TIMIA CAPITAL CORP. (the “Company”)

**MANAGEMENT DISCUSSION AND ANALYSIS in Form 51-102F1
(“MD&A”)**

The following discussion and analysis is for the three and six months ended **May 31, 2017**. This MD&A was approved by the Board of Directors on July *, 2017.

INTRODUCTION

The discussion and analysis of the operating results and financial position of the Company should be read in conjunction with the May 31, 2017 condensed interim Financial Statements and related Notes (the “Financial Statements”), which have been prepared in accordance with IAS 34 Interim Financial Reporting of International Financial Reporting Standards (“IFRS”). All monetary amounts are expressed in Canadian dollars unless otherwise indicated in the notes to the financial statements. This discussion and analysis may contain forward-looking statements about the Company’s future prospects, and the Company provides no assurance that actual results will meet management’s expectations. Additional information relating to TIMIA Capital Corp. is available on SEDAR at www.sedar.com.

TIMIA Capital Corp. (the “Company”) was incorporated under the Business Corporations Act of British Columbia on October 26, 2007 under the name Angelwest Capital Corp. The Company changed its name to GreenAngel Energy Corp. on October 27, 2009 and then to TIMIA Capital Corp. on September 23, 2015 and is listed on the TSX Venture Exchange (the “TSX-V”) trading under the symbol “TCA”. The Company primarily focuses on providing financing to Canadian technology companies in exchange for monthly interest payments structured as a percentage of revenue, subject to minimum monthly payments and a maximum eight year time frame. In addition to the capital injection, companies receiving financing from TIMIA capital receive a suite of value added services such as bench-marking performance against industry best practices, and quarterly educational seminars. The Company’s head office and principal place of business is Suite 209 - 415 West Cordova Street, Vancouver, British Columbia, Canada.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “designed”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

OVERVIEW

TIMIA provides financing and support to private technology businesses in Canada (individually, an “Investee” and collectively the “Investees”) and, in return, receives a monthly royalty on the Investee’s revenue. This form of financing, known as Revenue-Financing (“RBF”) is the Company’s core product. TIMIA’s revenue consists of the interest portion of its RBF contracts between TIMIA and each Investee (“RBF Payments”), as well as incidental interest income and other similar types of payments. Specific investee financings are contracted for various expected durations, typically five years with a maximum payback period of eight years. Payments are received monthly and each investment’s value is assessed for impairment at each reporting date based on the performance of Investee’s gross revenue or other financial performance measures. TIMIA also continues to manage the existing portfolio of clean energy equity investments from its prior business model under GreenAngel Energy Corp.

OVERALL PERFORMANCE

The Company made its first RBF investment on July 31, 2015. The Company made three additional investments during fiscal 2016. During the quarter ended May 31 2017, the Company completed its fifth RBF investment.

The Company continues building the value and size of its portfolio by making new investments, follow-on investments and actively assisting its investees. During the six months ended May 31, 2017, TIMIA has seen increasing payments (combined principal and interest) as a result of the strong revenue growth of its underlying portfolio. During the same period, the Company has also increased spending to build out its infrastructure, skills and brand. The Company is looking forward to possible exits in its portfolio as a key part of its returns

During the three months ended May 31, 2017, the Company posted a net loss of $104,462 compared to a net loss of $113,354 in the same three month period last year. For the six months ended May 31, 2017, the Company posted a net loss of $237,570 compared to a net loss of $200,299 in the same six month period last year.

The Company had $268,246 in revenue in the three months ended May 31, 2017 compared to $101,694 in the same three month period last year. For the six months ended May 31, 2017, the Company earned $477,125 in revenue compared to $207,236 in the same six month period last year.

REVENUE GROWTH

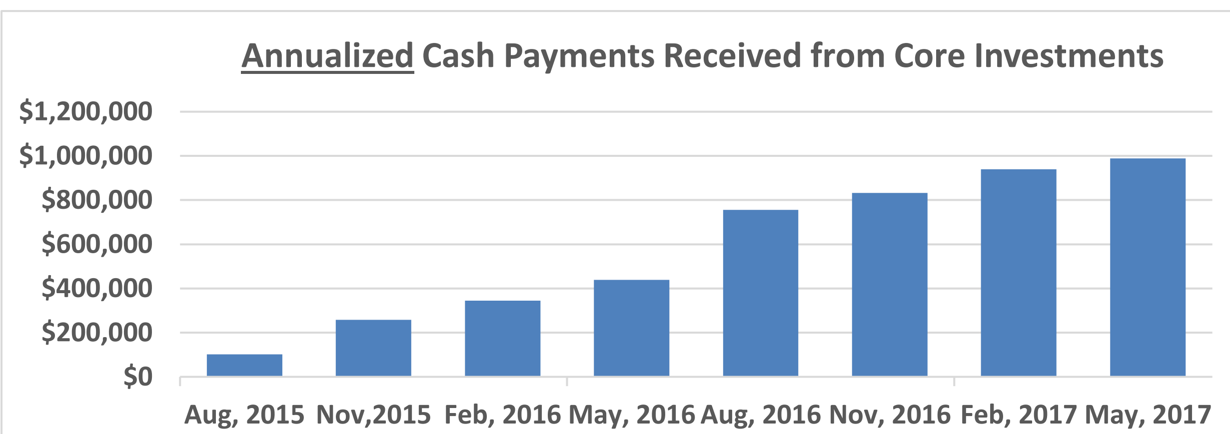
The Company's revenue is primarily from royalty and interest income generated under the Company's RBF model and from advisory income. Royalty and interest income in the the six months ended May 31, 2017 was $437,125 compared to $187,236 in the same period last year. Advisory income was $40,000 in the six months ended May 31, 2017 compared to $20,000 in the same period last year.

Revenue growth is derived primarily from two sources:

1. As the Company makes new investments, the number of monthly payments derived from the portfolio grows.
2. Under the RBF structure, as the revenue of the underlying portfolio grows, the investees make larger blended interest and principal payments to the Company.

CONTINUED INCREASE IN CASH FLOW

The Company has seen steady increases in its cash payments from RBF investments quarter over quarter since its inception in August of 2015. Chart 1 shows the increased payments received from its investees' and does not include one-time payments such as advisory fees, transactions fees or warrant exercises.



These increasing cash payments are a result of both new RBF investments made by the Company as well as increasing payments from each Company in the portfolio as a result of the Company's RBF product structure. These payments represent interest and principal repayment.

Management expects this trend to continue as both new and follow-on RBF investments are made and as payments increase from the underlying portfolio.

EXPENSES INCREASE TO BUILD INFRASTRUCTURE

During the three and six month periods ended May 31, 2017, the Company incurred most of its expenses for routine business functions, for building a scalable investment platform, and for interest expense associated with the issuance of convertible debentures and debentures with warrants. Specifically, office and promotion expenses and administrative, management and directors fees were higher in the three months ended May 31, 2017, as in the comparable period last year as the Company expanded its operations to Ontario with the establishment of an office in Waterloo, added to its team with the addition of Andrew Abouchar, built its brand name via promotion, and invested in back office systems to create a scalable investment platform. Interest expenses were higher than last year because of the issuance during the period of the convertible debentures and debentures with warrants used to fund investments under the RBF model.

As noted above, the Company incurred most of its expenses for routine business functions. The breakdown of expenses for the three and six month periods ended May 31, 2017 and 2016 are as follows:

Three months

		2017		2016
Administrative, management and directors fees	$	74,774	$	48,682
Accounting and legal	$	20,472	$	27,954
Office, promotion and miscellaneous	$	92,527	$	54,396
Share-based payments	$	23,053	$	11,891
Interest expense	$	121,228	$	51,549
Transfer agent and regulatory fees	$	5,012	$	701
Loan loss provision	$	35,625	$	19,875
Total Expenses:	$	372,691	$	215,048

Six months

		2017		2016
Administrative, management and directors fees	$	146,349	$	106,216
Accounting and legal	$	43,206	$	40,769
Office, promotion and miscellaneous	$	188,669	$	88,841
Share-based payments	$	28,680	$	28,096
Interest expense	$	221,782	$	93,993
Transfer agent and regulatory fees	$	19,288	$	17,412
Loan loss provision	$	67,500	$	32,208
Total Expenses:	$	715,474	$	407,535

SUMMARY OF QUARTERLY RESULTS

	Q2-2017	Q1-2017	Q4-2016	Q3-2016	Q2-2016	Q1-2016	Q4-2015	Q3-2015
Prepared under	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS
Revenue	$268,246	$208,879	$211,346	$195,909	$101,694	$105,542	$60,724	$75,674
Adjusted EBITDA (note 1)	$74,038	$4,138	($21,367)	$25,302	($30,039)	($15,963)	($50,904)	$29,360
Net income (loss)	($104,462)	($133,108)	($133,407)	($91,245)	($113,354)	($86,945)	$142,595	$300,967
Basic and diluted income (loss) per share	($0.00)	($0.01)	($0.00)	($0.00)	($0.01)	($0.00)	$0.01	$0.02
Total assets	$6,185,675	$6,054,281	$5,329,821	$5,013,834	$4,589,517	$4,325,025	$4,091,694	$2,718,444
Total liabilities	$4,296,612	$4,110,151	$3,379,000	$3,139,352	$2,675,413	$2,508,040	$2,215,351	$1,001,002

Note 1 – Adjusted EBITDA is a non-GAAP measure comprising EBITDA – non-cash items such as Share Based Compensation, Warrant Accretion Expense included in Interest Expense and Loan Loss Provision +/- equity related realized and unrealized gains/losses.

LIQUIDITY AND SOLVENCY

As at May 31, 2017, the Company's cash balance was $785,200 and working capital was $972,727. The cash balance is a result of the $300,200 proceeds from debenture subscriptions received, and $721,000 proceeds from the issuances of debentures during the six months ended May 31, 2017. The Company raised $283,500 of funds through the issuance of the convertible debentures and $870,000 proceeds from the issuance of debentures during the six months ended May 31, 2016.

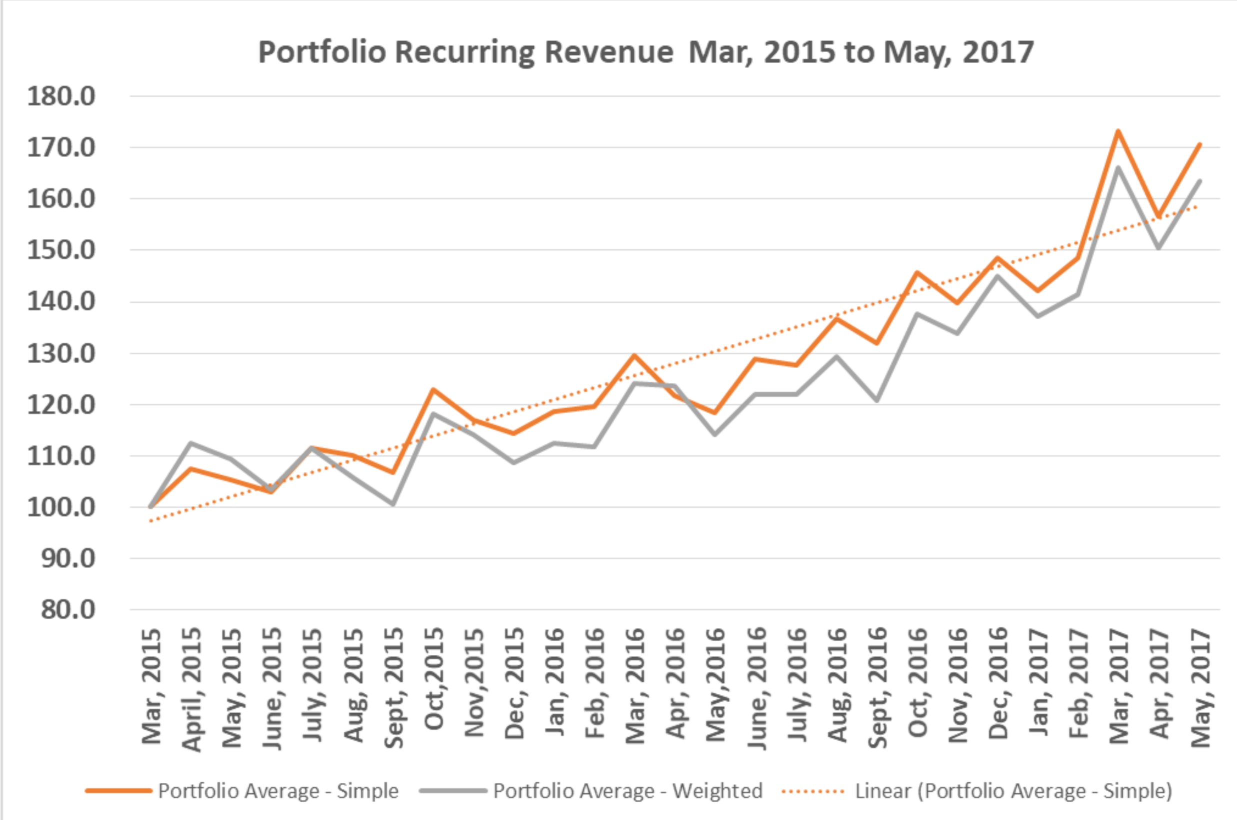
The funds raised by the private placement of debentures, the private placement of debentures completed after quarter end , and the private placement of equity completed after quarter end, combined with the net interest income result in the Company having enough funds to operate into 2018.

OUTLOOK

The Company completed one new RBF investment and one follow-on investment into an existing RBF investments during the six months ending May 31, 2017 (November 30 2016: two new and four follow-on investments). Subsequent to the end of the quarter, the Company announced completion of a follow-on into an existing investment. Additionally, the Company has a number of opportunities in the pipeline and has capital ready to deploy. The Company is looking forward to completing more new and follow-on investments in the upcoming quarters.

Revenue growth of our portfolio companies is a key success metric for our portfolio.

Chart 2 below shows the normalized average recurring revenue growth of TIMIA's portfolio companies for the period March, 2015 to May, 2017 normalized to a 100 base at March, 2015. The portfolio has shown revenue growth of approximately 20% over the past two quarters. Given their high gross margins, this revenue growth provides an influx of cash to our portfolio companies.



Management evaluates these investments in terms of their current revenue, future expected revenue growth, gross margin, earnings, cash flow, market position, and management quality. TIMIA will be monitoring each investment in the portfolio in terms of its growth against plan on each of the financial metrics.

Given its focus on the technology sector, management also expects some of the underlying investee companies to be sold or achieve a similar exit for its investors. In these cases, the Company will exit from its investment in accordance with its financing agreement at agreed upon exit values.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company had the following related party transactions:

(a) No Convertible debentures (November 30, 2016: $5,000) were issued to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel during the period. As at May 31, 2017, there was $814,725 (November 30, 2016: $819,419) due to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel.

(b) No Debentures (November 30, 2016: $108,000) were issued to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel during the period. As at May 31, 2017, there was $159,238 (November 30, 2016: $108,724) due to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel.

(c) Accounts payable of $45,425 (November 30, 2016: $35,949) was due to directors and officer identified as key management personnel as at May 31, 2017.

(d) The Company purchased nil (November 30, 2016: 62,500) common shares of CamDo Solutions Inc. The Company and CamDo Solutions Inc. have a director in common.

The Company considers the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer and directors as key management personnel. Key management compensation for the six months ended May 31, 2017 and 2016 were as follows:

(a) Directors fees of $18,578 (2016: $28,895) were accrued or paid during the six months period ended May 31, 2017.

(b) Management fees of $126,659 (2016: $76,292) were accrued or paid during the six months period ended May 31, 2017.

(c) Share-based payments of $28,680 (2016: $28,096) were recorded for directors and certain officers identified as key management personnel.

RECENT EVENTS

On December 1, 2015 the Company announced the successful sale of its equity position in dPoint Technologies Inc. ("dPoint"). dPoint was acquired by the Zehnder Group AG ("Zehnder") on November 30, 2015 and therefore the sale proceeds were recorded in the fiscal year ended November 30, 2015. The sale proceeds received by TIMIA were CDN$1,030,909, of which CDN$917,246 was received in cash shortly following the closing of the transaction, and CDN$113,663 will be held in escrow for 16 months from the close. On April 6th, 2017, the Company received proceeds of $116,300 representing the escrow amount plus accrued interest. Based upon TIMIA's original investment of CDN$350,000, this represented a gain of $681,561 and a 2.95X cash on cash multiple on its investment. The cash proceeds represented approximately $0.048 per TIMIA common share in cash.
On January 31, 2017, the Company closed an additional offering of Series C Debentures for gross proceeds of $634,000 bringing the total amount of Series C Debentures raised to $2,124,000.

On February 2, 2017 the Company initiated a Series D Debenture offering for up to $1,000,000 in new debentures. The debentures will pay 12% annual interest with semi-annual payments and will be secured against the assets of the Company with a maturity date of June 15, 2022 with an option for early redemption by the Company after 3 years from the date of issuance. Investors who subscribe for more than $50,000 of the debentures will be entitled to common share purchase warrants at a rate of 4,000 warrants per $10,000 of debenture. Each warrant will entitle the holder to purchase one common share of the Company at a price of $0.25 and will have an expiry date of June 15, 2022.

On May 31, 2017, TIMIA Capital Corp. has closed its fifth revenue financing deal into Beanworks Solutions Inc. for a total of $2-million, of which $500,000 has been advanced upon closing of the transaction. Further disbursements are tied to the revenue growth of Beanworks over a fixed period of time.

SUBSEQUENT EVENTS

On June 27, 2017, the Company has arranged an offering of $650,000 in new equity units at a price of 12 cents per unit under a non-brokered private placement to accredited investors. Each unit consists of one common share of the Company and a non-transferrable common share purchase warrant (“Warrant”). Every two warrants entitles the holder to acquire one common share of the Company at $0.14 for a period of 24 months from the date of closing. As much as $350,000 of further units will be offered as a second close over the next two weeks.

On July 17, 2017 the Company made a follow-on investment of $250,000 into ICompass Technologies Inc., an existing portfolio company. The total amount invested in this portfolio company is $1,250,000.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial Instruments

Under IFRS, financial instruments are classified into one of the following categories: held-to-maturity, fair value through profit or loss ("FVTPL"), loans and receivables, available-for-sale or other financial liabilities.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

		May 31, 2017		**November 30, 2016**
Cash – FVTPL	$	780,269	$	217,355
Accounts receivable – Loans and receivables		87,052		72,558
Funds receivable – Loans and receivables		-		113,663
Loans receivable – Loans and receivables		4,595,919		4,218,498
Equity investments – FVTPL		675,357		673,141
Accounts payable – Other financial liabilities		104,257		124,702
Convertible debentures – Other financial liabilities		2,007,043		1,995,177
Debenture subscription received – Other financial liabilities		-		50,000
Debentures – Other financial liabilities	$	2,185,312	$	1,209,121

The estimated fair values of cash and accounts payable approximate their respective carrying values due to their nature and short terms to maturity. Investments are carried at their fair value. Notes payable, loans receivable, convertible debentures, debentures and debenture subscriptions received are carried at amortized cost.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and royalty investments. The Company limits exposure to credit risk by maintaining its cash with financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and royalty investments.

In monitoring credit risk the Company performs ongoing credit evaluations of its investees' financial condition. The evaluation considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. Included in the amounts presented is a loan loss provision of $168,250.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is dependent on obtaining regular financings in order to continue as a going concern. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consists of cash deposited in business accounts held by high credit quality financial institutions. The Company is not invested in any asset backed commercial paper.

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 5 years
	$	$	$	$	$
Accounts payable	104,257	104,257	104,257	-	-
Convertible debentures	2,007,043	2,071,079	20,079	-	2,051,000
Debentures	2,185,312	2,581,819	20,619	-	2,561,200
Total	4,296,612	4,757,155	144,955	-	4,612,200

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders.

Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company’s financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company’s investments over one or more reporting periods, particularly during periods of overall market instability, which could have a significant unfavourable effect on the Company’s financial position. The Company manages market risk by having a portfolio of investments not singularly exposed to any one issuer; however, its investment activities are currently concentrated primarily in the technology and energy sectors. The Company also manages its market risk by reviewing commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In compliance with the requirements of National Instrument 52-109, Certification of Disclosure in Issuers’ Annual and Interim Filings, the Certifying Officers have reviewed and certified the Financial Statements for the six months ended May 31, 2017 and year ended November 30, 2016, together with other financial information included in the Company’s annual securities filings. The Certifying Officers have also certified that disclosure controls and procedures have been designed to provide reasonable assurance that material information relating to the Company is made known within the Company and that they operated effectively during the year.

OUTSTANDING SHARE DATA

The Company had 23,648,796 common shares outstanding as of May 31, 2017 and 29,140,796 as of the date of this MD&A. The Company had 3,535,000 stock options, and $2,051,000 convertible debentures convertible into 14,650,000 common shares as at May 31, 2017 and as of the date of this MD&A. As at May 31, 2017, the Company had outstanding warrants to purchase 11,535,500 common shares and 14,130,195 at the date of this MD&A. Of these 14,130,195 warrants outstanding at the date of the MD&A, 4,900,000 are scheduled to be exercised or expire during the month of August, 2017 at an exercise price of $0.06.

ON BEHALF OF THE BOARD:

“Michael Walkinshaw”

Chief Executive Officer

TIMIA CAPITAL CORP.