

**ScreenPro Security Inc.**

Management Discussion and Analysis

For the period ended March 31, 2021

This Management's Discussion and Analysis ("MD&A") provides a detailed analysis of the business of ScreenPro Security Inc. (the "Company") and compares its financial results for the period ended March 31, 2021. The MD&A should be read in conjunction with the audited financial statements of the Company for the year ended November 30, 2020 and the unaudited condensed consolidated financial statements for the four months ended March 31, 2021 and related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

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, and business and financing plans. 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.

This MD&A is current as at May 31, 2021.

### **Caution on Forward-Looking Statements**

*The MD&A contains certain forward-looking statements concerning anticipated developments in the Company's operation in future periods. Forward-looking statements are frequently, but not always identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements in the MD&A may include statements regarding budgets, capital expenditures, timelines, strategic plans, or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes, arbitration and litigation; uncertainty of estimates of capital and operating costs, the need to obtain additional financing to develop products and contents; uncertainty as to the availability and terms of future financing; the possibility of delay in research or development programs and uncertainty in meeting anticipated milestones; uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.*

### **Overview**

ScreenPro Security Inc. (the "Company") is incorporated under the laws of the Province of Ontario. The Company does not engage in commercial operations and has no assets. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a potential acquisition. The Company's common shares are listed on the Canadian Securities Exchange under the trading symbol "SCRN".

On February 28, 2021, the Company entered into a definitive agreement with ScreenPro Security Ltd. ("ScreenPro") related to a proposed reverse-takeover transaction ("RTO"). Pursuant to the definitive agreement, the parties completed a three-cornered amalgamation whereby a newly incorporated subsidiary of the Company amalgamated with ScreenPro, and the Company acquired all the issued and outstanding ScreenPro shares. The shareholders of ScreenPro received common shares in the Company in exchange for their ScreenPro shares, resulting in a reverse takeover of the Company by ScreenPro shareholders. In March 2021, the Company completed the RTO.

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ScreenPro is a private company incorporated under the laws of the Province of British Columbia and is based in Vancouver. ScreenPro was incorporated in May 2020 for the purpose of distributing turnkey COVID-19 testing solutions to businesses and government organizations. ScreenPro intends to address the current market need for efficient administration of COVID-19 tests through its unique access to South Korean test kits through its strategic relationship with Datametrex AI Limited ("Datametrex"), and its relationship with a growing number of testing laboratories.

ScreenPro has been engaged by Datametrex, pursuant to the Datametrex Service Agreement, to provide COVID-19 screening services to companies that have contracted with Datametrex for the provision of such services. ScreenPro began servicing companies operating in the mining and film and TV production industries under the Datametrex Service Agreement in June 2020 and October 2020 respectively. As its business develops, ScreenPro intends to contract directly with end clients for the provision of its screening and medical diagnostic testing services and access to the ScreenPro Testing Platform ("STP").

**Business History**

ScreenPro was incorporated on May 6, 2020, under the *Business Corporations Act* (British Columbia).

The head office of ScreenPro is located at 260-625 Howe Street, Vancouver, British Columbia V6C 2T6. The registered office of ScreenPro is located at Suite 1500, 1050 West Georgia Street, Vancouver, British Columbia V6E 4N7.

**EBITDA and Adjusted EBITDA**

Management believes that EBITDA and Adjusted EBITDA are effective measures for analyzing the performance of the Company. The term "EBITDA" refers to earnings before deducting interest, taxes, depreciation and amortization. The Company calculates Adjusted EBITDA as earnings before deducting interest and accretion, taxes, depreciation and amortization, impairment charges, listing expense, other reverse takeover fees, acquisition related costs, and share based compensation. "EBITDA", "EBITDA per share", "Adjusted EBITDA", and "Adjusted EBITDA per share" are non-GAAP measures. The Company believes that EBITDA and Adjusted EBITDA are useful additional information to management, the Board and investors as it provides an indication of the operational results generated by its business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration asset depreciation and amortization and it excludes items that could affect the comparability of our operational results and could potentially alter the trends analysis in business performance. Excluding these items does not necessarily imply they are non-recurring, infrequent or unusual. EBITDA and Adjusted EBITDA are also used by some investors and analysts for the purpose of valuing a company. Investors are cautioned that EBITDA and Adjusted EBITDA should not be construed as an alternative to operating earnings or net earnings determined in accordance with IFRS as an indicator of the Company's financial performance or as a measure of the Company's liquidity and cash flows. EBITDA and Adjusted EBITDA does not take into account the impact of working capital changes, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the consolidated statements of cash flows.

The following table reconciles net loss to EBITDA and Adjusted EBITDA for the four months ended March 31, 2021 and for the period from the date of incorporation on May 6, 2020 to November 30, 2020:

	<b>March 31, 2021</b>	<b>November 30, 2020</b>
	\$	\$
<b>Net loss</b>	<b>(4,553,509)</b>	(1,040,231)
Depreciation and amortization	<b>73,004</b>	45,769
<b>EBITDA</b>	<b>(4,480,505)</b>	<b>(994,462)</b>
Share based compensation	-	548,500
Listing expense	<b>3,155,025</b>	-
<b>Adjusted EBITDA</b>	<b>(1,325,480)</b>	<b>(445,962)</b>
<b>Weighted average number of common shares – basic</b>	<b>144,439,070</b>	34,594,258
<b>Adjusted EBITDA per share – basic</b>	<b>(0.009)</b>	<b>(0.013)</b>

## **FINANCIAL POSITION**

As at March 31, 2021, the Company had current assets of \$1,860,425 and current liabilities of \$2,304,398. At March 31, 2021, the Company had working capital deficit of \$443,973.

The Company had cash of \$211,802 at March 31, 2021. During the four months ended March 31, 2021, the Company had cash outflows from operations of \$851,911, including purchase of inventory of \$683,011.

Cash outflows from investing activities for the four months ended March 31, 2021 was \$398,736 including purchase of equipment of \$398,767.

Cash flows from financing activities during the four months ended March 31, 2021 was \$1,016,372 mainly due to the Company's issuance of common shares.

## **SUMMARY OF QUARTERLY RESULTS**

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	<b>March 31, 2021</b>	<b>November 30, 2020</b>
	\$	\$
<b>Financial results:</b>		
Net loss	(4,553,509)	(1,040,231)
Basic loss per share	(0.03)	(0.03)

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## **RESULTS OF OPERATIONS**

### **Four Months Ended March 31, 2021**

The Company incurred a net loss of \$4,553,509.

Total operating expenses for the period ended March 31, 2021 was \$1,960,639 and this is largely due to a professional fees of \$892,361 related to various legal and accounting activities for the RTO as discussed above. The Company also recorded a non-cash depreciation costs of \$73,004 related to the Company's equipment acquired during the period.

Another significant item to note is the listing expense of \$3,155,025 relating to the RTO representing ScreenPro's costs to obtain a listing on the CSE.

## **LIQUIDITY AND CAPITAL RESOURCES**

At March 31, 2021, the Company had working capital deficit of \$443,973 including cash of \$211,802.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuation of the Company as a going concern is dependent on its ability to obtain necessary equity financing for its commitments. There is no guarantee that management will be successful in securing future equity financings due to current market conditions.

### **Future Cash Requirements**

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding may be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

## FINANCIAL INSTRUMENTS

### Classification of financial instruments

	March 31, 2021	November 30, 2020
	\$	\$
<b>Financial assets</b>		
Amortized costs	242,542	531,309
<b>Financial liabilities</b>		
Amortized costs	2,274,465	801,301

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

### Management of Industry and Financial Risk

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

#### ***Credit risk***

Credit risk is the risk of unexpected loss if a customer of third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash, and accounts receivable. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its accounts receivable, the Company reviews a new client and share subscriber's credit history before extending credit.

#### ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders.

#### ***Capital management***

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at March 31, 2021.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

**Transactions between Related Parties**

Related party transactions, with entity with common management and shareholders, are as follows:

	For the four months ended March 31, 2021	For the period from May 6, 2020 to November 30, 2020
	\$	\$
Equipment and inventory purchased from a related party	5,276,941	1,088,547
Sales to a related party and accounts receivables at period-end	6,825,635	517,555
Salary paid to a shareholder	125,067	29,866
Share-based compensation	-	250,000

**OUTSTANDING SHARE DATA**

The following share capital data is current as of the date of this MD&A:

	<b>Balance</b>
Shares issued and outstanding	380,229,984

**SUBSEQUENT EVENTS**

The Company launched its medical app device, GoStop, with its film and television clients. GoStop is a COVID-19 digital passport developed with a privacy preserving approach that will enable people to use the alerting software and downloadable app with authentication certificates. COVID-19 tests uploaded to the app, with either a negative or positive test result, trigger an instant notification to individuals in the test group. In the case of a positive result, the app advises isolation for the subject and quarantine of their contacts.

The Company entered into a Letter of Intent (the "LOI") on May 11, 2021, to acquire the assets of CENTRED Ventures, LLC ("CENTRED"), a US based travel wellness medical technology company, an arm's length privately held company, incorporated under the laws of the State of Washington Articles of Incorporation.

**Critical Accounting Estimates**

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates that, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Going concern

The assessment of the Company's ability to execute its strategy effectively operating the Company involves judgement.

#### Accounts receivable

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

#### Valuation of deferred tax assets and liabilities

To determine the extent to which deferred tax asset can be recognized, management estimates the amount of probable future tax profits that will be available against which deductible temporary differences and unused tax losses can be utilized. Such estimates are made as part of the budget process on an undiscounted basis and are reviewed on a quarterly basis. Management exercises judgment to determine the extent to which realization of future taxable income will be available against which the deductible temporary differences and unused tax losses can be utilized.

#### Income taxes

The Company computes an income tax provision in each of the jurisdiction in which it operates. However, actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. Additionally, estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions before they expire against future taxable income. The assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period.

The income tax provision is based on estimates of full-period earnings by jurisdiction. The average annual effective income tax rates are re-estimated at the end of each reporting period. To the extent that forecasts differ from actual results, adjustments are recorded in subsequent periods.

#### Estimated useful lives and depreciation of property and equipment

Depreciation and depreciation of property and equipment are dependent upon estimates of useful lives, which are determined through the exercise of judgements. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

#### Inventory

In calculating the value of the inventory, management is required to make a number of estimates, including estimating the selling costs, average or expected selling prices and list prices and other conversion factors. In calculating final inventory values, management compares the inventory costs to estimated net realizable value. Provisions are made for slow moving inventory. The Company assesses inventory provisions on the basis of volumes of product on hand, competing products and market trends in conjunction with sales forecasts.

#### Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are provided in the notes regarding financial assets and liabilities.

In applying the valuation techniques, management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility may vary from the actual results that would be achieved in an arm's length transaction at the reporting date. The assessment of the timing and extent of impairment of intangible assets involves both significant judgements by management about the current and future prospects for the intangible assets as well as estimates about the factors used to quantify the extent of any impairment that is recognized.

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**Coronavirus Global Pandemic Risk**

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods.