theScore, Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three and Nine Months Ended May 31, 2017 and May 31, 2016

The following is Management's Discussion and Analysis ("MD&A") of the financial condition of theScore, Inc. ("theScore" or the "Company") and our financial performance for the three and nine months ended May 31, 2017. The MD&A should be read in conjunction with theScore's unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended May 31, 2017 ("Interim Financial Statements") and Notes thereto. The financial information presented herein has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The interim MD&A should be read in conjunction with theScore's MD&A for the year ended August 31, 2016. All amounts are in Canadian dollars unless otherwise stated. As a result of the rounding of dollar differences, certain total dollar amounts in this MD&A may not add exactly to their constituent amounts. Throughout this MD&A, percentage changes are calculated using numbers rounded as they appear.

Except for the historical information contained herein, this MD&A may contain forward-looking information based on the best estimates of theScore of the current operating environment. These forward-looking statements are related to, but not limited to, theScore's operations, anticipated financial performance, business prospects and strategies. Forward looking information typically contains statements with words such as ''anticipate'', ''believe'', ''expect'', ''plan'', ''estimate'', 'intend'', ''will'', ''may'', ''should'' or similar words suggesting future outcomes. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this MD&A, July 25, 2017. There is significant risk that theScore's predictions and other forward-looking statements will not prove to be accurate. Such forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such factors include, but are not limited to, economic, competitive and media industry conditions. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by theScore. By its nature, theScore's forward-looking information involves numerous assumptions, inherent risks and uncertainties including, but not limited to, the following factors: operating in a new and developing industry that is reliant on mobile advertising, historical losses and negative operating cash flows, liquidity risk, competition, dependence on key suppliers, mobile device users choosing not to allow advertising, limited long-term agreements with advertisers, substantial capital requirements, protection of intellectual property, infringement on intellectual property, brand development, dependence on key personnel and employees, rapid technology developments, defects in products, user data, reliance on collaborative partners, new business areas and geographic markets and daily fantasy sports, operational and financial infrastructure, information technology defects, indemnified liability risk, reliance on

third-party owned communication networks, uncertain economic health of the wider economy, governmental regulation of the Internet, currency fluctuations, changes in taxation, exposure to taxable presences, risk of litigation, internal controls, credit risk, free and open source software utilization, major shareholder with 100% of the special voting shares, market price and trading volume of Class A Subordinate Voting shares ("Class A shares") and Class A Share Purchase Warrants ("Warrants"), dividend policy, future sale of Class A shares by existing shareholders which are all discussed in the Company's Annual Information Form dated October 19, 2016, which is filed on SEDAR and available at www.sedar.com.

The Company

theScore, Inc. ("theScore" or the "Company") is an independent creator of mobile-first sports experiences, connecting fans to a combination of comprehensive and personalized real-time news, scores, stats, alerts and fantasy sports contests via its mobile sports platforms theScore and theScore esports. theScore is currently headquartered at 500 King Street West, 4th floor, Toronto, Ontario, M5V 1L9. Class A shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol SCR.TO and Warrants are traded under the symbol SCR.WT. The Company is organized and operates as one operating segment for the purpose of making operating decisions and assessing performance. At May 31, 2017 theScore had 5,566 special voting shares, 295,675,284 Class A shares and 19,780,000 Warrants outstanding, and 22,042,919 options outstanding.

Revenue

Revenues for the three months ended May 31, 2017 and May 31, 2016 were $6.4 million and $6.1 million, respectively, an increase of $0.3 million, or 5%. Revenues for the nine months ended May 31, 2017 and May 31, 2016 were $21.6 million and $18.9 million, respectively, an increase of $2.7 million, or 14%.

Revenue increases were powered by increased Canadian direct sales as well as growth in engagement within theScore's mobile applications. During the three months ended May 31, 2017, theScore's mobile applications reached 4.1 million average monthly active users, compared to 4.3 million average monthly active users during the three months ended May 31, 2016. Average monthly user sessions of theScore's mobile applications reached 379 million compared to 358 million for the three months ended May 31, 2016.

theScore recognizes advertising revenue based on the sale and delivery of advertising impressions on its digital media platforms. For the three and nine months ended May 31, 2017 revenue from Canadian sources was $2.7 million and $7.1 million, respectively (May 31, 2016 - $1.9 million and $5.1 million), while revenue from non-Canadian sources (predominately USA) for the same period was $3.6 million and $14.5 million (May 31, 2016 - $4.2 million and $13.8 million).

Operating Expenses
(in thousands of Canadian dollars)

	Three months ended		Nine months ended	
	May 31, 2017	May 31, 2016	May 31, 2017	May 31, 2016
Personnel	$ 4,084	$ 4,558	$ 13,222	$ 13,577
Content	391	726	1,394	1,890
Technology	610	482	1,889	1,590
Facilities, administrative, and other	1,566	1,619	4,741	5,119
Marketing	1,000	1,383	2,954	4,430
Depreciation of equipment	121	166	358	473
Amortization of intangible assets	799	1,149	1,786	2,649
Stock based compensation	192	338	656	896
	$ 8,763	$ 10,421	$ 27,000	$ 30,624

Operating expenses for the three month period ended May 31, 2017 were $8.8 million compared to $10.4 million in the same period of the prior year, a decrease of $1.6 million. Operating expenses for the nine month period ended May 31, 2017 were $27.0 million compared to $30.6 million in the same period of the prior year, a decrease of $3.6 million.

Personnel expenses for the three month period ended May 31, 2017 were $4.1 million compared to $4.6 million in the same period of the prior year. Personnel expenses for the nine month period ended May 31, 2017 were $13.2 million compared to $13.6 million in the same period of the prior year, an decrease of $0.4 million. The decreases for the three months and nine months ended May 31, 2017 were due to lower bonus and commission expense as well as increased capitalized salaries related to new product development.

Full time personnel as at May 31, 2017 were 195 compared to 204 as at May 31, 2016.

Content expenses for the three month period ended May 31, 2017 were $0.4 million compared to $0.7 million in the same period of the prior year. Content expenses for the nine month period ended May 31, 2017 were $1.4 million compared to $1.9 million in the same period of the prior year. The decreases were due to lower travel and freelance contractor expenses.

Technology expenses for the three month period ended May 31, 2017 were $0.6 million compared to $0.5 million in the same period of the prior year, an increase of $0.1 million. Technology expenses for the nine month period ended May 31, 2017 were $1.9 million compared to $1.6 million in the same period of the prior year, an increase of $0.3 million. The increase was due to higher hosting costs related to year over year increases in app usage.

Facilities, administrative and other expenses for the three month period ended May 31, 2017 were $1.6 million compared to $1.6 million in the same period of the prior year. Facilities, administrative and other expenses for the nine month period ended May 31,

2017 were $4.7 million compared to $5.1 million in the same period of the prior year, a decrease of $0.4 million. Decreases were a result of lower professional fees compared to the prior year.

Marketing expenses for the three month period ended May 31, 2017 were $1.0 million compared to $1.4 million in the same period of the prior year, a decrease of $0.4 million. Marketing expenses for the nine month period ended May 31, 2017 were $3.0 million compared to $4.4 million in the same period of the prior year, a decrease of $1.4 million. Decreases were a result of reduced discretionary marketing spending particularly in the area of fantasy sports and esports.

Depreciation of property and equipment for the three month period ended May 31, 2017 was $0.1 million compared to $0.2 million in the same period of the prior year. Depreciation of property and equipment for the nine month period ended May 31, 2017 was $0.4 million compared to $0.5 million in the same period of the prior year.

Amortization expense for the three month period ended May 31, 2017 was $0.8 million compared to $1.1 million in the same period of the prior year, a decrease of $0.3 million. Amortization expense for the nine month period ended May 31, 2017 was $1.8 million compared to $2.6 million in the same period of the prior year, a decrease of $0.8 million. Decreases were mainly due to accelerated amortization of certain intangibles in the prior year.

Stock based compensation expense for the three month period ended May 31, 2017 was $0.2 million compared to $0.3 million in the same period of the prior year. Stock based compensation expense for the nine month period ended May 31, 2017 was $0.7 million compared to $0.9 million in the same period of the prior year.

Impact of Ontario Interactive Digital Media Tax Credits (“OIDMTC”)

As at May 31, 2017, tax credits recoverable of $1.6 million are included in tax credits recoverable non-current, in the consolidated statements of financial position (August 31, 2016 - $5.2 million and $1.6 million, current and non-current, respectively). Tax credits recoverable reflect management's best estimate of credits that are reasonably assured of realization considering both certificates of eligibility received from the Ontario Media Development Corporation (“OMDC”) for specific claims and the OMDC's historical acceptance of expenditures of a similar nature for refundable credit.

No tax credits were accrued during the three and nine months ended May 31, 2017.

During the three months ended May 31, 2017, the Company received a $5.2 million payment from the OMDC, related to tax credits claimed for expenditures incurred in fiscal 2012, 2013 and 2014.

Adjusted EBITDA and Net and Comprehensive losses

theScore utilizes earnings before interest, taxes, depreciation, amortization and investment loss ("Adjusted EBITDA") to measure operating performance. theScore's definition of Adjusted EBITDA excludes depreciation and amortization, finance income, income taxes, and investment loss which in theScore's view do not adequately reflect its core operating results. Adjusted EBITDA is used in the determination of short-term incentive compensation for all senior management personnel. The Company revised the non-GAAP measure in Q3, 2017 from EBITDA to Adjusted EBITDA, as a result of the investment loss recorded during the period.

Adjusted EBITDA is not a measure of performance under IFRS and should not be considered in isolation or as a substitute for net and comprehensive income or loss prepared in accordance with IFRS or as a measure of operating performance or profitability. Adjusted EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies.

The following table reconciles net and comprehensive loss to Adjusted EBITDA:
(in thousands of Canadian dollars)

	Three months ended		Nine months ended	
	May 31, 2017	May 31, 2016	May 31, 2017	May 31, 2016
Net and comprehensive loss for the period	$ (2,927)	$ (4,446)	$ (5,819)	$ (11,697)
Adjustments:				
Depreciation and amortization	920	1,315	2,144	3,122
Finance expense (income), net	(239)	150	(346)	3
Loss on investment	760	-	760	-
EBITDA loss	$ (1,486)	$ (2,981)	$ (3,261)	$ (8,571)

Adjusted EBITDA loss for the three month period ended May 31, 2017 was $1.5 million compared to $3.0 million in the same period in the prior year, a decrease of $1.5 million. Adjusted EBITDA loss for the nine month period ended May 31, 2017 was $3.3 million compared to $8.6 million in the same period in the prior year, a decrease of $5.3 million. The decrease in Adjusted EBITDA loss for the three and nine months ended May 31, 2017 was the result of increased revenues of $0.2 million and $2.7 million, respectively, combined with $1.1 million and $2.4 million, respectively, of lower expenses as described above.

Net and comprehensive loss for the three month period ended May 31, 2017 was $2.9 million compared to $4.4 million in the same period in the prior year, a decrease of $1.5 million. Net and comprehensive loss for the nine month period ended May 31, 2017 was $5.8 million compared to $11.7 million in the same period in the prior year, a decrease of $5.9 million. The decrease in net and comprehensive loss for the three and nine months ended May 31, 2017 was principally the result of increased revenues of $0.2 million and $2.7 million, respectively, combined with $1.3 million and $3.2 million, respectively, of

lower operating expenses, as described above. The decrease was also due to the impairment loss of $0.8 million as the Company was made aware on June 6, 2017 that it would not be receiving any proceeds from the sale.

Loss per share for the three month period ended May 31, 2017 was $(0.01) compared to $(0.02) in the prior year. Loss per share for the nine month period ended May 31, 2017 was $(0.02) compared to $(0.04) in the prior year. This decrease is primarily the result of the decrease in net and comprehensive losses for the period.

Additions to Intangible Assets

During the three and nine months ended May 31, 2017, the Company capitalized internal product development costs of $0.8 million and $2.2 million, respectively (May 31, 2016 - $0.6 million and $1.5 million). The significant development projects for the nine month period ended May 31, 2017 consisted of the expansion of league coverage for theScore's chatbot platform, the addition of data visualizations in theScore's esports mobile application, the addition of scores and data to theScore's esports website, and new data and news features for theScore application.

The Company capitalized internal product development costs during the nine months ended May 31, 2017 and May 31, 2016 for both new development projects and projects that, in management's judgement, represent substantial improvements to existing products. In assessing whether costs can be capitalized for improvements, management exercises significant judgement when considering the extent of the improvement and whether it is substantial, whether it is sufficiently separable and whether expected future economic benefits are derived from the improvement itself. Factors considered in assessing the extent of the improvement include, but are not limited to, the degree of change in functionality and the impact of the project on the ability of the Company to attract users to its products and increase user engagement with its products. Costs, which do not meet these criteria, such as enhancements and routine maintenance, are expensed when incurred. Future economic benefits from these capitalized projects include net cash flows from future advertising sales, which are dependent upon the ability of the Company to attract users to its products and increase user engagement with its products, and may also include anticipated cost savings, depending upon the nature of the development project.

Consolidated Quarterly Results

The following selected consolidated quarterly financial data of the Company relates to the preceding eight quarters, inclusive of the quarter ended May 31, 2017.

Quarterly Results	Revenue	Adjusted EBITDA loss	Net and comprehensive loss	Loss per share – basic and diluted
	($000's)	($000's)	($000's)	($)
May 31, 2017	6,357	(1,486)	(2,927)	(0.01)
February 28, 2017	6,691	(1,418)	(2,138)	(0.01)
November 30, 2016	8,548	(355)	(753)	(0.00)
August 31, 2016	4,986	(3,821)	(5,165)	(0.02)
May 31, 2016	6,125	(2,981)	(4,446)	(0.02)
February 29, 2016	5,802	(3,248)	(4,193)	(0.01)
November 30, 2015	7,003	(2,344)	(3,059)	(0.01)
August 31, 2015	2,933	(4,020)	(4,622)	(0.02)

Use of the Company's applications has historically reflected the general trends for sports schedules of the major North American sports leagues. As a result, the Company's first fiscal quarter is typically the strongest from a revenue perspective.

Quarterly revenue fluctuations are a combination of the seasonality trend of usage described above and year over year revenue growth.

Adjusted EBITDA loss and net and comprehensive loss fluctuations were due to changes in discretionary marketing spend, personnel and infrastructure costs, and seasonal revenue fluctuations.

Liquidity Risk and Capital Resources

Cash and cash equivalents as of May 31, 2017 were $12.7 million compared to $15.6 million as of fiscal year ended August 31, 2016.

Liquidity

Liquidity risk is the risk that theScore will not be able to meet its financial obligations as they fall due. As at May 31, 2017, theScore had cash and cash equivalents of $12.7 million (August 31, 2016 - $15.6 million), accounts receivable of $6.7 million (August 31, 2016 - $5.3 million), current tax credits recoverable of nil (August 31, 2016 - $5.2 million), non-current tax credits recoverable of $1.6 million (August 31, 2015 - $1.6 million) and accounts payable and accrued liabilities to third parties of $3.1 million (August 31, 2016 - $5.2 million). Accounts payable and accrued liabilities have contracted maturities of less than three months.

Management prepares budgets and cash flow forecasts to assist in managing liquidity risk. theScore has a history of operating losses, and can be expected to generate continued operating losses and negative cash flows in the future while it carries out its current business plan to further develop and expand its digital media business. While theScore can utilize its cash and cash equivalents to fund its operating and development expenditures, it does not have access to committed credit facilities or other committed sources of funding, and depending upon the level of expenditures and whether profitable operations can be achieved, may be required to seek additional funding in the future.

Operations

Cash flows used in operating activities for the nine months ended May 31, 2017 were $2.7 million compared to $10.1 million in the same period of the prior year. The decrease in cash flows used in operations was a result of decreases in net and comprehensive losses due to revenue growth and decreases in operating expenses as well as increases in cash flows from non-cash operating assets and liabilities. Cash flows used in operating activities for the nine months ended May 31, 2017 were offset by tax credits received of $3.1 million.

Financing

Cash flows provided by financing activities for each of the nine months ended May 31, 2017 and May 31, 2016 were less than one hundred thousand dollars and resulted from the exercise of stock options.

Investing

Cash flows used in investing activities for the nine months ended May 31, 2017 and May 31, 2016 were $0.2 million and $2.3 million, respectively, this was related to investments in intangible assets in each of the periods. Cash flows used in investing activities for the nine months ended May 31, 2017 were offset by tax credits received of $2.1 million.

Commitments

The Company has no debt guarantees, off-balance sheet arrangements or long-term obligations other than the content and office lease agreements noted below.

theScore has the following firm commitments under agreements:

(in thousands of Canadian dollars)

	Not later than one year	Later than one year and not later than five years	Later than five years	Total
Content and other	$ 287	$ 321	-	$ 607
Office lease	905	3,824	324	5,053
Total	$ 1,192	$ 4,145	$ 324	$ 5,660

Office lease:

theScore's current lease agreement is for a 30,881 square foot space at its head office in Toronto, Ontario, and runs until September 30, 2022.

Related Party Transactions

In Fiscal 2013, theScore entered into a lease for a property partially owned by John Levy, the Chairman and Chief Executive Officer of the Company. The aggregate rent paid during the three and nine months months ended May 31, 2017 amounted to $10,000 and $30,000, respectively (2016 - $10,000 and $28,000).

The corresponding payable balances as at May 31, 2017 and August 31, 2016 were nil.

These transactions are recorded at the exchange amount, being the amount agreed upon between the parties.

Financial Instruments and other instruments:

theScore does not have any financial instruments, other than its cash and cash-equivalents, accounts receivable, accounts payable and an available-for-sale investment where by the Company has entered into an agreement to dispose of the available for sale investment subsequent to May 31, 2017. Refer to note 8 of theScore's interim financial statements for additional details.

The Company's financial instruments were comprised of the following as at May 31, 2017; cash and cash equivalents of $12.7 million; accounts receivable of $6.7 million; and accounts payable and accrued liabilities $3.1 million. The Company invested its cash equivalents in government treasury bills and guaranteed investment certificates. Accounts receivable are carried at amortized cost. Accounts payable and accrued liabilities are carried at amortized cost, and are primarily comprised of short-term obligations owing to suppliers related to the Company's operations.

Fair Value

Fair value is the estimated amount that the Company would pay or receive to dispose of financial instruments in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without any deduction for transaction costs. For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques that are recognized by market participants. Such techniques may include using recent arm's length market transactions, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis or other valuation models.

The fair values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities were deemed to approximate their carrying amounts due to the relative short-term nature of these financial instruments.

Subsequent to period end, the Company entered into an agreement to dispose of its investment for nominal proceeds in connection with the sale of the company. As a result, the Company recorded an impairment loss of $0.8 million due to a decrease in fair value during the period.

Concentration of Accounts Receivable

As at May 31, 2017, one customer, a programmatic network, had an accounts receivable balance exceeding 10% of total accounts receivable (August 31, 2016 – two customers, both programmatic networks). Concentration of this customer comprised 14% of total accounts receivable as at May 31, 2017 (August 31, 2016 – 21%).

For the three months ended May 31, 2017, sales to two customers, both programmatic networks, exceeded 10% of total revenue (three months ended May 31, 2016 – one customer, a programmatic network). For the three months ended May 31, 2017, concentration of the two customers comprised 10% and 15%, respectively, of total revenue (three months ended May 31, 2016 – 18%).

For the nine months ended May 3, 2017, sales to two customers, both programmatic networks, exceeded 10% of total revenue (nine months ended May 31, 2016 – one customer, a programmatic network). For the nine months ended May 31, 2017, concentration of the two customers comprised 12% and 13%, respectively, of total revenue (nine months ended May 31, 2016 – 24%).