

INTELLABRIDGE TECHNOLOGY CORPORATION

MANAGEMENT DISCUSSION AND ANALYSIS DECEMBER 31, 2022

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

1.1 Date

This Management Discussion and Analysis (“MD&A”) of Intellabridge Technology Corporation (formerly Cryptanite Blockchain Technologies Corp.) (the “Company” or “Intellabridge”) has been prepared by management as of December 31, 2022 and should be read in conjunction with the condensed interim consolidated financial statement and related notes thereto for the year ended December 31, 2022 and the audited consolidated financial statements and related notes thereto of the Company for the years ended December 31, 2022 and 2021, which were prepared in accordance with International Financial Reporting Standards (“IFRS”) and are reported in United States (“US”) dollars unless otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains certain statements that may constitute “forward-looking statements”. Forward-looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, regulatory compliance, sufficiency of working capital, and business and financing plans. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made and they involve a number of material risks and uncertainties. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company’s ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

The Company has based the forward-looking statements largely on the Company's current expectations, estimates, assumptions, and projections about future events and financial and other trends that the Company believes, as of the date of such statements, may affect its business, financial condition and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond the Company’s control, include, but are not limited to: management’s expectations regarding the future business, objectives and operations of the Company; the Company’s anticipated cash needs and the need for additional financing; the Company’s ability to successfully complete future financings; the acceptance by the marketplace of new technologies and solutions; the Company’s expectations regarding its competitive position; the Company’s expectations regarding regulatory developments and the impact of the regulatory environment in which the Company operates; the Company’s ability to attract and retain qualified management personnel and key employees; and anticipated trends and challenges in the Company’s business and the markets in which it operates. Assumptions underlying the Company's working capital requirements are based on management's experience with other public companies. Forward-looking statements pertaining to the Company's need for and ability to raise capital in the future are based on the projected costs of operating a cryptocurrency company and management's experience

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities assumes no material change in regulations, policies, or the application of the same by such authorities. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward- looking statements with the risks set forth.

1.2 Overall Group Structure

Intellabridge Technology Corporation (the “Company” or “Intellabridge”, formerly Cryptanite Blockchain Technologies Corp.) was incorporated on June 24, 1988 under the laws of British Columbia.

On March 7, 2018, the Company completed a reverse takeover transaction (the “RTO”), which was effected pursuant to a merger agreement between Westbay Ventures Inc. and ChargaCard Inc. (“ChargaCard”), a private corporation existing under the laws of Delaware with its head office in Boulder, Colorado. As part of the transaction, the Company voluntarily delisted its common shares from the TSX Venture Exchange and effective February 28, 2018, changed its name to Cryptanite Blockchain Technologies Corp. and commenced trading its shares on the Canadian Securities Exchange (“CSE”) on March 12, 2018, under the symbol NITE.

Pursuant to the RTO, the Company issued an aggregate of 39,558,733 common shares of the Company in exchange for all of the issued and outstanding shares of ChargaCard and 2,000,000 share purchase warrants to warrant holders of ChargaCard. Upon closing of the transaction, the shareholders of ChargaCard owned 70% of the common shares of the Company and, as a result, the transaction is considered a reverse acquisition of the Company by ChargaCard. The Company changed its year end from May 31st to December 31st in order to align the fiscal year periods to that of ChargaCard.

In conjunction with the RTO, the Company raised capital through an equity financing consisting of 8,189,442 common shares of the Company at a price of CAD\$0.45 per share for gross proceeds of CAD\$3,685,249.

On August 7, 2018, ChargaCard incorporated a wholly owned subsidiary in Ukraine, Intellabridge LLC.

On October 9, 2018, the Company incorporated a wholly owned subsidiary in Malta, Cryptanite Ltd., to expand its business to the European market. Cryptanite Ltd. was providing the Virtual Financial Assets (“VFA”) services in or from within Malta by functioning of the Company’s Cryptanite App since its incorporation until October 2019. During the year ended December 31, 2019, management assessed the profitability of its operations of Cryptanite Ltd. with a view of new regulations of the Malta Financial Services Authority (“MFSA”). Based on the assessment, management decided not to reapply for a VFA Services License that was due for a renewal on or before October 31, 2019 according to the new regulations.

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

Cryptanite Ltd was "Struck Off as Defunct", effective 28/12/2021 and the Maltese Business Registry considers the Maltese Company closed or liquidated.

1.3 General Description of the Business

Intellabridge is a financial technology company in the business of impact finance with a mission to make every financial transaction have a positive impact. Intellabridge's Karma Card impact finance product allows customers to generate cashback from financial transactions and make it easy for customers to donate their cashback to charitable organizations based on the United Nations Sustainable Development Goals. Intellabridge offers web and mobile applications providing customers with cashback debit cards, Apple Pay and Google Pay, and automated donation systems, as well as self-custody aggregated financial systems and institutional-grade security solutions.

Products

1. *Karma Card*

Karma Card is a traditional fiat-based debit card integrated with innovative cashback solutions. It allows users to accumulate cash back rewards from card transactions and can donate their cashback rewards to the charities of their choice based on the United Nations 17 Sustainable Development Goals.

The Karma Card product availability is currently limited to users and residents of the United States. The Company is exploring expansion into additional markets including Canada, Europe and the UAE.

2. *Kash*

Kash is a self-custody decentralized data and news aggregation application which makes it easy for users to access decentralized markets. The application is not available in the United States or Canada and available only in countries where it is regulatory compliant.

Other Intellectual Property:

3. *ChargaCard*

ChargaCard is a P2P payment processing platform for the informal credit markets. The platform makes it easy for individuals to pay their bills in installments and for service sector businesses to get paid on time and in full. The platform helps improve the receivables turnover ratio of service sector businesses and obviates the need for collection agents. At present, the application is not active as the Company focuses on development and marketing of its core assets. The Company is considering integrating ChargaCard lending component, scoring and ability to pay bills are expected to be used in "Kash"

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

application.

4. *BitDropGo*

In September 2019, the Company completed the development and launched in the Google Play Market “BitDropGo”, an augmented reality advertising platform, powered by a digital asset rewards system. The product is B2B with a focus on retail merchant market and as a result of the Covid-19 crisis this project is on hold. The Company is exploring the opportunity of leveraging BitDropGo to promote the “Kash” application in the future.

Blockchain Consulting & Professional Development Services

In December 2018, the Company entered into an agreement with One Feather Mobile Technologies Ltd. (“OneFeather”), a British Columbia-based technology and consulting service provider focused on First Nations communities, to develop a comprehensive suite of blockchain-based software products including Smart Status Cards, vote management systems, member registrar management systems, digital wallets, and financial management and accounting solutions. This consists of a digital solution for First Nation sovereign identity and status card renewal, a government requirement that often remains incomplete due to the nature of the current renewal process. The Company was engaged to develop a solution utilizing blockchain technologies to enable more efficient status card renewal and status verification. Additionally, the Company created OneFeather’s digital wallet, a solution designed to address a number of issues faced by First Nations communities in Canada. Users will be able to register their sovereign identity on the wallet and easily integrate their Smart Status Card. Product features include full support of an inaugural First Nation cryptocurrency and token rewards, along with the ability to verify claims and transactions, issue GST rebate entitlements, and even allow for peer-to-peer transfers with other First Nations. This engagement was completed in June 2019.

In July 2019, the Company signed a Memorandum of Understanding with One Feather to further develop existing financial management and accounting software for OneFeather. This easy-to-use, cloud-based software is being designed specifically for Canadian First Nations. Featuring Smart Status Card and digital wallet integration, the suite will intend to produce an integrated application programming interface (API) compatible with the Canadian Federal Government, allowing for streamlined reporting, auditing, and money transfers. The contract was completed by December 31, 2019.

In January 2020, the Company started working with Hygge Power, building a mobile application for energy consumers. In Q3 of fiscal 2020, the Company finished the development services for Hygge and delivered the product.

1.4 **Management's Financial Review of 2022 and Outlook for 2023**

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

Intellabridge has built a financial social impact application Karma Card. The online product connects makes it easy for users to earn cashback from merchants donate the cashback to charitable organizations. Throughout the year 2022, the Company was primarily focused on developing the Karma Card product and the technical software, branding and marketing strategy. The Company dedicated considerable effort into researching donation methodologies, systems integrations, and vetting of product partners and suppliers.

During 2023 the Company plans to launch a Beta version of the product in April 2023. During the Beta period the Company plans to add features and work on partner integrations as well as onboarding new users to test the product during the Beta period which is expected to last until December 2023. By the end of the Beta period the Company expects to have 10,000 active users. We expect to start generating revenue in the third quarter of 2024. generating revenues for the Company. The “Launch Version” of the product is expected to take place in January 2024. The Company costs during the Beta period (April to December 2023) is estimated to be \$1.25 million USD that includes

- product development - 55%
- marketing, customer acquisition, customer support and operations - 35%
- G&A - 10%

Another core discussion revolved around determining priority areas for charitable donations. The key management objective was to develop relationships with partners capable of ensuring transparency in charitable initiatives and sustainability projects.

Our financial forecasts and budgets for 2023 and beyond are grounded in a careful assessment of various scenarios. We have designed the metrics to ensure the financial stability of the company and explore different growth trajectories, preparing to fund them accordingly.

Overall for year 2022, the Company invested significant resources in market research and the product development of Karma Card.

The Company is generating a monthly plan and cash-flow forecast and continues to monitor any deviations from its baseline budget.

The primary expenses for the first half of 2023 are expected to be associated with costs for product integration, card issuance partnership, and marketing initiatives.

Management will use these strategic objectives to measure the Company's progress and will update and supplement these objectives over the course 2023.

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

1.5 Selected Annual Information

	Year ended December 31, 2022	Year ended December 31, 2021	Year ended Decemb er 31, 2020	Year ended December 31, 2019
Total revenue	0	0	83,041	\$ 647,805
Gross profit	0	0	34,146	\$ 198,674
Net loss from continuing operations	(3,466,552)	(2,812,110)	(355,938)	\$ (734,037)
Net loss for the period	(3,466,552)	(2,812,110)	(355,938)	\$ (667,992)
Loss per share from continuing operations	(0.05)	(0.04)	(0.01)	\$ (0.01)
Loss per share from discontinued operations	-	-	-	\$ (0.00)
Loss per share	-	-	(0.01)	\$ (0.01)
Total assets	3,705,220	8,557,052	333,194	\$ 493,741
Total long-term liabilities	Nil	Nil	Nil	\$ Nil
Cash dividends declared per share for each class of share	Nil	Nil	Nil	\$ Nil

The current year is the fifth year of operations of the Company since its incorporation. The Company completed its RTO on March 7, 2018 and incurred a total of \$3,211,128 in listing expenses, which comprises approximately 47 percent of the Company's net loss from continuing operations for 2018. Please also see 1.6 Results of Operations

1.6 Results of Operations

Year ended December 31, 2022

During the year ended December 31, 2022, the Company recorded a net loss of \$3,466,552 compared to \$2,812,110 for the year ended December 31, 2021. \$3,104,423 of the net loss for the year ended

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

December 31, 2022 was due to the loss of revaluation of digital currency.

Operations Revenues and profit

During the year ended December 31, 2022, the Company did not generate any revenue mainly due to management's focus on the development of the Kash and Karma Card applications.

General and administrative expenses

The Company's general and administrative expenses for the period ended December 31, 2022 were \$1,701,633 compared to \$1,511,076 in 2021, an increase of \$190,557. The increase in general and administrative expenses was primarily a result of increased professional fees, management fees and office and administration expenses.

The Company's increase in expenses was attributable to:

Office and administration expenses increased by \$110,123 mainly due to the attribution of PrimeTrust software costs (services up to and including May);

Advertising and marketing fees increased by \$10,502 mainly due to the costs incurred in Q1 2022. Starting from May 2022 marketing activities of the Company were ceased;

Travel costs increased by \$61,261 due to increased business trips in 2022;

Professional fees increased by \$144,486 primarily due to legal services rendered for the Company during the period;

Amortization increased by \$1,716; and

Management fees and salaries increased by \$72,615 due to management fee payment to the director and the increased executive compensation. Reword this sentence?

In Q1-Q4 2022 the Company incurred regulatory and transfer agent fees in the amount of \$32,744, a decrease of \$15,536 in comparison with 2021.

Research and development decreased by \$131,791. Starting from June 2022 the Company started capitalization of development costs of "Kash" applications;

Share-based compensation

Share-based compensation of \$Nil (2021 - \$480) was recognized in 2022 (see section 1.10 Related Parties Transactions);

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

Other items

During the period ended December 31, 2022, other items included the following:

- A revaluation loss of \$3,104,423 (2021 – Nil) as a result of marking to market the Company’s digital currencies held in inventory.
- Gain on sale of facility located in Nederland, Colorado in the amount of \$160,041.
- In Q4 2022 the Company incurred additional costs to compensate PrimeTrust users for losses from transactions on the platform in the amount of \$212,386;
- The Company incurred and paid \$98,725 consideration for stock purchase agreement termination with a former director.

Discontinued operations

During the year ended December 31, 2022, the Company recorded no results of discontinued operations. During 2021 \$Nil was recorded as net proceeds received on the sale of crypto-mining equipment.

1.7. Summary of Quarterly Results

The following is a summary of certain unaudited financial information for each of the eight reporting quarters:

Quarter ended	Revenues	Gross Profit	Net Gain (Loss) from continued operations	Net Gain (Loss)	Loss per share from continued operations
December 31, 2022	\$0	\$0	\$995,364	\$995,364	(0.00)
September 30, 2022	0	0	(402,168)	4	(0.00)
June 30, 2022	0	0	(3,261,956)	(402,168)	(0.00)
March 31, 2022	0	0	(797,791)	(3,261,956))
December 31, 2021	0	0	(390,835)	(797,791)	(0.00)
				(390,835))

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

September 30, 2021	0	0	(368,147)	(368,147)	(0.00)
June, 30, 2021	0	0	(180,672)	(180,672)	(0.00)
March 31, 2021	0	0	(102,215)	(102,215)	(0.00)

December 31, 2022 – the Company generated a gain of \$995,364 mainly because of the realized gain on digital currencies transactions. No revenue was generated. The Company continued the final stage of development of Kash and Karma Card applications which are expected to generate revenue in Q3 2023.

September 30, 2022 - the Company generated a loss of \$402,168 mainly because of application development costs and cryptocurrency revaluation losses. The Company continued the final stage of development of “Kash” application which is expected to generate revenue in Q3 2023.

June 30, 2022 - the Company generated a loss of \$3,261,956 mainly because of application development costs and cryptocurrency revaluation losses. The Company continued the final stage of development of “Kash” application which is expected to generate revenue in Q3 2023.

March 31, 2022 - the Company generated a loss of \$797,791 mainly because of application development costs and cryptocurrency revaluation losses. The Company continued the final stage of development of “Kash” application which is expected to generate revenue in Q3 2023.

December 31, 2021 - the Company generated a loss of \$390,835 mainly because of application development costs. The Company continued the final stage of development of “Kash” application which is expected to generate revenue in 2023.

September 30, 2021 – the Company generated a loss of \$368,147 mainly because of the research and development costs, and increased marketing and professional and regulatory fees. The Company entered the final stage of development of the “Kash” application which is expected to generate revenue in 2023.

June 30, 2021 – the Company generated a loss of \$180,672 mainly because of the research and development costs and increased professional and regulatory fees. The Company entered the final stage of development of “Kash” application which is expected to generate revenue in Q3 2023.

March 31, 2021 – the Company generated a loss of \$102,215 mainly because of the loss on settlement of debt to related parties. The Company significantly reduced costs in overall operations.

December 31, 2020 – the Company generated a loss of \$20,438 in revenues mainly due to writing of

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

invoices of OneFeather project, recorded in previous quarters. It also significantly reduced costs in overall operations. The Company continued the development of the “Kash” application, Private Beta was launched at the end of Q2, 2021.

September 30, 2020 – the Company generated \$21,580 in revenues from three customers for development and IT services and significantly reduced costs in overall operations.

June 30, 2020 – the Company generated \$34,399 in revenues from two customers for development and IT services and significantly reduced costs in overall operations.

March 31, 2020 – the Company generated \$47,500 in revenues from two customers for development and IT services and significantly reduced costs in overall operations.

December 31, 2019 – the Company generated a gross profit of \$105,248 from the OneFeather application development project, which partially offset its general operating expenses of \$151,495.

September 30, 2019 – the Company didn’t generate any revenue during this quarter, which resulted in a higher net loss reported during the period. Operating expenses were reduced by \$112,154 as compared to Q1 of 2019 and by \$47,082 as compared to Q2 of 2019 due to the Company’s cost savings initiatives.

June 30, 2019 – the Company generated a profit of \$159,430 from the OneFeather application development project, which partially offset its general operating expenses of \$317,031 incurred during the quarter.

March 31, 2019 – the Company generated a profit of \$184,453 from the OneFeather application development project which partially offset its general operating expenses of \$382,103.

December 31, 2018 – At year end, the Company recognized impairment losses on the facility that is offered for sale, its investments in the JV Company and Canyon Capital’s Halomoji project, impairment allowance on the data service security deposit and losses on discontinued crypto mining operations, which resulted in a significant increase in net loss. General operating expenses were consistent with the previous quarters.

1.8 Liquidity and Capital Resources

The Company reported working capital of \$3,116,334 at December 31, 2022 compared to working capital surplus of \$8,416,053 at December 31, 2021, representing a decrease in working capital of \$5,299,719.

As at December 31, 2022, the Company had net cash on hand of \$3,323,888 compared to \$5,080,163 as at December 31, 2021, representing a decrease of \$1,756,275.

During the year ended December 31, 2022, the Company used \$1,710,024 (2021 - \$2,028,509) of its cash

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

in operating activities.

The Company received \$151,409 (2021 – spent \$1,212,350) in its investing activities. The Company sold the premises.

The Company’s current assets excluding cash consisted of the following:

	December 31, 2022	December 31, 2021
Government sales tax credits	\$ 2,819	\$18,019
Other receivables	\$ 397	\$ 1,284
Total Receivables	\$ 3,216	\$ 19,303
Prepays	\$ 56,518	\$ 148,129
Digital currencies at fair market value	\$ 11,348	\$ 3,004,248
Assets held-for-sale (Colorado property)	-	\$ 305,209

Liabilities as at December 31, 2022 consisted of trade payables of \$159,547 (December 31, 2021 - \$81,855), and due to related parties of \$119,091 (December 31, 2021 - \$59,144).

Risk Factors and Uncertainties

The Company can be exposed, in varying degrees, to a variety of financial related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on its cash held in bank accounts, which is mainly held with reputable US and Canadian banks. Therefore, credit risk of the Company’s cash deposits is assessed as relatively low.

The Company’s secondary exposure to credit risk is on its receivables, which consists mainly of trade receivables and refundable government sales taxes. Credit risk related to these receivables is assessed as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

due. The Company manages liquidity risk by continuously monitoring cash requirements to ensure that it is able to meet its short term and long-term obligations and operational plans.

As at December 31, 2022, the Company has a working capital of \$3,116,334 (2021 - \$8,416,053). Liquidity risk is assessed as low.

Market risk

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

(a) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will change due to a change in the level of interest rates. The Company is exposed to interest rate risk as its bank account earns interest income at variable rates and is subject to the movement in interest rates. Management considers interest rate risk to be minimal.

(b) Foreign currency risk

The Company and its subsidiaries operate internationally, and during the period were exposed to foreign exchange risk arising from currency fluctuations, primarily with respect to the USD/CAD/EURO and UAH dollar rates.

Management regularly monitors exposure to foreign exchange risks, but does not have a current hedging policy in place.

(c) Price risk

The Company is exposed to digital currencies price risk due to the volatility of the industry. The digital currencies are measured using Level 2 fair values, determined by taking the rate from coinmarketcap.com. Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. Digital currencies have a limited history and the fair value historically has been relatively volatile. Historical performance of digital currency is not indicative of their future price performance.

1.9. Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements.

1.10. Related Party Transactions

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers. During the year ended

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

December 31, 2022 and 2021, the remuneration of management fees to key personnel were as follows:

December 31,	2022	2021
Chief Executive Officer ^(a) (CEO)	\$ 130,022	117,127
Chief Operating Officer ^(b) (COO)	111,905	90,000
Total	\$ 241,926	207,127

(a) During the year ended December 31, 2022, the Company paid or accrued compensation of \$130,022 (2021 - \$117,127) to the CEO and director of the Company.

During the year ended December 31, 2020, the Company entered into a short-term loan arrangement with the CEO for a total of \$51,222. The loan is non-interest bearing and has a one-year repayment term. The Company determined that the rate implicit in the loan is at a market rate of 12% per annum. Accordingly, the Company recorded an initial benefit of the below-market interest rate loan of \$5,488 to the reserve. During the December 31, 2020 year, interest of \$1,448 was accrued and a benefit of \$1,293 was recognized in the statement of loss and comprehensive loss. During the year ended December 31, 2021, the loan was settled through a share issuance (Note 10).

As at December 31, 2022, a total of \$6,654 is due to the CEO (December 31, 2021 – due to the CEO was \$3,579). This amount is recorded in due to related parties. In addition, during the year ended December 31, 2021, a total of \$221,735 was converted to 2,800,940 common shares. In April 2022, the provision of management services in exchange for a monthly fee for the contract was increased to \$12,000.

(b) On December 4, 2017, the Company entered into an Operations Management and Product Development Services contract with the COO and director of the Company for provision of management services in exchange for a monthly fee of \$7,500. The contract was for a one-year term with an extension for renewal for an additional year at the end of each year of the contract. In April 2022, the provision of management services in exchange for a monthly fee for the contract was increased to \$10,000.

During the year ended December 31, 2022, the Company paid or accrued aggregate fees of \$111,905 (2021 - \$90,000) for management services pursuant to the above to the COO.

As at December 31, 2022, a total of \$82,437 (December 30, 2021 - \$ 35,565) is due to the COO. This amount is recorded in due to related parties. In addition, during the year ended December 31, 2021, a total of \$134,504 was converted to 1,699,050 common shares (Note 10).

(c) As at December 31, 2021, a total of \$20,000 (December 31, 2021 - \$20,000) was due to the former CTO. This amount was derecognized during the year.

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

(d) As at December 31, 2022, a total of \$15,000 (December 31, 2021 - \$Nil) is due to Clouse Consultants. This amount is recorded in due to related parties as a Board of Directors Member.

(e) As at December 31, 2022, a total of \$15,000 (December 31, 2021 - \$Nil) is due to Lee Fan. This amount is recorded in due to related parties as a Board of Directors Member.

Other related party transactions and balances

(a) On March 1, 2018, the Company entered into an administrative agreement with Varshney Capital Corp. (“VCC”), a company controlled by a former common director to provide administrative services to the Company for a period of three years in exchange for a monthly fee of CAD\$10,000 plus applicable taxes. At the end of the service term, the terms of the agreement are automatically renewed on an annual basis until either party provides notice of termination. This agreement was terminated effective March 1, 2020.

During the year ended December 31, 2021, \$35,771 of administrative fees which were due to VCC were fully repaid.

(b) During the year ended December 31, 2022, the Company recognized \$Nil (December 31, 2021 - \$480) in share-based compensation for the vested portion of the stock options previously granted to the President of the Company.

(c) During the year ended December 31, 2022, the Company repaid \$98,725 to the former Director for the 3 years of service as a member of the Board of Directors of the Company (December 30, 2021 - \$Nil).

(d) During the year ended December 31, 2022, the Company issued 60,000 common shares to a Director for services rendered, at CAD \$0.59 per share for a total consideration of \$28,049 (CAD \$35,400) (December 31, 2021 - \$Nil)

1.11. Subsequent Event

Subsequent to December 31, 2022:

According to the Company Budget for 2023 it is planned to launch Karma Card as of the 22nd of April 2023 which will be one of the principal sources of the Company's revenue. Should we update this?

a) The Company also decided to put on hold its previously announced USDC DeFi Stablecoin project. The financial impact is not known at this time.

b) A custodial service company (Prime Trust) whom Intellabridge had partnered with during the year, failed to perform obligations to exchange UST to USD for some users during the year. In order to

INTELLBRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

minimize the consequences of Prime Trust's action Intellabridge provided financial aid in the form of reimbursement of lost funds to those users. Subsequent to year-end, the Company entered into two agreements to provide financial aid in the amount of \$35,083.

1.12. Proposed Transactions

None

1.13. Critical Accounting Estimates

Not applicable to venture issuers.

1.14. Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the consolidated financial statements of the Company, as at and for the year ended December 31, 2022.

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

1.15. Financial Instruments and Other Instruments

The Company's financial instrument at FVTPL December 31, 2022 is as follows:

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
Financial assets			
Cash	3,323,888	–	–

Cash deposits have been measured at fair value using Level 1 inputs. The carrying value of receivables, trade payables and due to related parties approximate their fair value because of the short-term nature of these instruments or their ability for prompt liquidation.

1.16. Other Requirements

Summary of Outstanding Share Data as at December 31, 2022:

Authorized - Unlimited common shares without par value

INTELLABRIDGE TECHNOLOGY CORPORATION

Management Discussion & Analysis
For the year ended December 31, 2022 and 2021

Issued – common shares: 72,567,476 Warrants – 11,169,355

Additional disclosures pertaining to the Company’s management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors, thank you for your continued support.

John Eagleton
Director & CEO