



FANDIFI TECHNOLOGY CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
9 MONTHS ENDED OCTOBER 31, 2023



The following management discussion and analysis (“MD&A”) of the financial position and results of operations for FANDIFI TECHNOLOGY CORP. (Formerly FANDOM SPORTS Media Corp.) (the “Company” or “FANDFI”) should be read in conjunction with the consolidated financial statements and notes thereto for the 9 months ended October 31, 2023. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian Dollars.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company’s actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, the Company undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to future price levels, success of technology development, success of marketing and product adoption, development timelines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price levels; accidents, labor disputes and other risks of the technology industry; delays in obtaining approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.



1.1 Date of Report: December 29, 2023

1.2 Overall Performance

Description of the Business

FANDFI is a publicly listed company incorporated in Canada on May 12, 2006, under the British Columbia Corporations Act. The Company is listed on the Canadian Securities Exchange under the trading symbol "FDM" and quoted on the OTC Pinks under the trading symbol "FDMSF". The Company is also listed on the Frankfurt Stock Exchange under the trading symbol TQ:43

The Fandifi fan engagement platform is a module-based architecture using a proprietary technology. According to the target users and/or market requirements the platform is able to generate a customizable mobile enabled application. Since the platform consists of multiple modules, it is capable to include only the particular functionalities required by a very specific target audience, such as different authentication partners, different payment gateways, games, news feeds, etc. Even more, the platform, is able to spin off the custom applications for specific events, competition organizers, channel partners, and content creators etc. The customer's privacy and security is a paramount concern of our operations, therefore the Fandifi Platform exists in a proprietary private cloud. The cloud nodes are located in the strategic locations throughout the world while maintaining the full near real-time synchronization and the implementation of the "any cast" technology automatically routes users to the node closest to their location. The deep integration with the DataBioniX™ platform allows for real-time data organization and extraction of the meaningful insights, including but not limited to, in-games statistics, teams related forecasts, gamers past and predicted performances, etc.

Stream and broadcast viewers along with Esports and Sports fan engagement and associated brand/sponsor segments will provide guidance and direction in the buildout of a unique fan offering that blends sports predictions through social interaction.

The Company has confirmed that its Fandifi sports network is active in a proprietary private cloud and provides multilingual support. Quickly achieving these milestones provides a foundation for the Company's strategy of both a localized and global launch of Fandifi's regulated betting and unregulated prediction business models.

The Company's ability to continue as a going concern, to fund its technology developments and acquisitions and to ensure adequate working capital is dependent upon achieving profitable operations or upon obtaining sufficient additional financing. These factors may cast significant doubt on the Company's ability to continue as a going concern. See section 1.6 below.

The address of the Company's head office and principal place of business Suite 830 – 1100 Melville Street, Vancouver BC V6E 4A6 and the registered and records office is located at 2200 - 885 West Georgia Street, Vancouver, B.C., Canada, V6C 3E8.

Further information about the Company and its operations is available on the FANDFI website at fandomsports.com or on SEDAR+ at www.sedarplus.ca.



Principle Products

Fandifi's principal product is a prediction engine which facilitates real time predictions in events ranging from esports, to sports to scripted to programming to live streamed broadcasts. Fandifi is able to provide these prediction actions to viewers to assist content creators in extending peak viewership metrics and to generate new revenue streams through in platform purchases. Fandifi will be able to present data for predictions from esports and sports data feeds as well as from community generated predictions that viewers that can overlay on any streamed content and then share with friends and their communities as challenges.

Fandifi will be selling recharge packs based on energy meter that depletes with each prediction entered. The amount of energy expended per prediction will fluctuate with each level attained within the game. Furthermore, people will be able to purchase in play boosters to up their scores for certain events to speed up their 'level-up' capabilities. For example, people to reach a certain level through gameplay before they can create predictions for their events or more for other third-party events. Furthermore the Company has evolved the monetization strategy to include a Platform-as-a-Service (PaaS) model whereby individual sports and esports team will pay an annual license fee to have access to Fandifi's suite of fan e engagement and advertising tools.

At this stage in the platform, the prizes will consist of digital in game rewards that are not transferable outside of the platform. It is key that all players have equal opportunities to get rewarded for all prizes whether they pay or not.

1.3 Results of Operations

Revenue:

The Company is in the development stage and does not generate revenues. To date the Company has not earned any significant revenues.

For the 9 months ended October 31, 2023:

General and Administrative Expenses:

General and Administrative expenses decreased by \$915,871 to \$1,566,227 during the 9 months ended October 31, 2023 (2022: \$2,482,098) driven by decreases in Platform Development Costs and Consulting Fees.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of social media and marketing trends, and the uncertainty of fundraising activities.



1.5 Summary of Quarterly Results

| Six months ended | Total revenues | Net loss (\$) | Loss per share (\$) |
|------------------|----------------|---------------|---------------------|
| October 31, 2023 | Nil | 1,566,058 | 0.02 |
| July 31, 2023 | Nil | 1,112,265 | 0.02 |
| April 30, 2023 | Nil | 613,883 | 0.01 |
| January 31, 2023 | Nil | 288,226 | 0.00 |
| October 31, 2022 | Nil | 1,772,173 | 0.02 |
| July 31, 2022 | Nil | 708,363 | 0.01 |
| April 30, 2022 | Nil | 796,106 | 0.01 |
| January 31, 2022 | Nil | 1,530,131 | 0.02 |
| October 31, 2021 | Nil | 760,155 | 0.00 |

1.6 Liquidity

At October 31, 2023, the Company had working capital of \$(1,254,952) compared to a working capital of \$1,570,386 as at October 31, 2022. The accrued liabilities consist of primarily three suppliers who are all insiders that have agreed to defer payments until further notice. Intellect Dynamics is owed \$500,000 for the sports expansion pack and both the CEO and CFO have deferred 2022 bonus payments totalling \$108,900 and salaries of \$201,600 and \$122,500 respectively.

The Company has financed its operations to date primarily through the issuance of common shares and debt. At October 31, 2023, the Company did not have sufficient working capital for its short-term corporate obligations, and generation of additional capital will be required for future operations or until further funding or sufficient revenue can be generated from the Company's FD Technology and mobile applications. As the Company cannot predict the time at which revenue will exceed expenses, the Company continues to seek capital through various means including the issuance of equity and/or debt. (See Note 1 of the financial statements for the period ended October 31, 2023).

In management's view, given the nature of the Company's operations, which consist of the development of the FD Technology and the mobile applications, the most relevant financial information relates primarily to current liquidity, solvency, and planned development expenditures. The Company's financial success will be dependent upon the extent to which it can complete equity financing which may take longer than expected and the amount of future revenue, if any, is difficult to determine. The value of the core products is largely dependent upon many factors beyond the Company's control, including live sports and esports entertainment and media trends and marketing trends and investors' appetite for investments into small cap companies.

1.7 Capital Resources

As at October 31, 2023, the Company had cash and cash equivalents of \$4,386 (October 31, 2022, \$1,409,878) to settle liabilities of \$1,338,307 (October 31, 2022 \$106,511). The Company expects to fund its liabilities, development, and operational activities over the current fiscal year with cash received from the issuance of equity securities, primarily through private placements, or from cash received from the exercise of warrants or stock options



1.8 Off Balance Sheet Arrangements

At October 31, 2023, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

1.9 Related party transactions

Related parties include the Board of Directors, officers and enterprises that are controlled by these individuals. Paid Remuneration of key management of the Company was as follows. Each of the following individuals have not been paid for the current quarter but have had their compensation deferred and has been accrued in the current financial statements.

| Period Ended | October 31, 2023 | October 31, 2022 |
|------------------|------------------|------------------|
| David Vinokurov | \$ 43,200 | \$ 129,600 |
| Phillip Chen | 15,000 | 45,000 |
| Penilla Klomp | 9,000 | 27,000 |
| Lyle Strachan | 37,500 | 112,500 |
| Christian Gravel | 31,500 | 94,500 |
| Stan Yazhensky | 31,500 | 94,500 |
| | \$ 167,700 | \$ 503,100 |

- (i) On May 5, 2020, the Company entered into an agreement with Mr. Vinokurov's firm Sniper Capital Corporation whereby the Company shall pay Sniper Capital \$10,000 per month (increased to \$14,400 per month at April 1, 2021) in exchange for management and consulting services to the Company. The agreement may be terminated by the Company by providing three months written notice (after May 5, 2021, by providing four months written notice) or by Sniper by providing one month's written notice.
- (ii) The Company entered into an agreement with Philip Chen whereby the Company shall pay Mr. Chen \$5,000 per month in exchange for the services of the Company's Chairman of the Board. The agreement may be terminated by the Company by providing three months written notice, or by Mr. Chen by providing three months written notice.
- (iii) On September 16, 2021, the Company entered into an agreement with Mr. Lyle Strachan whereby the Company shall pay him \$12,500 per month in exchange for financial accounting & reporting as well as management consulting services to the Company. The agreement may be terminated by the Company by providing one month written notice or by Mr. Strachan providing one month's written notice.



1.10 2023 Third Quarter Operational Highlights

Key operational highlights and accomplishments include:

Fandifi conducted multiple live pilots with a focus on professional North American and European basketball and hockey matches. During these matches, Fandifi and the teams themselves collaborated to provide their own moderators, who expertly organized, hosted, and curated content. The Fandifi platform has successfully demonstrated its prowess in data presentation and prompt delivery, sponsor activation, to event attendees from around the world. Furthermore, significant improvements were made to the dynamic leaderboards, enabling tracking of fan engagement with precision while providing valuable market intelligence to content creator partners through customizable reports.

Following the successful live pilot during the play-off run for Dzuki Warszawa, Fandifi and Dzuki entered a partnership for continued deployment for Dzuki's 2023-2024 season. A full commercial agreement is expected shortly outlining the terms of the partnership.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1.13 Adoption of New Accounting Policies

Other than those disclosed in the financial statements for the period ended October 31, 2023, the Company has not adopted any new accounting policies.

New standards not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") but are not yet effective (as at October 31, 2023) and are not expected to have a significant impact on the Company's consolidated financial statements.

1.14 Financial Instruments and Other Risks

Financial Instruments

As at October 31, 2023, the Company's financial instruments consist of cash which is carried at fair value and receivable, and accounts payable which approximate fair value because of the short-term nature of these instruments.



Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 Inputs other than quoted prices that are observable for the assets or liabilities either directly or indirectly, and

Level 3 Inputs that are not based on observable market data

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and accounts payable approximate their fair value because of the short-term nature of these instruments.

Risks

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. Cash deposits and term deposits are maintained with a financial institution of reputable credit and are redeemable on demand. Amounts receivable consists primarily of GST returns due from Revenue Canada. The Company's opinion is that credit risk is low.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. Readers' attention is drawn to Note 1 of the financial statements regarding going concern issue of the Company and section 1.6 of this MD&A. liquidity risk is assessed as high.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, marketing prices and/or stock market movements (price risk). Interest rate risk Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents bear interest at market rates. Other current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature or being non-interest bearing. Market risk is assessed as low.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The foreign currency risk for the Company is low.

Other Risks

Fandom's limited operating history

The Company has very limited to no operating history, and no history of earnings or profits. It currently has no customers or means of cash flow from operations. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As the



Company is in an early stage and is only introducing its service to the public, it is very difficult to evaluate the viability of the Company's business. The Company has no experience in addressing the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as the Company's target markets. There can be no assurance that the Company will be successful in addressing these risks and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations. There is no assurance that the Company's business will be a success.

Financing

In the short term, the continued operation of the Company will be dependent upon its ability to procure additional financing. The Company must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Company can raise the required capital it needs to build and expand the Company's business. Without this additional financing, the Company may be unable to advance the Company's business model, and the Company will likely fail. There can be no certainty that the Company can obtain these funds, in which case any investment in the Company may be lost. The raising of equity funding will also result in dilution of the equity position held by the Company's shareholders.

Operational Risks

The Company will be affected by a number of operational risks against which it may not be adequately insured or for which insurance is not available, including catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labor disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's premises, personal injury or death, environmental damage, resulting in adverse impacts on the Company's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, the Company may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Unforeseen Competition

There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by the Company. Such competition could have a significant adverse effect on the growth potential of the Company's business by effectively dividing the existing market for such products and services.

Trends

The Company's success depends on the continuation of sports entertainment and media consumption popularity on mobile devices and the ability of products to add new users, sell brand sponsorship and generate revenue. Future revenues will be largely dependent on the company's ability to generate revenue from third parties advertising within the Company's products. Changes in media trends which affect user adoption and marketing habits may significantly affect the Company's ability to collect revenue in the future. If third party marketers decide that the Company's products are experimental or unproven, or if third party policies limit our ability to deliver or target advertising on mobile devices, or if adverse legal developments arise relating to advertising, including legislative and regulatory developments and developments in litigation, or if our products are unable to sustain or increase the value of our ads or marketers' ability to analyze and measure the value of our ads, or if trends for advertising on mobile devices or on personal computers changes, our advertising revenue could be adversely affected.



Dependence on Personnel

The Company's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, the Company may lose know-how, key professionals and staff members.

Management of Growth

The Company may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and manage the workforce. The Company's current and planned personnel, systems, procedures, and controls may be inadequate to support its future operations.

Data Security Risks

The Company will utilize servers with significant amounts of data stored thereon. Should the Company be responsible for the loss of any or all of the data stored by it, the liability could materially undermine the financial stability of the Company. Also, much of the data stored at the Company's premises or within the aforementioned servers will be confidential. Anyone who is able to circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations.

Trading of the Company's Shares

There can be no assurance of the future price of the Company shares. Further, there can be no assurance that there will be sufficient liquidity so as to permit investors to buy or sell the Company's shares at any time, in quantities desired. As noted above, the Company's continued operation will be dependent upon its ability to procure additional financing.

Dividends

The Company has not paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Company expects to retain its earnings to finance growth, and where appropriate, to pay down debt.

Officer and Director Conflicts

Because directors and officers of the Company and/or the Company's subsidiary are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Company may have a conflict of interest in conducting their duties. There can be no assurance such conflicts of interests will be resolved to the benefit of the Company.



1.15 Other MD&A Requirements

Share capital

Issued

The Company has 82,105,133 shares issued and outstanding as at October 31, 2023, and 82,105,133 as at the date of this report.

Share Purchase Options

The Company has 8,536,668 stock options outstanding at October 31, 2023, and 8,536,668 as at the date of this report.

Warrants

The Company had 1,334,832 share purchase warrants outstanding at October 31, 2023, and 1,334,832 as at the date of this report.

1.16 Subsequent events

None.