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

This managementôs discussion and analysis (ñ**MD&A**ò) describes the operating and financial results of XPEL Technologies Corp., (ñXPELò or ñCompanyò) for the years ended December 31, 2012 and 2011.

The MD&A, prepared as of April 11, 2013, should be read in conjunction with the accompanying audited financial statements. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB"). In 2010, the Canadian Institute of Chartered Accountants ("CICA") Handbook was revised to incorporate IFRS), and require publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011.

Forward-Looking Disclaimer

Certain statements in this MD&A contain forward-looking information within the meaning of applicable securities laws including, among others, statements made or implied under the headings ñResults of Operationsò, ñLiquidity and Capital Resources ò, ñAccounting Estimatesò, and ñRisk Factorsò relating to the Companyôs objectives, strategies to achieve those objectives, beliefs, plans, estimates, projections and intentions; and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by words such as ñoutlookò, ñbelieveò, ñexpectò, ñmayò, ñanticipateò, ñshouldò, ñintendò, ñestimatesò and similar expressions.

This MD&A contains certain forward-looking statements in respect of various matters including upcoming events that involve known and unknown risks and uncertainties that are beyond the control of Management. Those risks and uncertainties include, among other things, risks related to: share prices, liquidity, creditworthiness, currency, lease rollover, insurance, dilution, ability to access capital markets, interest rates, dependence on key personnel and environmental matters. Management believes that the expectations reflected in forward-looking statements are based upon reasonable assumptions and information currently available; however, Management can give no assurance that actual results will be consistent with these forward-looking statements. Factors and assumptions that were applied in drawing conclusions and could cause actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements, include, but are not limited to, general economic conditions, competition for real property investments, the availability of new competitive supply of commercial real estate, the Companyôs ability to maintain occupancy, tenant defaults, changes in interest rates, changes in governmental regulations and the Companyôs ability to obtain adequate insurance and financing.

Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive. When relying on forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

Except as required by law, the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements are made as of April 11, 2013.

Company Overview

XPEL Technologies Corp., a Nevada corporation, is a Canadian reporting issuer whose common shares began trading October 22, 2004 on the Canadian Trading and Quotation System Inc. (ñCNQò) under the symbol XPEL.U and February 27, 2006 on the TSX Venture Exchange (ñTSXVò) under the symbol DAP.U.

Description of the Business

The Company manufactures, sells and distributes after-market automotive products. The focus of the Company is the aftermarket for automotive paint and headlight protection products and window tint products.

The Company provides all training, equipment and product needed to operate in the Paint Protection industry and broader automotive protection space, including Paint and Headlamp Protection Film and software to access XPELôs library of protection patterns. The Company also provides pre-cut paint and headlamp protection kits to wholesale and retail customers and operates retail installation facilities.

Selected Annual Information

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Revenues	$10,670,838	$6,041,853	$4,129,964
Net income from continued operations before income taxes	$1,077,207	$608,949	$224,748
Income per share basic and diluted from continuing operations	$.05	$.03	$.02
Net income or loss (per share)	$.05	$.03	$.02

Net income or loss (fully diluted per share)	$.05	$.03	$.02
Total assets	$5,395,678	$3,236,738	$1,680,653
Total long-term financial liabilities	$0	$0	$15,985

Summary of Quarterly Results

The financial information set out below presents the required financial information for the eight most recently completed fiscal quarters of the Company. Quarterly information below has been prepared under IFRS.

	Quarters Ended			
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
Revenues	$1,993,597	$2,454,769	$3,207,876	$3,014,596
Net Income from continuing operations before taxes	$242,831	$218,759	$340,425	$275,192
Net Income before taxes	$242,831	$218,759	$340,425	$275,192
Net Income before taxes per share	$0.009	$0.008	$0.013	$.011
Net Income before taxes fully diluted per share	$0.009	$0.008	$0.013	$.011

	Quarters Ended			
	March 31, 2011	June 30, 2011	September 30, 2011	December 31, 2011
Revenues	$1,063,065	$1,477,388	$1,693,140	$1,808,260
Net Income from continuing operations before taxes	$86,205	$206,693	$189,234	$126,817
Net Income before taxes	$86,205	$206,693	$189,234	$126,817
Net Income before taxes per share	$0.003	$0.008	$.007	$.005
Net Income before taxes fully diluted per share	$0.003	$0.008	$.007	$.005

Results of Operations

Year Ended December 31, 2012 compared to the Year Ended December 31, 2011

Revenues. Revenues increased from $6,041,853 to $10,670,838, or 77% between periods. The increase in revenues is primarily a result of increases in XPEL Protection Film sales.

Direct Costs. Direct Costs of sales increased $3,509,843 between periods and increased as a percentage of revenues from 58% to 66%. Direct costs include the costs of our physical goods, the costs related to our Design Access Program software, and the costs of labor directly associated with the production of product.

Expenses. General and administrative expenses increased 35% to $2,560,836 from $1,902,484 in 2011.

Net income. The Company had net income before taxes of $1,077,207 for the year ended December 31, 2012 as compared to net income before taxes of $608,949 for the year ended December 31, 2011. The Company had net income of $1,162,207 for the year ended December 31, 2012 as compared to net income of $815,887 for the year ended December 31, 2011.

Year Ended December 31, 2011 compared to the Year Ended December 31, 2010

Revenues. Revenues increased from $4,129,964 to $6,041,853, or 46% between periods. The increase in revenues is primarily a result of increases in XPEL Protection Film sales.

Direct Costs. Direct Costs of sales increased $1,349,775 between periods and increased as a percentage of revenues from 53% to 58%. Direct costs include the costs of our physical goods, the costs related to our Design Access Program software, and the costs of labor directly associated with the production of product.

Expenses. General and administrative expenses increased 17% to $1,902,484 from $1,625,438 in 2010.

Net income. The Company had net income before taxes of $608,949 for the year ended December 31, 2011 as compared to net income before taxes of $224,748 for the year ended December 31, 2010. The Company had net income of $815,887 for the year ended December 31, 2011 as compared to net income of $425,810 for the year ended December 31, 2010.

<u>Quarter Ended December 31, 2012 compared to the Quarter Ended December 31, 2011</u>

Revenues. Revenues increased from $1,808,260 to $3,014,596, or 67% between periods. The increase in revenues is primarily a result of increases in XPEL Protection Film sales.

Direct Costs. Direct Costs of sales increased $964,574 between periods and increased as a percentage of revenues from 63% to 70%. Direct costs include the costs of our physical goods, the costs related to our Design Access Program software, and the costs of labor directly associated with the production of product.

Expenses. General and administrative expenses increased 18% to $644,939 from $545,642 in 2011.

Net income. The Company had net income of $275,192 for the quarter ended December 31, 2012 as compared to net income before taxes of $126,817 for the quarter ended December 31, 2011.

Liquidity and Capital Resources

Cash flows provided by operating activities during the year ended December 31, 2012 were approximately $1,323,506. The cash flows provided by operations result from operating earnings of $1,162,207 with the addition of non-cash items of $264,287 and reduced by working capital changes of $102,988.

Cash flows used in investing activities during the year ended December 31, 2012 were $352,001 due to the purchase of property, plant and equipment of $117,710, proceeds on the sale of property, plant and equipment of $5,630, and the acquisition of intangible assets of $239,921.

Cash flows used in financing activities during the period were nil.

The Companyõs net operating, investing and financing activities during the year ended December 31, 2012 increased cash by $971,505.

Commitments & Related Party Transactions

At December 31, 2012, the Company had lease agreements for its current premises and the financing of two vehicles totalling approximately $171,517 for 2013 and approximately $162,309 in 2014.

A total of $449,051 (2011 - $360,554) in salaries and other short-term benefits was paid to key members of management as compensation, of which $411,201 (2011 - $329,776) is included as part of selling, general and administrative expense and $37,850 (2011 - $30,778) was capitalized into deferred development costs for design templates.

There were no related party transactions during 2012.

Disclosure Controls

The Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining its disclosure controls and procedures.

The CEO and CFO have concluded that the Company's disclosure controls and procedures were adequate and effective to ensure that the material information relating to the Company would have been known to them.

Share Capital

The Company is authorized to issue up to 100,000,000 common shares and 10,000,000 preferred shares. At December 31, 2012, the Company has issued 25,784,950 common shares of common stock and no preferred shares. As of the date of this filing, the Company has issued 25,784,950 common shares of common stock and no preferred shares.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial and Other Instruments

The Company has not made use of any hedging or other financial instruments, and is not exposed to significant interest rate nor credit risks.

Accounting Estimates

The Company did not rely on any critical accounting estimates in the year ended December 31, 2012.

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Actual outcomes may differ from these estimates under different assumptions and conditions.

Significant estimates made by the Company include allowances for potentially uncollectable accounts receivable, useful life of property, plant and equipment and intangibles, measurement of warranty provision, recognition of deferred tax assets, valuation of property, plant and equipment and intangible assets for impairment, and fair value of financial instruments.

Recent Accounting Pronouncements Issued and Not Yet Applied

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after December 31, 2012 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

(a) IFRS 9 Financial Instruments was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

(b) IFRS 13 Fair Value Measurement was issued by the IASB in May 2011. IFRS 13 establishes new guidance on fair value measurement and disclosure requirements for IFRSs and US generally accepted accounting principles (GAAP). The guidance, set out in IFRS 13 and an update to Topic 820 in the FASBôs Accounting Standards Codification (formerly referred to as SFAS 157), completes a major project of the boardsô joint work to improve IFRSs and US GAAP and to bring about their convergence. The standard is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(c) IAS 1 Presentation of Financial Statements was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.

Risk Factors

The Companyôs risk exposures and the impact on the Companyôs financial instruments are summarized below:

Fair Value

The carrying values of accounts receivable, accounts payable and accrued liabilities, approximate fair value due to the relatively short-term maturities of these instruments.

Credit Risk

The Company is subject to risk of non-payment of accounts receivable. The Company mitigates this risk by monitoring the credit worthiness of its customers.

Interest Rate Risk

The Company has cash and cash equivalents. The Companyôs current policy is to invest excess cash in money market accounts issued by credit worthy banking institutions. Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash earns interest at market rates and its bank operating facility incurs interest at market rates.

The Company manages its interest rate risk by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day-to-day basis. Fluctuations in market rates of interest do not have a significant impact on the Companyôs results of operations.

Currency Risk

Certain of the Companyôs monetary liabilities are denominated in Canadian dollars and are therefore subject to gains and losses due to fluctuations in this currency.

Additional Financing

Our ability to continue to maintain operating profitability and growth is dependent upon our ability to generate sufficient cash flows to meet our obligations on a timely basis and our ability to secure long-term financing as required. Additional financing may be required to develop the Companyôs products and services.

Liquidity

While the Company has some available credit, there is no guarantee that the Company will continue to have adequate credit facilities to finance desired inventory levels. While it is incumbent upon the Company to continue to seek additional credit to increase liquidity, the inability to secure additional credit may result in lost sales and inhibit growth.

Additional Risk Factors

There are various risks associated with investing in the business of the Company including those described below that should be considered in conjunction with the other information included in this MD&A. There may be additional risks and uncertainties in addition to those listed below, including those that are unknown to the Company at this time or believed by the Company to be unimportant at this time that could, in the future, have a material adverse effect on the business, financial condition or results of operations of the Company.

Market Penetration

There can be no assurance that the Company can generate sufficient interest in its products to permit the Company to achieve its required level of market penetration. There are many products competing for the consumer’s aftermarket products dollars and the Company may not be able to make its products a priority for consumers.

Demand for Company’s Products

There can be no assurance that the Company will be able to maintain or increase demand for its products. Any significant shortfall of demand in relation to expectation for the Company’s products would have an adverse impact on the Company.

Economic

Despite the current turbulent economic conditions, the Company believes its products lend well to the consumer’s desire to protect their investment over a longer period of time should they choose not to be in the marketplace for a new vehicle. The Company’s sales are partially tied to the success of the automotive industry, specifically new car sales. While new car sales have recovered off their low during the recession, there is no guarantee current sales levels will continue. Specifically, the Company is concerned that a rise in crude prices could depress car sales and ultimately impact the Company’s business. Additionally, many of the Company’s products are petroleum-based and the Company may not be able to pass along increased costs resulting from an increase in crude prices to customers, potentially resulting in lost sales or reduced margins. In addition, a shortage in new vehicle supply from any one manufacturer or region, as evidenced after the 2011 Japan earthquake by reduced availability of Japanese made vehicles and vehicles with Japanese parts, could impact the company disproportionately as the Company’s products are not evenly penetrated across all vehicle makes.

Competition

The Company is experiencing competition for its products. The Company continues to see new entrants in to the paint protection market and increased emphasis on the paint protection film marketplace from existing competitors. The Company believes it has significant competitive advantages through its database of products, proprietary product distribution software, training curriculum and facilities, and established sales channels; however the Company must continually upgrade and improve its products, or develop new products. The Company will be negatively affected if other products similar to those of the Company with similar or superior features at lower prices become available.

Vulnerability to Substitutes and Reliance on Suppliers

The Company is dependent on its ability to continue to manufacture its paint protection film and to maintain its relationships with other strategic suppliers. The manufacture of paint protection film requires the use of equipment and facilities and other supply chain elements that are highly specialized and not widely available. Any disruption to these facilities or the supply chain could adversely affect the Companyôs ability to produce product. Suitable alternatives for production facilities or other supply chain elements may not exist or may not be available to the Company. Any disruption in the source of supplies, internally or externally, could adversely affect the Companyôs business.

Key Personnel

The Company is currently heavily reliant on the experience and expertise of its senior management. If any of these should cease to be available to manage the affairs of the Company, its activities and operations could be adversely affected. In addition, the Company may require additional management employees to develop its business.

Challenge to Profitability

The Company has produced an operating profit since 2009. Prior to 2009, the Company produced consistent losses. The Company anticipates continued profitability; however, market opportunities may produce circumstances in the future where profitability is challenged or intentionally reduced to increase sales.

Fluctuations in its Quarterly Results

The Company may experience fluctuations in its quarterly operating results due to a number of factors, including the level of the Companyôs expenses, the degree to which the Company encounters competition in its markets, seasonality factors of the automotive aftermarket industry and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Dividends

The Company does not anticipate paying dividends in the foreseeable future.

Additional Information

Additional information relating to the Company may be accessed on the Internet at www.sedar.com.

Cautionary Note

Some of the statements contained in this report are forward-looking statements, such as estimates and statements that describe the Companyĝs future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.