entertainment

The Corporation has established privileged relationships and developed strong credibility with major studios in order to motion code a wide array of studio content prior to its theatrical release. This serves to:

1. Accelerate the deployment of its technology with new commercial theatre exhibitors that want to add a distinctive draw to their offerings.
2. Facilitate the sale or licensing of its technology to current exhibitors that want to equip more than one of their complexes or equip more than one screen within the same complex.
3. Generate motion system sales to the clientele of the high-end home entertainment sub-market, who wants to experience D-BOX in the comfort of their homes.
4. Showcase the technology to potential customers in the simulation and training market.
5. Encourage video game users to purchase seats equipped with D-BOX motion systems thereby allowing them to add a new level of immersion to their gaming experience.

As of June 30, 2018, 52 exhibitors had more than one location that integrated the D-BOX motion system and 195 locations had more than one screen incorporating our technology within the same complex.

Access to content is a key factor in accelerating the deployment of the D-BOX motion system. The Corporation is constantly expanding its business relationships with new film and gaming content providers.

Reclining cinema seats are a new trend in the theatrical entertainment industry in North America and D-BOX was the leader to offer motion recliner seats.

Business development targeting theatrical entertainment chains is handled by an internal business development team and external partners in certain countries. The Corporation’s representatives also attend major trade shows. The Corporation believes the entertainment market to be an excellent venue to showcase its technology to the largest number of people possible. The Corporation generates significant recurring revenue from licensing rights (for the use of its technology based on the premiums charged for admission tickets), motion systems rentals, and maintenance rights.

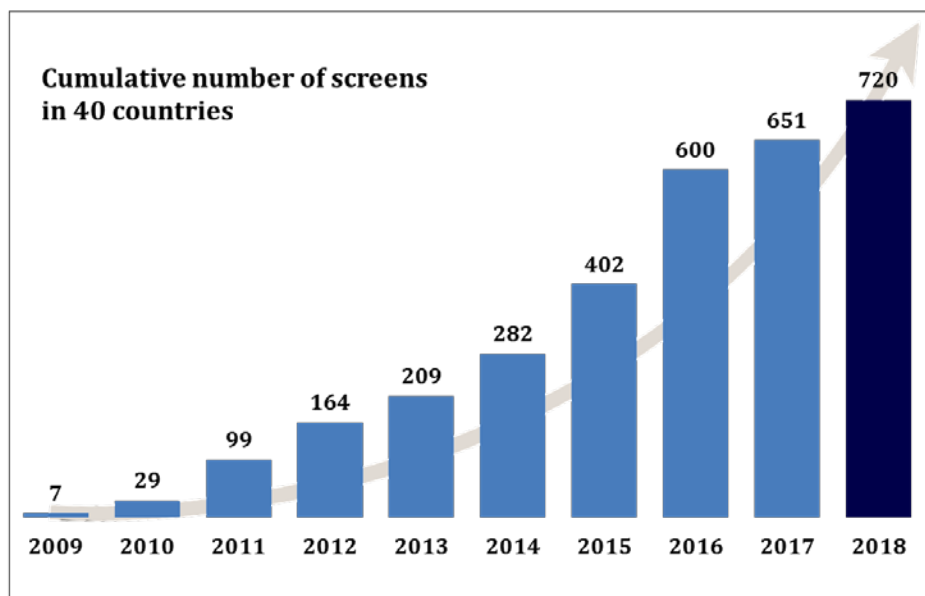
D-BOX has demonstrated that:

- Moviegoers will pay a premium to enjoy a truly immersive and non-distractive motion experience.
- Theatrical operators enhance their profits by utilizing D-BOX products to increase business traffic, stand out from competitors and grow their (i) direct revenue from the sale of tickets in the D-BOX zone and (ii) indirect revenue from the sale of food and beverages.
- The D-BOX motion system provides studios with enhanced visibility and an additional revenue stream for each movie encoded by D-BOX.
- D-BOX technology offers a better immersive solution which reduces motion dizziness associated with the VR experience.

In measuring achievement of its deployment objectives for theatre chains, the Corporation tracks the installed base of its D-BOX motion systems as well as its backlog. The Corporation defines system backlog as follows: a D-BOX motion system commitment or order received as part of a contractual agreement with the installation scheduled within a 24-month period.

Total screens installed or in backlog grew 11% to 720 at the end of first quarter 2019, compared with 651 a year earlier.

### ***Growth of installed screens or in backlog as of June 30, 2018***



## Commercial and High-End Home Entertainment

The Corporation:

1. Sells products under its own brand name and under OEM, integrator and reseller brands.
2. Supplies motion-coded content.
3. Creates products and form partnerships with strategic players to accelerate market penetration.

### 6.3 Simulation and Training Market

The Simulation and Training market includes sales to a diversified group of industries including: automotive, defense, flight, heavy equipment/cranes, racing, and wellness.

The Corporation sells products under its own banner and OEM brands while leveraging a network of integrators and resellers. It is also adapting its products to address specific requests of manufacturers and OEMs to tap into new markets.

## 7. NON-IFRS MEASURES

In this MD&A, the Corporation uses two measures that are non-compliant with International Financial Reporting Standards (IFRS): 1 Adjusted EBITDA; and 2 Gross profit excluding amortization. Although these measures supply useful and complementary information, they do not have a standardized meaning under IFRS and are not likely to be comparable to similar measures used by other issuers.

- 1) Adjusted EBITDA provides useful and complementary information, which can be used, in particular, to assess profitability and cash flows provided by operations. It consists of net income (loss) excluding amortization, financial expenses net of income, income taxes, write-offs of property and equipment and intangible assets, shared-based payments, foreign exchange loss (gain) and non-recurring expenses related to restructuring costs.

The following table reconciles adjusted EBITDA to net loss.

	First Quarter ended June 30	
	2018	2017
<b>Net loss</b>	<b>(229)</b>	<b>(984)</b>
Amortization of property and equipment	572	594
Amortization of intangible assets	201	161
Amortization of other assets	1	1
Financial expenses	134	136
Income taxes	28	1
Share-based payments	55	56
Foreign exchange loss	395	155
Restructuring costs	—	257
<b>Adjusted EBITDA</b>	<b>1,157</b>	<b>377</b>

- 2) Gross profit excluding amortization serves to evaluate the Corporation’s capacity to generate funds through product sales by considering the cost of these products while excluding the main non-cash item, namely amortization (see the table showing the reconciliation of gross profit to gross profit excluding amortization on page 12).



## 8. MAIN FINANCIAL DATA

The following table shows selected significant financial information for the first quarter of the current fiscal year compared with the corresponding period of the previous fiscal year.

Information from the Consolidated Statements of Net Loss and Other Comprehensive Loss	First Quarter ended June 30	
	2018	2017
Revenue	9,512	8,141
Gross profit excluding amortization*	5,890	4,930
Net loss	(229)	(984)
Adjusted EBITDA*	1,157	377
Basic and diluted net loss per share	(0.001)	(0.006)

\* See the "Non-IFRS measures" section on page 9.

Information from the Consolidated Statements of Cash Flows	First Quarter ended June 30	
	2018	2017
Cash flows relating to operating activities	(2,615)	(479)
Goods held for Lease	(58)	(94)
Additions to property and equipment	(20)	(274)
Additions to intangible assets	(176)	(253)

The following table shows certain selected significant financial information from the consolidated balance sheets as at June 30, 2018, and March 31, 2018.

Information from the Consolidated Balance Sheets	As at June 30, 2018	As at March 31, 2018
Cash and cash equivalents	7,409	10,141
Inventories	7,825	7,761
Working capital	17,098	16,648
Total assets	33,866	34,354
Total current liabilities	6,500	7,003
Total liabilities	18,416	19,260
Equity	21,950	22,097

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## 9. OPERATING RESULTS

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### 9.1 Revenue

Revenue for the first quarter ended June 30, 2018, rose 17% to \$9.5 million compared with \$8.1 million for the first quarter ended June 30, 2017.

For the entertainment market, revenue consists of D-BOX motion system sales to theatrical operators, revenue from right of use, rental and maintenance with respect to admission tickets sold in commercial theatres, system sales to home high-end customers and to commercial entertainment clients.

Revenue also includes motion system sales to customers in the simulation and training market who sell D-BOX motion systems under their own brand names.

During the first quarter ended June 30, 2018, the entertainment market generated a 17% increase in revenue to \$7.6 million compared with \$6.5 million for the first quarter last year. Revenue from theatrical entertainment fell 9% to \$4.8 million in the current quarter from \$5.3 million in the same period last year. These revenues consisted of: (i) D-BOX motion systems sales, down 29% to \$2.2 million (\$3.1 million in 2017) (ii) the recurring revenue from rights for use, rental and maintenance on the sale of admission tickets in commercial theatres, up 21% to \$2.6 million (\$2.2 million in 2017). The decrease in motion system sales reflected the trend in certain markets to install the new recliner concept, which delayed deliveries for some purchase orders. This is also explained by the number of D-BOX screens installed for the first quarter 2019, which decrease to 14 compared to 32 for the same period last year. However the backlog as of June 30, 2018 reach 35 screens showing an increase number of installation for the months to come. In the meantime, recurring revenue (rights for use, etc.) shows an important increase, which is explained by the growth of the footprint, developed by the screens installed over the years.

Recurring revenue from rights for use, rental and maintenance can fluctuate from period to period based on the following factors:

- Box office performance can vary significantly from movie to movie.
- Revenue sharing with exhibitors and studios.
- Individual performance of exhibitors.
- The number of weekly screenings of a D-BOX movie, which can vary by country and exhibitor.
- The number of weeks a movie screens, which can vary by country due to different launch dates or exhibitor decisions to extend or shorten the exhibition window.

As of June 30, 2018, 720 screens were installed and signed (backlog) worldwide, up 11% from 651 screens a year earlier.

The entertainment market also includes system sales for high-end home entertainment and commercial entertainment. Home entertainment revenues fell 66% to \$0.3 million for the first quarter of fiscal 2019 from \$0.8 million for the same period last year.

Commercial entertainment system sales surged 468% to \$2.5 million for the current quarter from \$0.4 million for 2017 on both new and existing-client sales.

Motion system sales in the Simulation and Training market were up 16% to \$1.9 million for the first quarter ended June 30, 2018, from \$1.7 million for the same period last year. The sales growth was mainly driven by Simulation and Training systems sold to customers in automotive, race car and gaming sub-markets.

## 9.2 Gross Profit

The following table reconciles gross profit to gross profit excluding amortization:

	First Quarter ended June 30	
	2018	2017
Revenue	9,512	8,141
Gross profit	5,383	4,448
Amortization related to cost of goods sold	507	482
Gross profit excluding amortization*	5,890	4,930
Gross margin excluding amortization	62%	61%

\* See the "Non-IFRS measure" section on page 9.

For the first quarter ended June 30, 2018, gross profit grew 21% to \$5.4 million from \$4.4 million for the same period of the previous year. Excluding amortization related to cost of goods sold, gross profit was up 19% to \$5.9 million for the first quarter of fiscal year 2019 (62% of revenues) from \$4.9 million (61% of revenues) for the corresponding period last year. This 19% growth was mainly driven by a 17% improvement in sales and the mix of margins related to the different products.

## 9.3 Operating Expenses

**Selling and Marketing:** selling and marketing expenses consist primarily of employee costs including share-based payments, professional fees, advertising and point-of-sale material expenses and attendance at trade shows. They also include expenses related to motion coding and other marketing expenses.

For the first quarter ended June 30, 2018, selling and marketing expenses rose 6% to \$2.7 million (28% of revenues) from \$2.5 million (31% of revenue) last year due to higher employee-related costs and professional fees, offset by a decrease in promotional and other marketing costs.

**Administration:** administration expenses consist primarily of employee costs including share-based payments, professional fees as well as other general and administration expenses.

For the first quarter ended June 30, 2018, administration expenses amounted to \$1.6 million (17% of revenue) down 5% from \$1.7 million (21% of revenue) for the first quarter ended June 30, 2017.

**Research and Development:** research and development expenses mainly include costs related to employees, amortization of assets and patents, other costs associated with enhancements to existing products, and the cost of adapting products to various international standards, less investment tax credits.

For the first quarter ended June 30, 2018, research and development expenses amounted to \$0.8 million (8% of revenues) compared with \$0.9 million (11% of revenue) for the same period of the previous year.

**Foreign Exchange Loss (gain):** the foreign exchange loss or (gain) results primarily from the fluctuation of the Canadian dollar relative to the U.S. currency when translating U.S. dollar operations at the prevailing rate on the date of a transaction and the translation of U.S. dollar monetary assets and liabilities at the end-of-period rate.

Accordingly, for the first quarter ended June 30, 2018, the foreign exchange loss amounted to \$395K compared with a loss of \$155K last year. The foreign exchange difference was driven by the volatility of the Canadian dollar relative to the U.S. currency between the periods.

#### **9.4 Financial Expenses**

For the first quarter ended June 30, 2018, financial expenses net of interest income amounted to \$134K compared with \$136K for the same period a year ago.

#### **9.5 Income Taxes**

With respect to accounting for future income taxes, the Corporation has concluded that a valuation allowance equal to its future income tax assets should be recorded.

#### **9.6 Net Loss**

Net loss for the first quarter ended June 30, 2018, amounted to \$0.2 million (basic and diluted net loss of \$0.001 per share) compared with a net loss of \$1.0 million (basic and diluted net loss of \$0.006 per share) in 2017.

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### **10. ADJUSTED EBITDA**

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Adjusted EBITDA provides useful and complementary information which can be used, in particular, to assess profitability and cash flows provided by operations. It consists of net income (loss) excluding amortization, financial expenses net of income, income taxes, write-offs of property and equipment and intangible assets, shared-based payments, foreign exchange loss (gain) and non-recurring expenses related to restructuring costs.

For the first quarter of fiscal 2019, adjusted EBITDA amounted to \$1.2 million compared with \$0.4 million for the same period last year.

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### **11. LIQUIDITY, CAPITAL RESOURCES AND FINANCING SOURCES**

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As at June 30, 2018, current assets amounted to \$23.6 million compared with \$23.7 million as at March 31, 2018.

Total working capital stood at \$17.1 million as at June 30, 2018, compared with \$16.6 million as at March 31, 2018. Accounts receivable, consisting primarily of trade accounts receivable, investment tax credits and commodity taxes receivable, rose to \$7.9 million from \$5.3 million as at March 31, 2018 due to timing of projects delivered during the last month of the quarter. Inventories remained equivalent at \$7.8 million.

Current liabilities fell \$0.5 million to \$6.5 million as at June 30, 2018, from \$7.0 million as at March 31, 2018. Accounts payable and accrued liabilities, included in current liabilities, were down \$1.3 million to \$5.0 million from \$6.3 million as at March 31, 2018. This decrease was driven primarily by the timing of purchases during the quarter.

## 11.1 Operating Activities

For the first quarter ended June 30, 2018, cash flows used by operating activities totalled \$2.6 million compared with \$0.5 million for the same period of the previous year. This \$2.1 million negative change resulted from a \$1.0 million increase in cash generated by operations before changes in working capital items and a \$3.1 million increase in cash used by changes in working capital items.

## 11.2 Investing Activities

For the first quarter ended June 30, 2018, cash flows used by investing activities amounted to \$0.2 million compared with \$0.5 million for the same period of the previous fiscal year.

## 11.3 Financing Activities

There were no financing activities for the three-month period ended June 30, 2018.

As of June 30, 2018, the effective interest rate of long-term debt was 10.7% and the Corporation was in compliance with all debt covenants.

As of June 30, 2018, interest expense on long-term debt charged to income amounted to \$126K (\$121K in 2017) including an amount of \$38K related to accretion of interest expense (\$35K in 2017).

## 11.4 Equity

Equity fell \$0.1 million to \$22.0 million as of June 30, 2018, from \$22.1 million as of March 31, 2018. This decrease resulted mainly from the net loss of \$0.2 million for the first quarter ended June 30, 2018.

## 12. QUARTERLY DATA

Operating results for each of the past eight quarters are shown in the table below:

	2019	2018				2017			
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	
<b>Revenue from the entertainment market</b>									
<i>Theatrical entertainment:</i>									
System sales	2,197	1,236	3,537	2,133	3,115	3,381	1,254	2,508	
Rights for use, rental and maintenance	2,605	1,967	2,482	1,828	2,150	1,713	2,076	1,384	
	4,802	3,203	6,019	3,961	5,265	5,094	3,330	3,892	
<i>Commercial entertainment system sales</i>	2,512	3,561	2,760	903	442	1,571	1,356	1,320	
<i>Home entertainment system sales</i>	253	905	265	1,211	751	2,006	536	285	
<b>Total revenue from the entertainment market</b>	7,567	7,669	9,044	6,075	6,458	8,671	5,222	5,497	
<b>Revenue from the simulation and training market</b>	1,945	1,615	1,356	1,578	1,683	1,942	1,581	834	
<b>TOTAL REVENUE</b>	9,512	9,284	10,400	7,653	8,141	10,613	6,803	6,331	
<b>Adjusted EBITDA*</b>	1,157	906	1,114	176	377	998	(225)	(267)	
<b>Net income (loss)</b>	(229)	12	51	(840)	(984)	286	(1,638)	(1,114)	
<b>Basic and diluted net income (loss) per share</b> (in thousands)	(0.001)	0.000	0.000	(0.004)	(0.006)	0.001	(0.009)	(0.007)	
<b>Weighted average number of common shares outstanding</b>	175,951	175,951	175,951	175,951	175,951	175,753	175,150	175,021	

\* See the "Non-IFRS Financial Measures" section and the reconciliation Table of adjusted EBITDA to net loss on page 9.

## 13. COMMITMENTS

The Corporation rents premises and equipment under operating leases and has entered into long-term commitments to purchase services. The minimum payments for the coming years are as follows:

	Leases	Other Commitments
2019	337	33
2020 to 2022	276	0
	613	33

The Corporation's operating lease expenses amounted to \$129K for the first quarter 2019 (\$134K in 2018) and has pledged the office furniture and fixtures, in favour of the lessors.

## 14. FULLY DILUTED SHARE CAPITAL (AUGUST 14, 2018)

	Class A common shares
Class A common shares outstanding	175,950,573
Convertible instruments	
Stock-options outstanding	15,076,267
Warrants	6,500,000
	<b>197,526,840</b>

## 15. CHANGES IN ACCOUNTING POLICIES

- On April 1, 2018, the Corporation adopted IFRS 9, Financial Instruments, which simplifies the measurement and classification of financial assets by reducing the number of measurement categories in IAS 39, Financial Instruments: Recognition and Measurement. The new standard also provides for a fair value option in the designation of a non-derivative financial liability and its related classification and measurement, as well as for a new hedge accounting model more closely aligned with risk management activities undertaken by entities.

The adoption of IFRS 9 had no impact on the interim condensed consolidated financial statements of the Corporation.

- On April 1, 2018, the Corporation also adopted IFRS 15, Revenue from Contracts with Customers, which specifies how and when an entity will recognize revenue as well as requiring such entities to provide users of financial statements with more informative disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers. Accordingly, the Corporation now recognizes a contract with a customer only when all of the following criteria are satisfied:
  - The parties to the contract have approved the contract - in writing, orally or in accordance with other customary business practices - and are committed to performing their respective obligations;
  - The entity can identify each party's rights regarding the goods or services to be transferred;
  - The entity can identify the payment terms for the goods or services to be transferred;
  - The contract has commercial substance [i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract]; and
  - It is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

The adoption of IFRS 15 had no impact on the interim condensed consolidated financial statements of the Corporation.

## 16. RISK AND UNCERTAINTIES

We operate in an industry which presents many risks and uncertainties. These risks and uncertainties are described in the Annual Information Form (AIF) dated June 14, 2018, which is available on [www.sedar.com](http://www.sedar.com).

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## **17. DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

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Internal control over financial reporting aims to provide reasonable assurance regarding the reliability of the Corporation’s financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

During the first quarter ended June 30, 2018, there were no changes in the Corporation’s internal control over financial reporting that materially affected, or are likely to materially affect, the Corporation’s internal control over financial reporting.

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## **18. CONTINUOUS INFORMATION AND ADDITIONAL DISCLOSURE**

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This MD&A was prepared as of August 14, 2018. Additional information can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

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