



INTELLABRIDGE TECHNOLOGY CORPORATION
AMENDED AND RESTATED MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 AND 2022

This management discussion and analysis (“MD&A”) of the financial condition and results of operations of Intellabridge Technology Corporation (formerly Cryptonite Blockchain Technologies Corp.) (the “Company” or “Intellabridge”) for the three and six month periods ended June 30, 2023 and 2022 originally filed on SEDAR+ on August 29, 2023, has been revised and refiled to incorporate comments from the Ontario Securities Commission in respect of its ongoing continuous disclosure review of the Company. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company and accompanying notes (the “Interim Financial Statements”) for the six months ended June 30, 2023 (“Q2 2023”) and 2022 (“Q2 2022”) and the amended and restated audited consolidated financial statements of the Company and accompanying notes as at and for the years ended December 31, 2022 and 2021 (the “Annual Financial Statements”). The Interim Financial Statements and the “SELECTED FINANCIAL INFORMATION AND OVERALL PERFORMANCE” and “SELECTED QUARTERLY FINANCIAL INFORMATION” sections of this MD&A have been prepared using International Financial Reporting Standards (“IFRS”) and all amounts are reported in United States dollars (“USD”) unless otherwise noted. Readers should also read the section “CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS” contained at the end of this document.

The information herein is as of August 29, 2023, with the exception of the noted amendments or unless otherwise indicated.

COMPANY OVERVIEW AND GOING CONCERN

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 progressive web applications providing customers with cashback debit cards, Apple Pay and Google Pay, and automated donation systems, and institutional-grade security solutions.

CURRENT COMPANY PRODUCTS

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 to 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 will explore expansion into additional markets including Canada, Europe, and the UAE in the future.

The Company is primarily focused on the development and marketing of Karma Card at this time. As such, the performance, goals, and progress outlined below focus on the Karma product.

Kash

Kash is a self-custody decentralised data and news aggregation application which makes it easy for users to access decentralized markets. Subsequent to August 29, 2023, the

Company has determined to discontinue the application given negative market conditions.

HIGHLIGHTS AND OVERALL PERFORMANCE

Karma is a financial technology company which provides neobanking services with a focus on cashback rewards and donation solutions to support causes aligned with the United Nations Sustainable Development Goals (“UN SDGs”).

In order to support the UN SDGs on Climate Action, the Company partnered with the Arbor Day Foundation on Arbor Day 2023 in April 2023. With this partnership, customer donations will initially support the planting of trees throughout central Georgia, where the Arbor Day Foundation has identified forestland of greatest need.

In order to support other UN SDGs, including poverty, hunger, gender equality, etc., the Company partnered with Benevity in April 2023. With this partnership, customers are able to donate their cashback rewards to the thousands of charitable organizations on the Benevity platform.

During the six months ended June 30 2023, the Company was focused on developing the software, launching the Beta version of the Karma product in Q2 2023, testing marketing strategies and advertising, and acquiring Beta customers in Q3 2023.

The Company expects to further develop the Karma product during the Beta period through 2023, with an official launch of the Karma product anticipated in Q1 2024.

The Company has launched Beta v.1.15 with more than 1000 customers, in accordance with the Beta launch plan. New Beta versions are planned to be launched in September 2023, with the goal of obtaining 16,000 customers by December 31, 2023.

The Company is on track for the Customer Advertising Acquisition Cost budget of \$17 per customer. Total customer acquisition cost including other marketing expenses is budgeted at \$39 per customer. The total advertising budget for 2023 is \$270,000 for the purpose of acquiring a total of 16,000 Beta customers by the end of 2023.

During the Beta period, the Company plans to launch additional features including the “Karmify” cashback program, Instant Deposits, Funds Transfer features, iOS and Android compatible versions, and monthly subscriptions with premium card programs.

The Company expects to start generating initial Beta revenue from the Karma product in the third quarter of 2023, with more significant revenue being projected in 2024 after the product launch.

The initial Karma product launch is expected to take place in January 2024 with a projected 16,000 customers from the Beta period. The Company costs during the Beta period (July to December 2023) for customer acquisition and product development are estimated to be approximately \$916,000, which includes:

- product development costs of approximately \$227,000;
- marketing, customer acquisition, customer support, and operations of approximately \$531,000, including \$270,000 of advertising; and
- general and administrative expenses of approximately \$158,000.

The Company has obtained over 1,000 customers to date and believes that it is on track with the budgets outlined above. The Company has sufficient cash and other resources to fund all costs budgeted to get the product to its next phase of development, to continue obtaining customers, and to commence and increase generation of revenue.

The fintech industry continued to evolve during the first two quarters of 2023, with growing cashback markets and higher demand for innovative and sustainable financial solutions. Management believes that Intellabridge remains well suited to address the demands of the market through its unique and differentiated product offering and innovative technology-driven strategy.

Looking ahead, the Company plans to optimize and introduce the Karmify cashback program enabling users to connect their credit and debit cards to the Karma platform, to earn cashback and donate to charities.

The Company has decided to discontinue its previously announced USDC DeFi Stablecoin project and, subsequent to August 29, 2023, has also determined to discontinue its decentralized aggregation platform, Kash.

DISCUSSION OF OPERATIONS

The key performance indicators that we use to manage our business and evaluate our financial results and operating performance consist of: revenue, operating expenses, and net income (loss).

During the six months ended June 30, 2023, Intellabridge continued to demonstrate resilience and growth in the rapidly changing industry in which it operates. The Company remained committed to its strategic objectives of launching a beta version of Karma Card in the United States of America, working towards developing strategic relationships with banking partners, determining priority areas for charitable donations and forging new relationships with partners capable of ensuring transparency in charitable initiatives and sustainability projects. The second quarter of 2023 showcased Intellabridge's ability to navigate a dynamic environment and transition to leverage the growing demands of Gen Z and millennials to donate to charities.

SELECTED FINANCIAL INFORMATION AND OVERALL PERFORMANCE

In \$	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Revenue	-	-	-	-
Operating expenses	335,963	628,882	561,590	1,269,035
Other items	13,397	(2,633,073)	5,034	(2,790,711)
Net loss	(322,566)	(3,261,955)	(556,556)	(4,059,746)
Total comprehensive loss	(268,203)	(3,445,574)	(515,773)	(4,165,674)
Loss per share, basic and diluted	(\$0.00)	(\$0.04)	(\$0.01)	(\$0.06)

Weighted average number of common shares – basic and diluted	72,567,476	72,567,476	72,567,476	72,567,476
			Jun 30, 2023	Dec 31, 2022
Total assets			3,099,410	3,705,220
Total non-current financial liabilities			-	-

Revenue

In line with its strategy, the company plans to begin generating revenue from its operational activities in the third quarter of 2023.

Operating Expenses

Operating expenses of \$561,590 for the six months ended June 30, 2023 decreased by \$707,445 or 56% as compared to \$1,269,035 for the six months ended June 30, 2022. The decrease was primarily a result of decreased advertising and marketing expenses, management fees and reduction and capitalization of costs for the development of intangible assets. Variances for the three months ended June 30, 2023 from the same period in 2022 are similar in nature to those described below for the year-to-date periods.

The Company provides the following detailed information on variances in operating expenses between the six-month periods ended June 30, 2023 and 2022:

- **Advertising and marketing costs** decreased by \$136,250 compared to the six months ended June 30, 2022. The Company reduced its marketing activities significantly in 2023 while the Company was focused on design and development of the product.
- **Management fees and salaries** decreased by \$116,943. In 2022, the Company recognized an expense relating to a former Director for three years of service as a member of the Board of Directors of the Company, which represents most of the variance.
- **Research and development** decreased by \$463,166. These costs were reduced significantly from 2022, and in June 2022 the Company started capitalization of development costs of “Kash” applications. Accordingly, all development costs were capitalized in 2023, whereas in 2022, most of these costs were expensed.
- **Travel costs** decreased by \$43,893 due to reduced business trips in 2023.

Other Items

A revaluation gain of \$5,034 (2022 – loss of \$2,782,328) as a result of marking to market the Company’s digital currencies held in inventory. The majority of the variance occurred in the second quarter of the year-to-date period.

Net Loss

During the six months ended June 30, 2023, the Company recorded a net loss of \$556,556 compared to \$4,059,746 for the six months ended June 30 2022. The decrease in net loss

resulted primarily from the variances described above, the most significant being the \$2.8 million difference in gain (loss) on revaluation of digital currencies. During the six months ended June 30, 2023, the Company was focused on the marketing and launching of the Karma project, establishment and improvement of business processes, and final development of the product.

SELECTED QUARTERLY FINANCIAL INFORMATION

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

Quarter ended	Revenue	Net income (loss)	Basic income (loss) per share
June 30, 2023	\$ -	(322,566)	(0.00)
March 31, 2023	\$ -	(233,990)	(0.01)
December 31, 2022	\$ -	995,364	0.01
September 30, 2022	\$ -	(402,168)	(0.00)
June 30, 2022	\$ -	(3,261,956)	(0.04)
March 31, 2022	\$ -	(797,791)	(0.01)
December 31, 2021	\$ -	(390,835)	(0.01)
September 30, 2021	\$ -	(368,147)	(0.01)

June 30, 2023 – The Company generated a loss of \$322,566 resulting primarily from continued development activities as discussed below, and ongoing administrative costs.

March 31, 2023 – The Company generated a loss of \$233,990 mainly because no revenue was generated. The Company continued the final stage of development of Kash and Karma Card applications, the latter of which is expected to generate revenue in Q3 2023.

December 31, 2022 – The Company generated net income of \$995,364 mainly because of the realized gain on digital currencies transactions, no revenue was generated. The Company continued the development of Kash and Karma Card applications.

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 development of Kash and Karma Card applications.

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 development of Kash and Karma Card applications.

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 development of Kash and Karma Card applications.

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, however subsequent to August 29, 2023, the Company has determined to discontinue the “Kash” application and therefore no longer expects revenue to be generated from the application.

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 “Kash” application which was expected to generate revenue in 2023, however subsequent to August 29, 2023, the Company has determined to discontinue the “Kash” application and therefore no longer expects revenue to be generated from the application.

FINANCIAL CONDITION

The following chart highlights significant changes in the Interim Financial Statements from December 31, 2022 to June 30, 2023. As some of the balances are in Ukrainian hryvnia (UAH) translated into USD, the accounts are affected by foreign currency fluctuations.

Line item	Increase (decrease) in \$	Primary factors explaining change for the six-months ended June 30, 2023
Current assets	(803,183)	Primarily from decrease in cash as a result of paying operating expenses and current liabilities.
Non-current assets	197,373	Primarily from an increase in intangible assets relating to capitalization of internally-generated development costs
Current liabilities	(90,037)	Decrease primarily reflects net payments of accounts payable during the period
Equity	(515,773)	Comprehensive loss for the period

LIQUIDITY AND CAPITAL RESOURCES

The Company reported working capital of \$2,403,186 at June 30, 2023 compared to working capital of \$3,116,332 at December 31, 2022, representing a decrease in working capital of \$713,146.

The Company’s current assets and current liabilities are set forth in the Company’s statements of financial position included in the Interim Financial Statements. As of June 30, 2023, the cash available to manage the Company’s operations and meet its obligations amounted to \$2,503,744. The Company has no long-term liabilities or commitments for capital expenditures and, as noted above, is in a strong working capital position relative to its ongoing expenditures. The Company has sufficient cash and other resources to take its Karma product to the next stage of the project plan (budgeted cost of \$916,000 for April-December 2023) and beyond.

The current capitalization of the Karma card is \$252,524 and the remaining capitalization is allocated to the Kash project. Till the end of the year the Company plans to focus on capitalization of only Karma card related projects.

The Company has determined to discontinue its cryptocurrency operations and has optimized its operational expenses which has resulted in a reduction in average monthly expenditures. However, the Company is still following the approved budget for expenditures on development, marketing, and advertising.

The Company's cash flow position is expected to improve as its operating activity inflows commence in Q3 2023 from generating new revenue streams and eventual profits for the Company.

In the opinion of management, the Company's current cash position is sufficient to meet its obligations for the next year and beyond. Further, the Company expects to raise additional capital in 2024 to allow it to continue development of the Karma project.

As at June 30, 2023, the Company has an accumulated deficit of \$15.1 million including a loss for the six-month period ended June 30, 2023 of \$0.6 million, and negative cash flow from operations. While the Company expects to be able to reduce these losses by generation of revenue in the future and by prudent management of its operations, whether, and when, the Company can attain profitability and positive cash flows from operations is uncertain.

Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they come due. The Interim Financial Statements do not reflect adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operation. These adjustments could be material.

SUMMARY OF CASH FLOWS

As at June 30, 2023, the Company had net cash on hand of \$2,503,744 compared to \$3,323,888 as at December 31, 2022, representing a decrease of \$820,144. A summary of the Company's cash flow is as follows:

	For the six months ended June 30,	
	2023	2022
Cash flow from operating activity	\$ (661,886)	(968,855)
Cash flow from investing activity	\$ (198,835)	(6,472)
Effect of foreign exchange on cash flows	\$ 40,577	(124,546)
Change in cash	\$ (820,144)	(1,099,873)

Operating Activities

Cash outflow used in operating activities for the period ended June 30, 2023 was \$661,886 compared to \$968,855 for the period ended June 30, 2022. The cash outflow is primarily

related to a much lower loss for the period net of non-cash items, partially offset by increased payment of prepaid expenses, accounts payable and due to related parties.

Investing Activities

Cash outflow used in investing activities for the period ended June 30, 2023 was \$198,835 relating to capitalized development costs, as compared to \$6,472 related to purchases of property and equipment for the period ended June 30, 2022.

FINANCIAL INSTRUMENTS

The Company's current financial instruments are listed in Note 9 to the Interim Financial Statements.

The Company's activities are exposed to a variety of financial risks, including credit risk, liquidity risk, and market risks. The Company's overall risk management program focuses on the unpredictability of financial and economic markets and seeks to minimize potential adverse effects on the Company's financial performance. Risk management is carried out by financial management in conjunction with overall corporate governance.

The Company is exposed to the following risks in respect of certain of the financial instruments held:

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

As at June 30, 2023, the Company has net working capital of \$2,403,186. 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 currently have a 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 value inputs, 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 currencies is not indicative of their future price performance.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements as at June 30, 2023.

RELATED PARTY TRANSACTIONS

Key management personnel (KMP) are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers. During the six months ended June 30, 2023 and 2022, the remuneration of KMP were as follows:

- During the six months ended June 30, 2023, the Company paid or accrued compensation of \$72,275 (2022 - \$70,774) to the CEO and director of the Company, John Eagleton. In April 2022, the provision of management services in exchange for a monthly fee for the contract was increased to \$12,000 per month.
- The Company has 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. 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. On April 7, 2022, the provision of management services in exchange for a monthly fee for the contract was increased to \$10,000. During the six months ended June 30, 2023, the Company paid or accrued aggregate fees of \$60,843 (2022 - \$51,905) for management services pursuant to the COO services contract.
- As at June 30, 2023, a total of \$122,930 is due to the COO of the Company pursuant to fees accrued under the COO services contract. This amount is recorded due to related parties.

Other related party transactions and balances

- During the three and six months ended June 30, 2022, the Company recognized and paid \$nil and \$98,725, respectively, of management fees to a former director of the Company, Jack Donenfeld, for three years of service as a member of the Board of Directors of the Company.
- During the three and six months ended June 30, 2022, the Company issued 60,000 common shares to Clouse Consultants, as compensation for services rendered pursuant to Terri Bell Clouse serving as a director of the Company, at CAD \$0.59 per share for a total consideration of \$28,048 (CAD \$35,400).
- As at December 31, 2022, a total of \$15,000 was due to Clouse Consultants (Terri Bell Clouse) as compensation for Terri Bell Clouse serving as member of the Board of Directors of the Company. This fee was paid to Clouse Consultants in Q1 2023.
- As at December 31, 2022, a total of \$15,000 is due to Lee Fan as compensation for serving as a member of the Board of Directors of the Company. This fee was paid to Lee Fan in Q1 2023.

OUTSTANDING SECURITIES

As of the date of the MD&A, the Company had outstanding:

Designation of Securities	Number of instruments outstanding as of date of MD&A	Number of Common Shares Issuable upon Conversion or Exercise
Common Shares	72,567,476	72,567,476
Warrants	8,669,355	8,669,355
Total Fully Diluted Capital	81,236,831	81,236,831

Escrowed and restricted shares

The Company does not currently have any securities that are subject to escrow conditions required by applicable securities laws and/or the requirements of the Canadian Securities Exchange.

There were no changes in the Company's approach to capital management during the period.

SEGMENTED INFORMATION

The Company operates in one industry segment, fintech. For the six-month periods ended June 30, 2023 and 2022, sales of \$nil were earned in this segment. All non-current assets are located in the United States of America.

CRITICAL ACCOUNTING ESTIMATES

Not applicable to venture issuers.

CHANGES IN ACCOUNTING POLICIES

There were no new accounting policies adopted during the six months ended June 30, 2023. See Note 3 to the Annual Financial Statements for a summary of the Company's accounting policies.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

In connection with National Instrument 52-109 – *Certificate of Disclosure in Issuer's Annual and Interim Filings* ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Interim Financial Statements for the six months ended June 30, 2023 and this accompanying MD&A.

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 bases any 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 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.

ADDITIONAL INFORMATION

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.sedarplus.ca.

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

John Eagleton

Director & CEO