

Management's Discussion and Analysis of Financial Condition
and Results of Operations of

KURE TECHNOLOGIES, INC.

Three and nine months ended May 31, 2018 and 2017

KURE TECHNOLOGIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS of the Financial Condition and Results of Operations

(In thousands, except shares and per share amounts)

For the three and nine months ended May 31, 2018 and 2017

July 17, 2018

1. INTRODUCTION

This management's discussion and analysis ("MD&A") of financial condition and result of operations of Kure Technologies, Inc. ("Kure" or "the Company") is supplementary to, and should be read in conjunction with, the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended May 31, 2018 and 2017.

The Company's consolidated financial statements and the notes thereto have been prepared on the basis of accounting principles applicable to a going concern. This assumes that the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, other than in the normal course of business and at amounts different from those in the financial statements.

Unless specifically stated, the references to "Kure" or "the Company" include the legal entity Kure Technologies, Inc. and its wholly-owned subsidiary, UBS Wireless Services Inc. ("UBS Wireless").

2. CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes forward-looking statements and information concerning expected future events, the future performance of the Company, its operations, and its financial performance and condition. These forward-looking statements and information include, among others, statements with respect to the Company's objectives and strategies to achieve those objectives, as well as statements with respect to its beliefs, plans, expectations, anticipations, estimates, and intentions. When used in this MD&A, the words "believe", "anticipate", "may", "should", "intend", "estimate", "expect", "project", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words.

These forward-looking statements and information are based on current expectations. The Company cautions that all forward-looking statements and information are inherently uncertain and actual future results, conditions, actions or events may differ materially from the targets, assumptions, estimates, or expectations reflected or contained in the forward-looking statements and information, and that actual future results, conditions, actions, events, or performance will be affected by a number of factors including economic conditions and competitive factors, many of which are beyond the Company's control.

New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these events or the effect that they may have on the Company. Certain statements in this MD&A, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. This may include, without limitation, statements based on current expectations involving a number of risks and uncertainties. These risks and uncertainties include, but are not restricted to: (i) tax-related matters, (ii) financial risk related to short-term investments (including credit risks and reductions in interest rates), (iii) human resources developments, (iv) business integrations and internal reorganizations, (v) process risks, (vi) health and safety, (vii) the outcome of litigation and legal matters, (viii) any prospective acquisitions or divestitures, (ix) other risk factors related to the Company's historic business, and (x) risk factors related to the Company's future operations.

More specifically, Kure faces risks and uncertainties in connection with the outcome of litigation described under the section entitled "Overview – Significant current events". In particular, there can be no assurance that Kure will be able to recover any of the amounts awarded it in the litigation.

For a more detailed discussion of factors that may affect actual results or cause actual results to differ materially from any conclusion, forecast or projection in these forward-looking statements and information, see the section entitled "Overview – Significant current events" below.

Therefore, future events and results may vary significantly from what the Company currently foresees. Readers are cautioned that the forward-looking statements and information made by the Company in this MD&A are stated as of the date of this MD&A, are subject to change after that date, are provided for the purposes of this MD&A and may not be appropriate for other purposes. We are under no obligation to update or alter the forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by National Instrument 51-102, and we expressly disclaim any other such obligation.

3. OVERVIEW

Significant current events

Jolian Parties bankruptcy

The Company is continuing its efforts to recover, from former Chief Executive Officer ("CEO") Gerald McGoey and Jolian Investments Ltd, together referred to as the "Jolian Parties", cost and disgorgement orders totaling \$1,584 plus post-judgment interest.

On November 24, 2017, the Company received notice that the Jolian Parties had made a proposal under the *Bankruptcy and Insolvency Act* ("BIA") (the "Jolian Proposal"). In connection with the Jolian Proposal, the Company filed a Proof of Claim in respect of the amounts owing.

At the General Meeting of Creditors held on December 12, 2017, creditors who were qualified to vote at the Meeting refused to approve the Jolian Proposal with the result that the Jolian Parties were each deemed to have thereupon made an assignment in bankruptcy. The Company is now pursuing its collection efforts through the bankruptcy process.

The Company

Kure Technologies, Inc. is a publicly listed Canadian company, trading on the NEX, which is a separate board of the TSX Venture Exchange, under the symbol KUR.H. Kure's head office is located in Toronto, Ontario.

Going concern

The going concern basis of presentation assumes that Kure will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is some doubt about Kure's use of the going concern assumption as a result of the Jolian Parties bankruptcy proposal and the Company's current investment in ONEnergy Inc. ("ONEnergy").

Kure will need to raise cash and/or monetize assets, and/or reduce its outstanding commitments in order to meet the needs of its existing operations and commitments, giving rise to doubt about Kure's use of the going concern assumption. Notwithstanding the above, the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended May 31, 2018 and 2017 have been prepared on a going concern basis and do not include any adjustments to the carrying values and classification of assets and liabilities and reported revenue and expenses that would be necessary if the going concern basis was not appropriate. Such adjustments could be material.

Strategy

The Company's operating strategy is to preserve its cash, monitor its investment in ONEnergy, and explore opportunities to maximize shareholder value.

The Company is reviewing a variety of business plans and, while subject to change, is currently focusing its strategic efforts in the connected intelligent device sector which it believes has the most attractive opportunities.

Investment in ONEnergy

As at August 31, 2017 the Company held 2,428,500 common shares in ONEnergy (TSXV:OEG), and the economic and voting interest of ONEnergy was 10.1%. The Company determined at that time that the decline in the value of the common shares of ONEnergy was significant and not temporary and, accordingly, recorded an impairment of \$667.

Trading in the common shares of ONEnergy ("OEG Shares") was halted on December 21, 2016 pending a transaction which was ultimately terminated on November 13, 2017. On December 20, 2017, OEG shares recommenced trading.

During the three months ended May 31, 2018, the Company sold a total of 284,500 shares for gross proceeds of \$45 (year-to-date – 1,353,000; \$233) and the Company ceased to be classified as an insider.

Trading in the common shares of ONEnergy was again halted on April 26, 2018 while ONEnergy considers a proposed reorganization and a subsequent business combination.

The value of the Company's holdings of 1,075,500 ONEnergy shares as at May 31, 2018, based on the current halt price of \$0.20, was \$215 (August 31, 2017, 2,428,500 shares, based on the December 21, 2016 halt price of \$0.375 - \$911).

4. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements for the three and nine months ended May 31, 2018 and 2017 include the accounts of Kure's wholly owned subsidiary, UBS Wireless. All significant intercompany balances and transactions have been eliminated upon consolidation.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Management's discussion and analysis of operating results and financial condition are made with reference to the Company's unaudited condensed consolidated interim financial statements and notes thereto for the three and nine months ended May 31, 2018 and 2017, which have been prepared in accordance with IFRS. The Company's significant accounting policies are summarized in detail in note 2 of the Company's consolidated annual financial statements for the year ended August 31, 2017.

6. RESULTS OF OPERATIONS

Highlights of the results for the three and nine months ended May 31, 2018 include the following:

- Kure recorded a loss from operations of \$114 and \$469 respectively, compared to \$110 and \$246 for the three and nine months ended May 31, 2017 respectively.
- As at May 31, 2018, Kure held cash of \$41, compared to \$77 as at August 31, 2017.

Operating expense

| | Three months ended May 31, | | Nine months ended May 31, | |
|----------------------------|-------------------------------|--------|------------------------------|--------|
| | 2018 | 2017 | 2018 | 2017 |
| Compensation | \$ 28 | \$ 28 | \$ 88 | \$ 86 |
| General and administrative | 24 | 94 | 100 | 116 |
| Total operating expense | \$ 52 | \$ 122 | \$ 188 | \$ 202 |

Compensation

Compensation expense includes wages, salaries and benefits.

During the three and nine months ended May 31, 2018, the Company expensed \$28 and \$88 respectively in compensation (May 31, 2017 - \$28 and \$86 respectively) (refer also to the section "Related party transactions – Compensation of key management personnel").

General and administrative expense

General and administrative expense includes professional fees, board of director fees, general occupancy, and other administrative overheads for the Company. A summary of the general and administrative key components is set out below:

| | Three months ended May 31, | | Nine months ended May 31, | |
|---|-------------------------------|-------|------------------------------|--------|
| | 2018 | 2017 | 2018 | 2017 |
| Professional fees | \$ 21 | \$ 91 | \$ 92 | \$ 118 |
| Office and general | 3 | 3 | 8 | (2) |
| Total general and administrative expenses | \$ 24 | \$ 94 | \$ 100 | \$ 116 |

Professional fees

Professional fees include mainly corporate legal, audit, accounting and tax, board fees, general meeting costs and insurance.

Professional fees during the three and nine months ended May 31, 2018 totaling \$21 and \$92 respectively were due mainly to costs associated with the Annual General Meeting of Shareholders which was held on February 28, 2018. Professional fees for the three and nine months ended May 31, 2017 totaling \$91 and \$118 were due mainly to costs associated with the share consolidation and split ("Share Change") and corporate name change which were both completed during the third quarter of fiscal 2017.

Office and general

Office and general expenses for the three- and nine-month periods ended May 31, 2018 totaled \$3 and \$8 respectively.

During the nine months ended May 31, 2017, the Company recorded a recovery of office and general expenses totaling \$2 due mainly to \$14 in operating expenses, fully offset by the receipt of \$16 in HST refunds pursuant to a successful Canada Revenue Agency review.

Interest and financing charges

Interest expense for the three and nine months ended May 31, 2018, totaling \$1 and \$7 respectively (2017 - \$nil and \$nil), arose from the short-term loan payable (refer to the section entitled "Related Party transactions – short-term loans payable").

Interest income of \$12 and \$37 recorded during the three and nine months ended May 31, 2017 was earned on the Jolian Parties receivable.

Income taxes

As at May 31, 2018, Kure had \$20,753 in non-capital income tax losses with expiry dates between 2027 and 2037, SRED pool carryforwards of \$11,545, capital loss carryforwards of \$23,294, and non-tax deductible reserves of \$60.

Loss and comprehensive loss

The loss before comprehensive loss for the three and nine months ended May 31, 2018 amounted to \$114 and \$469 respectively, or a weighted average loss per share of \$0.007 and \$0.031 respectively, basic and diluted (May 31, 2017 - \$110 and \$246 respectively, or a weighted average loss per share of \$0.007 and \$0.016 respectively).

The loss and comprehensive loss for the three and nine months ended May 31, 2018 totaled \$72 and \$658 respectively or a weighted average loss per share of \$0.005 and \$0.044 respectively, basic and diluted (May 31, 2017 - \$110 and \$844 respectively, or a weighted average loss per share of \$0.007 and \$0.055 respectively).

7. QUARTERLY FINANCIAL RESULTS

The table below sets out financial information for the past eight quarters:

| | Fiscal 2018 | | | Fiscal 2017 | | | | Fiscal 2016 |
|--|------------------|------------------|------------------|------------------|------------------|------------------|------------------|-----------------|
| | May 31 | Feb 28 | Nov 30 | Aug 31 | May 31 | Feb 28 | Nov 30 | Aug 31 |
| Revenue | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Operating expense before interest | 52 | 79 | 57 | 92 | 122 | 18 | 62 | 83 |
| Interest and finance charges | 1 | 3 | 3 | - | - | - | - | - |
| Interest income | - | - | - | 7 | 12 | 16 | 9 | 79 |
| Loss (Income) on sale of ONEnergy shares | 61 | 213 | - | (69) | - | 8 | 73 | - |
| Impairment of accounts receivable | - | - | - | 384 | - | - | - | 489 |
| Impairment of investment in ONEnergy | - | - | - | 667 | - | - | - | 1,491 |
| Loss before comprehensive loss | (114) | (295) | (60) | (1,067) | (110) | (10) | (126) | (1,984) |
| Fair value adjustment in ONEnergy ⁽¹⁾ | 42 | (231) | - | (69) | - | (423) | (175) | 675 |
| Unrealized loss recognized in net loss | - | - | - | 667 | - | - | - | 1,491 |
| Income (loss) and comprehensive income (loss) for the period | \$ (72) | \$ (526) | \$ (60) | \$ (469) | \$ (110) | \$ (433) | \$ (301) | \$ 182 |
| Loss per share from operations – basic and diluted | \$(0.007) | \$(0.020) | \$(0.004) | \$(0.031) | \$(0.007) | \$ 0.000 | \$(0.001) | \$(0.013) |
| Comprehensive income (loss) per share – basic and diluted | \$ 0.002 | \$(0.015) | \$(0.000) | \$ 0.000 | \$ 0.000 | \$(0.003) | \$(0.001) | \$ 0.014 |
| Income (loss) per share Basic and diluted⁽²⁾ | \$(0.005) | \$(0.035) | \$(0.004) | \$(0.031) | \$(0.007) | \$(0.003) | \$(0.002) | \$ 0.001 |

⁽¹⁾ The Company accounts for its investment in ONEnergy using the fair value method.

⁽²⁾ Quarterly income (loss) per share are not additive and may not equal the total income (loss) per share reported. This is due to rounding and the effect of shares issued during the quarter ended May 31, 2016 on the weighted average number of shares outstanding, and the share consolidation and split effective March 16, 2017.

8. LIQUIDITY AND CAPITAL RESOURCES

Kure held cash of \$41 as at May 31, 2018 (August 31, 2017 - \$77) which consisted of all bank balances.

Cash used in operating activities for the respective three- and nine-month periods ended May 31, 2018 was \$35 and \$162, compared to (\$5) and \$186 for the three and nine months ended May 31, 2017.

During the three and nine months ended May 31, 2018, \$107 cash was used to repay the demand loan (\$100) and interest (\$7) which matured on March 31, 2018. Cash used in financing activities totaled \$51 for the three and nine months ended May 31, 2017. \$16 was paid to shareholders resulting from approximately 2,167,000 shares returned to treasury, and \$35 was recorded in costs associated with the Share Change.

Cash provided by investing activities totaled \$45 and \$233 respectively for the three and nine months ended May 31, 2018 (May 31, 2017 - \$51 and \$117 respectively), due to cash received on the sale of shares in ONEnergy, and the redemption of a short-term investment during the third quarter of fiscal 2017.

Kure has incurred operating losses and negative cash flows from operations in recent years. Kure will need to raise cash and/or reduce its outstanding commitments in order to meet the needs of its existing operations and commitments, giving rise to doubt about Kure's use of the going concern.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its current liabilities when due.

9. SHARE CAPITAL

As at May 31, 2018 and July 17, 2018, approximately 15,097,800 common shares in Kure were issued and outstanding.

10. STOCK BASED COMPENSATION

As at May 31, 2018 and August 31, 2017, no stock options were issued or outstanding, and no stock options were granted or expired.

11. RELATED PARTY TRANSACTIONS

(a) Short-term loans payable

On August 9, 2017, two directors extended interim funding to the Company totaling \$100 at an annual interest rate of 12% and a maturity date of March 31, 2018. Interest accrued at maturity was \$7.

The loan and interest were repaid on maturity.

(b) Compensation of key management personnel

The Company's key management personnel include members of the executive team and the board of directors of the Company and its wholly owned subsidiaries.

Key management compensation for the three and nine months ended May 31, 2018 totalled \$17 and \$52, (May 31, 2017 - \$17 and \$52) respectively, which included \$5 and \$15 for director fees (May 31, 2017 - \$5 and \$15) respectively, and \$12 and \$37 to the CEO of the Company (May 31, 2017 - \$12, and \$37 respectively).

As at May 31, 2018, the balance of compensation owing to key management personnel totaled:

| | May 31, 2018 | August 31, 2017 |
|---|-----------------|--------------------|
| CEO compensation | \$ 87 | \$ 50 |
| Board fees | 30 | 15 |
| Total general and administrative expenses | \$ 117 | \$ 65 |

There are no ongoing contractual or other commitments arising from these transactions with related parties.

12. CONTINGENCIES

In the normal course of its operations, the Company may be subject to other litigation and claims.

The Company indemnifies its directors, officers, consultants, and employees against claims and costs reasonably incurred and resulting from the performance of their services to the Company, and maintains liability insurance for its directors and officers.

13. OPERATING RISKS AND UNCERTAINTIES**Management of capital**

The Company's overall strategy with respect to management of capital is to provide the financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern. This is effected by offsetting less liquid strategic investment holdings with low-risk highly-liquid cash accounts and, from time to time, short-term deposits.

The Company had one demand loan which was repaid on March 31, 2018 (refer to the section entitled "Related party transactions – Short-term loans payable").

The Company invests its liquid capital in short-term investments to obtain adequate cash returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity, and returns on unused capital and allowing flexibility in holding longer term strategic investments.

Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee, under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's exposure to credit risk relates mainly to the amount owing to the Company by the Jolian Parties (refer to the section entitled "Overview – Significant current events – Jolian Parties bankruptcy").

Interest rate risk

The Company had no significant exposure to interest rate risk through its financial instruments as at May 31, 2018 and 2017.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in the section entitled "Operating risks and uncertainties – Management of capital", in normal circumstances.

The Company's financial liabilities are comprised of its accounts payable and accrued liabilities.

Other price risk

The Company is exposed to other price risk on its investment in equities quoted in an active market since changes in market prices could result in changes in the fair value of the investment.

14. PROPOSED TRANSACTIONS & OFF BALANCE SHEET ARRANGEMENTS

There are no proposed transactions or off balance sheet arrangements.

15. ADDITIONAL INFORMATION

Additional information regarding the Company's financial statements and corporate documents is available on SEDAR at www.sedar.com.

KURE TECHNOLOGIES, INC.

Shareholder Information

Board of Directors and Officers

Henry J. Kloepper (Chairman of the Board and Interim Chief Financial Officer)

Daniel S. Marks (Interim Chief Executive Officer)

Alex Dolgonos

Auditors

Dale Matheson Carr-Hilton Labonte LLP
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Shareholder inquiries

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Common shares

The common shares of the Company are listed on the NEX under the symbol KUR.H.