BrandPilot AI Inc.
(formerly, Universal PropTech Inc.)

Management's Discussion and Analysis

For the three and six months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of BrandPilot Inc. ("BPAI", "we", or the "Company") is for the three and six months ended September 30, 2024. It is supplemental to, and should be read in conjunction with, the unaudited condensed interim consolidated financial statements for the three and six months ended September 30, 2024 (the "Interim Financial Statements") and the audited financial statements for the years ended March 31, 2024 and 2024 (the "2024 Financial Statements"). The Interim Financial Statements and the 2024 Financial Statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. In preparing this MD&A, management has taken into account all information available up to November 22, 2024.

These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at www.sedarplus.ca.

Unless otherwise indicated, all figures presented in this MD&A are expressed in Canadian Dollars ("$" or "CAD").

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities laws ("forward-looking statements"). All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are often identified by words such as "may", "would", "could", "should", "will", "intend", "plan", "seek", anticipate", "believe", "estimate", "expect" or similar words and expressions. Examples of forward-looking statements include, among others, statements relating to information set out in this MD&A under the headings "Outlook and Strategy", "Working Capital and Liquidity Outlook", "Strategic Objectives" and statements and information regarding: future financial position and results of operations, strategies, plans, objectives, goals and targets; future developments in the markets where the Company participates or is seeking to participate; and, expectations for other economic, business, regulatory and/or competitive factors related to the Company or the Software-as-a-Service industry generally and other events or conditions that may occur in the future. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on management's current beliefs, expectations or assumptions regarding the future of the business, future plans and strategies, operational results and other future conditions of the Company. Although the Company believes that the expectations, estimates, and projections reflected in such forward-looking statements are reasonable, such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance, or achievements to differ materially from those suggested by the forward-looking statements. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. On this basis, readers are cautioned not to place undue reliance on such forward-looking statements.

Factors which could cause actual results to differ materially from those indicated in forward-looking statements include, but are not limited to: general business, economic, competitive, political and social uncertainties, the actual results of current operations, industry conditions, research and development activities, intellectual property and other proprietary rights, as well as those other risks and uncertainties described in this MD&A under the heading "Financial Risks".

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this MD&A are made as of the date hereof and are presented for the purpose of assisting investors and others in understanding the Company's financial position and results of operations, as well as its objectives and strategic priorities, and may not be appropriate for other purposes. The Company undertakes no obligation to publicly update or revise any forward-looking statements or any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Business Overview

BrandPilot AI Inc (formerly Universal PropTech Inc. or "UPI") ("BPAI" or the "Company") was incorporated under the Canada Business Corporation Act on August 22, 2008. On June 24, 2024, UPI changed its name to BrandPilot AI Inc. The address of the Company's corporate office is130 Adelaide Street West, Suite 3002, Toronto, Ontario, M5H 3P5 , Canada.. The Company's common shares are listed on the Canadian Stock Exchange (the "CSE") under the ticker symbol "BPAI", and in Germany on the Frankfurt Stock Exchange the Company is trading under the ticker symbol "8LH0".

On June 28, 2024, the Company completed a change of business (the "COB Transaction") by way of a reverse takeover transaction (the "RTO") of Xemoto Media Ltd. ("Xemoto"), whereby all of the issued and outstanding common shares of Xemoto were exchanged on the basis of 0.225 common shares (the "Exchange Ratio") in the capital of BPAI for each common share in the capital of Xemoto held by shareholders immediately prior to the closing of the COB Transaction. All references to share capital, stock options, RSUs, have been adjusted to reflect to the Exchange Ratio. In connection with the completion of the COB Transaction, the Common Shares of BPAI were delisted from the TSX Venture Exchange on June 13, 2024, and commenced trading on the CSE July 8, 2024.

For accounting purposes, the RTO has been presented as the acquisition of BPAI by Xemoto. The fiscal year-end of the Company will continue as March 31, being the fiscal year end of Xemoto and the comparative figures are those of Xemoto.

Xemoto Media Ltd. was incorporated under the Business Corporations Act (Ontario) on July 6, 2020.

BrandPilot AI is an AdTech company specializing in leveraging innovative technologies, partnerships and tools like artificial intelligence to enhance brand management and advertising strategies. The Company is focused on connecting businesses operating in highly regulated industries with their consumers. Using its core proprietary platform, Spectrum IQ, and other technology focused means, the Company disseminates clients' marketing and advertising messaging, news releases, corporate presentations and other content that may appeal to businesses, individual consumers, and retail investors. Such messaging may be used by small and mid-sized influencers (often referred to as "micro-influencers") and financial influencers (often referred to as "finfluencers"), to develop content subsequently disseminated to their followers through a wide range of social media channels including, but not limited to Meta, Youtube, X, Twitch, and Tiktok. The Company's Spectrum platforms (original Spectrum and Spectrum IQ launched in 2024) facilitates overall client and influencer campaign management with a focus on investor, business-to-business and business-to-consumer communications. This is achieved via dynamic interaction between customers, influencers and their followers, including the coordination of messaging and content over a wide range of influencers, tracking of campaign progression, data collection and performance analytics of campaigns for clients, and facilitation of payment.

Since November 2023, BrandPilot AI has undergone a significant transformation, marking an important chapter in the company's evolution. The organization has made strategic leadership changes, appointing a new CEO who has introduced a fresh vision and direction.

Under this new leadership, BrandPilot AI has revamped its platform by incorporating advanced technologies that enhance its capabilities and better serve clients. The sales organization has been completely overhauled, bringing on a new Chief Revenue Officer (CRO) to refine sales processes and systems, with a strong focus on combating advertising fraud, waste, and abuse.

This leadership change was driven by considerable turnover within the sales team and the need to restructure internal systems. The company has implemented a robust Customer Relationship Management (CRM) system, along with formal sales and marketing processes. New business intelligence dashboards provide real-time visibility into sales performance, pipeline metrics, and revenue tracking.

These improvements have strengthened BrandPilot AI's sales processes and positioned the company to seize emerging market opportunities, with early milestones showing better pipeline management and more efficient sales cycles.

BrandPilot AI has developed comprehensive plans for technological advancement, providing a clear roadmap for future innovation and growth. The Company acknowledges that its previous focus on investor relations in the small and microcap sectors is no longer a priority, especially given the recent downturn in these markets, which used to be a significant source of revenue. This shift has led to a strategic pivot toward more sustainable, high-growth segments in digital advertising optimization.

In addition, the Company executed a Reverse Takeover (RTO), a strategic move that offers a pathway to success in public markets. To enhance operational efficiency, a temporary Chief Operating Officer (COO) was appointed, who is leading efforts to restructure the finance and accounting department. This restructuring has streamlined financial operations and improved internal controls, with ongoing plans to continue refining the organization to support AI and performance marketing strategies.

During this transformative period, the Company successfully secured several rounds of financing, ensuring the capital needed to support these initiatives and fuel its growth. This strategic approach enables BrandPilot AI to take advantage of emerging opportunities in AI-driven digital advertising solutions. These significant changes demonstrate the Company's commitment to continuous improvement and its focus on building a solid foundation for long-term success. BrandPilot AI is now better equipped to navigate the complexities of its industry and deliver greater value to its stakeholders.

Business Objectives

The company's shift from an influencer marketing platform to an AI-driven search and social management solution is a strategic response to the changing landscape of digital advertising. By utilizing its existing technological framework and machine learning capabilities, the company aims to tackle the significant $83.4 billion issue of wasted digital advertising (as reported by Search Engine Journal Annual Report 2023). It targets enterprise and mid-market segments with a comprehensive optimization platform.

At the heart of this transformation is the focus on developing and licensing AI technologies that address key challenges faced by advertisers, particularly inefficient ad targeting and excessive spending.

BrandPilot AI is transitioning its revenue model from project-based influencer marketing to a subscription-based software-as-a-service (SaaS) approach. This change will create a scalable platform that integrates influencer, search, and social media advertising management. The new strategy positions the company to take advantage of the projected 45% compound annual growth rate in advanced search optimization solutions (according to Goldman Sachs Global Investment Research, 2024). This shift will also diversify revenue streams and expand the total addressable market from $208.6 billion in 2023 to an estimated $250.5 billion by 2025 (as forecasted by eMarketer, Digital Ad Spending Forecast 2024).

BrandPilot's competitive edge lies in its unique blend of in-depth influencer marketing insights, proprietary AI technologies, and established relationships with enterprise customers. By developing a unified platform that delivers measurable performance improvements, the company aims to create substantial long-term shareholder value. Industry data suggests a potential reduction of 25-35% in wasted ad spending (as noted in the Forrester Total Economic Impact™ Study, 2023) and enhanced profit margins at the intersection of AI and digital advertising optimization.

The management team is leveraging its extensive experience in digital marketing and technology to seize the opportunity for providing an end-to-end performance marketing solution for brands and agency partners.

BrandPilot primarily operates in the United States and Canada, utilizing its unique software, deep regulatory expertise, and a network of compliance-focused creators and campaign managers. This supports clients in the B2B and enterprise sectors, as well as agency partners. The strategic approach focuses on navigating the complexities of digital advertising in paid search and paid social channels, ensuring that clients can maximize the effectiveness of their advertising budgets.

Industry and Market

The digital advertising landscape continues to evolve, with paid search and social media advertising forming the cornerstone of effective digital marketing strategies. The global digital advertising market reached $602.5 billion in 2023, with paid search accounting for 41.3% of total digital ad spend (eMarketer). Social media advertising expenditure achieved a 20.1% year-over-year growth, reaching $227.8 billion in 2023 (Statista), demonstrating the channel's increasing importance in the marketing mix. The influencer marketing industry has experienced significant growth in recent years. In 2023, it is expected to be worth $21.2 Billion, up from $16.4 Billion in 2022 (Influencer Marketing Hub). This growth has led to the emergence of various trends and developments in the industry. 63% of people trust influencer insights more than what an organization says about itself (Edelman Trust Barometer). Instagram is the most popular platform for influencer marketing, with 79% of marketers using the platform for their campaigns (Influencer Marketing Hub).

Our strategic pivot towards AI-optimized paid search addresses one of digital advertising's largest and most pressing challenges. The market opportunity can be viewed across multiple dimensions:

Total Addressable Market (TAM)

The global paid search market reached $208.6 billion in 2023, with projected growth to $250.5 billion by 2025 (eMarketer). This represents the single largest segment of digital advertising spend, commanding 41.3% of total digital marketing budgets. Key factors driving this market include:

- Enterprise Advertisers ($100M+ annual ad spend): Representing approximately 45% of total search spend, or $93.9 billion
- Mid-Market Advertisers ($10M-$100M annual ad spend): Comprising roughly 35% of spend, or $73 billion
- SMB Advertisers (Under $10M annual ad spend): Accounting for 20% of spend, or $41.7 billion

Waste Reduction Opportunity Industry analysis reveals systematic inefficiencies in paid search spending:

- 40% average estimated ad waste across campaigns (Search Engine Journal)
- 28% of paid search clicks are identified as fraudulent or invalid (Association of National Advertisers)
- 23% of ad spend is lost to poor keyword targeting and bid management (Forrester Research)

These inefficiencies represent an estimated $83.4 billion in annual wasted spend (2023), creating a compelling opportunity for AI-driven optimization solutions.

Serviceable Addressable Market (SAM) Our initial focus on enterprise and upper mid-market advertisers represents a serviceable addressable market of approximately $130 billion, with these segments demonstrating:

- Higher adoption rates for advanced technology solutions
- Greater sensitivity to efficiency metrics
- More sophisticated measurement capabilities
- Larger absolute dollar waste reduction opportunity
-

Growth Drivers

Several market factors are accelerating the adoption of AI-powered search optimization:

1. **Cost Pressure**: Rising cost-per-click (CPC) rates, averaging 15% annual increases across major sectors, are forcing advertisers to seek efficiency solutions
2. **Competition Intensity**: Growing auction density in key verticals has increased the complexity of manual optimization, driving demand for AI-powered solutions:
    - E-commerce: 67% increase in auction participants since 2021
    - Financial Services: 48% increase
    - B2B Technology: 52% increase
3. **Performance Expectations**: 78% of enterprise CMOs now report direct revenue accountability for digital spend, up from 45% in 2021 (Gartner)

Competitive Positioning

The market currently lacks a dominant player in AI-powered search optimization:

- Legacy advertising platforms offer limited optimization capabilities
- Point solution providers address individual aspects of the problem
- Enterprise software vendors lack specialized search expertise

This fragmentation creates an opportunity for platforms that can deliver comprehensive waste reduction while integrating with existing advertising technology stacks.

Financial Impact

For enterprise advertisers, the potential return on investment is compelling:

- Average first-year waste reduction: 25-35% (Forrester Total Economic Impact™ Study, 2023)
- Typical payback period: 3-4 months (McKinsey Digital Performance Marketing Analysis, Q4 2023)
- Average first-year ROI: 300-400% (Deloitte Digital Advertising Efficiency Report, 2024)

As the digital advertising market continues its growth trajectory and efficiency pressures mount, the opportunity to capture market share in AI-powered search optimization represents a significant value creation opportunity. Industry analysts project the market for advanced search optimization solutions to grow at a 45% CAGR through 2026 (Goldman Sachs Global Investment Research, 2024), significantly outpacing the broader adtech market growth rate of 15.2% (Morgan Stanley Digital Advertising Outlook 2024).

Highlights for the six months ended September 30, 2024 to the date of this MD&A

- Entered into a strategic partnership with Revvim, a cutting-edge ad-spend optimization platform. The objective is to tackle the fraud, waste and abuse (FW&A) problem within the programmatic advertising industry. The Agreement allows BrandPilot to promote, sell, deploy and support AdAi, ReACT and FraudAI globally, effective October 7, 2024, the Agreement has a duration of 12 months and renews automatically.

- Approved as a Service Provider for Publicly Listed Companies on the Canadian Securities Exchange.

- Introduced its latest tool for marketers, a social media management dashboard designed to empower brands and agencies with easy to use, time-saving tools for bulk content creation, automated scheduling, effortless content approvals and a unified inbox for maximizing engagement on social media.

- Launched a new app designed to enhance campaign management and execution for marketers, brands, and influencers alike. This app offers an array of powerful features, ensuring seamless campaign management from start to finish.

- Successful listing of the Company's common shares on the Canadian Securities Exchange, and commencement of trading on July 8, 2024, under the symbol BPAI.

- Submitted initial documentation for the listing the Company's common shares on the OTC Markets in the United States, along with the initial steps for DTC eligibility (which will provide greater visibility and convenience of trading for U.S. investors, resulting in enhanced U.S. trading liquidity and greater reach).

- Launched Spectrum IQ, a web application that streamlines the influencer marketing process for brands of all sizes. Spectrum IQ allows clients to search, analyze and execute influencer marketing campaigns. The platform is a powerful influencer search and campaign management tool that uses AI to help brands find the right influencers for their campaigns and track their results. With Spectrum IQ, clients can:

    - Search for influencers based on a variety of criteria, including demographics, interests, and engagement rates

    - View detailed influencer profiles that include performance data and audience insights

    - Manage influencer campaigns from start to finish, including sending briefs, tracking progress, and measuring results

(Expressed in Canadian Dollars)

- Commenced the trading of its common shares on the OTCQB® Venture Market under the ticker symbol "BPAIF".

Financial Condition and Results of Operations for the three and six months ended September 30, 2024

Revenue and Gross Profit

For the three and six months ended September 30, 2024, the Company recorded total sales revenue of $213,677 and $280,023, respectively, compared to $159,560 and $323,404 for the same periods in 2023. Revenue for the six months ended September 30, 2024, decreased compared to the prior year, primarily due to the Company's focus on the COB transaction and product development initiatives. However, revenue for the three months ended September 30, 2024, increased over the same period in 2023, as the Company shifted its focus to customer acquisition following the completion of the COB transaction. During the three months ended September 30, 2024, the Company also recognized $44,550 of deferred revenue from expired customer contracts where no campaigns had been completed.

The Company also incurred cost of sales of $51,179 and $82,075, respectively, for the three and six months ended September 30, 2024 compared to $78,787 and $166,241 for the same periods in 2023. The cost of sales is primarily comprised of payments to influencers for their services. The company's strategic refocus on core industries, such as capital markets and financial services, resulted in decreased cost of sales and gross profit due to reduced revenue and the number of campaigns launched. This shift also involved a concentrated effort on improving the platform through rapid product development. The Company was also in the process of recasting key management roles, including the sales team. While these changes initially led to a decline in campaign volume, they position the company to capitalize on more significant opportunities within its targeted markets.

Revenue segmentation for the six months ended September 30, 2024:

Industries Serviced	Revenue	% of Total
Mining and Natural Resources	$ 142,234	51%
Financial services	53,059	19%
Software and technology	24,058	9%
Other	60,672	21%
Total	**$ 280,023**	**100%**

Note: Industries Serviced represents the Industry of the end client utilizing the Company's influencer marketing platform to disseminate content.

Sales Channels	Revenue	% of Total
Direct(1)	$ 227,924	81%
Agency(2)	52,099	19%
Total	**$ 280,023**	**100%**

(1) Direct sales entail selling BrandPilot offerings to the end client who disseminates their content through the original Spectrum platform, either as standalone influencer marketing campaign(s) or as part of the client's longer-term marketing strategy.
(2) Agency sales entail selling BrandPilot offerings to investor relations and public relations agencies. These agencies offer the Spectrum platforms to their end clients to integrate influencer marketing with their broader marketing campaigns.

Regions	Revenue	% of Total
Canada	$ 182,580	65%
United States	86,123	31%
International	11,320	4%
Total	**$ 280,023**	**100%**

Note: Regions represents the region of the end client utilizing the Company's influencer marketing platform to disseminate content.

(Expressed in Canadian Dollars)

Operating Expenses

For the three and six months ended September 30, 2024, the Company incurred total operating expenses of $651,142 and $1,375,597, respectively, as compared to total operating expenses of $358,417 and $857,644 for the same periods in 2023. The breakdown of any change in operating expenses can be seen in the table below.

	Three months ended September 30,			**Six months ended September 30,**		
	2024	2023	Change	**2024**	2023	Change
	$	$	$	**$**	$	$
Revenue						
Sales revenue	**213,677**	159,560	54,117	**280,023**	323,404	(43,381)
Cost of sales	**(51,179)**	(78,787)	27,608	**(82,075)**	(166,241)	84,166
Gross Profit	**162,498**	80,773	81,725	**197,948**	157,163	40,785
Expenses						
Salaries and consulting fees	**256,913**	186,700	70,213	**649,444**	503,094	146,350
Professional fees	**176,127**	106,462	69,665	**373,157**	243,810	129,347
Share-based compensation	**42,032**	17,965	24,067	**100,108**	33,076	67,032
Research and development	**-**	7,306	(7,306)	**-**	13,043	(13,043)
Office and general	**149,260**	18,873	130,387	**201,439**	29,599	171,840
Marketing and advertising	**15,839**	11,750	4,089	**29,452**	18,477	10,975
Depreciation	**6,334**	6,333	1	**12,667**	12,667	-
Travel, meals & entertainment	**4,637**	3,028	1,609	**9,330**	3,878	5,452
	(651,142)	(358,417)	(292,725)	**(1,375,597)**	(857,644)	(517,953)
Loss before Other	**(488,644)**	(277,644)	(211,000)	**(1,177,649)**	(700,481)	(477,168)
Other Income (Expenses)						
Interest and accretion	**(22,802)**	(8,157)	(14,645)	**(49,778)**	(18,054)	(31,724)
Foreign exchange income/(loss)	**887**	5,440	(4,553)	**(3,409)**	(3,641)	232
Listing expense	**-**	-	-	**(137,109)**	-	(137,109)
Loss on settlement of debt	**-**	-	-	**-**	(136,764)	136,764
	(21,915)	(2,717)	(19,198)	**(190,296)**	(158,459)	(31,837)
Net loss before taxes	**(510,559)**	(280,361)	(230,198)	**(1,367,945)**	(858,940)	(509,005)
Other income	**-**	(105,712)	105,712	**-**	-	-
Net Comprehensive Loss	**(510,559)**	(386,073)	(124,486)	**(1,367,945)**	(858,940)	(509,005)

- The increase in salaries and consulting fees for the three and six months ended September 30, 2024 compared to the same periods in 2023 is attributed to the success fees paid for the successful completion of the COB. The total amount of the success fees was $213,568, of which $63,568 was settled with shares of The Company.(See also related party transactions).
- Professional fees include legal, audit, accounting, professional consulting, and business development. The increase for the three and six months ended September 30, 2024 compared to the same periods in 2023 was related to legal fees for working on and closing the COB Transaction, as well as some additional fees incurred in Q2 related to business development. Included in professional fees for the six months ended September 30, 2024, was approximately $200,000 of non-recurring fees related to the COB Transaction.

- The increase in office and general expenses for the three and six months ending September 30, 2024, is mainly attributed to costs associated with pursuing a listing on the OTC Market, along with additional expenses related to going public, such as transfer agent fees and directors and officers insurance.
- Share-based compensation, a non-cash expense, relies on the quantity and value of options or RSUs granted, along with their vesting schedule. The Company utilizes a stock option and RSU plan to provide these rewards as part of compensation for officers, directors, and consultants. The increase for the three and six months ended September 30, 2024 compared to the same periods in 2023 was due to more options granted and vested during 2024.
- A decrease in research and development for the three and six months ended September 30, 2024 compared to the same periods in 2023, indicates reduced demand for these activities after completing the necessary software development for the Company's product launch and entering its operational phase. The costs previously included software development, testing and subscription expenses.
- Marketing and advertising costs increased for the three and six months ended September 30, 2024 compared to the same periods in 2023 as more funds were allocated to online advertising.

Other expenses

In connection with the COB and related RTO, the Company recognized a listing expense (a non-cash expense) in the amount of $137,109, such amount being equal to the consideration paid less the net assets acquired under the RTO.

Cash flows

Net cash used in operating activities for the six months ended September 30, 2024 was $1,801,035, compared to net cash used in operating activities of $479,066 in the six months ended September 30, 2023.

Net cash provided by financing activities for the six months ended September 30, 2024, totaled $129,182, compared to $545,809 for the same period in 2023. Cash generated from financing activities included private placement financings, loan proceeds, loans from related parties, and proceeds from convertible debentures. These were partially offset by repayments on BDC loans and related party notes. The decrease compared to 2023 reflects the repayment of advances to RPT totaling $262,178 in June 2024.

Net cash provided by investing activities during the six months ended September 30, 2024 was $1,964,456 (September 30, 2023 - $nil) representing the cash acquired on the RTO.

Working Capital and Liquidity Outlook

The Company manages its capital structure and adjusts it based on the funds available to the Company to support the development of its planned business activities. The board of directors of the Company ("Board") 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. To carry out the planned business activities and pay for administrative costs, the Company spends its existing working capital and raises additional funds as needed.

As of September 30, 2024, the Company had a working capital deficit of $149,630 (March 31, 2024 – working capital deficit of $1,574,194). The Company's average monthly cash burn rate for the quarter, which was calculated as cash spent per month in operating activities, was approximately $300,000. The Company expects to operate at a loss for at least the next 12 months and will rely on raising adequate capital to fund core business operations, development, and growth. Management plans to remedy this working capital deficiency by (a) raising additional adequate capital in the form of equity, debt, or convertible instruments, (b) executing debt settlements with creditors, when applicable, to convert any short-term liabilities to equity, and (c) improving the financial performance of the business through revenue growth and cost optimization. There can be no assurance that additional financing will be available or, if available, on terms favourable or acceptable to the Company.

(Expressed in Canadian Dollars)

When managing capital, the Company's objective is to safeguard its ability to continue as a going concern and to maintain optimal returns to shareholders and benefits for its stakeholders. Management monitors its capital structure and adjusts according to market conditions to meet its objectives, given the current outlook of the business and industry in general.

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's capital management objectives, policies and processes have remained unchanged during the year.

The Company is not subject to any externally imposed capital requirements.

For more information with respect to trends or expected fluctuations in the Company's liquidity please see "Liquidity Risks".

Quarterly Financial Results

	Q2 2025	Q1 2025	Q4 2024	Q3 2024
	$	$	$	$
Sales revenue	213,677	66,346	5,978	134,990
Gross profit (loss)	162,498	35,450	(17,163)	56,675
Operating expenses	651,142	724,455	675,073	606,990
Net loss and comprehensive loss	(510,559)	(857,386)	(705,811)	(462,922)
Total assets	766,347	2,701,935	192,318	210,537
Accumulated (deficit)	(7,881,647)	(7,371,088)	(6,513,702)	(5,807,892)

	Q2 2024	Q1 2024	Q4 2023	Q3 2023
	$	$	$	$
Sales revenue	159,560	163,844	165,917	74,965
Gross profit (loss)	80,773	76,390	95,680	56,675
Operating expenses	358,417	499,227	612,524	437,978
Net loss and comprehensive loss	(386,073)	(472,867)	(530,348)	(297,743)
Total assets	452,509	350,717	123,681	185,067
Shareholders' equity (deficit)	(5,222,700)	(4,915,910)	(4,486,030)	(3,778,177)

Note: *The financial data for the above noted periods were prepared in accordance with IFRS.*

Increase in total assets in Q1 2025 was the result of the RTO. The decrease in total assets during Q2 was primarily attributed to the Q3 net loss and the application of a significant portion of the cash proceeds from the RTO to offset accrued payables. There is currently no seasonality to the Company's business.

Related Party Transactions

In accordance with IAS 24, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

The remuneration of directors and other members of key management personnel during the three and six months ended September 30, 2024 and 2023 is as follows:

(Expressed in Canadian Dollars)

	Three months ended September 30,		Six months ended September 30,	
	2024	2023	**2024**	2023
Salaries and consulting fees	**$ 105,000**	$ 47,600	**$ 140,000**	$ 95,000
Professional fees	**212,014**	81,600	**504,870**	187,820
Share-based compensation	**18,087**	16,582	**49,911**	28,211
	$ 335,101	$ 145,782	**$ 694,781**	$ 311,031

Salaries and consulting fees

(a) Remuneration of key management personnel of the Company for the six months ended September 30, 2024 included $70,000 to the Chief Executive Officer (September 30, 2023 – $95,000 for the former Chief Executive Officer. As of September 30, 2024, $nil (March 31, 2024 – $8,750) is owed to the CEO, and $nil (March 31, 2024 – $31,667) is owing to the former CEO and is included in accounts payable and accrued liabilities. The amounts outstanding are unsecured, non-interest bearing and due on demand. On September 12, 2022, the former CEO of the Company advanced the Company $40,000 and the Company issued Notes bearing interest at 8% per year compounded annually and payable on demand (see Note 7). The Note was paid during the second quarter.

(b) Remuneration of key management personnel of the Company for the six months ended September 30, 2024 included $70,000 relatively to the Chief Revenue Officer (the (CRO") (September 30, 2023 – $nil). As of September 30, 2024, $nil (March 31, 2024 – $nil) is owing to the CRO.

Professional fees

(c) For the six months ended September 30, 2024, FMI Capital Advisory Inc. ("FMICAI"), an entity where the Executive Chairman and a director of the Company is also the Chairman, charged fees of $45,000 (September 30, 2023 – $90,000), for financial advisory and other services provided to the Company. As at September 30, 2024, $91,197 (March 31, 2024 – $249,729) owing to FMICAI was included in accounts payable and accrued liabilities. The FMICAI fees includes all renumeration paid by the Company to the Executive Chairman for his services to the Company. The amount outstanding is unsecured, non-interest bearing and due on demand. FMICAI also received a stock success fee of 1,430,280 common shares and a cash success fee of $150,000 for completing the COB.

(d) For the six months ended September 30, 2024, CFO Advantage Inc., a Company owned by the Chief Financial Officer of the Company, charged fees of $18,000. As at September 30, 2024, $5,170 owing was included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

(e) For the six months ended September 30, 2024, Fogler, Rubinoff LLP ("Fogler"), an entity where a director is a partner, charged fees of $215,702 (September 30, 2023 – $16,070), for legal services provided to the Company. As at September 30, 2024, $201,968 (March 31, 2024 – $249,782) owing to Fogler was included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

(f) For the six months ended September 30, 2024, Branson Corporate Services Ltd. ("Branson"), an entity where the former Chief Financial Officer ("CFO") of the Company was employed, charged fees of $nil (September 30, 2023 – $75,500), for providing CFO services to the Company, as well as other accounting and administrative services.

(g) On January 1, 2023, the Company and 2763168 Ontario Inc. ("2763168 Ontario"), an entity where the former Chief Financial Officer of the Company is the principal, entered into a consulting agreement, for a monthly remuneration of $5,000 in consideration of the former Executive Vice President of Finance services to be provided to the Company. During the six months ended September 30, 2024, the former Executive Vice President of Finance, charged fees of $7,500 (September 30, 2023 – $51,250). As at September 30, 2024, $nil (March 31, 2024 – $4,125) owing to 2763168 Ontario Inc. was included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

(h) On October 23, 2023, the Company and 2041423 Ontario Limited ("2041423 Ontario"), an entity where a director of the Company is the principal, entered into a consulting agreement, for a monthly remuneration of $5,000 in consideration. During the six months ended September 30, 2024, 2041423 Ontario charged fees of $20,000. As at September 30, 2024 $nil (March 31, 2024, $16,950) was included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

Share based compensation

(i) For the six months ended September 30, 2024, the total fair value recorded (for related parties) for options and RSUs vested, was $49,911 (September 30, 2023 – $28,211).

Other related party transactions

(j) As at September 30, 2024, $26,460 (March 31, 2024 – $26,460) was due from Unite Communications. ("Unite"), an entity where one of the directors of the Company is also a director was included in accounts receivable, from previously recorded sales revenue.

Financial Risks

The Company is exposed to various risks as it relates to financial instruments. Management, in conjunction with the Board, mitigates these risks by assessing, monitoring and approving the Company's risk management process. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, and accounts receivable (excluding sales tax recoverable), which expose the Company to credit risk should the debtor default. Cash is held with a reputable Canadian chartered bank and in trust with the Company's legal counsel, which is closely monitored by management. Management believes that the credit risk concentration with respect to cash, and accounts receivable (excluding sales tax recoverable) is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company's liquidity and operating results may be further adversely affected due to the early-stage nature of the business and risks to a digital marketing business model at a time of both high inflation and economic slowdown. The Company generates cash flow primarily from its financing activities. The Company endeavors to have sufficient cash on demand to meet expected operational expenses, including servicing financial obligations; this excludes the potential impact of extreme circumstances that cannot be reasonably predicted.

As at September 30, 2024, the Company had a cash balance of $386,464 (March 31, 2024 – $93,861) to settle current liabilities of $883,473 (March 31, 2024 – $1,721,342).

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows for a rolling period of 12 months to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments, or other means of funding, for short or long-term financing of its operations.

The Company is currently experiencing a significant liquidity shortfall and does not anticipate material cash flows from its products and services in the near term. The Company is actively pursuing financing options and exploring opportunities to increase revenue. However, there is no assurance that these efforts will be successful, or that financing or revenue growth will be sufficient to achieve positive cash flow, meet timelines, or be available on acceptable terms, if at all. Failure to secure financing or improve liquidity may impair the Company's ability to fund ongoing operations and cover corporate administrative costs.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2024, the Company had no financial instruments which are variable interest-bearing, and had no hedging agreements in place with respect to floating interest rates. Management believes that the interest rate risk concentration with respect to financial instruments is minimal.

Foreign exchange risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company's operations are based in Canada, but has transactions denominated in foreign currencies. The Company's primary exposure to foreign exchange risk is that transactions denominated in foreign currency (primarily the United States Dollar), and balances held in United States dollars, expose the Company to the risk of exchange rate fluctuations. The Company does not used derivative instruments to reduce its exposure to the foreign currency, but, based on its current level of transaction and balances, management believes that the foreign exchange risk remains minimal.

Inflation Risk
The Company is subject to inflation risk that could have a material effect on our business, financial condition or results of operations. If the Company costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. The Company's inability or failure to do so could harm the business, financial condition and results of operations. Furthermore, the Company's merchants are also subject to risks associated with inflationary pressures that could impact their business and financial condition.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable (excluding sales tax recoverable), and accounts payable and accrued liabilities. The fair value of cash and cash equivalents, accounts receivable (excluding sales tax recoverable), and accounts payable and accrued liabilities are approximately equal to their carrying value due to their short-term nature.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at September 30, 2024, the Company did not have any financial instruments which were carried at fair value (March 31, 2024 – $nil).

Platform risk

The company relies on a number of platforms as part of its offerings. If any of these platforms experience downtime, shut down permanently, or substantially change their business models, the company's operations will be directly affected. The company mitigates this risk through partner/technology due diligence and long-term contracts.

(Expressed in Canadian Dollars)

Off Balance Sheet Arrangements

As at September 30, 2024 and as at the date of this MD&A, the Company does not have any off-balance sheet arrangements that have a material impact on the Statements of Financial Position.

Disclosure of Outstanding Share Data as of November 22, 2024 date needs to be updated

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited	93,762,505 common shares
Securities convertible or exercisable into voting or equity shares		a) Options to acquire up to 9,062,750 common shares b) 315,000 RSUs c) 13,071,905 warrants exercisable to acquire the same number of common shares of the Company

Additional Disclosure for Venture Issuers without Significant Revenue

Please refer to "Financial Condition and Results of Operations - *Results of operations*" and "Related Party Transactions".

Significant Accounting Judgments and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. These are described in greater detail in Note 2(c) to the Interim Financial Statements.

Summary of Significant Accounting Policies

The significant accounting policies used by the Company are described in greater detail in Note 3 to the audited Financing Statement for the years ended March 31, 2024 and 2023.

Approval

The Board of the Company has reviewed the Financial Statements for the period ended September 30, 2024 and the disclosures contained in this MD&A.

November 22, 2024

Brandon Mina
Chief Executive Officer