DIGIMAX GLOBAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JANUARY 31, 2022, AND 2021

(EXPRESSED IN CANADIAN DOLLARS)

Dated May 31, 2022

INTRODUCTION

The following is a discussion and analysis of the activities, results of operations and financial condition of Digimax Global Inc. (formerly DigiCrypts Blockchain Solutions Inc.) ("Digimax" or the "Company") for year ended January 31, 2022, and the comparable periods ended January 31, 2021.

The Company's registered office is 390 Bay St Suite 920, Toronto, Ontario M5H 2Y2.

This Management's Discussion and Analysis ("MD&A") has been prepared with an effective date of May 31, 2022, and provides an update on matters discussed in, and should be read in conjunction with the Company's audited consolidated financial statements for the year ended, including the notes thereto, as at and for year ended January 31, 2022 (the "2022 Audited Financial Statements"), which have been prepared using International Financial Reporting Standards ("IFRS"), available under the Company's profile at www.sedar.com. All amounts are in Canadian dollars unless otherwise specified. This MD&A contains forward looking statements that are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may vary materially from management's expectations. See the "Caution Concerning Forward Looking Statements" section in this MD&A.

In this MD&A, reference is made to adjusted EBITDA, which is not a measure of financial performance under IFRS. For purposes of the MD&A, the Company calculates each as follows:

"Adjusted EBITDA" is equal to net income (loss) from continuing operations before interest, taxes and amortization, share-based compensation, and payments, realized loss on sale of digital currencies, loss on revaluation of derivative liabilities, foreign exchange income, interest earned on investments, and unrealized loss on investments. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by (used for) operations.

These measures are not necessarily comparable to similarly titled measures used by other companies.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Corporation's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk and Factors" section below. Readers are cautioned that such risk factors, uncertainties, and other factors are not exhaustive. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Corporation's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; and general business and economic conditions.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Corporation does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

DESCRIPTION OF BUSINESS

Digimax Global Inc. (formerly DigiCrypts Blockchain Solutions Inc.), (the "Company") was incorporated on December 11, 1998, under the laws of the Province of Ontario, Canada.

The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol "DIGI". The Company is a company formed to utilize advanced financial technologies, together with predictive analytics derived from artificial intelligence-based machine learning, to provide customers with high value products and services in multiple market sectors.

With the recent acquisitions of 100% of the DataNavee Corporation ("DataNavee") shares, and Darwin Ecosystem assets have given the Company an artificial intelligence platform that will provide cost effective and value-added data analytics services for any individual or small company. By offering a highly customizable search and report service, the artificial intelligence platform developed by the Company eliminates the need for in-house developers and data scientists, reducing the cost of accessing the benefits of "Big Data", that very large corporations have been gaining competitive advantage from for many years.

The Company currently has two such products available: The Projected Personality Interpreter (PPI) offered to large organizations to assist with assessing personality traits of existing and potential employees, and Cryptohawk.Ai that is a subscription-based information tool that assists investors in determining when price trend changes are likely to occur for Bitcoin, Ethereum and other alt coins.

GOING CONCERN AND EARLY STAGE CORPORATION

As at January 31, 2022, the Company had working capital of $13,909,582 (January 31, 2021 - $1,623,625), had not yet achieved profitable operations, had accumulated losses of $21,015,486 (January 31, 2021 - $5,563,514), and currently expects to incur further losses in the development of its business. The Company believes it has raised sufficient working capital to fund its next 12 months of operations and its planned business development.

The 2021 Audited Financial Statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

The outbreak of the novel strain of corona virus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

PROPOSED TRANSACTION

Subsequent to the year end, on April 25, 2022, the Company announced it had signed a non-binding memorandum of understanding ("MOU") to acquire all of the issued and outstanding shares of Israel-based Spetz Tech Ltd. ("Spetz"), a technology company which has developed artificial intelligence ("AI") software to operate a revolutionary and fast-growing mobile application that connects members of the public to available, top-rated tradespeople, service providers and professionals in their area immediately or at any scheduled time. In consideration for all of the issued and outstanding shares of Spetz, DigiMax will issue 250 million common shares of the Company, which will amount to approximately 47% of the outstanding shares of the Company after the acquisition is complete (the "Transaction"). The number of shares is not contingent on the trading price of DigiMax shares.

The Convertible Loan

The Transaction will be completed in two phases, with the first phase consisting of a CAD $750,000 unsecured loan to Spetz for general corporate purposes (the "Loan"), pursuant to a convertible loan agreement (the "CLA") which was advanced concurrently with the execution of the MOU. The Loan shall be convertible into shares of Spetz at the option of DigiMax at a conversion price of CAD $0.16 per share, and if not converted, shall be repayable in cash after 15 months following the execution of the CLA.

The Share Exchange Transaction

The second phase consists of the share exchange transaction, whereby DigiMax will issue common shares to the current shareholders of Spetz in return for all of the issued and outstanding shares of Spetz, resulting in former Spetz shareholders holding approximately 47% of the outstanding shares of DigiMax, calculated on an issued and outstanding basis. The second phase is anticipated to close on or before June 15, 2022 subject to normal regulatory approvals in Canada and Israel. The proposed transaction is also subject to a number of other customary conditions, including the completion of final mutual due diligence investigations, the execution of definitive documentation and the approval of the Canadian Securities Exchange.

Proposed Board and Management Changes

Immediately following the date of the closing of the Transaction (the "Closing Date"): (i) Spetz shall continue as a wholly-owned subsidiary of DigiMax; (ii) the Company will appoint two new members to its board of directors (the "Board") in addition to the four existing Board members; (iii) Yossi Nevo, the current CEO of Spetz, will assume the role of Chief Operating Officer of the Company; and (iv) Ofir Friedman, Spetz's current VP of Marketing & Business Development, and one member of the Board shall be appointed as executive officers of the Company, with such titles to be agreed upon in advance of the closing of the Transaction.

Budget Agreement

Further to the Transaction, the Company and Spetz have agreed on a revenue and expense model which ensures that up to CAD $5 million will be allotted by DigiMax to Spetz following the Closing Date, provided certain revenue targets are achieved. In addition, DigiMax will also use both its existing AI and marketing resources to assist Spetz in acquiring service providers in the United States in order to expedite the Spetz launch in the U.S.

HIGHLIGHTS

On July 10, 2020, the Company announced that it entered into a letter of Intent to acquire all of the outstanding shares of DataNavee Corporation, and on September 18, 2020, completed the acquisition. Pursuant to the terms of the share purchase and exchange agreement, the Company issued the shareholders of DataNavee (the "Vendors")

55,000,000 common shares in exchange for 100% of the issued and outstanding shares of DataNavee. Accordingly, DataNavee is now a wholly owned subsidiary of the Company. The Consideration Shares are subject to contractual hold periods resulting in them being transferable in four tranches including 25% on the closing date, 25% four months after the closing date, 25% eight months after the closing date, and 25% twelve months after the closing date.

DataNavee ("DataNavee") was formed by an experienced team of professionals that have been involved in the Artificial Intelligence and data analytics sector for over twenty years. DataNavee is currently focused on providing sophisticated "predictive analytics as a service" solutions to companies around the world on a Software as a Service (SaaS) basis. While DataNavee can provide support to the food industry as described in a prior release, DataNavee technology can also support the financial services industry, retailers, and supply chain management companies by providing predictive analytics of supply and demand of goods and services, predictive pricing, and the identification of underserviced areas of high demand. Security of client data can also be maintained through sophisticated blockchain applications. DataNavee provides an extension to the current financial services offering of the Company, and through the use of technology and blockchain, dramatically increases the revenue and profit opportunities for the Company. The DataNavee technology can also be applied to the existing operations of the Company to enhance the current rate of growth.

On November 13, 2020, the Company signed a Definitive Letter of Intent (the "LOI") with NELI International Incorporated ("NELI") to acquire, by way of private sale, substantially all of the assets of Darwin Ecosystem, ("Darwin") based in Texas, USA, and on December 21, 2020, announced they had completed the transaction. See https://darwinecosystem.com/. NELI is an asset-based lender operating in both Canada and the United States of America. It offers a range of secured financing solutions including providing financing to technology partners. This acquisition will accelerate the market introduction of both the Venture Capital application announced October 19, 2020, and the Cryptohawk.ai Trading application announced November 5, 2020. Darwin has developed Artificial Intelligence applications in several sectors that are closely aligned to DigiMax-DataNavee including crypto trading technology and AI based personality/candidate analysis technology. Darwin has also developed several Internet of Things (IoT) applications that assist users to send and receive critical data automatically.

The assets being acquired include substantially all intellectual property, pending patents, software and hardware applications, and ownership of all related domains and social media accounts. NELI and DataNavee are also pleased to announce participation and cooperation in customizing DataNavee's AI-based sales prediction software for the purposes of helping identify risk in underwriting corporate lending platforms and managing ongoing client relationships. As one of North Americas leading alternative business funding providers, NELI's domain expertise will be extremely valuable in assisting DataNavee in the development of the underwriting product. The LOI includes NELI receiving 5,000,000 shares of the Company and a 2-year warrant for 5,000,000 shares exercisable at $0.075. The shares will be held in escrow and released 25% at closing, and 25% every 4 months thereafter. In addition, the Company issued 5,000,000 warrants with an exercise price of $0.075 and an expiry date of December 18, 2022, to an arm's length consultant.

Between September and October 2020, the Company closed private placement financings for a total amount of $1,345,000 in exchange for 26,900,000 units. The subscription price per unit was $0.05 and each unit consists of one common share of the Company and one common share purchase warrant, with each warrant exercisable at $0.05 per share for 24 months following closing.

In December 2020, the Company announced the launch of its fully developed application, Projected Personality Interpreter ("PPI"). The PPI has been employed by police forces in the US and is now ready for deployment across North America and globally. In early January 2021, the Company made the PPI platform available to Value Added Retailers ("VARs") and Distribution and Fulfilment Partners ("DFPs") that have expertise in delivering insight services and solutions to both the public and private sectors. By the end of January 2021, the Company had announced two channel partners, Police Exams Solutions, LLC ("PES") and Sherpherd Search Group.

On February 12, 2021, the Company announced the formation of an advisory board comprised of highly experienced individuals in the public safety sector in North America. The Advisory Board will assist the company in further developing and enhancing its PPI applications to provide highly specialized personality prediction information for both potential and existing employees in the police and security sectors.

On February 26, 2021, the Company announced the successful close of its non-brokered private placement offering (the "Offering"), for gross proceeds of $5,103,299 of units ("Units"). Pursuant to the closing of the Offering, the Company issued 14,580,855 Units at a price of $0.35 per Unit, with each Unit consisting of one common share (a "Common Share") and one full warrant to acquire an additional common share at a price of $0.365 per share for a period of two years. In connection with the Offering, the Company paid finder fees of 8% of the gross proceeds and issued finder warrants of 8% of the Units sold, each being exercisable for one Common Share at a price of $0.35 for a period of two years.

In late February 2021, the Company launched its Crypto Price-Trend Indicator App, under the brand name Cryptohawk.ai, and made available for public use. Cryptohawk.ai has several functions that assist both novice and experienced crypto traders that include:

- 8 proprietary technical trading indicators
- A DigiMax proprietary Crypto Price-Trend Indicator for each cryptocurrency we analyse,
- continuously updated and trained on our machine learning "Ticker Regime" platform.
- Ability to choose Bitcoin or Ethereum
- Ability to toggle between hourly or daily indicators
- 24/7 functionality
- Ability to toggle between different information screens
- 24/7 Email notification of change indications

The application is available as a monthly subscription service to provide users with insight into crypto price fluctuations, however, this is a predictive indicator application and NOT a trading platform. On February 14, 2022, the Company launched its new mobile app Cryptohawk.ai on Apple and Google app stores around the globe.

On March 19, 2021, the Company announced that it had closed its private placement for equity securities (the "Offering"). The Offering was for gross proceeds of approximately $13,227,800, and consisted of the sale of 37,793,715 common shares, along with warrants to purchase an aggregate of up to 37,793,715 common shares, at a purchase price of $0.35 per common share and associated warrant. The warrants have an exercise price of $0.365 per common share and exercise period of three and one-half years (on or before September 17, 2024). The net proceeds of the private placement will be used by the Company for working capital and general corporate purposes and may be used to fund strategic partnerships that may include an acquisition of all or part of existing companies operating in similar artificial intelligence, or blockchain/crypto spaces. H.C. Wainwright & Co. acted as the exclusive placement agent for the private placement. H.C. Wainwright & Co. received (i) a cash commission equal to 8.0% of the gross proceeds of the Offering and (ii) 3,023,497 non-transferable broker warrants (the "Broker Warrants"). Each Broker Warrant will entitle the holder to purchase one common share at an exercise price of $0.4375 at any time on or before September 17, 2024.

On March 30, 2021, the Company announced the appointment of a new member to its board of directors, Eric Lerner. Eric S. Lerner, Esq is an attorney and cofounder of a number of successful companies and non-profits where he advocates for a variety of social causes.

On April 19, 2021, the Company announced it had signed a letter of intent to acquire the rights to Barberton Funds SPC (the "Fund") from Investment Fund Manager Scotstone Group, in partnership with Seneca House Fund Management. On closing of the acquisition, the Company will pay approximately US$125,000 to acquire the rights to the Fund. The acquisition is expected to close in the second quarter of 2021, with units being offered to investors in August 2021, after filing its Offering Memorandum with the Cayman Island Monetary Authority. Seneca House will be the registered Portfolio Manager and will own 20% of the Fund with the Company owning 80%. Through this agreement, the Company reserves an option for 18 months to acquire an additional 15% of the Fund for the higher of US$1 million or 2% of Assets Under Management ("AUM") from Seneca House. It was announced on May 17, 2021, that it had completed the acquisition of the Fund.

In connection with this acquisition, the Company has entered into an agreement with salespeople working for the

Company, subject to regulatory approval, to sell 100% of the shares of the Company's subsidiary Digimax Capital Corp., including the roughly $90,000 in cash reserves held by Digimax Capital Corp. The Chief Executive Officer of the Company, Chris Carl, will not participate in this transaction and will not hold any shares post closing. The new owners will issue a note secured by the shares of Digimax Capital Corp. for gross proceeds of $150,000. The new owners will fund the purchase of the shares of the Company through a 15% share of gross revenues of the Company until the note is repaid. To allow for a smooth transition, Chris Carl will remain the interim Chief Compliance Officer ("CCO") of Digimax Capital Corp. until he is replaced by a new CCO approved by the regulator. The sale was approved by the OSC and completed on January 31, 2022.

On May 4, 2021, the Company announced a strategic US$5 million investment in Kirobo Ltd. ("Kirobo"), a leading cryptocurrency solutions developer. In exchange the Company received 22,104,332 common shares at a share price of US$0.2262 per common share. The investment will help Kirobo accelerate the release of its upcoming wealth management and crypto transaction security products, which are set to be integrated into the Company's AI system over the course of 2021. Tel Aviv based Kirobo, is a blockchain technology company that provides state-of-the-art tools to crypto users and companies, helping them gain better control of their funds. Kirobo offers a straightforward and user-friendly interface that makes crypto management as simple and secure as online banking. The US$5 million strategic investment by the Company includes an agreement to explore the integration of the Company's AI technology into Kirobo's solutions. The companies will also engage in marketing collaboration and the reselling of each other's products to crypto exchanges. Further, on June 3, 2021, the Company announced in conjunction with its investment in Kirobo the release of its crypto transfer "undo button" available for transactions involving UNI, Chainlink, BNB, USDT, Sushi coin, as well as its native utility token KIRO.

Delphi Acquisition

On May 13, 2021, the Company announced the acquisition of the Crypto Division of Delphi Analytics, a company based in Minneapolis, Minnesota. The purchase price consists of US$300,000 being paid over 12 months, and renewable consulting contracts with the two principals of Delphi Analytics, including CEO Jake Saba and CTO Greg Foss. Delphi is also being awarded a two-year stock option for 200,000 common shares at a strike price of $0.25 per common share. Delphi Analytics is a decade-old technology company that utilizes a variety of data analytics, models and machine learning to generate algorithms to increase predictability and outcomes in trading and corporate financial risk management. Delphi constructs proprietary algorithms and indices (termed AiCi's = Artificial Intelligence Confidence Indices) as well as develops AiCi's for specific/custom use. The AiCi's are derived from different data sources and utilize a different methodology than the Company's Cryptohawk.ai.

Since the Delphi Crypto acquisition did not meet the definition of a business under IFRS 3 – Business Combinations, the acquisition was accounted for as a purchase of assets. The consideration paid in stock options was determined as equity-settled share-based payments under IFRS 2, at the fair value of the stock options using Black-Scholes option pricing model issued to Delphi Analytics on the date of closing as noted above. IFRS 2 requires the stock options issued for the acquisition of the net assets of Delphi to be measured at the fair value of the net assets, unless the fair value cannot be reliably estimated.

The following represent the final fair value allocation to identifiable net assets acquired:

	USD	CAD
Developed software technology		$ 392,586
		$ 392,586
Fair value of consideration paid:		
Cash	$ 300,000	364,500
200,000 Options		28,086
		$ 392,586

On May 17, 2021, the Company announced the addition of Michael Kron to the board of directors, and as chairman of the audit committee of the board. Formerly with Ernst and Young, Michael is now CEO of a mobile payments company that operates in both conventional currencies and crypto currency. Further, the Company announced that

Nikolai Vassev would be stepping down from the board of directors as he would be taking a greater internal role with the Company and would no longer be independent.

On August 31, 2021, the Company announced it had received confirmation from the Cayman Islands Monetary Authority (“CIMA”) to operate one or more segregated funds domiciled in the Cayman Islands under registration number 1900360 (the “Fund”). On September 2, 2021, the Company seed funded the Fund by subscribing to US$1,000,000 of units in the Fund.

On September 28, 2021, the Company announced it had entered an agreement with Delphi AI Systems Inc (“Delphi”) to utilize their previously developed, and currently enhanced artificial intelligence tools to track 10 separate commodities to predict price direction. In a service that is similar to the CryptoHawk Price Trend Watch, CommodityHawk will be offered to institutional traders and commodity producers seeking to hedge inventory positions or profit from trading. The service will be available before the end of 2021 and will be priced at $US 1,000 per month for 4 commodities and $500 per month for each additional commodity up to a maximum of $3,500 per month. CommodityHawk will be 100% owned by the Company but affiliate fees of up to 20% will be shared with Delphi dependent on the number of users they attract to the service. Both DigiMax and Delphi will use their growing global investor channels to share this highly valuable service with users

On November 3, 2021, the Company announced it is combining forces with BearClaw Esports to allow its community of streaming gamers and Esports followers to access CryptoHawk AI products and information. Esports gamers are well known for their affiliation with cryptocurrencies, with many gamers also using their computer hardware to mine and trade a wide variety of cryptocurrencies. BearClaw attracts more than 200,000 gamers and viewers per month through a variety of events. The addition of BearClaw adds an element to the growing depth of assets and partnerships surrounding the DigiMax Investment and Trading tools supported by DigiMax Artificial Intelligence.

On November 29, 2021, the Company announced it had added ALTCOIN RADAR to its CryptoHawk trading tools. This represents the third feature expansion for CryptoHawk in addition to LONG-SHORT INDICATORS for Bitcoin and Ethereum, and TREND WATCH for select high-value market cap coins. The AI-driven ALTCOIN RADAR lists the top 100 Altcoins that meet two essential criteria:

1) The coin is available on a credible cryptocurrency trading platform; and,

2) The coin is monitored for attributes that give it some likelihood of a near-term significant price increase.

The top monitored coins are listed in order of their Coin Momentum Score. The Altcoin Radar separates the coins into two lists. One list showcases "blipping" coins on the radar, that Altcoin Radar indicates as having the highest likelihood of rising in the market. The other list is continuously being monitored for changes in coin momentum. When applying and testing our new AI feature, we detected the early rise of both Shiba Inu and Dogecoin.

MADA Analytics Investment

On December 29, 2021, the Company announced the launching of an ESG solution with the Company. This division will concentrate on using Artificial Intelligence and Predictive Analytics to close multiple gaps in the ESG (Environmental, Social and Governance) investment space that will help investors make better investment decisions and also help developers lower their cost of capital.

As a first step in launching this new Division, the Company invested US$250,000 into MADA Analytics (“MADA”) by way of an unsecured, convertible note (the “Note”). The Note provides for interest on the principal amount at the rate of 5% per annum and is convertible into common shares of MADA at a price per share equal to US$5 million divided by the total number of outstanding common shares immediately prior to maturity. DigiMax is also acquiring the right for up to one year, pursuant to an option agreement with MADA and its shareholders (the “Option Agreement”), to acquire 100% ownership of the outstanding shares of MADA. The Option Agreement specifies certain operational milestones to be achieved by MADA prior to the exercise of the purchase option (the “Milestones”). The Milestones are: i) MADA raising a minimum of US$750,000 pursuant to one or more financings (not including the current DigiMax investment); and ii) MADA entering into customer contracts to generate minimum revenues of €1 million during the 2-year term of the contracts, both of which must occur within six (6) months of the Digimax investment. The purchase price (the “Purchase Price”) under the Option Agreement shall be either: i) an enterprise value of $5 million once the Milestones are achieved; or

ii) otherwise, not less than 80% of the valuation reached by an independent valuator or valuators selected by MADA and the Company. It is anticipated that consideration for the purchase will be comprised of approximately 25% cash and the balance in common shares issued by the company priced at the time the purchase is to be completed.

MADA was created in 2018 in order to provide a smoother way for renewable energy projects to get funded faster and at a lower cost of capital than ever before available. MADA accomplishes this through its MADA Energy Processing Solution or "MEPS". MEPS is a unique AI engine (integrated via API) enabling existing and proposed renewable energy products to predict and prove:

- stable and predictable cashflows;
- data-driven performance insurance for project finance;
- identifying the most cost-effective financing solutions;
- optimization of storage systems, financial models, and enhanced project finance returns for investors.

MEPS can be licensed for use by project developers, project finance insurance companies, and engineering companies to assess existing and proposed projects and to determine optimal targeting of multiples of project variables.

Digital Currencies

During the year ended January 31, 2022, the Company commenced investing in digital currencies such as Bitcoin, Ethereum and Kirobo as a way to demonstrate the effectiveness of the Company's Cryptohawk.ai software.

The Company held the following digital currencies held as digital assets at January 31, 2022 and cumulative activity for period of February 1, 2021 to January 31, 2022:

	$	Bitcoin	Ethereum	USDT	DOT	BCH	LTC	XTZ	Kirobo Coins
Balance at January 31, 2021	$ -	-	-	-	-	-	-	-	-
Digital currencies purchased for the period	122,087,210	1,059	11,495	1,688,895	854	20	262	8,608	6,250,000
Traded for cash for the period	(120,305,368)	(1,048)	(11,395)	(1,688,735)	-	(20)	(62)	(4,432)	-
Loss on sale of digital currencies	(710,498)	-	-	-	-	-	-	-	-
Revaluation of digital currencies	757,490	-	-	-	-	-	-	-	-
Balance at January 31, 2022	**$ 1,828,834**	**11**	**101**	**160**	**854**	**-**	**200**	**4,176**	**6,250,000**

Accounting for Digital currencies:

The Company's digital currencies are comprised of cryptocurrencies which are limited in supply, created, and traded through open-source software and used as both a means of exchange and a store of value. Cryptocurrencies meet the definition of intangible assets in IAS 38 Intangible Assets as they are identifiable non-monetary assets without physical substance. On the date acquired, cryptocurrencies are initially recorded at cost and the revaluation method is used to measure the cryptocurrencies subsequently. Under the revaluation method, increases in fair value are recorded in other comprehensive income, while decreases are recorded in profit or loss. There is no recycling of gains from other comprehensive income to profit or loss. However, to the extent that an increase in fair value reverses a previous decrease in fair value that has been recorded in profit or loss, that increase is recorded in profit or loss. The cryptocurrencies are recorded on the statement of financial position at their fair value at the time of acquisition, which is determined using CoinMarketCap, an online coin price aggregator. The cryptocurrencies are subsequently re-measured at the end of each financial reporting period using CoinMarketCap's as at the period end date. The revaluation of digital currencies resulted in gain of $757,490.

At January 31, 2022, the Company held digital currencies of $852,244 (US$670,055) which was margined by an overdraft facility $519,479 (US$408,619).

OUTLOOK AND PLANS

During the year ended January 31, 2022, the Company has evolved into two divisions, neither of which are cashflow independent and therefore not considered cash generating units and as such the Company continues to report them as one operating segment.

The first division is the application of the Company's AI solutions such as Cryptohawk.ai, and Coindrop.pro solutions to assist investors understand and predict the market movements in Cryptocurrencies.

The second division, is using the Company's acquired and further developed AI technology to empower organizations with insights to make better hiring decisions, reduce attrition, and improve workplace culture. This division has been created through the acquisition of DataNavee, completed late in the previous fiscal year, and the assets of Darwin whereby a series of Data Analytics tools.

Both divisions rely on a subscription service (SaaS) model with various subscription options from monthly to annual subscriptions.

OVERALL FINANCIAL PERFORMANCE

For the year ended January 31,	2022	2021
Revenue	$ 92,465	$ 278,561
Total Expenses	(12,199,133)	(2,186,870)
Net loss - continued operations	(15,222,476)	(2,415,125)
Gain/(Loss) - discontinued operations	(229,496)	239,342
Comprehensive loss for the period	(14,694,482)	(2,175,783)
Adjusted EBITDA[1]	(4,925,665)	(1,041,872)
Loss per share- continued operations	(0.06)	(0.02)
Loss per share - discontinued operations	(0.00)	0.00
Current assets	14,590,922	2,000,290
Total assets	14,686,599	5,786,957
Current liabilities	681,340	376,665
Total liabilities	731,935	376,665
Shareholders equity/(deficit)	$ 13,954,664	$ 5,410,292
Cash and cash equivalent	$ 5,342,266	$ 1,241,674
Working capital	$ 13,909,582	$ 1,623,625

1 – Non-IFRS measure

- Total expenses increased to $12,199,133 in the year ended January 31, 2022 (YE 2022"), compared to $2,186,870 ("YE 2021") for the same period of the prior year. This increase includes stock-based compensation expenses of $4,259,197 during YE 2022, compared to $620,827 in YE 2021, impairment on intangible assets of $2021,158, non-cash consulting fees of $332,110, and $2,293,197 in amortization expense in YE 2022 compared to $245,610 in YE 2021.
- Loss from discontinued operations reflects the disposition of the Digimax Capital Corp. which received regulatory approval and closed on January 31, 2022.
- Comprehensive loss for YE 2022, includes $757,490 unrealized gain on digital currencies and is included in other comprehensive income.
- The Company's adjusted EBITDA, as reconciled below, for the year ended January 31, 2022, was a loss of $4,925,665, compared to loss of $1,041,872 in the same period of the prior year.
- Current assets increased to $14,590,922 at January 31, 2022, compared to $2,000,290 at the same time in the prior year. The increase reflects the completion of two private placements for gross proceeds of $18,331,099 in addition to proceeds from exercise of warrants and stock options during YE 2022.

- Total assets increased year over year primarily with the completion of the successful completion of two private placements and redeployment in investments and digital assets.
- Total current liabilities and total liabilities increased as at January 31, 2022, compared to the same period in the prior year due to recognition of lease liability on new office lease of $100,531; the note payable of $95,850 on the Delphi Crypto acquisition during the current year ended January 31, 2022; and increased accounts payable to $531,508 with increased business activity.
- Working capital increased to $13,909,582 compared to $1,623,625 in the same period in the prior year with the completion of the private placements noted above.

Adjusted EBITDA

One of the measures the Company uses to evaluate its objectives is adjusted EBITDA. Adjusted EBITDA is a non-IFRS financial measure that does not have a standard meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. The Company calculates Adjusted EBITDA as is equal to net income (loss) from continuing operations before interest, taxes and amortization, share-based compensation, and payments, realized loss on sale of digital currencies, loss on revaluation of derivative liabilities, foreign exchange income, interest earned on investments, and unrealized loss on investments. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by (used for) operations.

0		Three months ended January 31,		Year ended January 31,	
	ref.	2022	2021	2022	2021
Net Loss from continuing operations		$ (7,631,465)	$ (1,339,250)	$ (15,222,476)	$ (2,415,125)
Addback:					
Shares for services		332,110	-	628,610	-
Amortization expenses		1,577,510	245,610	2,293,197	245,610
Share based compensation		395,537	261,488	4,259,196	620,827
Other (income)/expenses		3,033,489	184,964	3,115,808	506,816
Adjusted EBITDA		**$ (2,292,819)**	**$ (647,188)**	**$ (4,925,665)**	**$ (1,041,872)**

For the three months and year ended January 31, 2022, the Company had negative EBITDA of $2,292,819 and $4,925,665, respectively compared to $647,188 and $1,041,872, for the same respective period of the prior year. The Company continued to build out its business in connection with CryptoHawk.ai and its PPI artificial intelligence software.

RESULTS OF OPERATIONS

For the three months and year ended January 31, 2022, compared to the same period of January 31, 2021

During the three months and year ended January 31, 2022, the Company focused on further developing and launching its AI and machine learning applications, CryptoHawk.ai and the PPI technology it acquired with the acquisitions of DataNavee, Darwin and Delphi Crypto.

Net loss from operations and the comprehensive loss for the three months and year ended January 31, 2022, and the comparative periods in 2021 are detailed as follows:

	ref.	Three months ended January 31, 2022	2021	Year ended January 31, 2022	2021
Revenue	a	$ 18,590	$ 106,087	$ 92,465	$ 278,561
Expenses					
Consulting fees	b	1,317,913	71,726	2,518,399	343,883
Professional fees	c	92,406	148,428	327,802	165,475
Investor relations	d	384,463	101,233	616,624	291,250
Business development	e	409,295	271,933	1,374,449	273,067
General and administration		117,512	31,630	487,536	118,433
Amortization expenses	f	1,577,510	245,610	2,293,197	245,610
Share based compensation	g	395,537	261,488	4,259,196	620,827
Research expenses		321,930	128,325	321,930	128,325
Total expenses		**4,616,566**	**1,260,373**	**12,199,133**	**2,186,870**
		(4,597,976)	(1,154,286)	(12,106,668)	(1,908,309)
Other income/(expenses)					
Interest, finance and accretion expense	h	(9,247)	(112,865)	(18,334)	(326,035)
Acquisition costs, net		-	(23,316)	-	(23,316)
Realized loss on sale of digitial currencies	i	(816,452)	-	(710,498)	-
Gain/(Loss) on revaluation of derivative liabilities	j	-	(48,783)	175,865	(157,465)
Foreign exchange expense		230,600	-	99,884	-
Interest earned on investments	k	9,656	-	39,070	-
Realized gain on sale of DCC	n	67,689	-	67,689	-
Impairment of intangible assets	l	(2,021,158)	-	(2,021,158)	
Unrealized loss on investments	m	(494,577)	-	(748,326)	-
		(3,033,489)	(184,964)	(3,115,808)	(506,816)
Net Loss from continuing operations		(7,631,465)	(1,339,250)	(15,222,476)	(2,415,125)
Income/(Loss) from discontinued operations	n	(199,436)	152,711	(229,496)	239,342
Net Loss before income tax expense		**(7,830,901)**	**(1,186,539)**	**(15,451,972)**	**(2,175,783)**
Income tax expense		-	-	-	-
Net loss after income tax expense		**(7,830,901)**	**(1,186,539)**	**(15,451,972)**	**(2,175,783)**
Unrealized gains on digital currencies	**o**	(1,119,955)	-	**757,490**	**-**
Comprehensive loss for the period		**$ (8,950,856)**	**$ (1,186,539)**	**$ (14,694,482)**	**$ (2,175,783)**
Loss per share continuing operations- Basic and diluted		**$ (0.03)**	**$ (0.01)**	**$ (0.06)**	**$ (0.02)**

a. The Company launched, during the year ended January 31, 2022, its CryptoHawk.ai software-as-a-Service (SaaS) product and commenced earning revenue from this product. For the three months ("Q4 2022") and year ended January 31, 2022, $18,590 and $92,465, respectively compared to nil in the same period of the prior year. The YE 2021, revenue of $278,561 includes advisory fees earned on consulting agreements that the Company no longer pursues with the sale of Digimax Capital Corp.

b. The Company engages consultants to help manage various aspects of the business, business development, corporate services, and other such services as required. Included in consulting fees are CEO and CFO management fees (see related party section). For Q4 2022 and YE 2022, the Company expended $1,317,913 and $2,518,399, respectively compared to $71,726 and $343,883 respectively in the same period of the prior year. The increase reflects the investment in building out the Company's product offerings during the year.

c. Represents audit and legal fees and other professional fees. During Q4 2022 and YE 2022, the Company expended $92,406 and $327,802 respectively compared to $148,428 and $165,475 respectively in the same period of the prior year. The increase in professional fees reflects an increase in activities over the same period in the prior year.

d. During the period the Company engaged different groups to assist in corporate strategy and marketing in order to educate the public about the company. During the Q4 2022 and YE 2022, the Company expended $384,463 and $616,624 respectively, compared with $101,233 and $291,250 respectively in the same period of the prior year. These activities increased with the closing of the financing activities and the acquisitions and private placements that recapitalized the Company.

e. Includes such expenses required to attend meetings, promote the company and to establish operations abroad. During the Q4 2022 and YE 2022, the Company expended $409,295 and $1,374,449, respectively compared to negative $271,933 and $273,067 in the same period of the prior year. The Company increased business development expenses during FY 2022 to support growth in subscriptions and increase market awareness across different regions around the world.

f. Represents the amortization of the intangible assets recognized on the acquisitions and the amortization of right-of-use asset of $1,577,510 and $2,293,197, for Q4 2022 and YE 2022, respectively compared to $245,610 and $245,610 in the same period of the prior year.

g. Represents the value of stock options that vested during Q4 2022 and YE 2022 of 395,537 and 4,259,196 respectively compared to $261,488 and 620,827 in the same period of the prior year. This is reflection of new option awards, as the Company's share price appreciated during the period in order to retain key consultants.

h. During the Q4 2022 and YE 2022, the Company expended interest and bank charges on converting currencies of $9,247 and $18,334 respectively. During the same period of the prior year the interest and accretion expense is on the convertible debentures. The Company converted the convertible debentures into common shares of the Company and as a result the Company accelerated the accretion expense on the convertible debentures as at January 31, 2021.

i. During the Q4 2022 and YE 2022, the Company incurred a loss of $816,452 and $710,498, respectively on conversion of digital currencies as it commenced holding digital currencies in fiscal 2022. The digital currencies markets experience general market declines in mid December 2021 and continued through to the end of the YE 2022 which resulted in loss on digital currencies.

j. Represents the change in value of the derivative liability which expired during the YE 2022 (related to the issue of convertible debentures).

k. During the Q4 2022 and YE 2022, the Company earned $9,656 and $39,070 respectively on excess cash reserves.

l. During the Q4 2022 and YE 2022, the Company completed its annual impairment testing on intangible assets and determined that there was high degree of uncertainty of the recoverability of these assets based on their value in use and as such the Company impaired $2,021,158 of its intangible assets acquired previously (see Note 8 of the 2022 Audited Financial Statements).

m. During the Q4 2022 and YE 2022, the Company had unrealized loss on investments of $494,577 and $748,326, respectively. This represents the unrealized loss on investments held by the Company's.

n. Represents the discontinued operations held for sale in connection with the Company's announced and completed disposition of its subsidiary Digimax Capital Ltd (see Note 19 of the 2022 Audited Financial Statements).

o. During the Q4 2022 and YE 2022, the Company commenced holding digital currencies (see Note 7 of the 2022 Audited Financial Statements). The Company has unrealized gains on its digital currencies held of $757,490 a decrease of $1,119,955 in Q4 2022 as result of general decline in digital currencies globally. As required under IFRS, these unrealized gains are treated as intangible assets and all unrealized gains are recognized as part of comprehensive income.

SELECTED QUARTERLY FINANCIAL INFORMATION

Three months ended		Revenue		Net Loss		Net loss per share (Basic and Diluted)
31-Jan-22	$	18,590	$	(7,631,465)	$	(0.03)
31-Oct-21		26,108		(2,539,972)		(0.01)
31-Jul-21		29,094		(2,297,311)		(0.01)
30-Apr-21		18,673		(2,753,728)		(0.01)
31-Jan-21		200,680		(1,186,539)		(0.01)
31-Oct-20		87,849		(631,906)		(0.01)
31-Jul-20		165,355		(116,631)		-
30-Apr-20		96,869		(240,707)		-

During the three months ended January 31, 2022, the Company recognized non-cash expenses of an impairment charge on intangible assets of $2,021,158; realized loss on digital currencies of $816,452; amortization expense of $1,577,510; stock-based compensation of $395,538, and unrealized loss on investments of $362,647.

During the three months ended October 31, 2021, the Company recognized non-cash expenses of $792,855 in stock-based compensation; amortization expense of $281,932; unrealized loss on investments of $166,797 and realized gains on sale of digital currencies of $111,132.

During the three months ended July 31, 2021, the Company recognized non-cash expenses of $1,052,818 in stock-based compensation expense; amortization expense of $228,606; and unrealized loss on investments of $39,580.

During the three months ended April 30, 2021, the Company recognized non-cash expenses of $2,017,986 in stock-based compensation expense; amortization expense of $205,149; gain on revaluation of derivative liabilities of $175,865; and unrealized loss on investments of $47,372.

During the three months ended January 31, 2021, the Company recognized non-cash expenses of $261,488 in stock-based compensation; amortization expense of $245,610; unrealized gain on investments of $117,101; loss on revaluation of derivative liabilities of $48,783 and interest and accretion expense of $112,865 on convertible debt.

During the three months ended October 31, 2021, the Company recognized non-cash expenses of $359,339 in stock-based compensation, gain on revaluation of derivative liability of $56,897; and interest and accretion expense of $91,687 on convertible debt.

LIQUIDITY AND CAPITAL RESOURCES

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company had cash of $5,342,266, Digital currencies of $1,828,834, total current assets of $14,590,922 and current liabilities of $681,340 at January 31, 2022. The Company had working capital of $13,909,582 at January 31, 2022, compared to $1,623,625 at the same period of the prior year.

	Year ended January 31, 2022	2021
Operating activities from continuing operations	$ (4,161,426)	$ (1,237,565)
Financing activities from continuing operations	18,270,940	2,154,388
Investing activities from continuing operations	(10,100,442)	-
Cash, beginning of period	1,241,674	207,140
Cash, end of period	$ 5,342,266	$ 1,241,674

Cash used in operating activities

Cash used in operating activities was the result of the operating loss from operations of $4,161,426 (2021 - $1,237,565), positively adjusted for non-cash items of $10,547,043 (2021 – $1,347,475), and the positive net change in non-cash working capital items was $743,503 (2021-negative $409,257).

Cash flows from financing activities

The Company received net cash proceeds of $16,739,205 (2021- $1,343,900) from the two private placement financings. The Company also received $1,560,160 (2021- $922,500) in connection with warrants and stock options exercised during the YE 2022. Principal payments on lease liability $28,425 during the YE 2022. Interest paid on debentures in YE 2021 was $112,012.

Cash flows from investing activities

During the YE 2022, the Company expensed $135,103 in development costs it had capitalized as intangible assets on the development of its CryptoHawk.ai and PPI applications. In addition, during the YE 2022, the Company invested in Kirobo Ltd. US$5,000,000 and US$1,000,000 in Digimax Global Fund, as noted above, in the amount of $7,897,319. Finally, as noted above the Company commenced holding digital currencies and had net purchase of digital currencies of $1,781,842 during the YE 2022.

The Company's objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and the issuance of convertible debentures.

Management closely monitors the Company's current cash position and the short-term and long-term cash requirements. The Company may be required to obtain additional funding to take advantage of the market opportunities and an issuance of common shares or debt will most likely be a component of the funding.

OUTSTANDING SHARE DATA

As at January 31, 2022, the Company had 271,065,013 common shares issued and outstanding, 21,600,000 stock options, 2,150,000 RSUs and 72,954,249 warrants. As at the date of this MD&A the Company has the following outstanding balances: 271,065,013 common shares, 19,950,000 stock options, 2,150,000 RSUs and 72,954,249 warrants.

FINANCIAL INSTRUMENTS

As outlined in Note 3 and Note 16 to the 2022 Audited Financial Statements, the Company recognizes all financial instruments and applies the fair value hierarchy as required under IFRS.

OFF BALANCE SHEET ARRANGEMENTS

Other than as described in Note 18 to the 2022 Audited Financial Statements, the Company is not aware of any Off-Balance Sheet arrangements.

COMMITMENTS AND CONTINGENCIES

Other than as described in Note 18 to the 2022 Audited Financial Statements, and as noted in this MD&A, the Company has no additional commitment disclosure.

RELATED PARTY TRANSACTIONS

Other than as described in Note 17 to the 2021 Audited Financial Statements, there are no additional related party transactions.

ACCOUNTING POLICIES, CRITICAL JUDGMENTS AND ESTIMATES

The preparation of the Company's 2022 Financial Statements in conformity with IFRS, requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and other items in net earnings or loss, and the related disclosure of contingent assets and liabilities, if any. Critical judgments and estimates represent estimates made by management that are, by their very nature, uncertain. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying values of assets and liabilities and the reported amounts of revenues and other items in net earnings or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Summaries of the significant accounting policies applied, and significant judgments, estimates and assumptions made by management in the preparation of its financial statements are provided in Notes 2 and 3 to the 2022 Audited Financial Statements.

CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at January 31, 2022, covered by this management's discussion and analysis, management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Chief Executive Officer and the Chief Financial Officer of the Company have also evaluated whether there were changes to the Company's internal controls over financial reporting during the year ended January 31, 2022, that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting. There were no changes identified during their evaluation.

RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but the list is not exhaustive and does not include all of the risks associated with an investment in securities of the Company.

If any of these risks outlined below proceed to materialize, and/or other circumstances or other possible additional risks and uncertainties of which the Company and its directors and officers are not currently aware of, or which they consider to be immaterial and/or irrelevant to the Company's business, actually occur, the Company's assets, liabilities, financial condition, operations and business prospects, are likely to be materially and adversely affected.

An investment in the Company is speculative and involves a high degree of risk due to the nature of the Company's business. The risk factors noted below do not necessarily comprise all risks faced by the Company. Additional risks and uncertainties not presently known to the Company or that the Company may currently consider to be immaterial and/or irrelevant, may also impair its business, operations and future prospects. If any of the known or unknown risks and uncertainties materialize, the future business of the Company may be harmed, and the financial condition and operational capacity may suffer significantly as a result thereof.

COVID-19 Pandemic

In March 2020, the World Health Organization declared the outbreak of the novel Coronavirus (COVID-19) to be a global pandemic. This contagious virus outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected global economies and financial markets, leading to a widespread economic downturn, the likes of which have not been seen since the 2008 global financial crisis. The extent and duration of the COVID-19 pandemic, the reactions of governments (both local and federal) and private sector actors to the pandemic, and the extent to which these reactions will continue to affect the Company's business, financial condition, and operations, will all depend on future developments which are highly-uncertain, many of which are outside the Company's control and thus cannot be predicted with confidence.

Such developments include, but are not limited to: (a) the ultimate geographic spread of the virus, (b) intensity and duration of the pandemic (including the possibility of further "waves"), (c) new information which may emerge regarding the severity of the virus, (d) the effectiveness and intensity of measures to contain COVID-19 or address its impact (including any potential increase in the duration or intensity of restrictions on public gatherings and restrictions on the operation of non-essential businesses), and (e) short-term and long-term changes to travel patterns and/or travel restrictions imposed by governments, and the economic impacts resulting therefrom. Given the aforementioned uncertainties, the Company cannot predict the extent to which the COVID-19 pandemic may affect the Company's financial and operational outlook, including the possibility that the pandemic may result in a prolonged global recession and may also have the effect of exacerbating the potential impact of the other risks disclosed in this Risk Factors section.

The health and safety of our employees, their families and the communities in which we operate is of utmost importance to management. To date, the Company has not had any confirmed cases of COVID-19 among any of its employees or contractors. The Company has adopted the advice of public health authorities in the locales in which it operates and is committed to adhering to all government regulations with respect to COVID-19 precautions and measures. Accordingly, the following measures have been implemented across the Company to prevent the potential spread of the virus:

- Indefinite closure of corporate offices;
- The Company has implemented and facilitated remote-work arrangements for employees;
- The Company has implemented strict social-distancing guidelines for any and all in-person meetings, should in-person meetings be deemed necessary;
- Elimination of all non-essential business travel;

- Mandatory 14-day quarantine for all employees returning from out of country travel.

Risks related to the Company's business

The Company is an early-stage technology company with a limited operating history, and, as such, faces all of the risks inherent to early-stage companies, including, but not limited to: (a) access to capital, (b) the ability to attract and retain qualified employees, (c) the ability to attract and maintain customers, and (d) the ability to implement appropriate operating procedures and routines.

Entry into Digital Asset Development and Exchange Business

Although the Company is not directly involved in dealing and transacting with digital currency, it has developed and continues to develop, solutions to support digital currency investors and the digital currency industry at large.

The digital currency marketplace is highly competitive, and is populated with many companies, both large and small, with the capital and expertise to evaluate, purchase and exploit novel and innovative opportunities. Accordingly, it is prudent to note that even with capital and experience, there are many significant risks which are associated with the digital currency industry.

In addition to the risks associated with the digital currency industry, the issue of regulatory compliance is an increasingly complex and costly obstacle through which many nascent companies must navigate when implementing new projects. Often times, even if regulatory guidelines are met, and compliance is obtained, said guidelines may be increasingly restrictive and/or stifling to companies, and may hamper the innovation of start-up opportunities with respect to distributed ledger technology. As such, taking regulatory concerns into account, the Company may not be able to finance its potential growth as demand on human resources increases and there is no assurance that the Company's entry into this business activity will be successful.

Failure to Innovate

The Company's continued success is contingent upon its ability to design, develop, test, market, license and support new software products. In addition, the Company's success is also contingent upon its ability to provide enhancements of current products on a timely basis in response to both competitive threats and marketplace demands. Moreover, the Company must ensure that its software products and enhancements remain compatible with the other software products and systems used by its customers. Often, the Company must integrate software licensed or acquired from third parties with its proprietary software in order to create and/or improve its products. As such, if the Company is unable to successfully integrate third party software to develop new software products and enhancements to existing products and/or complete products currently under development, its operating results will materially suffer. Additionally, if the integrated and/or new products or enhancements do not achieve widespread marketplace acceptance, the Company's operating results will materially suffer.

Furthermore, if new industry standards emerge that the Company does not anticipate or adapt to, its software products could be rendered obsolete and, as a result, its business and ability to compete in the digital currency marketplace would be adversely affected. The technology sector, and in particular the cryptocurrency space, continues to evolve at an extremely rapid pace. As such, the Company works diligently to stay up-to-date with contemporary industry trends; however, there is a risk we will not keep pace with industry developments, thus harming our business and operating results.

Competition

The Company is engaged in a highly competitive industry. Due to the fact that the industry is evolving at a rapid pace, and is characterized by rapid technological advances, it is difficult for the Company to accurately predict whether, when and by whom new competing technologies may be introduced or when new competitors may enter the market. In addition, the Company faces increased competition from companies with strong positions in certain markets that the Company intends to serve and in new markets and regions it may enter. Many of the Company's competitors have significantly greater financial and other material resources than the Company currently possesses and may spend significant amounts of resources in order to gain market share. As such, the Company cannot assure its investors that it will be able to compete effectively against current and future competitors. In addition, increased competition or other competitive pressures may result in price reductions, reduced margins and/or loss of market share, any of which of these outcomes could have a significant adverse effect on the Company's business, financial condition or results of operations. Competitors may be able to respond to new or emerging technologies and changes in customer requirements more effectively than the Company can, or devote greater resources to the development, promotion and sale of products than the Company is able to. Furthermore, current and potential competitors may establish cooperative relationships amongst themselves or with third parties, including through the use of mergers or acquisitions, in order to increase the ability of their products to address the needs of the Company's prospective customers. If these competitors were to acquire significantly increased market share by co-operative means, it could have a material adverse effect on the Company's business, financial condition or results of operations. The Company's competitors may also establish or strengthen co-operative relationships with systems integrators, third-party consulting firms or other parties with whom the Company has relationships, thereby limiting its ability to promote its products.

If the Company is not able to differentiate its business from that of its competitors, drive value for customers or effectively align its financial and operational resources with its stated goals and objectives, it may not be able to compete effectively against its competitors.

Failure to Protect its Intellectual Property

The Company is highly dependent on its ability to protect its proprietary technology. Failure to protect the Company's intellectual property could cause significant harm to the Company's ability to effectively compete within the cryptocurrency market. The Company intends to rely on a combination of copyright, patent, trademark and trade secret laws, as well as non-disclosure agreements and other contractual provisions, to establish and maintain its proprietary rights. The Company intends to protect its rights vigorously, however, despite the Company's best-efforts to protects its intellectual property through the aforementioned channels, there are no assurances that these measures will at all be successful. The Company's applications for trademarks and copyrights relating to its business may not be granted, and if granted, may be challenged or invalidated. There is no guarantee that issued trademarks and registered copyrights will provide the Company with any competitive advantages. There is a risk that another party may obtain a blocking patent and the Company would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products.

Enforcement of the Company's intellectual property rights may be difficult, particularly in jurisdictions outside of North America in which the Company may seek to market its products. While U.S. and Canadian copyright laws, international conventions and international treaties may provide meaningful protection against unauthorized duplication of software, the laws of some foreign jurisdictions may not protect proprietary rights to the same extent as the laws of Canada or the United States. The absence of internationally harmonized intellectual property laws makes it more difficult to ensure consistent protection of the Company's proprietary rights. Software piracy has been, and is expected to continue to be, a persistent problem for the software industry, and piracy of the Company's products represents a loss of revenue to the Company.

Despite the Company's efforts to protect its intellectual property rights, unauthorized third parties, including its competitors, may be able to: (i) copy certain portions of its products, or (ii) reverse engineer or obtain and use information that the Company regards as proprietary. In addition, the Company's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to the Company's technologies. The Company's competitive position may be materially adversely affected by its possible inability to effectively protect its intellectual property.

Reliance on Third Party Software

The Company currently depends on third-party software products in order to develop its products. If, in the future, such reliance existed and the software products were not available, the Company might experience delays or increased costs in the development of its products. In addition, the Company currently does not rely on software products that it licenses from third parties. Should the Company in the future rely upon third-party software licenses that may not continue to be available to the Company, and/or the related software may not continue to be appropriately supported, maintained, or enhanced by the licensors, the loss by the Company of the license to use, or the inability by licensors to support, maintain, and enhance any of such software, could result in increased costs or delays and reductions of product shipments until equivalent software is developed or licensed and integrated with internally developed software. Such increased costs or delays or reductions in product shipments could materially adversely affect the Company's business. In addition, the Company's web-based software applications depend on the stability, functionality and scalability of the underlying infrastructure software including application servers, databases, java platform software and operating systems produced by IBM, Microsoft and others. If weaknesses in such infrastructure software exist or arise, the Company may not be able to correct or compensate for such weaknesses. If the Company is unable to address weaknesses resulting from problems in the infrastructure software such that its products do not meet customer needs or expectations, its reputation, and consequently, its business may be significantly harmed.

Regulatory Risks

The activities of the Company may be subject to regulation by governmental authorities. As such, the continued achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities, which include obtaining regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities in order for approval to be granted. Any delays and/or failures in obtaining the requisite regulatory approvals would significantly delay the development of the Company's products and could have a material adverse effect on the business, operations and financial condition of the Company.

Use of Open Source Software

The Company's software makes use of and incorporates open source software components. These components are developed by third parties over whom the Company has no control. There are no assurances that those components do not infringe upon the intellectual property rights of others. As such, the Company could be exposed to infringement claims and liability in connection with the use of said open source software components, and thus may be forced to replace said components with internally-developed software or software obtained from another supplier, which may increase its expenses as a result. Furthermore, it is important to note that the developers of open source software are generally under no obligation to maintain or update the software, and the Company may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may further increase its expenses. Moreover, making such replacements could also delay enhancements to its products. Certain open source software licenses include clauses that allow for the licensed software to be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications the Company makes to such software will be available to all downstream users of the software, including its competitors. In addition, certain open source licenses provide that if the Company wishes to combine the licensed software, in whole or in part, with its proprietary software, and distribute copies of the resulting combined work, the Company may only do so if such copies are distributed under the same terms and conditions as if the open source software component of the work was licensed to the Company, including the requirement to make the source code to the entire work available to recipients of such copies. The types of combinations of open source software and proprietary code that are covered by the requirement to release the source code to the entire combined work are uncertain and much debated by users of open source software. An incorrect determination as to whether a combination is governed by such provisions will result in non-compliance with the terms of the open source license. Such non-compliance could result in the termination of the Company's license to use, modify and distribute copies of the affected open source software and the Company may be forced to replace such open source software with internally developed software or software obtained from another supplier, which may increase its expenses. In addition to terminating the affected open source license, the licensor of such open source software may seek a court order ensuring that the proprietary software that was combined with the open source software be made available to others, including its competitors, under the terms and conditions of the applicable open source license.

Efficacy of Advertising and Promotional Expenditures
The Company's future growth and profitability will be contingent upon the effectiveness of its advertising and promotional expenditures, including its ability to (i) create greater awareness of its technology and services, (ii) determine the appropriate creative message and media mix for future advertising expenditures, and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in future revenues and/or awareness of the Company's technologies or services. In addition, no assurance can be given that the Company will be able to manage its advertising and promotional expenditures in a cost-effective manner.

The Company believes that maintaining and promoting its brands is critical to expanding its customer base. Maintaining and promoting the Company's brands will depend largely on its ability to continue to provide useful, reliable and innovative services, which the Company may not do successfully. The Company may introduce new features, products, services or terms of service that may not prove popular with its customers, and thus may negatively affect its brands and reputation. Maintaining and enhancing the Company's brands may require the Company to make substantial investments, and these investments may not achieve the Company's desired goals. If the Company fails to successfully promote and maintain its brands or incur excessive expenses in its effort to, its business and operating results could be adversely affected.

Requirement to Attract and Retain Customers and Users to Our Apps and Products
The Company's continued success will depend on its ability to attract new customers and users to its apps and products and its ability to grow its active customer and user bases. No assurance can be given that the Company will be able to procure a sufficient number of customers and/or users to reach profitability.

Growth and Consolidation in the Industry
Acquisitions or other consolidating transactions could have adverse effects on the Company. The Company could lose strategic relationships if its partners are acquired by or enter into agreements with a competitor, causing the Company to lose access to distribution, content and other resources. In addition, relationships between the Company and its strategic partners may deteriorate (for any number of reasons) thus having an adverse effect on the Company's business. Furthermore, the Company could lose current or future customers if competitors and/or operators of competing technology consolidate with the Company's current or potential customers. In addition, the Company's current competitors could become larger players in the market or new competitors could form from consolidations.

Any of the foregoing events could cause the Company to lose customers, revenue, and market share. Consolidation in the industry could also force the Company to divert greater resources to meet new or additional competitive threats, which could further harm the Company's operating results.

Intellectual Property Infringement
Other companies may claim that the Company has infringed their intellectual property, which could materially increase costs and materially harm the Company's ability to generate future revenue and profits. Claims of infringement are becoming increasingly common as the software industry develops and as related legal protections, including patents, are applied to software products. Although the Company does not believe that its products infringe on the rights of third parties, third parties may assert infringement claims against the Company in the future. Although most of the Company's technology is proprietary in nature, the Company does include significant amounts of third-party software in its products. In these cases, this software is licensed from the entity holding the intellectual property rights. Although the Company believes that it has secured proper licenses for all third-party software that is integrated into its products, third parties may assert infringement claims against the Company in the future. Any such assertion may result in litigation or may require the Company to obtain a license for the intellectual property rights of third parties. Such licenses may not be available, or they may not be available on reasonable terms. In addition, such litigation could be disruptive to the Company's ability to generate revenue or enter into new market opportunities and may result in significantly increased costs as a result of the Company's efforts to defend against those claims or its attempt to license the patents or rework its products to ensure they comply with judicial decisions.

Any of the foregoing could have a significant adverse impact on the Company's business and operating results as well as its ability to generate future revenue and profits. The loss of licenses to use third-party software or the lack of support or enhancement of such software could materially adversely affect the Company's business. The Company could also be forced to do one or more of the following: (i) stop selling, incorporating or using its products that use the challenged intellectual property; (ii) obtain from the owner of the infringed intellectual property right a license to sell or use the relevant technology, which license may not be available on reasonable terms, or at all; (iii) redesign those products that use allegedly infringing technology which may be costly or time-consuming; or (iv) refund license fees and other amounts received, and make payments of additional amounts in damages or settlement payments, for allegedly infringing technology or products.

Additional Funding Requirements

The ability to generate sufficient cash flow from operations in order to fulfill our obligations will depend on the Company's future financial performance, which will be affected by a wide range of economic, competitive, regulatory, legislative and business factors, many of which are outside of the Company's control. In addition, from time to time, the Company may require additional financing in order to carry out its business plans and satisfy its contractual obligations. Failure to obtain such financing on a timely basis could cause the Company to miss business opportunities, delay or indefinitely postpone further research and development and reduce or terminate its operations. Furthermore, if the Company's operational cash flow is not sufficient to satisfy its capital expenditure requirements, there can be no assurances that any additional debt or equity financing will be available to meet these requirements or become available on favourable terms.

In addition to the foregoing, on account of limited financing opportunities, the Company may be forced issue securities on less-than-favourable terms in order to raise sufficient capital to fund its business plan. Any transactions involving the issuance of equity securities or securities convertible into common shares could result in possibly substantial dilution to present and prospective shareholders.

Fluctuations in Foreign Currency Exchange Rates

As the Company continues to expand its operations internationally, it will be subject to foreign exchange currency risks. The strengthening or weakening of the Canadian dollar in comparison with other currencies will impact the translation of both the net revenues generated by the Company and any customer deposits held in foreign currencies into Canadian dollars. The Company may face financial exposure if it incorrectly sets foreign exchange rates at the time of a transaction, or as a result of fluctuations in foreign exchange rates.

The three main types of foreign exchange risks that the Company may face can be categorized as follows:

- Transaction exposure: The Company's operations may incur costs in various currencies. This creates exposure at the operational level, which may affect profitability as exchange rates fluctuate;
- Exposure to currency risk: The Company is exposed to currency risk through a portion of the following assets and liabilities denominated in currencies other than the Canadian dollar: cash and cash equivalents, trade and other receivables, trade and other payables, deferred revenue, and customer deposits; and
- Translation exposure: The Company's functional and reporting currency is the Canadian Dollar. However, the Company's operations may in the future have assets and liabilities denominated in US Dollars, with translation foreign exchange gains and losses included from these balances in the determination of profit or loss. Thus, as the exchange rate between the US Dollar fluctuates against the Canadian dollar, the Company may experience foreign exchange gains and losses, which can have a significant impact on its consolidated operating results.

Accordingly, on account of the above and other related risks not listed in this document, fluctuations in currency exchange rates could significantly affect the Company's business, financial condition, results of operations and liquidity.

Digital Currency Value Risk
Digital currencies have emerged as an alternative form of currency, untethered to traditional currency and largely unregulated. Cryptocurrencies are not backed by a central bank, national or international organization, assets, or other credit. The value of digital currencies are determined by the value that market participants place on them through transactions. A loss of confidence in any one or all digital currencies may lead to the collapse of trading activities and/or an abrupt decrease in the value of the digital currency. Historically, the value of digital currencies have been very volatile and unpredictable. If such an event were to occur, the Company's products may no longer attract customers who look to trade on digital currencies and thereby may significantly impact the operations of the Company.

Cryptocurrency Market Could Experience Regulatory Changes
As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. On-going and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the Company to continue to operate. The effect of any future regulatory change on the cryptocurrency industry is impossible to predict, but such change could be substantial and adverse to the Company. Investors are urged to consult their tax advisers regarding the substantial uncertainty regarding the tax consequences of an investment in cryptocurrencies.

Governments may, in the future, restrict or prohibit the acquisition, use or redemption of cryptocurrencies. Ownership of, holding or trading in cryptocurrencies may then be considered illegal and subject to sanction. Governments may also take regulatory action that may increase the cost and/or subject cryptocurrency mining companies to additional regulation. For example, on July 25, 2017 the United States Securities and Exchange Commission released an investigative report which indicates that the United States Securities and Exchange Commission would, in some circumstances, consider the offer and sale of Blockchain tokens pursuant to an initial coin offering subject to U.S. securities laws. Similarly, on August 24, 2017, the Canadian Securities Administrators published CSA Staff Notice 46-307 – Cryptocurrency Offerings, providing guidance on whether initial coin offerings, pursuant to which tokens are offered to investors, are subject to Canadian securities laws. Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency.

The Company is subject to regulations related to data privacy, data use and data security in the jurisdictions in which it does business. In Canada, the Company is subject to PIPEDA and in British Columbia, the Company is subject to PIPA. PIPA governs private sector organizations and the rules surrounding the handling of personal information of the public (i.e., the Company's users). Under PIPA, businesses are accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected.

In recent years, there has been heightened legislative and regulatory focus on data security, including requiring consumer notification in the event of a data breach. Regulation of privacy, data use and security may materially increase the Company's operating costs and adversely affect its profitability. The Company's failure to comply with privacy, data use, and security laws and regulations, and any other regulations to which it is or will become subject to, could result in fines, sanctions and damage to the Company's reputation and brand.

Changes to Bank Fees or Practices, or Payment Card Networks
The Company is reliant on banks and other payment processors to process transactions and must pay fees for such services. Payment card networks, from time to time, increase their fees for each transaction that accesses their networks, and the cost of these increased fees may be passed on to us by our payment processor(s), who may also increase their own fees for payment processing. Any increase in these fees could increase our operating costs and reduce our profitability.

In addition to the foregoing, there are banking-related risks associated specifically with companies operating within the cryptocurrency industry. In the past, banks have denied services to cryptocurrency-related companies, including the ability to open bank accounts and access other banking services. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency-related services.

Key Personnel Risk

The success of the Company's operations and future growth will depend, to a large degree, on the continued efforts of our directors and officers to develop the business and manage operations and on the ability to attract and retain key technical, sales and marketing staff, support staff or consultants. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff, support staff, as well as officers and directors means no assurance can be provided that the Company will be able to attract or retain key personnel in the future. Our inability to retain and attract the necessary personnel could adversely affect our business and operations. We do not have any insurance policies with respect to any of our directors, officers or key employees and have no plans to implement such policies in the future.

Conflict of Interest of Management

Certain directors and officers are, and may continue to be, involved in other business ventures in the technology industry, or other industries, through their direct and indirect participation in corporations, partnerships, joint ventures, etc. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Situations may arise in connection with potential acquisitions or opportunities where the interest of these directors and officers may diverge from the interests of the Company. We expect that any decision made by any directors and officers relating to the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and its shareholders, however, there can be no assurances in this regard.

Uninsured or Uninsurable Risks

Although the Company maintains an insurance policy to protect against certain risks in such amounts as we consider to be reasonable, our insurance will not cover all potential risks associated with our operations, and insurance coverage may not continue to be available or may not be adequate to cover all potential liabilities. The Company may therefore become subject to liability for risks which are uninsurable or against which the Company may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which we do not carry insurance may have a material adverse effect on our financial position and operations.

Reliance on Development and Maintenance of Internet Infrastructure

The success of our services will depend largely on the development and maintenance of existing internet infrastructure. This includes the maintenance of a reliable network backbone with the necessary speed, data capacity and security, as well as timely development of complementary products, for providing reliable internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the number of users and amount of traffic, and thus may be unable to support the demands of the Company. In addition, increasing numbers of users, increasing bandwidth requirements, or problems caused by "viruses", "worms", and similar programs may harm the performance of the Internet. Furthermore, the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face similar outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of the Company's services, resulting in reduced revenues.

Risks Related to Potential Interruption or Failure of our Information Technology and Communications Systems

Our ability to provide our products and services depends on the continuing operation of our information technology and communications systems. Any damage to or failure of our systems could interrupt our service. Service interruptions could reduce our revenues and profits and damage our brand if our systems are perceived to be unreliable. Our systems are vulnerable to damage or interruption as a result of terrorist attacks, war, earthquakes, floods, fires, power loss, telecommunications failures, computer viruses, interruptions in access to our platforms through the use of “denial of service” or similar attacks, hacking or other attempts to harm its systems and similar events. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios. The occurrence of a natural disaster or of the closure of an Internet data centre by a third-party provider without adequate notice could result in lengthy service interruptions. Interruption or failure of our information technology and communications systems could impair our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

Risks Related to Potential Undetected Errors in our Software

Our software apps and products could contain undetected errors or “bugs”, vulnerabilities or defects that could adversely affect their performance. We regularly update and enhance our apps and other online systems and introduce new versions of our software apps and products. The occurrence of errors in any of these may cause us to lose market share, damage our reputation and brand name, and reduce our revenues.

Litigation Risk

All industries are subject to legal claims, with or without merit. The Company may, from time to time, be party to various claims, legal proceedings and/or complaints which may arise in the ordinary course of business. Defence and settlement costs could be substantial, even for claims that are without merit. Due to the inherent uncertainty of the litigation process, the litigation or dispute resolution process could take away from management’s time and effort and the resolution of any particular legal proceeding to which the Company may become subject to could have a material adverse effect on its business, results of operations and financial position.

Lack of Operating History

The Company has a limited operating history. The Company is therefore subject to many of the risks common to early stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The failure by the Company to meet any of these conditions could have a materially adverse effect on the Company and may force it to reduce, curtail, or discontinue operations. There is no assurance that the Company will be successful in achieving a return on shareholders’ investment and the likelihood of success must be considered in light of the early stage of operations. The Company may not successfully address all of the risks and uncertainties or successfully implement its existing and new products and services. If the Company fails to do so, it could materially harm its business and impair the value of its common stock, resulting in a loss to shareholders. Even if the Company accomplishes these objectives, the Company may not generate the anticipated positive cash flows or profits. No assurance can be given that the Company can or will ever be successful in its operations and operate profitably.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets due to the COVID-19 pandemic has generally made the raising of capital by equity or debt financing more difficult. We will be dependent upon the capital markets to raise additional financing in the future while continuing to establish our customer and user bases. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, we are subject to liquidity risks in meeting development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to us and our management. If uncertain market conditions persist, the ability to raise capital could be jeopardized and thus have an adverse impact on operations and on the trading price of our common shares.

Potential Volatility of Market Price of Shares

Securities traded on the CSE have, from time to time, experienced significant price and volume fluctuations unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of the Company’s common shares. Factors that could cause fluctuations in the market price of the Company’s common shares include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally or those in our industry in particular;
- sales of common shares by the Company's shareholders;
- changes in the financial projections or outlook of the Company, as provided publicly, or the Company's failure to meet such projections;
- announcements by the Company or its competitors of new products or services;
- the public's reaction to press releases put out by the Company and other public announcements and filings with securities commissions;
- rumors and market speculation involving the Company or other companies in our industry;
- actual or anticipated changes in the Company's operating results or fluctuations in the Company's operating results;
- actual or anticipated developments in the Company's business, its competitors' businesses or the competitive landscape generally;
- litigation involving the Company, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning the Company's intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by the Company or by its competitors;
- new laws or regulations or new interpretations of existing laws and regulations applicable to our business;
- any significant change in our management;
- the current outbreak of COVID-19 and any future emergency and spread of similar pathogens;
- general economic conditions and slow or negative growth of our markets; and
- other events and factors outside of the Company's control.

The Company is unable to predict whether substantial amounts of its common shares will be sold on the open market. Any sales of substantial amounts of its common shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the Company's common shares.

In assessing the risk of an investment in the Company's common shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's common shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

INFORMATION CONCERNING DIGIMAX GLOBAL INC.

Additional information relating to the Company, may be accessed through the SEDAR website at www.sedar.com under Digimax Global Inc. and the Company's website at www.digimaxglobal.com.

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