

Axios Mobile Assets Corp.

Management's Discussion and Analysis of Financial Condition and Results of Operations for the Year ended December 31, 2013

Management has all monetary amounts, unless otherwise indicated, expressed in Canadian dollars. Where we say “we”, “us”, “our”, or the “Company” we mean Axios Mobile Assets Corp. and its subsidiaries unless otherwise indicated. All amounts are presented in Canadian dollars unless otherwise indicated.

Report Date

This management discussion and analysis is dated April 30, 2014 and is in respect of the year ended December 31, 2013 and should be read in conjunction with the audited consolidated financial statements for the year then ended.

Overall Performance

Overview

Axios Mobile Assets Corp. (the “Company” or “Axios”) is a logistics enabler featuring a next generation, bio-based pallet technology, which can be bundled with its proprietary cross-platform tracking and information system that helps improve the value chain in the logistics market. The Company’s bundled offering is targeted at providing lower total cost, longer useful life, customized configurations and a revenue stream through carbon credit generation, monitoring and the monetizing of carbon emissions reductions.

The Company’s predecessor, Axios Mobile Assets Inc. (“Axios Canada”) was incorporated in Ontario, Canada on December 1, 2009 and the Company is the continuing company resulting from a reverse takeover of the Company (then named Microlab Online Inc. (“Microlab”) by Axios Canada on March 26, 2010.

Microlab was incorporated under the Ontario *Business Corporations Act* (“OBCA”) on September 25, 1998 as Active Investor Inc. By Articles of Amendment dated May 18, 1999, the name of the Company was changed to Microlab Online Inc. By Articles of Amendment dated March 18, 2010, the name of the Company was changed to Axios Mobile Assets Corp.

The Company’s two operating subsidiaries are Axios Mobile Assets Inc. (“Axios Canada”), and Axios Mobile Assets, Inc. (“Axios USA”). Each of Axios Canada and Axios USA were incorporated December 1, 2009. Together, Axios Canada and Axios USA are in the business of producing and supplying technology enabled engineered logistic product solutions. The first product solution developed is the AXIOS™ edge rackable pallet (an environmentally “friendly” structural and trackable mobile assets platform).

Axios Canada owns:

1. The intellectual property pertaining to a technology that enables production of a very strong, lightweight and environmentally friendly pallet. In addition to the mechanical prowess of the physicality of the pallet, the developer enhanced these mechanical properties by augmenting the pallet with an Radio Frequency Identification (“RFID”) technology further enhanced through a software unification platform, in order to develop and implement the concept of “transactional triangulation”. The developer has formulated a concept where the traditional tenets of “Recycle”, “Reuse”, and “Reduce” are fulfilled and proven with all of the pallets attributes, but the additional tenets of “Redesign” and “Reimagine” are now added to the mix. The combination of which, makes this pallet offering the most holistic logistical pallet concept in the industry to date, which will deliver, efficiency, flexibility, and true business value to its users, product manufacturers, wholesalers and retailers.
2. A software unification platform which it intends to utilize as the base software platform solution to perform “transactional triangulation” from any and all disparate systems information its customers use, allowing both traceability of palletized loads and reduction in systemic parasitic pallet losses.

Axios USA adopted a pre-incorporation contract whereby it acquired a branding/marketing strategy and implementation process from Gyro Creative Group. Currently, to our knowledge, no other pallet manufacturer has ever branded its pallet to a multi-level audience (poolers, 3rd party logistics, end-consumers, etc.) Gyro is one of the leaders in building brand architectures, naming conventions, visual language and applying those elements to a product. Gyro will target the “end consumer”, build brand value and awareness by educating the different audience segments on the pallets positive health and safety attributes by being resistant to infestation and food contamination while promoting the pallet as the new “green” alternative.

Selected Annual Information

	2013	2012
ASSETS		
Current		
Cash and cash equivalents	\$ 105,097	\$ 111,726
Funds held in trust [note 3 and 10]	-	182,157
Other receivables [note 14]	133,233	272,044
Inventory [note 4]	38,239	313,498
Total current assets	276,569	879,425
Non-current		
Property and equipment [note 5]	2,337,878	2,203,586
Intangible assets [note 6]	3,790,919	4,156,390
Total non-current assets	6,128,797	6,359,976
Total assets	\$ 6,405,366	\$ 7,239,401
LIABILITIES		
Current		
Accounts payable and accrued liabilities [note 8, 14, 15]	\$ 1,558,936	\$ 1,119,239
Deposits [note 8]	456,581	716,793
Total current liabilities	2,015,517	1,836,032
Non-current		
Convertible debt [note 7]	722,992	-
Total non-current liabilities	722,992	-
Total liabilities	2,738,509	1,836,032
EQUITY		
Capital stock [note 10]	13,556,026	12,378,481
Contributed surplus [note 10]	1,328,868	869,696
Deficit	(11,218,037)	(7,844,808)
Total equity	3,666,857	5,403,369
Total liabilities and equity	\$ 6,405,366	\$ 7,239,401

	2013	2012
Revenue	\$ 307,841	\$ 35,554
Cost of goods sold	1,378,062	212,341
Gross margin	(1,070,221)	(176,787)
Expenses		
Director fees	72,440	64,850
Administrative	978,703	878,183
Professional fees	172,737	265,200
Consulting fees	784,253	176,483
Interest and accretion on convertible debentures	59,429	-
Share-based compensation	151,737	197,219
Travel	57,165	89,994
Telecommunications	34,728	54,102
Occupancy costs	24,000	48,015
Foreign exchange loss	87,206	16,699
Bank charges	11,126	9,972
Depreciation	5,745	6,779
Gain on settlement of debt	(136,260)	-
Total Expenses	2,303,009	1,807,496
Net loss and comprehensive loss	(3,373,230)	(1,984,283)
The following table sets forth a breakdown of material		
Net loss per share, basic and diluted	\$ (0.04)	\$ (0.02)
Weighted average number of shares outstanding - basic and diluted	93,990,719	89,896,534

components of the general and administration costs of the Corporation for the two periods ended:

	2013	2012
	\$	\$
Certifications	13,508	20,859
Reporting issuer costs	17,466	116,473
Postage and shipping	7,829	21,566
Insurance	63,688	64,396
Office costs	13,856	5,159
Salaries and benefits	833,595	606,912
Marketing and promotion	28,761	42,818
Total	978,703	878,183

Result of Operations

Revenue was \$307,841, net loss was (\$3,373,230), and net loss per/share was \$0.04 (\$0.04 fully diluted) for the year ending December 31, 2013. The net loss for the year was principally a result of administrative costs, insurance costs, occupancy costs, professional fees in connection with operations, compliance and listing matters, telecommunications costs, travel costs of Axios and its management, and amortization of capital assets.

Revenue was \$35,554, net loss was \$1,984,283, and net loss per/share was \$0.02 (\$0.02 fully diluted) for the year ending December 31, 2012. The net loss for the year was a result of continuing administrative costs, insurance costs, occupancy costs, professional fees in connection with operations, compliance and listing matters, telecommunications costs, travel costs of Axios and its management, and amortization of capital assets.

Below is a recap of what management's Plan of Operation was for 2012 through 2014 and a current status of plan (current status shown in bold):

- i. Obtain certification (FM Global – fire retardancy; and green protocols) for at least 1 initial product, a rackable 40" x 48" pallet – **FDA compliance, ISO 8611 durability tests and FM Global testing passed successfully.**
- ii. Continue the brand development campaign: product differentiators - quality; economic and environmental benefits of its green protocols, utility of its tracking systems, and its overall value proposition, trademarks – **Phase I of the awareness campaign has been completed. Phase II of the branding and social media campaign has started.**
- iii. Complete tooling modifications and produce production pallets from a third party manufacturing site - **tooling of a pallet design has been completed and production has begun.**
- iv. Convince major end users of pallets to sign letters of intent to use Axios pallets, and to purchase units for commercial purposes. – **first commercial order due to begin May 1, 2014**
- v. Distribute at least 500 production intent pallets to potential customers for testing purposes. – **completed.**
- vi. Convert at least 1 test customer to a formal contract to supply Axios pallets – **completed.**
- vii. Continue developing enhancements to software tracking systems to meet market needs – **Generation I of the software platform is complete. Enhancements to the platform are ongoing.**
- viii. Get into the pooling and logistics business. – **Started Axios Logistics Solutions, Inc. and have recently added 2 pooling contracts.**

Our plan of operation is prone to significant risks and uncertainties certain of which can have an immediate impact on our financial condition and results of operations. We expect to fund our growth through a private placement of equity, although there is no certainty the same can be achieved, or achieved at reasonable cost or dilution. Upon completion of our funding objectives we will continue to focus on our customer and market trials in order to have absolute certainty that we will be in a position to market our product effectively and meet the requirements of regulatory regimes worldwide.

Results of Operations for the three month period ended December 31, 2013

For the 3 month period ended December 31, 2013, revenue was \$Nil (2012 - \$Nil), and the Company incurred a net loss from operations of \$1,984,372 (2012 - \$379,087). The loss in 2013 is largely attributable to administrative costs, insurance costs, occupancy costs, professional fees in connection with operations, compliance and listing matters, telecommunications costs, travel costs of Axios and its management, and amortization of capital assets. The loss in the same period in 2012 had largely been attributable to administrative costs, insurance costs, occupancy costs, professional fees in connection with operations, compliance and listing matters, telecommunications costs, travel costs of Axios and its management, and amortization of capital assets.

Summary of Quarterly Results

Selected information for the 8 quarters ended December 31, 2013.

Quarter	12/31/13	(Unaudited)						
		9/30/13	6/30/13	3/31/13	12/31/12	9/30/12	6/30/12	3/31/12
Revenue	Nil	113,850	193,991	Nil	Nil	35,554	Nil	Nil
Net Loss	\$690,399	\$1,426,840	\$664,149	\$591,842	\$379,087	\$793,173	\$541,671	\$324,352
Loss/share	\$0.0073	\$0.0152	\$0.0071	\$0.0064	\$0.0042	\$0.0082	\$0.0060	\$0.0036

Quarterly net losses over the periods noted above are affected by timing of certain administrative activities but generally do not vary significantly apart from expenses for stock based compensation. During the quarter ending December 31, 2013, management continues to commercialize the product and has been pursuing customers in their targeted verticals in addition to a pilot program with a Canadian manufacturer and a US winery.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure is contained in the financial statements to which this MD&A relates.

Disclosure of Outstanding Share Data

As of April 30, 2014 the company has 110,411,031 shares; 1,766,591 warrants and 6,224,688 options issued and outstanding. The number of outstanding shares has increased by 1,250,000 shares from December 31, 2013 through a debt settlement with a vendor to settle a \$100,000 debt.

Liquidity and Capital Resources

Cash on hand was \$105,097 at December 31, 2013 and a working capital deficiency of \$1,738,948. By comparison, at December 31, 2012, the Company had cash on hand of \$111,726 and a working capital deficiency of \$956,607. The Company has no present source of revenue and, therefore, has no regular cash flow from operations.

Subsequent to December 31, 2013, the Company raised \$269,000 of the 8% convertible debenture and has continued its product development activities. Additional funding is required in 2014 for the Company to continue operations. Management believes that it has the ability to raise sufficient funds for the continuation of operations. While management has been historically successful in raising the necessary capital, we cannot provide any assurance that such additional financing will be available or that, if available, it can be obtained on terms favourable to our shareholders and the Company. In addition, any equity financing would result in dilution to our shareholders and any debt financing could involve restrictive covenants with respect to future capital raising activities or other financial or operational matters. Our inability to obtain adequate funds will adversely affect our operations and the ability to implement our plan of operation.

Transactions with Related Parties

Included in accounts payable and accrued liabilities as at December 31, 2013 is an amount due to a shareholder in the amount of \$Nil (December 31, 2012 - \$51,275) and directors' fees payable of \$23,110 (December 31, 2012 - \$14,094). The amounts are non-interest bearing and due on demand.

During the year ended December 31, 2013, all of the Company's sales in the amount of \$307,841 were to a shareholder of the Company. Deposits in the amount of \$456,581 include amounts received from this shareholder in advance of product delivery.

During the year ended December 31, 2013, the Company paid Gyro Creative Group, a company with common officers and directors, \$nil for rent (2012 - \$24,000).

During the year the Company paid consulting fees of \$131,100 (2012 - \$nil) to a Company owned by a director

Key management personnel include the Chief Executive Officer, Chief Financial Officer, Vice President of Sustainability and Technology, Vice President of Sales, Marketing and Branding, Director of Operations and its outside Board Chair and Directors. The compensation paid or payable in stock or cash to key management personnel was comprised of the following:

	December 31, 2013	December 31, 2012
	\$	\$
Directors' fees	72,440	64,850
Salaries expensed	610,889	497,697
Stock based compensation	151,737	197,219
Total	825,066	759,766

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

Fair value of financial instruments

The Company's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities. The fair value of these financial instruments approximate carrying value due to their current nature.

Financial risk

The Company's activities expose it to a variety of financial risks: liquidity risk and market risk (including interest rate risk and foreign exchange risk).

Risk management is carried out by the Company's management team with guidance from the Board of Directors.

a. Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2013, the Company has cash of \$105,097 (December 31, 2012 - \$111,726) to settle current liabilities of \$2,015,517 (December 31, 2012 - \$1,836,032). All of the Company's financial liabilities, except loans payable, have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

b. Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

Interest rate risk

Fluctuations in market rates of interest do not have a significant impact on the Company's results of operations. The Company's cash includes highly liquid investments that earn interest at market rates and interest paid on the Company's convertible debentures is based on a fixed interest rate. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy..

Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As of December 31, 2013, the Company funds certain operations and administrative expenses in the United States on a cash call basis using US Dollar currency converted from its Canadian Dollar bank accounts held in Canada. The Company maintains US bank accounts and is subject to gains and losses from fluctuations in the Canadian Dollar and United States Dollar.

At year end the Company has USD denominated cash balances of \$6,322 (2012 - \$1,970) and accounts payables and accrued liabilities of \$588,834 (2012 -\$192,398)..

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period:

- (i) Cash is subject to fixed interest rates. Management believes interest rate risk is minimal.
- (ii) The Company holds balances in foreign currencies which could give rise to exposure to foreign exchange risk. At December 31, 2013a plus or minus 10% change in foreign exchange rate against the US Dollar would effect reported (loss) income and comprehensive (loss) income by \$58,251 (2012 - \$19,043).

Significant accounting judgments and estimates

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The following are the critical judgments that have been made in applying the Company's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

Income taxes and recovery of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Intangible assets

Judgment is required in determining whether costs incurred relating to the ongoing development of intangible assets meet the criteria for capitalization. In making this determination management assesses whether costs represent improvements to the underlying assets and whether the intangible assets are able to generate probable future economic benefits for the Company.

Going Concern

The assessment of the validity of the going concern assumption, given facts and circumstances described in Note 1, requires significant judgment by management relating to the Company's ability to achieve profitable operations, raise debt and/or equity financing in the future and meet its obligations as they come due.

The Company makes estimates and assumptions that affect the carrying amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from estimates. The estimates and assumptions that are critical to determining the amounts reported in the consolidated financial statements relate to the following:

Impairment of assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value-in-use and fair value less costs to sell. Determining the value-in-use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value. As at December 31, 2013 and 2012, the Company did not record any impairment of non-financial assets.

Useful life of property and equipment and intangible assets

Property and equipment and intangible assets are amortized over the estimated useful life of the assets. Changes in the estimated useful lives could significantly increase or decrease the amount of amortization recorded during the period.

Share-based compensation

The Company is required to make certain estimates when determining the fair value of stock option awards and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the consolidated statements of loss and comprehensive loss.

Warrants

The Company is required to make certain estimates when determining the fair value of warrants. The Company uses the Black-sholes pricing model to determine the fair value. The Black-Scholes option pricing model requires the input of subjective assumptions, such as stock price volatility.

Convertible debentures

The holder has the right to convert the convertible debentures into equity. Accordingly the Company bifurcates the debentures between liabilities and equity. The conversion feature is recognized initially at its fair value, as a component of equity. In determining the fair value of the liability the Company estimates the market rate of the liability with the absence of a conversion feature.

Accounting standards implement in the year

The Company adopted the following new standards during the year:

IFRS 10 Consolidated Financial Statements ("IFRS 10") has been issued and is effective for periods beginning on or after January 1, 2013. Early application is permitted. This standard will replace all of the existing guidance on control and consolidation in IAS 27, Consolidated and separated financial statements and SIC12 Consolidation – Special Purpose Entities. IFRS 10 changes the definition of control so the same criteria are applied to all entities to determine control and includes detailed guidance that addresses the different ways in which a reporting entity (investor) might control another entity (investee). Adoption of this new standard did not have a significant impact on the Company's consolidated financial statements.

IFRS 11 Joint Arrangements ("IFRS 11") has been issued and is effective for periods beginning on or after January 1, 2013. Early application is permitted. The new rules are aimed at providing investors greater clarity about a participant's involvement in a joint arrangement. The key change in relation to the participant's contractual rights and obligations arising from their joint arrangements will determine the accounting under IFRS 11 rather than the arrangement's legal form. Adoption of this new standard did not have a significant impact on the Company's consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12") has been issued and is effective for periods beginning on or after January 1, 2013. Early application is permitted. IFRS 12 sets out the required disclosures for entities reporting under the two new standards IFRS 10 and IFRS 11 Joint arrangements. The new rules also replace the disclosure requirements currently found in IAS 28 Investments in associates. IFRS 12 requires entities to disclose information that helps financial statement readers to evaluate the nature, risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. Adoption of this new standard did not have a significant impact on the Company's consolidated financial statements.

IFRS 13 Fair Value Measurements ("IFRS 13") defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies to IFRS that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. IFRS 13 is to be applied for annual periods beginning on or after January 1, 2013. Earlier application is permitted and the standard is to be applied prospectively. Adoption of this new standard did not have a significant impact on the Company's consolidated financial statements.

Accounting standards issued but not yet effective

The Company has identified new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

IFRS 9 Financial Instruments (“IFRS 9”) was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires the classification of financial assets into two measurement categories based on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The two categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39. However, for financial liabilities measured at fair value, changes in the fair value attributable to changes in an entity’s “own credit risk” is now recognized in other comprehensive income instead of in profit or loss. This new standard will also impact disclosures provided under IFRS 7 Financial instruments: disclosures.

In November 2013, the IASB amended IFRS 9 for the significant changes to hedge accounting. In addition, an entity can now apply the “own credit requirement” in isolation without the need to change any other accounting for financial instruments. The mandatory effective date of January 1, 2015 has been removed to provide sufficient time for preparers of financial statements to make the transition to the new requirements. The Company is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRIC 21 Levies (“IFRIC 21”) is an interpretation of IAS 37 “Provision, contingent liabilities and contingent assets”. IAS 37 sets out criteria for the recognition of a liability, one of which is the required for the entity to have present obligation as a result of a past event (known as an obligating event). The interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

Subsequent Events

Subsequent to the year-end:

- On April 4, 2014 the Company signed a mutual agreement with Ongweoweh Corp to end their working relationship. Both organizations have decided to pursue alternative business opportunities that align more strategically with market verticals, product offerings and services, allowing each company to focus on core competencies to achieve their long term growth plans. The mutual agreement releases both companies from the terms of the current contact.
- On April 7, the Company entered into a five year, long-term contract with the Trillium Farms (Trillium), one of the largest egg farmers/producers in the US today. The contract supports a phased in deployment for rolling out the Axios pallet and technology platform to the egg industry. As a first to the egg industry, Trillium and Axios with the full endorsement of CCF Brands, (one of the nation’s largest egg category buyers) which provides the Sales and Marketing of egg products to some of the largest US Grocery Retailers will begin the roll out immediately. The Axios Solution is now gaining approval and acceptance as a “pooled” pallet at Retailers on a Regional and National basis.
- On April 10, the Company formed a new wholly owned subsidiary, Axios Logistics Solutions to provide the pallet pooling and logistics services focusing on the supply chain at the retailer and vendor levels. This enables Axios to offer a full service pallet solutions suite to its users who are looking to gain greater visibility into their supply chains. Axios Logistics Solutions will function as an operating division focusing on the management (distribution, retrieval, processing, data and re-distribution) of the Axios platform. With this enhanced vertical integration, Axios can provide a level of service that complements the extraordinary value generated by the Axios platform itself.

- On April 25, the Company reached agreement to settle outstanding debt of \$100,000 owed to outside contractors and independent directors to the company in exchange for 1,250,000 common shares of the company.
- On April 29, the Company signed a second five year, long term contract with Centrum Valley Farms (Centrum). This second contract complements the initial Trillium Farms (Trillium) contract that was signed early the month that continues the deployment of the Axios' pallet and technology platform to the egg industry.

Risk Factors

Overview

The business of the Company consists of the Axios business of producing and supplying an environmentally “friendly” structural and trackable technology enabled mobile assets platform (pallets). There are a number of inherent risks associated with such a business and its development. Many of these risks are beyond the control of the Company.

Stage of Development

The Company and Axios have a limited history of operations, earnings or revenue. Its proposed operations are subject to all of the risks inherent in the establishment of a new business enterprise, including the absence of an operating history. The likelihood of the success of Axios must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the formation of a new business, and the competitive environment in which Axios will operate.

Additional Financing Requirements

The Company will be dependent on raising equity capital to fund its operations. The exact amount of future capital requirements will depend on numerous factors. Any future financings may result in substantial dilution to the holdings of current shareholders of the Company and could have a negative impact on the market price of its common shares. There can be no assurance that additional financing, when required, will be available on commercially reasonable terms or at all. If adequate funds are not available or are not available on acceptable terms, The Company may not be able to fund its operations and/or research and development programs or take advantage of strategic opportunities. Such inability to obtain additional financing when needed could have a material adverse effect on the Company's business, results of operations, cash flow, financial condition and prospects.

Implementation of Strategy

The Company's inability to implement its business strategy could have a material adverse effect on the Company, including the ability to attain profitable operations.

Start-Up Losses

The Company is not expected to be profitable initially; furthermore, there is no assurance that the Company will ever operate profitably.

Reliance on Management

Holders of securities of the Company must rely on the ability, expertise, judgment, discretion, integrity and good faith of management of the Company.

Conflicts of Interest

Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* and other governing legislation in Michigan. All the directors of the Company may not devote their time on a full-time basis to the affairs of the Company.

Price Point

The Axios product is priced above the cost of a wooden pallet. The Company believes that the overall lifetime cost of its product is cheaper than its competitors, but, there is no assurance that its potential customers will change their value propositions to pay more now, to save money over the life of a pallet. The Company also rents pallets into pallet pools, on this basis the price point is competitive with a wood pallet rental.

Market Risk

The Company is moving into a well-established market with a new product. Consequently, its competitors are the incumbents in each potential customer. The Company may not be successful in converting customers to its products. The Company has an untried distribution chain, which may not be successful in converting customers to its products.

Failure to Patent the Material Composition

Axios has relied on trade secret protection for its competitive advantage. It decided that patent protection could not adequately occupy the entire field, and would give its competitors too great an opportunity to see how Axios does what it does, and to design around the patents. There is no assurance that a competitor could not reverse engineer Axios' designs and formulae.

Sales model

The Company believes that targeting large end users for pallet and pooling sales will enable Axios to penetrate the market for pallets. It believes that its pallets can differentiate markets for some end users, achieving volume sales for Axios to entities sufficiently funded to pay the capital cost required. Axios is required to sell the pallets and pooling services across the entire supply chain enterprise from getting approval to use from Retailer to approval of purchase or rental from Vendor. There is no assurance the Company's strategy will be successful, and if it is not successful, Axios will be shut out of major markets.

Carbon Credit Risks

One differentiator the Company is using to market its products is the potential for a purchaser to obtain carbon credits for using Axios' pallets. The economic value of that differentiator is in part a function of the level of certification Axios can achieve with certifying bodies, and on continuing government support for carbon reduction programs and other environmental initiatives. These are uncertainties.

Production Issues

The Company has not produced pallets in commercial quantities. There may be delays in completing the manufacturing facilities, and production difficulties in the initial phases of start-up manufacturing and in scaling production to commercial quantities. Management does not foresee any such delays or difficulties being material, but there is no assurance that such issues will not arise.

Material shortages

Axios uses a commercial [polyester](#) and / or soy resin, natural structural based materials, and calcium carbonate filler. Commodity shortages (weather, shipping delays, labour disruptions, competition for supplies) could affect Axios' ability to scale production or to produce product on a timely basis.

Commodity Price Fluctuations

Our production costs are subject to fluctuations in prices of the natural commodities used in production of pallets.

Patents

Axios has secured a design patent for the design of the initial pallet. We have another design patent pending along with a utility patent pending.

Technology Rollout

Axios' tracking technology has been tested on a small scale. Further refinements will be ongoing. There are no assurances that the tracking technology will be accepted in the marketplace or that it will achieve the intended results in all physical conditions and uses. Some limitations on the effectiveness of our technology will not be known before we have had significant use of our products in the field.

Forward Looking Statements

This document may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this document and the Corporation does not intend, and does not assume any obligation, to update these forward-looking statements. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Corporation expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Corporation's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to potential joint venture operations, actual results of current activities, unavailability of financing, and other factors. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional Information

Additional regulatory filings for the Company can be found on the SEDAR website at www.sedar.com and the Company's website can be found at www.axiosma.com

["signed"]

Richard MacDonald, President, CEO, and Director
April 30, 2014