Management Discussion and Analysis
For the year ended February 28, 2015
Neoteck Solutions Inc.
Report Dated June 24, 2015

INTRODUCTION

This Management Discussion and Analysis of the Financial Position and Results of Operations for Neoteck Solutions Inc. (the "Company" or "Neoteck"), prepared as of June 24, 2015 ("MD&A"), should be read in conjunction with the audited financial statements for the year ended February 28, 2015. This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of Neoteck.

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and related IFRS Interpretations Committee ("IFRIC's") as issued by the International Accounting Standards Board ("IASB"). The accounting policies and methods of computation followed in the preparation of these audited annual financial statements are identical to those followed in the preparation of the audited consolidated financial statements for the year ended February 28, 2014 except for the initial adoption of certain policies as noted in these financial statements. Except as otherwise noted all dollar figures in this MD&A are stated in Canadian dollars which is the Company's reporting currency.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

GENERAL

The Company was incorporated under the Company Act of British Columbia, and is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H".

MANAGEMENT AND DIRECTORS

On September 1, 2014, Natasha Tsai was appointed as CFO of the Company replacing Sharon Muzzin who had resigned.

SELECTED ANNUAL INFORMATION

The Company's fiscal period ends on February 28th of each year. The following is a summary of certain selected audited financial information for the last three completed fiscal years:

	2015	**2014**	**2013**
	$	$	$
Total Revenues	Nil	Nil	69,758
Net Loss	(142,439)	(194,024)	(186,269)
Net Loss Per Share (basic and diluted) [(1)]	(0.01)	(0.01)	(0.01)
Total Assets	917	85,137	278,784

[(1)] The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants, if any.

RESULTS OF OPERATIONS

The Company recorded a net loss of $142,439 ($0.00 per share) for the year ended February 28, 2015 as compared to a net loss of $194,024 ($0.01 per share) for the year ended February 28, 2014.

Variances of note in administrative expenses are: Accounting and audit of $21,934 (2014 – $40,059), legal fees of $7,596 (2014 – $14,045), management and consulting fees of $63,000 (2013 – $83,409), and office and miscellaneous of $871 (2014 – $7,723) were lower during the year ended February 28, 2015 due to lower corporate business activities. The management and consulting fees were incurred due to the Company's efforts to find a viable project or acquisition target for the Company. Higher legal fees were incurred during the year ended February 28, 2014 partly as a result of the due diligence work performed on a potential acquisition target.

QUARTERLY FINANCIAL REVIEW

The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for each of the eight most recently completed quarters. No cash dividends were declared in any of the reported periods.

	THREE MONTHS ENDED			
	Feb 28, 2015	**Nov 30, 2014 $**	**Aug 31, 2014 $**	**May 31, 2014 $**
Total assets	917	5,818	12,371	57,813
Working capital (deficiency)	(72,950)	(37,566)	4,693	36,497
Net loss	(35,384)	(42,259)	(31,804)	(32,992)
Net loss per share[(1)]	(0.00)	(0.00)	(0.00)	(0.00)

	THREE MONTHS ENDED			
	Feb 28, 2014 $	**Nov 30, 2013 $**	**Aug 31, 2013 $**	**May 31, 2013 $**
Total assets	85,137	121,591	167,977	253,352
Working capital	69,489	104,976	159,542	219,846
Net loss	(35,487)	(54,566)	(60,304)	(43,667)
Net loss per share[(1)]	(0.00)	(0.00)	(0.01)	(0.00)

[(1)]The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

The net losses reflected for the quarters are comparable. The working capital has trended downward in recent quarters as funds were expended on administrative expenses.

FOURTH QUARTER

The Company recorded a net loss of $35,384 ($0.00 per share) for the quarter ended February 28, 2015, which is consistent with the net loss of $35,487 ($0.00 per share) reported for the quarter ended February 28, 2014.

FINANCING ACTIVITIES
There were no financing activities during the year ended February 28, 2015.

LIQUIDITY
The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements imposed by a regulator, other than continued listing requirements of the TSX-V.

As at February 28, 2015, the Company held cash of $479 and had a working capital deficiency of $72,950. During the year ended February 28, 2015 net cash used in operating activities was $105,658 (2014 – $177,864), offset by loans from related parties of $21,000. The Company has to complete additional financings in order to maintain its current activity levels and in particular, once the direction of future operations is determined, to fund ongoing operations. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the future.

CAPITAL EXPENDITURES
The Company did not incur any capital expenditures during the years ended February 28, 2015 and does not currently have any capital expenditure commitments.

RELATED PARTY TRANSACTIONS
The Company's related parties consist of the Company's directors, officers and companies associated with them, including Malaspina Consultants Inc., a company owned by Robert McMorran, a director, and in which Sharon Muzzin, the former CFO, and Natasha Tsai, the current CFO, are associates. The Company incurred charges to directors and officers, or to companies associated with these individuals during the years ended February 28, 2015 and 2014 as follows:

	2015 **$**	**2014** **$**
Accounting and corporate secretarial fees [1]	12,059	24,805
Management fees [2]	31,500	21,000
	43,559	45,805

[1] The charges include accounting and corporate secretarial fees paid to Malaspina Consultants Inc.
[2] The charges include management fees paid to Gunther Roehlig, President and CEO.

Accounts payable and accrued liabilities at February 28, 2015 included $11,421 due to Gunther Roehlig, President and CEO and $6,206 due to Malaspina Consultants Inc. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the year ended February 28, 2015, compensation paid to key management consisted of management fees of $31,500 (2014 – $21,000) paid to Gunther Roehlig, and accounting and corporate secretarial fees of $12,059 (2014 – $24,805) paid to Malaspina Consultants Inc.

During the year ended February 28, 2015, the Company received a total of $21,000 from Gunther Roehlig and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

Other than as reflected above, there were no other transactions with key management, or compensation paid or payable for their services.

FINANCIAL INSTRUMENTS
The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. Cash is designated as at fair value through profit or loss ("FVTPL"), which is measured at fair value. Accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities, which are measured at amortized cost.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. The Company's cash is carried at fair value using Level 1 inputs.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
- Level 3 – Applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

As at February 28, 2015, the Company believes that the carrying values of cash, accounts payable and accrued liabilities and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

Credit risk
Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a reputable Canadian bank. The credit risk related to cash is considered minimal.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because of the short-term nature of the Company's interest bearing financial instruments.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Management believes that as at June 24, 2015, it is not exposed to significant credit, interest, or currency risks arising from these financial instruments.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION
The changes in accounting standards that are effective and have been adopted by the Company are described in the audited financial statements for the year ended February 28, 2015. The accounting standards that have been issued but not effective are also described in the audited financial statements for the year ended February 28, 2015.

OFF-BALANCE SHEET ARRANGEMENTS
The Company has not entered into any off-balance sheet arrangements.

CAPITALIZATION
The authorized share capital consists of an unlimited number of common shares. As of June 24, 2015, an aggregate of 38,060,966 common shares were issued and outstanding. The Company did not have any share purchase warrants or options outstanding as of June 24, 2015.

FUTURE OUTLOOK
In the short term Management will continue its efforts to identify the Company's future business focus.

DISCLOSURE CONTROLS AND PROCEDURES
Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended February 28, 2015 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.