Management's Discussion and Analysis

For the six months ended June 30, 2021 and 2020

Introduction

Starrex International Ltd. ("Starrex" or the "Company") is a publicly traded company, incorporated in 1982 under the Canada Business Corporations Act with its head office at is 639 5th Avenue S.W., Calgary, Alberta T2P 0M. Starrex's common shares trade on the Canadian Securities Exchange ("CSE") under the symbol "STX" and in the United States on the OTCQB market under the symbol "STXMF."

The following Management Discussion and Analysis ("MD&A") was prepared as of August 25, 2021 and should be read in conjunction with our unaudited condensed interim consolidated financial statements ("financial statements") for the six months ended June 30, 2021 and our audited consolidated financial statements, including notes thereto, for the years ended December 31, 2020 and 2019. All amounts included in this MD&A are reported in U.S. dollars, unless otherwise stated, and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Throughout this MD&A, Starrex International Ltd. and its subsidiaries are referred to as ("Starrex") or ("the Company"), including the terms "we", "us" and "our". Additional information about the Company, including the Company's Annual Information Form for the year ended December 31, 2020, can be found on SEDAR under the Company's profile at www.sedar.com.

Overview

Starrex International Ltd. ("Starrex") is a national provider of real estate appraisal and credit reporting services to mortgage lenders and brokers in the United States of America. Our leading-edge technology platform and specialized business model provides a streamlined approach to our clients resulting in faster turnaround times.

We are committed to investing in our employees, delivering value to our customers, ethically managing our suppliers and professional networks, and supporting the outside communities within which we work. While each of our subsidiaries serves its own corporate purpose, they share a fundamental commitment to all of our shareholders – to deliver value, service and growth.

Credit Reporting Services

MFI Credit Solutions, LLC ("MFI") (www.mfidata.com) is a full-service credit reporting agency, with resources from all three national credit agencies – TransUnion, Equifax and Experian. MFI has been providing consumer credit reports to Mortgage Lenders, Mortgage Brokers, and Credit Unions for homebuyers considering the purchase or refinance of a home for more than 17 years. We are nationally recognized as a trusted provider of not only credit services, but risk mitigation, flood and verification services. MFI Credit Solutions, LLC is governed by the Fair Credit Reporting Act (FCRA) and has the ability to provide credit reports to borrowers in all states.

Appraisal Services

Property Interlink, LLC ("Property Interlink") (www.propertyinterlink.com) is a full-service appraisal management company ("AMC"), managing a nationwide network of independent qualified real estate appraisers. An AMC provides a layer of oversight to the appraisal process assisting consumers in obtaining unbiased valuations for mortgage financing. Currently licensed in forty-one states, Property Interlink provides an innovative and comprehensive selection of valuation and commercial appraisal management services to the Mortgage Industry.

A residential real estate appraisal is a licensed appraiser's opinion of the market value of a residential property. The cost of an appraisal varies by type of appraisal conducted, property type and geographical location. The majority of our clients order residential appraisals for mortgage purchase or refinancing required by Government Sponsored Entity ("GSE") requirements.

Reliable Valuation Service, LLC ("RVS") (www.reliablevaluationservice.com) is a fully licensed staff appraisal company providing objective and comprehensive valuations of residential real estate to the mortgage industry with an employee appraiser model that provides a level of quality, control and consistency unmatched in the industry. We provide appraisals for appraisal management companies, including Property Interlink, Mortgage Brokers, Lenders and Banks. Pricing for these appraisal services is dependent upon location, property type, and type of appraisal requested.

From time to time, the mortgage industry will pass new regulations or amend existing regulations that impact the appraisal industry with respect to pricing. When this occurs, the Company's compliance personnel provide guidance relative to company-wide rate changes that may be needed to ensure financial viability and shareholder value. These changes are discussed and approved by Senior Management, then implemented accordingly.

Important Factors Affecting our Result from Operations

Our business is subject to a variety of risks and uncertainties. Please refer to the "Cautionary Note Regarding Forward-Looking Information" contained in this MD&A for a description of the risks that impact our business and that could cause our financial results to vary.

Impact of COVID-19

Operations

Our operations have not experienced any significant adverse effects as a result of COVID-19. During the second quarter of 2021, mortgage originations for refinances and purchases of residential real estate remained strong with 1,050 billion in mortgage originations[1]. The "*MBA Mortgage Finance Forecast"* has projected $3.57 billion in mortgage originations compared to an actual of $3.8 billion for 2020. The average fixed 30-year mortgage remained steady at 3.0% - a historical low, which continues to strengthen mortgage refinance activity. Today, the refinance market remains high, which will continue to benefit our appraisal and credit services activity despite the COVID-19 pandemic.

In March 2020, the Federal Housing Agency ("FHA") directed the GSEs to relax certain property appraisal and income verification standards in light of COVID-19. Appraisers are allowed to complete drive-by or desktop appraisals in certain circumstances when an interior inspection was not practical. This guidance has not changed as of June 30, 2021.

Customers and Communities

The health and well-being of our employees and clients, as well as our community, is our top priority. We have integrated social distancing in our processes in recognition of the significant impact COVID-19 has had on our employees, clients and the field professionals in our network and actively monitor the current situation, taking every step to help ensure a safe working environment.

As an essential service provider, our appraisers continue to provide the high level of service our clients expect. While some homeowners postponed valuation of their homes during this pandemic, most transactions are still being completed, while practicing social distancing to mitigate physical contact. We have not experienced a significant impact to volume or our ability to complete appraisals as of today.

Workforce

Currently, 95% of our employees have returned to the corporate office environment.

Financial Condition

Starrex provides services to the financial services industry which has been deemed by the United States Department of Homeland Security to be an essential service. Accordingly, COVID-19 has not had a material adverse impact on our financial condition. The United States housing market is the primary driver of financial performance which is greatly influenced by cyclical trends and seasonality in mortgage originations and refinancing. Revenues are also impacted by the seasonal nature of the residential mortgage industry, with volumes surging higher during the second and third calendar quarters of the year as homebuyers typically purchase more homes during those months than any other.

Starrex continues to review and evaluate merger and/or acquisition ("M&A") transactions in an ongoing effort to increase market share and geographic footprint in the real estate and mortgage services industries.

Our current assets are primarily comprised of cash and trade and other receivables. Our foremost risk associated with current assets is the risk of credit losses attributable to receivables with large accounts and the potential impact of COVID-19. We performed a thorough review of amounts due, current customer volume and credit policy. To date, we have not changed our accounting policy for credit losses and a provision of loss is not required. The potential impact of COVID-19 is subject to significant uncertainty and while our activity in credit and appraisal services remains strong, we realize the pandemic could have a substantial impact on our clientele. Our focus on collections has increased to mitigate credit risk as well as assess potential financial deficiencies.

Our long-term assets are primarily comprised of property and equipment, intangibles and goodwill. We assess the carrying value of property and equipment and intangibles as of each reporting period to determine if impairment is required in accordance with IFRS.

[1] Mortgage Bankers Association, July 21, 2021.

Based upon our financial condition as at June 30, 2021, and as of the date of this Management's Discussion and Analysis, we have determined the carrying value of these assets did not exceed its recoverable amount and have not recorded an impairment charge.

Goodwill is not amortized but is evaluated for impairment annually or when indicators for potential impairment are present. The Company's impairment testing is based on valuation models that incorporate assumptions and internal projections of expected future cash flows. Due to the COVID-19 pandemic, we evaluated goodwill as at June 30, 2021, and have determined there is no indication of impairment of goodwill.

Capital and financial resources

We do not currently have any concerns regarding our ability to fulfill our financial obligations and while we do not anticipate the need to draw on our revolving credit facility, we will maintain the line to support working capital and potential acquisitions, if needed.

Because of the uncertainty of the impact COVID-19 may have on our operations, two of the U.S. subsidiaries participated in the CARES Act Paycheck Protection Program, which provided additional liquidity and ensures stability for our associates during the pandemic.

We continue to review our approach to capital on an ongoing basis, as well as monitor our credit risk from a client concentration perspective. We are not subject to externally exposed capital requirements and have not changed our capital risk management strategy in the past year.

Internal Controls

Our operations have remained largely unchanged as a result of COVID-19. Our financial reporting systems, internal control over financial reporting and disclosure controls and procedures remain unchanged as well. We have not experienced a significant change in our control environment that would have a material impact on our internal controls over financial reporting since last year.

Financial Performance

The following is a discussion of our consolidated financial condition and results of operations for the three and six months ended June 30, 2021 and 2020.

Review of Operations for the three and six months ended June 30, 2021

We conduct our business in the United States in four reportable segments:

Property Interlink, LLC	Appraisal Management Services
Reliable Valuation Service, LLC	Staff Appraisal Services
MFI Credit Solutions, LLC	Credit Reporting Services
Starrex International, LLC	Corporate

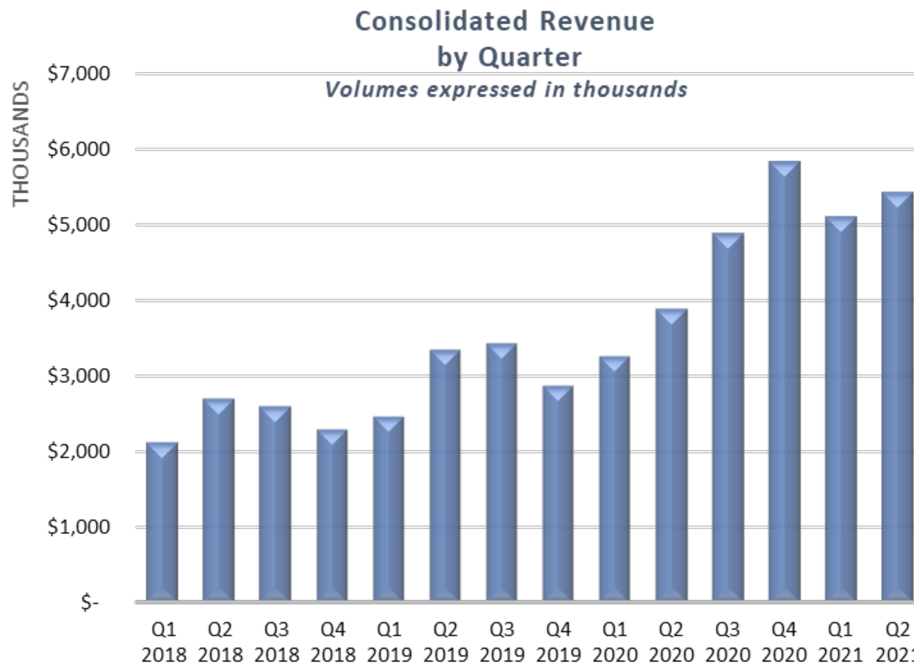
Consolidated

	Six months ended June 30				Three months ended June 30			
	2021	2020	Change	% Change	**2021**	2019	Change	% Change
Revenue	**$ 10,523,165**	$ 7,133,551	$ 3,389,614	47.5%	**$ 5,427,432**	$ 3,875,695	$ 1,551,737	40.0%
Transaction costs	**$ 7,080,559**	$ 4,543,747	$ 2,536,812	55.8%	**$ 3,671,724**	$ 2,466,723	$ 1,205,001	48.9%
Payroll expense	**$ 1,320,731**	$ 1,009,743	$ 310,988	30.8%	**$ 712,052**	$ 507,870	$ 204,182	40.2%
General and administrative	**$ 917,474**	$ 717,005	$ 200,469	28.0%	**$ 460,538**	$ 355,504	$ 105,034	29.5%
Professional fees	**$ 187,747**	$ 122,709	$ 65,038	53.0%	**$ 118,619**	$ 69,419	$ 49,200	70.9%
Management and corporate	**$ 105,280**	$ 105,280	$ -	0.0%	**$ 52,640**	$ 52,640	$ -	0.0%
Shareholder services	**$ 14,375**	$ 6,379	$ 7,996	125.4%	**$ 2,887**	$ 2,653	$ 234	8.8%
Government and filing fees	**$ 13,329**	$ 11,374	$ 1,955	17.2%	**$ 7,353**	$ 5,809	$ 1,544	26.6%
Interest expense	**$ 3,087**	$ 14,596	$ (11,509)	(78.9%)	**$ 1,195**	$ 5,747	$ (4,552)	(79.2%)
Depreciation and amortization	**$ 178,804**	$ 186,695	$ (7,891)	(4.2%)	**$ 89,518**	$ 91,452	$ (1,934)	(2.1%)
Tax expense	**$ 56,260**	$ 30,445	$ 25,815	84.8%	**$ 33,182**	$ 15,904	$ 17,278	108.6%

Three months ended June 30, 2021

Revenues

Consolidated revenues for the period ended June 30, 2021 increased 47.5% over the first half of 2020, due to higher mortgage refinancing and mortgage purchase applications in the United States. All three of the wholly owned subsidiaries also reported increases in new customer accounts due to the efforts of our sales team.



Transaction costs

Transaction costs include expenses directly associated with a contractual revenue transaction. This includes appraisal costs and commissions as well as expenses directly correlated with producing credit reports. On a consolidated basis, as a percentage of revenue, these expenses increased by 4% over the three and six months ended June 30, 2021. This is expected in the appraisal subsidiaries as appraisal costs are significantly higher for the Appraisal Management Company "AMC" model than the staff model. As volumes increase, appraisals not assigned to staff appraisers must be assigned to independent contractors.

Operating expenses

On a consolidated basis, operating expenses, which includes Management and corporate services, shareholder services and government and regulatory filing fees, increased $210,420 for the six months ended June 30, 2021, when compared to the same period in 2020. This increase is directly proportionate to the increase in revenue and is attributable to higher merchant processing fees and software platform expenses in support of the business.

Depreciation and Amortization

Depreciation and amortization of fixed and intangible assets declined slightly due to fully depreciated or amortized assets acquired through the purchase of subsidiaries in previous years. During the second quarter of 2021, the Company purchased $50,809 of furniture and equipment. A large portion of this amount was in preparation of the corporate headquarters move in late July.

MFI Credit Solutions, LLC

	Six months ended June 30				Three months ended June 30			
	2021	2020	Change	% Change	**2021**	2020	Change	% Change
Revenue	**$ 2,951,365**	$ 2,286,729	$ 664,636	29.1%	**$ 1,399,161**	$ 1,186,746	$ 212,415	17.9%
Transaction costs	**$ 1,936,240**	$ 1,378,855	$ 557,385	40.4%	**$ 954,532**	$ 708,946	$ 245,586	34.6%
Payroll expense	**$ 269,006**	$ 279,745	$ (10,739)	(3.8%)	**$ 134,305**	$ 142,674	$ (8,369)	(5.9%)
General and administrative	**$ 448,958**	$ 389,740	$ 59,218	15.2%	**$ 213,449**	$ 192,066	$ 21,383	11.1%
Professional fees	**$ 11,341**	$ 16,420	$ (5,079)	30.9%	**$ 11,000**	$ 7,958	$ 3,042	38.2%
Interest expense	**$ -**	$ -	$ -	-	**$ -**	$ -	$ -	-
Depreciation and amortization	**$ 56,051**	$ 55,446	$ 605	1.1%	**$ 28,026**	$ 27,723	$ 303	1.1%
Tax expense	**$ (377)**	$ 3,500	$ (3,877)	(110.8%)	**$ 5,216**	$ 1,956	$ 3,260	166.7%

Revenues

During the first six months of 2021, MFI generated $2,951,365 in revenue – an increase of 29.1% over the same period last year. This revenue is derived from the delivery of consumer credit reports, consumer tax reports and related information gathering activities, such as verifications of employment and fraud, and is due primarily to the increased volumes of refinancing and purchasing activity in the United States. MFI continues to expand its client base through organic growth as a result of internal sales efforts.

Transaction costs

As a percentage of revenue, transaction costs attributable to the credit reporting business segment were higher by 5% due to increases in direct costs of the credit reports and a more competitive consumer market. Our fixed costs are set annually by the three national credit reporting bureaus and are based upon volume. We anticipate reporting lower transaction costs in fiscal year 2022 as the credit reporting business segment continues to see growth and sustains increased credit reporting activity, further increasing our net revenue margins.

Operating expenses

General and administrative expenses in MFI Credit Solutions, LLC decreased by 2%, as a percentage of revenue, during the first six months of 2021 compared to the same period in 2020. This increase is due in large part to the termination of the lease in California during the second quarter of 2020 upon moving headquarters to Houston along with the associated occupancy expenses.

Management Fees

We monitor the operating results of each segment separately for the purpose of making decisions about Corporate resource allocation and intercompany expenditures quarterly. For additional information regarding management fees and subsequent allocation, please refer to the Corporate section.

Depreciation and Amortization

MFI Credit Solutions, LLC was acquired in February of 2018. All fixed and intangible assets are depreciated and amortized over 5 years for equipment, 7 years for furniture, and 5 years for certain intangible assets. As such, expenses remain unchanged.

Property Interlink, LLC

	Six months ended June 30				Three months ended June 30			
	2021	2020	Change	% Change	**2021**	2020	Change	% Change
Revenue	**$ 4,869,886**	$ 2,896,933	$ 1,972,953	68.1%	**$ 2,571,860**	$ 1,646,388	$ 925,472	56.2%
Transaction costs	**$ 3,639,531**	$ 2,137,083	$ 1,502,448	70.3%	**$ 1,903,697**	$ 1,211,193	$ 692,504	57.2%
Payroll expense	**$ 486,555**	$ 346,179	$ 140,376	40.6%	**$ 275,209**	$ 169,582	$ 105,627	62.3%
General and administrative	**$ 459,889**	$ 385,387	$ 74,502	19.3%	**$ 225,585**	$ 190,876	$ 34,709	18.2%
Professional fees	**$ 69,971**	$ 56,374	$ 13,597	24.1%	**$ 42,319**	$ 28,028	$ 14,291	51.0%
Interest expense	**$ 3,087**	$ 8,391	$ (5,304)	(63.2%)	**$ 1,195**	$ 3,878	$ (2,683)	(69.2%)
Depreciation and amortization	**$ 102,311**	$ 113,356	$ (11,045)	(9.7%)	**$ 50,879**	$ 54,680	$ (3,801)	(7.0%)
Tax expense	**$ 21,005**	$ 18,146	$ 2,859	15.8%	**$ 12,582**	$ 9,698	$ 2,884	29.7%

Revenues

Property Interlink, LLC reported a significant increase in appraisal management activity during the six months of 2021 compared to the same period in 2020 due to unprecedented low interest rates and increased volumes in mortgage originations activity. Revenues were $1,972,953 higher for the first six months of 2021 compared to the first six months of 2020.

Transaction costs

The increase in transaction costs was due to increased volume of appraisals completed during the first half of the year, which was expected in normal course. Net revenue margins (defined as total revenue less transaction costs) remained relatively stable at 25% as at June 30 30, 2021 compared to 26% at June 30, 2020.

Operating expenses

Payroll expenses increased by $140,376 as additional staff were added to manage the increase in volume for appraisal management activity. Subsequently, expenses associated with credit card processing fees and the appraisal management software platform were also higher, as expected with the surge in volume.

Management Fees

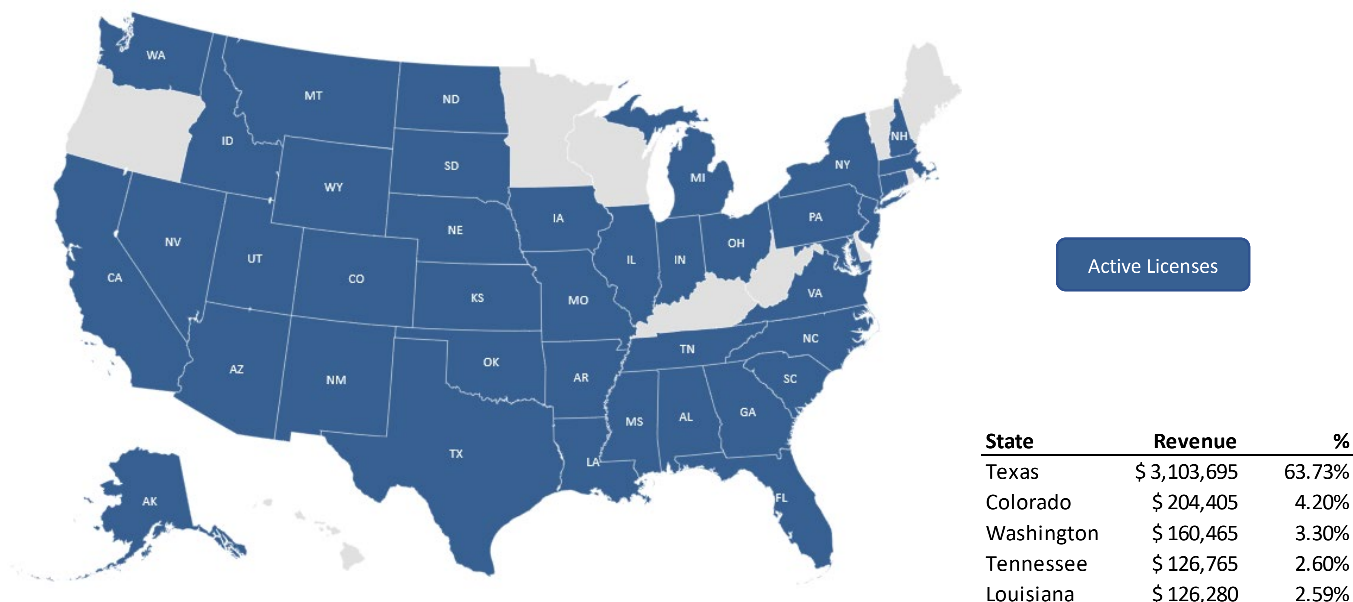
We monitor the operating results of each segment separately for the purpose of making decisions about Corporate resource allocation and intercompany expenditures quarterly. For additional information regarding management fees and subsequent allocation, please refer to the Corporate section.

Depreciation and Amortization

Depreciation and amortization of fixed and intangible assets declined due to fully depreciated or amortized assets acquired through the purchase of subsidiaries in previous years. All of the right-of-use assets and liabilities associated with leases under IFRS 16 are reported in Property Interlink. For the six month ended June 30, 2021, we recognized a $80,890 benefit as a result of our adoption of IFRS 16.

Compliance and Statistics

Property Interlink, LLC is currently licensed and operates in forty-one states and jurisdictions in the United States. The map below depicts our licensure, both active and non-licensed. The majority of our revenue is generated from appraisal activity in Texas, which was 63.7% for the first six months of 2021, a decrease of 2.1% over the same period last year. Colorado, Washington, Tennessee and Louisiana round out the top five revenue generating states for Property Interlink, LLC for the six months ended June 30, 2021.



State	Revenue	%
Texas	$ 3,103,695	63.73%
Colorado	$ 204,405	4.20%
Washington	$ 160,465	3.30%
Tennessee	$ 126,765	2.60%
Louisiana	$ 126,280	2.59%

Reliable Valuation Service, LLC

	Six months ended June 30				Three months ended June 30			
	2021	2020	Change	% Change	2021	2020	Change	% Change
Revenue	$ **2,701,914**	$ 1,949,889	$ 752,025	38.6%	$ **1,456,410**	$ 1,042,561	$ 413,849	39.7%
Transaction costs	$ **1,504,788**	$ 1,027,808	$ 476,980	46.4%	$ **813,494**	$ 546,584	$ 266,910	48.8%
Payroll expense	$ **485,166**	$ 383,820	$ 101,346	26.4%	$ **262,535**	$ 195,614	$ 66,921	34.2%
General and administrative	$ **294,943**	$ 162,095	$ 132,848	82.0%	$ **151,621**	$ 71,427	$ 80,194	112.3%
Professional fees	$ **16,267**	$ 6,302	$ 9,965	158.1%	$ **11,542**	$ 2,975	$ 8,567	288.0%
Interest expense	$ **-**	$ -	$ -	-	$ **-**	$ -	$ -	-
Depreciation and amortization	$ **2,240**	$ 204	$ 2,036	999.8%	$ **1,257**	$ 204	$ 1,053	517.3%
Tax expense	$ **35,633**	$ 8,500	$ 27,133	319.2%	$ **15,384**	$ 4,250	$ 11,134	262.0%

Revenues

Reliable Valuation Service, LLC became fully operational effective January 1, 2020. In previous periods, staff appraisal activity was combined with the appraisal management activity in Property Interlink, LLC and reported accordingly. During the first six months of 2021, Reliable Valuation Services reported an increase in revenue of 38.6% over the same period in 2020 attributable to increased mortgage applications and appraisal needs of our customer base. With the increased demand for residential and commercial appraisals, we have added appraisal trainees, who will ultimately transition to a certified appraiser role. This has increased our ability to accept higher volumes of appraisal assignments.

Transaction costs

The increase in transaction costs is due to the increase in appraisal volume for the first half of the year. Net revenue margins (defined as total revenue less transaction costs) decreased 3% from the first half of 2020 to the same period in 2021, which is a result of additional costs/commissions associated with appraiser fees.

Operating expenses

Corporate oversight is the most significant driver of the increase in general and administrative expenses during the first half of 2021. The Company reported corporate allocation of $214,609 for the period ended June 30, 2021, most of which is attributable to corporately allocated technology and administrative support. This amount is $138,576 higher than the same period in 2020.

Management Fees

We monitor the operating results of each segment separately for the purpose of making decisions about Corporate resource allocation and intercompany expenditures quarterly. For additional information regarding management fees and subsequent allocation, please refer to the Corporate section.

Geographic Concentration

Reliable Valuation Service provided residential appraisals for appraisal management companies and consumers in Texas and Colorado during the six months ended June 30, 2021 and 2020. For the six months ended June 30, 2021, Texas comprised 89% of total revenue with the remaining 11% associated with Colorado appraisals. During the same period in 2020, Texas composition was 85% with 15% attributable to Colorado valuations.

Starrex International, Ltd. – Corporate and other items

	Six months ended June 30				Three months ended June 30			
	2021	2020	Change	% Change	2021	2020	Change	% Change
Revenue	$ **-**	$ -	$ -	-	$ **-**	$ -	$ -	-
Operating expenses	$ **375,288**	$ 203,657	$ 171,631	84.3%	$ **197,702**	$ 88,405	$ 109,297	123.6%
Depreciation and amortization	$ **18,202**	$ 17,689	$ 513	2.9%	$ **9,357**	$ 8,845	$ 512	5.8%
Interest expense	$ **-**	$ 6,205	$ (6,205)	(100.0%)	$ **-**	$ 1,869	$ (1,869)	(100.0%)
Professional expense	$ **90,169**	$ 43,613	$ 46,556	106.7%	$ **53,756**	$ 30,447	$ 23,309	76.6%
Tax expense	$ **-**	$ 300	$ (300)	(100.0%)	$ **-**	$ -	$ -	-
Net foreign exchange gain (loss)	$ **5,170**	$ 2,159	$ 3,011	139.4%	$ **19**	$ 740	$ (721)	(97.4%)
Management fees	$ **(453,788)**	$ (273,000)	$ (180,788)	66.2%	$ **(226,894)**	$ (136,500)	$ (90,394)	66.2%

Operating expenses
Expenses increased by $171,631 at the corporate level during the first six month of 2021 when compared to the same period in 2020. A portion of this increase is the result of outsourcing information technology services, which replaced salary expense for the Director of Information Technology, who resigned during the fourth quarter of 2020. The total amount attributable to overall outsourcing was $53,328. The balance of the increase is attributable to accruals for shareholder expenses, bonus payments and audit fees, along with increased travel expenses as restrictions were lifted from the pandemic.

Interest expense
The Company paid in full all outstanding balances on the revolving line of credit effective December 31, 2020, and subsequently reduced interest expenses to nil for the six months ended June 30, 2021 compared to $6,205 during the first six months of 2020.

Net foreign exchange (gain) loss
Net foreign gains or losses represent non-cash gains or losses on Canadian accounts payable and reported as other income or expense. Starrex reported foreign exchange loss of $5,170 for the first six months of 2021 compared to $2,159 for same period in 2020.

Summary of Quarterly Results

	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019
Revenues									
Appraisal	**4,028,271**	**3,543,531**	3,728,114	3,446,416	2,688,949	2,157,873	2,031,988	2,329,215	2,336,429
Credit Services	**1,399,161**	**1,552,203**	1,309,561	1,436,485	1,186,746	1,099,983	828,820	1,089,209	995,188
Management Fees	-	-	-	-	-	-	-	170	5,070
Interest Income	-	-	-	-	-	-	-	-	-
Total Revenues	**5,427,432**	**5,095,734**	5,037,675	4,879,901	3,875,695	3,257,856	2,860,808	3,418,594	3,336,687
Net Income (loss)	**277,727**	**367,793**	953,895	349,881	302,154	83,424	(636,586)	(129,690)	27,819
Total assets	**5,760,956**	**5,433,121**	4,697,607	4,600,222	4,035,436	3,578,482	3,299,081	3,492,280	3,822,136
Total liabilities	**2,179,791**	**2,129,681**	1,848,711	2,705,222	2,543,368	2,388,568	2,456,205	2,063,274	2,263,440
Shareholders' Equity	**3,581,165**	**3,303,440**	2,848,896	1,895,000	1,492,068	1,189,914	842,876	1,429,006	1,558,696
Basic net income (loss) per share	**0.02**	**0.02**	0.06	0.02	0.02	0.01	(0.04)	(0.01)	0.00
Diluted net income (loss) per share	**0.02**	**0.02**	0.06	0.02	0.02	0.01	(0.04)	(0.01)	0.00

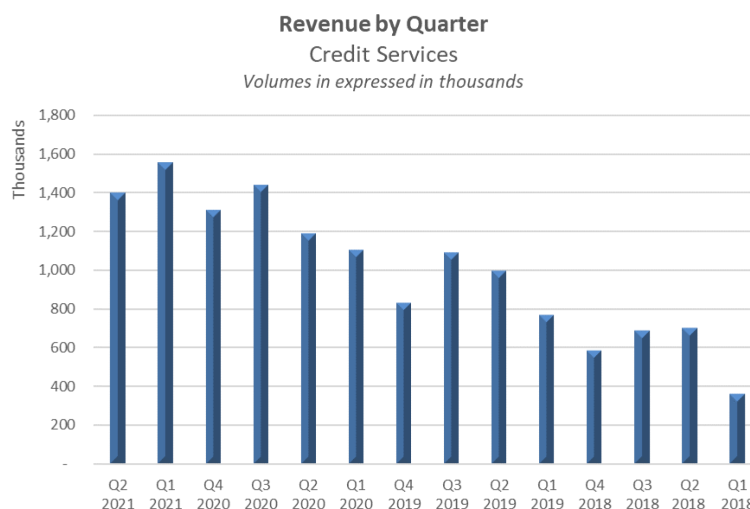
Operating Segments

MFI Credit Solutions LLC

Revenue	**June 30, 2021**	June 30, 2020	$ Change	% Change
Credit Services	$ **2,951,365**	$ 2,286,729	$ 664,636	29.1%

Revenues associated with the credit reporting segment increased by $664,636 during the first six months of 2021 when compared to the first six months of 2020 due to increased market volume in the real estate and mortgage market. Mortgage originations and refinances continue to remain strong as mortgage bankers in the United States released their refinance and purchase forecast for 2021 in July[2]. Although the largest increase in revenue channels was experienced in credit report needs, MFI also reported a significant increase in Secondary Use revenue.

[2] Mortgage Bankers Association, July 21, 2021



Total expenses for MFI during the first six months ended June 30, 2021 were $2,721,219, including transaction costs and income tax expense, which is $597,513 higher than the six months ended June 30, 2020 ($2,123,706). This increase is directly attributable to the transaction costs associated with credit services. Operating expenses are normalized with payroll and headcount remaining stable. MFI exhausted its remaining net loss carry forward credits upon filing income taxes for the year ended 2020. Subsequently, income tax, both at the State and Federal levels, have increased based on estimated tax liabilities for the year ended 2021.

MFI reported $230,146 in net income for the period ended June 30, 2021, compared to a net income of $163,023 for the same period in 2020. The increase of $67,123 is a result of the increase in volume of credit services during the period.

Property Interlink, LLC

Revenue	June 30, 2021	June 30, 2020	$ Change	% Change
AMC Revenue	$ **4,869,886**	$ 2,896,933	$ 1,972,953	68.1%

Volume and revenue trends for Property Interlink and Reliable Valuation Service generally follow those of the credit services segment with a slight lapse of one or two weeks. Both appraisal segments reported increased revenue due to historical low interest rates driving mortgage purchases and refinances in the United States.

For the first six months ended June 30, 2021, Property Interlink, LLC reported a 68.1%% increase in revenue over the same period in 2020. As discussed earlier, the increase in revenue is associated with overall increases U.S. mortgage market volumes.

Reported expenses were 56% higher in Property Interlink during the first six months of 2021, up from $3,064,916 at June 30, 2021 to $4,782,348, which includes transaction costs. The increase of $1,717,432 was comprised of $1,502,448 in transaction costs with the remaining amounts included in payroll and administrative expenses.

Property Interlink reported net income after taxes of $87,538 for the period ended June 30, 2021, compared to a net loss of $167,983 for the same period in 2020.

The total number of appraisals and inspections completed as at June 30, 2021 were 7,581 compared to 5,631 for the six months ended June 30, 2020.

Reliable Valuation Service, LLC

Revenue	June 30, 2021	June 30, 2020	$ Change	% Change
Staff Appraisal Revenue	$ **2,701,914**	$ 1,949,889	$ 752,025	38.6%

Revenues in Reliable Valuation Service, LLC increased by $752,025 during the first six months of 2021 when compared to the same period in 2020 for the same reasons discussed earlier in MFI Credit Solutions, LLC and Property Interlink, LLC.

Total expenses reported in RVS for the first half of 2021 were $2,339,036 an increase of $750,306. This amount includes transaction costs along with payroll and general and administrative expenses. The large variance is comprised of $476,979 in increased transaction costs, along with the balance associated with payroll, administration and taxes.

RVS reported net income of $362,878 for the first six months ended June 30, 2021, compared to net income of $391,160 during the same period in 2020. The variance is the additional allocation of expenses from corporate of $138,576.

Net income (loss)

While net income or loss generally follows the adjusting volumes in the mortgage industry, this is also impacted by changes in amortization and depreciation, stock-based compensation, interest expense, net foreign exchange gains or losses and income taxes. These amounts are not subject to the seasonal nature of our business and fluctuate with other non-operating variable expenses.

Consolidated net income for the six months ended June 30, 2021 increased when compared to the six months ended June 30, 2020 by $259,940. For the three months ended June 30, 2021, consolidated net income was $277,727, compared to net income of $302,153 for the three months ended June 30, 2020.

Net income (loss) per weighted average share, basic and diluted

Basic net income per share has been calculated based on the weighted average number of common shares outstanding in 2021 of 15,641,018 (2020 – 15,552,525). The change in net income per weighted average share for the period ended June 30, 2021 compared to the same period in 2020 was $0.02. For the six months ended June 30, 2021, we reported $0.04 compared to $0.02 during the same period ended 2020.

The dilutive effect of stock options is determined using the treasury stock method. The dilutive effect of contingently issuable shares is determined based on the number of shares, if any, that would be issuable if the end of the reporting period were the end of the contingency period and the contingency had been met. The contingently issuable shares are included in the denominator of diluted net income per share as of the beginning of the year, or as of the date of the contingent share agreement, if later. For the purposes of the weighted average number of common shares outstanding, common shares are determined to be outstanding from the date they are issued.

For the six months ended June 30, 2021, 600,000 share options outstanding, were included in the diluted net income per share calculation, resulting in 15,737,979 weighted average number of common share outstanding.

Financial Condition

Select Condensed Consolidated Statement of Financial Position Information

	June 30, 2021	December 31, 2020
Cash	**2,459,856**	1,493,600
Accounts receivable	**1,076,718**	938,049
Prepaid expenses	**178,355**	109,596
Property and equipment, net of depreciation	**111,288**	62,120
Intangible assets	**973,773**	1,052,386
Goodwill	**915,288**	915,288
Right-of-use assets	**45,678**	126,568
Accounts payable and accrued liabilities	**1,237,509**	967,861
Contract liabilities	**894,287**	741,874
Lease liabilities – current portion	**36,237**	113,490
Lease liabilities – non-current portion	**11,758**	25,486

Trade and other receivables

Consolidated trade and other receivables were $1,076,718 at the end of the second quarter of 2021 compared to $938,049 as at December 31, 2020, an increase of $138,669 (14.8%). Included in the amount for the first quarter is $8,645 in HST receivables in the Corporate segment (December 31, 2020 – 20,671). The increase is in normal course activities as volumes expand in the operating units.

MFI Credit Solutions reported a total $72,990 in trade receivables for the first six months of 2021 compared to $362,111 December 31, 2020, an increase of $73,020. We review credit accounts in the operating segments twice monthly due to the uncertainty the impact COVID-19 could have on our clients. As at June 30, 2021, $368,503 were current amounts in trade receivables.

For the six-month period ended June 30, 2021, Property Interlink reported $575,289 in outstanding trade receivables, compared to $432,007 for the year ended December 31, 2020. The Company did not report an allowance for credit losses based on historical ability to collect outstanding balances. As at June 30, 2021, $402,096 were current amounts in trade receivables.

Reliable Valuation Service, for the six months ended June 30, 2021, reported $57,682 in trade receivables compared to $61,061 for the year ended December 31, 2020.

Select financial information for the three months ended June 30, 2021 is presented as follows:

	Property Interlink, LLC	MFI Credit Solutions, LLC	Corporate	Reliable Valuation Service, LLC	Total
Current assets	$ 1,321,491	$ 1,305,525	$ 24,449	$ 1,063,464	$ 3,714,929
Property and equipment	27,797	20,558	39,201	23,732	111,288
Right-of-use assets	45,678	-	-	-	45,678
Intangible assets	77,191	811,683	84,899	-	973,773
Goodwill	621,132	294,156	-	-	915,288
Total assets	$ 2,093,289	$ 2,431,922	$ 148,549	$ 1,087,196	$ 5,760,956
Current liabilities	$ 996,803	$ 875,754	$ 187,506	$ 107,970	$ 2,168,033
Long-term liabilities	11,758	-	-	-	11,758
Total liabilities	$ 1,008,561	$ 875,754	$ 187,506	$ 107,970	$ 2,179,791
Revenues	$ 4,869,886	$ 2,951,365	$ -	$ 2,701,914	$ 10,523,165
Expenses	$ 4,761,342	$ 2,721,596	$ 35,044	$ 2,303,404	$ 9,821,386
Operating income (loss) from continuing operations before provision for income tax	$ 108,544	229,769	(35,044)	398,510	701,779
Income Tax Expense (Recovery	$ 21,005	(377)	-	35,632	56,260
Net income and comprehensive for the period	$ 87,539	230,146	(35,044)	362,878	645,519

Select financial information for the three months ended June 30, 2020 is presented as follows:

	Property Interlink, LLC	MFI Credit Solutions, LLC	Corporate	Reliable Valuation Service, LLC	Total
Current assets	$ 463,260	$ 730,489	$ 31,067	$ 495,872	$ 1,720,688
Property and equipment	32,779	31,119	-	5,905	69,803
Right-of-use assets	199,681	-	-	-	199,681
Intangible assets	95,871	913,828	120,277	-	1,129,976
Goodwill	621,132	294,156	-	-	915,288
Total assets	$ 1,412,723	$ 1,969,592	$ 151,344	$ 501,777	$ 4,035,436
Current liabilities	$ 1,011,824	$ 549,063	$ 102,582	$ 41,601	$ 1,705,070
Long-term liabilities	712,198	126,100	-	-	838,298
Total liabilities	$ 1,724,022	$ 675,163	$ 102,582	$ 41,601	$ 2,543,368
Revenues	$ 2,896,933	$ 2,286,729	$ -	$ 1,949,889	$ 7,133,551
Expenses	$ 3,046,770	$ 2,120,206	$ 323	$ 1,550,229	$ 6,717,528
Operating income (loss) from continuing operations before provision for income tax	$ (149,837)	166,523	(323)	399,660	416,024
Income Tax Expense (Recovery)	$ 18,145	3,500	300	8,500	30,445
Net income and comprehensive for the period	$ (167,982)	163,023	(623)	391,160	385,578

Share Capital

As at June 30, 2021, the share capital of the Company continued to be comprised exclusively of common shares. There are minimal dilutive securities outstanding or committed for issue, including, without limitation, options issued requiring the future issuance of new share capital by the Company.

The Company is authorized to issue an unlimited number of common shares.

	Number of Common Shares	Amount $
Balance, December 31, 2020	**15,552,525**	7,519,769
Shares Issued - exercise of options	200,000	187,732
Balance, June 30, 2021	**15,752,525**	7,707,501

The Company has a Plan that enables its directors, officers, employees, consultants and advisors to acquire common shares of the Company. Options are granted at the discretion of the Board of Directors. Under the terms of the Plan, options totaling up to 10% of the common shares outstanding from time to time are issuable. The exercise price, vesting period and expiration period are fixed at the time of grant at the discretion of the Board of Directors.

	Number of options	Weighted average exercise price $	Grant Date Fair Value
Outstanding, December 31, 2020	800,000	0.61	0.61
Options exercised	(100,000)	0.50	0.53
Options exercised	(100,000)	0.37	0.48
Outstanding and exercisable, June 30, 2021	600,000	0.64	0.59

	Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life
Granted October 5, 2018	75,000[2]	75,000	1.31[3]	October 5, 2023	2.26
Granted May 8, 2019	50,000[4]	50,000	0.56[5]	May 8, 2024	2.85
Granted November 25, 2019	25,000[2]	25,000	0.53[6]	November 23, 2024	3.41
Granted January 8, 2020	450,000[1]	450,000	0.50[7]	January 7, 2025	3.43
	600,000	**600,000**			**2.77**

(1) Executive Officers or Directors of the Company holds these options. They are fully vested.
(2) Key employees hold these options. They are fully vested.
(3) The exercise price is CDN $1.75.
(4) A consultant of the Company holds these options. They are fully vested.
(5) The exercise price is $0.75 CDN.
(6) The exercise price is $0.71 CDN.
(7) The exercise price is $0.65 CDN.

Liquidity and Capital Resources

Cash

At June 30, 2021, Starrex held $2,459,856 in cash, an increase of $966,256 over the December 31, 2020 balance of $1,493,600 due to cash flows received from operating activities.

Current assets at the end of the quarter were $3,714,929 compared to $2,541,245 at December 31, 2020. The increase of $1,063,349 is attributable to the increase in cash and trade accounts receivable.

Contingencies and Commitments

Effective November 1, 2020, the Company entered into a lease agreement for its corporate headquarters located in Houston, Texas. The new lease has a term of 39 months with an annual base rent of $105,462. Total future minimum lease payments are $310,701.

Liabilities

Current liabilities at June 30, 2021, were $2,168,033 compared to $1,823,225 at the prior year-end, an increase of $344,808. Accounts payable and accrued liabilities increased by $269,648, to $1,237,509 as at June 30, 2021 compared to $967,861 for the year ended 2020. Liabilities from contracts with customers increased by $152,413, from $741,874 at December 31, 2020 to $894,287 as of June 30, 2021. Deferred revenue for the six months ended June 30, 2021 was $452,936 compared to $288,823 at December 31, 2020 and is included in contract liabilities. Deferred revenue in Property Interlink is comprised of prepaid amounts for appraisals that were not completed as of the applicable date. As volumes increase, we expect deferred revenue to increase proportionately.

Cash Flows

Starrex generated $1,125,706 in operating cash flows from its appraisal and credit services segments. During the same period last year, the company generated $155,276 in cash to support the operating segments. The Company utilized $68,469 for the purchase of additional hardware to support the growth of the Companies, as well as furniture and equipment in preparation for the Company's headquarters move effective in last July.

Related Party Transactions

Amcap Mortgage Ltd.

AmCap Mortgage Ltd., a related customer (by common Director) accounted for $6,589,617 (six months ended June 30, 2020 - $3,969,581) of revenue to the Company for the six-month period June 30, 2021. As at June 30, 2021, $495,913 (December 31, 2020 – $390,676) is included in accounts receivable on the condensed interim consolidated statements of financial position.

Hilltop Financial, LLC

On November 16, 2018, the Company entered into a Promissory Note with Hilltop Financial, LLC, a related party (by common Director) to be utilized as a revolving line of credit with a maturity date of December 1, 2019 and which is collateralized by the accounts receivable of MFI Credit Solutions, LLC and Property Interlink, LLC. This revolving line of credit was renewed effective December 1, 2019 for one year with the same terms. The Company recorded $Nil in accrued interest for the six months ended June 30, 2021 (June 31, 2020 – $7,468). As at June 30, 2020, the Company utilized $Nil (December 31, 2020 - $Nil) of the revolving line of credit. As at December 31, 2020, The Company had paid in full all outstanding balances associated with the line of credit.

Key Management Compensation

The Company had the following transactions with officers and directors of the Company and private companies controlled by officers and directors of the Company for management consulting and other services required:

The Company incurred $227,806 in management fees and associated payroll for the six months ended June 30, 2021 (June 30, 2020 - $293,860) to key members of management. These fees are included in payroll, management and corporate services. At June 30, 2021 and 2020, all amounts had been paid.

Critical Accounting Estimates

We use information from our financial statements, prepared in accordance with IFRS and expressed in U.S. dollars, to prepare our MD&A. Our financial statements include estimates and judgments that affect the reported amounts of our assets, liabilities, revenues, expenses and, where and as applicable, disclosures of contingent assets and liabilities. On a periodic basis, we evaluate our estimates, including those that require a significant level of judgment or are otherwise subject to an inherent degree of uncertainty. Areas that are subject to judgment and estimate include revenue recognition, impairment of goodwill and non-financial assets, the determination of fair values in connection with business combinations, the determination of fair value for warrants and financial instruments, lease

terms, estimation of incremental borrowing rates to determine the carrying amount of right-of-use assets and lease liabilities and the likelihood of realizing deferred income tax assets. Our estimates and judgments are based on historical experience, our observation of trends, and information, valuations and other assumptions that we believe are reasonable when making an estimate of an asset or liability's fair value. Due to the inherent complexity, judgment and uncertainty in estimating fair value, actual amounts could differ significantly from these estimates.

Areas requiring the most significant estimate and judgment are outlined below.

Goodwill

Goodwill and other indefinite life intangible assets are tested for impairment annually or more frequently if there is an indication of impairment. The carrying value of intangible assets with definite lives (software, trade name and customer relationships) and equipment is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired, and an impairment loss is recognized in profit or loss. The assessment of fair value requires the use of estimates and assumptions related to future operating performance and discount rates, differences in estimates and assumptions could have a significant impact on the financial statements.

Business Combinations

Applying the acquisition method to business combinations requires each identifiable asset and liability to be measured at its acquisition date fair value. The excess, if any, of the fair value of consideration over the fair value of the net identifiable assets acquired is recognized as goodwill. The determination of acquisition date fair values often requires management to make assumptions and estimates about future events. The assumptions with respect to fair value of intangible assets require a high degree of judgment and include estimates for future operating performance, discount rates, technology migration factors and terminal value rates.

Taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company is also subject to tax regulations as they relate to flow-through financing arrangements. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Leases

The determination of the Company's lease liability and right-of-use asset depends on certain assumptions which includes the selection of the discount rate. The discount rate is set by referencing to the Company's incremental borrowing rate. Significant assumptions are required to be made when determining which borrowing rates to apply in this determination. Changes in the assumptions used may have a significant effect on the Company's consolidated financial statements.

Expected Credit Losses

Determining an allowance for expected credit losses ("ECLs") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Other

Other estimates include, but are not limited to, the following: identification of CGUs, impairment assessments for non-financial assets, inputs to the Black-Scholes option pricing model used to value stock-based compensation, estimates of property and equipment's useful life, assessing provisions, estimating the likelihood of collection to determine our allowance for doubtful accounts, the fair value of financial instruments, control assessment of subsidiaries, contingencies related to litigation and contingent acquisition payables,

claims and assessments and various economic assumptions used in the development of fair value estimates, including, but not limited to, interest and inflation rates and a variety of option pricing model estimates.

Risk and Risk Management

Risks and uncertainties facing us, and how we manage these risks.

Business Risk

Starrex has established policies and procedures to identify, manage and control operational and business risks that may impact our financial position and our ability to continue ordinary operations. Management is responsible for ongoing control and mitigation of operational risk by ensuring the appropriate policies, procedures and internal controls, as well as compliance measures are undertaken.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. For financial assets, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. In the normal course of business, the Company is exposed to credit risk from its customers and the related accounts receivable are subject to normal industry credit risk.

The Company's exposure to credit risk with its customers is influenced mainly by the individual characteristics of each customer. The Company generally does not require collateral for sales on credit. The Company closely monitors extensions of credit and has not experienced significant credit losses in the past. At June 30, 2021, and December 31, 2020, the Company had a nil balance in the reserves for credit losses and had no material past due trade receivables.

The Company applies the IFRS 9 simplified approach to measuring expected losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. The expected loss rates are based on the payment profiles of sales over a period of 36 months before the year end. The historical loss rates, if any, are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. All trade receivables are less than sixty days past due. On that basis, the Company has not provided for expected credit losses.

Financial Risk

The Company maintains strong internal controls, including management oversight at both the parent and subsidiary levels, to provide reasonable assurance of financial reporting reliability and preparation of financial statements for external purposes consistent with IFRS.

Market Risk

The only significant market risk exposure to which the Company is currently exposed is interest rate risk. The Company's exposure to interest rate risk relates to its ability to earn interest income on otherwise inactive cash balances at variable rates. The fair value of the Company's cash and cash equivalents are relatively unaffected by normal changes in short-term interest rates.

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available working capital to meet its liquidity requirements. At June 30, 2021, the Company had cash of $2,459,856 (December 31, 2020 - $1,493,600) available to settle current liabilities of $2,168,033 (December 31, 2020 - $1,823,225).

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash maintained at financial institutions is subject to a floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable, and accounts payable and accrued liabilities that are denominated in a foreign currency. As at June 30, 2021, the Company held immaterial amounts of cash, accounts receivable and accounts payable and accrued liabilities in CDN currency and considers foreign currency risk to be low.

	June 30, 2021	December 31, 2020
Cash	**8,212**	-
Accounts receivable	**10,718**	-
Accounts payable and accrued liabilities	**(1,829)**	(6,535)
Total	**17,101**	(6,535)

Federal and State Regulation

As at June 30, 2021, we are subject to licensing requirements in many of the states in which we operate. The appraisal management business operated by Property Interlink is currently licensed and operating in forty states and/or jurisdictions . Of these states, Alabama, Idaho, Iowa, New Mexico, North Carolina, Oregon, South Dakota and Utah require surety bonds in the amounts of $25,000 each with Arizona, Arkansas, Colorado, Georgia, Louisiana, Missouri and Tennessee requiring $20,000. The Company is also required to provide surety bonds in the amounts of $100,000 each for Wyoming and Washington. We may become subject to additional registration or licensing requirements if we expand our businesses to additional services or to provide our services in additional states. We are in compliance with all licensing and bonding requirements in the jurisdictions in which we operate.

We cannot predict the impact of new or changed laws, regulations or licensing requirements, or changes in the ways that such laws, regulations or licensing requirements are enforced, interpreted or administered. Financial and mortgage servicing laws and regulations are complex, are subject to change and have become more stringent over time. It is possible that greater than anticipated regulatory compliance expenditures will be required in the future. We expect that continued government and public emphasis on regulatory compliance issues will result in increased future costs of our operations. The Company mitigates this risk by with compliance monitoring and quarterly reviews of appraisal activity by state.

Acquisition Activities

Identifying, executing and realizing attractive returns on business combinations is highly competitive and involves a high degree of uncertainty. The Company continually evaluates opportunities to acquire additional complementary businesses. Any resulting acquisitions may be significant in size, may change the scale of the Company's business, and may expose the Company to new geographic, political, operating, financial and other risks. Success in the Company's acquisition activities depends on the Company's ability to identify suitable acquisition candidates, acquire them on acceptable terms, and integrate their operations successfully. Risks include the difficulty of assimilating the operations and personnel of any acquired companies, the potential disruption of the Company's ongoing business, the inability of management to maximize the Company's financial and strategic position through the successful integration of acquired assets and businesses, the maintenance of uniform standards, controls, procedures and policies, the impairment of relationships with customers and contractors as a result of any integration of new management personnel and the potential unknown liabilities associated with acquired businesses.

The Company may be affected by numerous risks inherent in the business operations which the Company acquires. For example, if the Company combines with a financially unstable business or an entity lacking an established record of sales or earnings, the Company may be affected by the risks inherent in the business and operations of a financially unstable or an undercapitalized entity. Although the Company's executive officers and directors will endeavor to evaluate the risks inherent in a particular target business, the Company cannot assure that the Company will properly ascertain or assess all of the significant risk factors or that the Company will have adequate time to complete due diligence investigations. Furthermore, some of these risks may be outside of the Company's control and leave the Company with no ability to control or reduce the chances that those risks will adversely impact a target business.

In addition, the Company may need additional capital to finance an acquisition. Historically, the Company has raised funds through equity financing, although recently the Company used a convertible debt instrument. However, the market prices for financial services are highly speculative and volatile. Accordingly, instability in prices may affect interest in such businesses and the development of such businesses that may adversely affect the Company's ability to raise capital to acquire complementary businesses. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

COVID-19 Update

In December 2019, a novel coronavirus disease ("COVID-19") was reported and in January 2020, the World Health Organization ("WHO") declared it a Public Health Emergency of International Concern. On February 28, 2020, the WHO raised its assessment of the COVID-19 threat from high to very high at a global level due to the continued increase in the number of cases and affected countries, and on March 11, 2020, the WHO characterized COVID-19 as a pandemic.

Changes in economic conditions resulting in fluctuations in demand for services provided

The COVID-19 pandemic has increased the uncertainty surrounding interest rates, refinance rates, the capacity of lenders to underwrite mortgages, house prices, housing stock supply and demand, the availability of funds for mortgage loans, credit requirements, regulatory changes, household indebtedness, employment levels and the general health of the North American economy, each of which could have a significant impact on our operating performance. We generate revenues on a per transaction basis and do not have minimum volume guarantees with our clients. Accordingly, uncertain economic conditions and a lack of housing market strength and/or stability caused by the COVID-19 pandemic could reduce demand for our services, which could have a material adverse effect on our business, financial condition and results of operations.

Failing to adequately protect our technology Infrastructure

We depend on third-party service providers to provide continuous and uninterrupted access to certain elements of our platform. If the supply reliability or security of these services were impacted by the COVID-19 pandemic, it could significantly restrict or otherwise prevent us from carrying out some or all of our business operations, which could have a material adverse effect on our business, financial condition and results of operations.

In addition, an extended period of our employees working in an at home environment could strain our technology resources and introduce operational risks, including heightened cybersecurity risk. Work from home environments may be less secure and more susceptible to hacking attacks, including phishing and social engineering attempts that seek to exploit the COVID-19 pandemic.

Regulatory risks applicable to us

We operate in a highly regulated industry, and compliance with laws and regulations are volatile and expensive. In addition, due to the impact of the COVID-19 pandemic, laws and regulations impacting the residential mortgage market, including the compliance and regulatory landscape, are rapidly evolving in an attempt to stop the spread of the COVID-19 pandemic, protect public safety and support the financial needs of affected individuals. New laws and regulations and/or changes to existing laws and regulations brought about by the COVID-19 pandemic could require significant changes to our business model and/or service offerings. If: (i) we are unable to quickly adapt our business model and/or service offerings to comply with any significant changes to the legal and/or regulatory landscape in a cost-efficient manner; (ii) we fail to comply with these rapidly evolving changes; or (iii) we are unable to carry on all or a portion of our business , it could have a material adverse effect on our business, financial condition and results of operations.

Additionally, it is possible that regulatory oversight of the residential mortgage market may, in the future, be scaled back, due to the impact of the COVID-19 pandemic. Any reduction in existing laws and regulations may affect the barriers to entry that the current regulatory environment creates, which could have a material adverse effect on our business, financial condition and results of operations.

Maintaining our competitive position in a competitive business environment

Maintaining demand for our services, in the near-term, in response to COVID-19 may require us to, among other things: (i) successfully develop and bring to market enhancements to existing services; (ii) develop new services and technologies that address the needs of our existing and prospective clients; and (iii) respond to changes in industry standards and practices, in each case, in a cost-effective manner and on a timely basis. Failing to maintain demand for our services could have a material adverse effect on our business, financial condition and results of operations.

Growth placing significant demands on our management and infrastructure

Growth has placed, and will continue to place, significant demands on our management and our operational, technical and financial infrastructure, including the recent growth in refinance market volumes stemming from lower interest rates attributable to the economic uncertainty caused by the COVID-19 pandemic. Severe or excessive growth in market volumes could strain our ability to: (i) maintain reliable, high-quality service levels for our clients; (ii) develop and improve our operational, financial, technical and

management controls; (iii) enhance our reporting systems and procedures; and (iv) recruit, train and retain highly-skilled personnel, any of which could have a material adverse effect on our business, financial condition and results of operations.

Qualified individuals in our industry are currently in high demand and there is no guarantee that we will be able to retain our key personnel or that we will be able to attract and retain new highly skilled individuals without incurring a significant increase in compensation costs to do so. The loss of key employees or our inability to attract and retain new highly skilled personnel could have a material adverse effect on our business, financial condition and results of operations.

Failing to maintain field professional engagement

We rely on our network of independent field professionals to provide service to our clients. If an increasing number of field professionals are uncomfortable proceeding with interior appraisal inspections or in person mortgage closings due to the COVID-19 pandemic or enhanced government regulation limits the ability of individuals on our field professional network to provide services in certain locations (e.g. by imposing local travel restrictions, etc.), it could constrain our ability to maintain a sufficient number of field professionals in certain geographies and/or increase our transaction costs. Accordingly, we may be unable to meet our service obligations to our clients or need to incur increased transaction costs to do so, either of which could have a material adverse effect on our business, financial condition and results of operations.

Potential losses arising from field professional work product liability

We manage a network of independent field professionals who produce a work product that our clients and underwriters rely on to make decisions. The COVID-19 pandemic has resulted in a number of significant changes to industry standards and processes, including the methods for performing various services. These changes, however, also create additional risks as certain traditional standards and processes are relaxed in an attempt to stop the spread of the COVID-19 pandemic and protect public safety. Should our field professionals produce a work product that is defective and results in a client and/or the underwriter incurring a financial loss, such parties may seek indemnification. If we are required to indemnify one or more clients and/or underwriters for work product liability and we are unable to obtain recourse from our field professionals or their errors and omissions insurance providers for the full amount of the loss incurred, it could have a material adverse effect on our business, financial condition and results of operations.

Failing to maintain effective internal controls, including the inherent limitations in all control systems

Controls may be circumvented as a result of our employees being placed in work-at-home environments, or for other reasons either directly or indirectly attributable to the COVID-19 pandemic. The design of any system of controls is also based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design procedures will succeed in achieving its stated goals under all potential conditions. If we fail to maintain effective internal controls, it could have a material adverse impact on our business, financial condition and results of operations.

Inaccurate accounting estimates and judgments

The impact of the COVID-19 pandemic has created significant global economic uncertainty and could require us to reassess certain assumptions and judgments related to, amongst other things, our forecast of future operating performance, the ability to sustain our operations and to assess the recoverability of our assets recorded in our statement of financial position. If the underlying estimates are ultimately proven to be incorrect, subsequent adjustments could have an adverse effect on our operating results and could require us to restate our historical financial statements.

Ineffectiveness of our financial and operational risk management efforts

We could incur substantial losses and our business operations could be disrupted if we are unable to effectively identify, manage, monitor and mitigate financial risks, such as credit risk, interest rate risk, liquidity risk, exchange rate risk and other market-related risk, as well as operational risks related to our business, assets and liabilities, including those brought about by the COVID-19 pandemic, which could have a material adverse effect on our business, financial condition and results of operations.

Financial Information Controls and Procedures

Cautionary Note Regarding Forward-Looking Information

This MD&A contains “forward-looking information” within the meaning of applicable Canadian securities laws. Words such as “aim”, “could”, “forecast”, “target”, “may”, “might”, “will”, “would”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “seek”, “believe”, “predict” and “likely”, and variations of such words and similar expressions are intended to identify such forward-looking information, although not all forward-looking information contains these identifying words.

The forward-looking information in this MD&A includes statements which reflect the current expectations of the Company’s management with respect to the Company’s business and the industry in which it operates and is based on management’s experience and perception of historical trends, current conditions and expected future developments, as well as other factors that management believes appropriate and reasonable in the circumstances. The forward-looking information reflects management’s beliefs based on information currently available to management, including information obtained from third-party sources, and should not be read as a guarantee of the occurrence or timing of any future events, performance or results. The forward-looking information in this MD&A includes, but is not limited to, statements related to:

- the impact of COVID-19 on our operations, services, employees, financial condition, capital and financial resources, and internal controls;
- the key factors that have a significant impact on our financial performance;
- anticipated economic conditions;
- the regulatory environment in which we operate;
- our competitive position relative to our competitors;
- anticipated industry and market trends, including the seasonality of our business; and
- our intentions with respect to the implementation of new accounting standards.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures within the Corporation have been designed to provide reasonable assurance that all relevant information is identified to its President and Chief Executive Officer (“CEO”), and its Audit Committee to ensure appropriate and timely decisions are made regarding public disclosure. Internal controls over financial reporting have been designed by management, under the supervision of, and with the participation of the Corporation's CEO and CFO, to provide reasonable assurance regarding the reliability of the Corporation’s financial reporting and its preparation of financial statements for external purposes in accordance with IFRS. In the Corporation’s 2021 filings, the Corporation’s CEO and CFO certified, as required by National Instrument 52-109, the appropriateness of the financial disclosure, the design and effectiveness of the Corporation’s disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting. In the Corporation’s 2021 filings, the Corporation’s CEO and CFO certified, as required by National Instrument 52-109, the appropriateness of the financial disclosure, the design of the Corporation’s disclosure controls and procedures and the design of internal controls over financial reporting. The Corporation’s Audit Committee reviewed this MD&A and the interim unaudited condensed consolidated financial statements and notes, and the Corporation’s Board of Directors approved these documents prior to their release.

Changes in Internal Controls over Financial Reporting

There have been no material changes to the Corporation’s internal controls over financial reporting during the quarter ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.