

Mobilum Technologies Inc. (Formerly TechX Technologies Inc.)

Management Discussion and Analysis

For the Period Ended November 30, 2021



Date and Presentation

This Management Discussion and Analysis (“MD&A”) of financial position and results of operations is prepared as at January 31, 2022 and should be read in conjunction with the interim condensed consolidated financial statements (“Consolidated Financial Statements”) for the nine months ended November 30, 2021 and the audited financial statements for the year ended February 28, 2021. These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standard (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated financial statements have been prepared on a historical cost basis except for financial assets at fair value for profit or loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures, and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in U.S. dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company’s management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

General Overview

Mobilum Technologies Inc. (formerly TechX Technologies Inc.) (the “Company”) was incorporated on June 11, 2010 under the laws of the Province of British Columbia. The Company trades on the Canadian Securities Exchange (“CSE”) under the symbol MBLM (formerly TECX). The head office of the Company is located 700-838 W Hastings Street, Vancouver, BC V6C 0A6. The Company is dedicated to revolutionizing established industries by creating applications with artificial intelligence, compliant digital payment infrastructure and digital asset management technologies. Apart from developing products in prior years (such as 1Shift), in the period ended on November 30, 2021, the Company significantly extended its investments and products portfolio through a series of transactions occurring between February and July 2021.

Highlights:

Update on Covid-19 pandemic impact:

In prior fiscal year, the effect of COVID-19 has had material and significant impact on the Company's operations having been affected by complete shut down in operations, the inability to continue development on its technologies, a downturn in successful business development, the inability to meet operational and technology milestones, and the inability to be compliant in making its required continuous disclosure filings with securities regulatory authorities in a timely manner. At the end of the 2021 fiscal year and for the nine months ended November 30, 2021 (beginning of the 2022 fiscal year), the Company was successful in raising equity funding and further invest in technologies and development. Currently, the Company and its projects and development are affected by some Covid-19 restrictions, such as ability to travel and some hinderances in technology development. The Company continues to work vastly remotely. Starting in Q1 2022, the digital nature of the business, a successful financing round and re-branding initiatives enabled the process of implementing the expansion and growth plan (see investment activities between February and July, 2021). The company will continue to monitor, evaluate, and adapt to developments as they unfold.

In April 2021, the Company closed a non-brokered private placement financing for total gross proceeds of CAD \$10,000,000.

In April 2021, completed the acquisition of a 19% stake in a CatalyX CTS Ltd for a total of \$414,182 cash consideration and the issuance of 15,000,000 commons shares of the Company.

In April 2021, the Company engaged Market IQ Media Group (“MIQ”) for a 6-month digital advertising campaign in connection with the Company's ongoing effort to increase awareness. This comprehensive advertising program was designed to build brand familiarity, general recognition, and awareness within online investor content platforms. MIQ will employstate of the art digital advertising, paid distribution, media buying and content creation to execute this important initiative. Under the terms of this agreement, MIQ will provide a combination of strategic digital media services, marketing co-ordination, content production, and data analytics services for a total payment value of \$400,000 (CAD) amortized over the 6-month duration of the agreement. As of the date of this report, the entire \$400,000 (CAD) had been paid and the campaign is in preparation and planning phase.

In April 2021 the Company signed a Definitive Agreement to acquire the [Cryptobuddy.ai](https://cryptobuddy.ai) predictive cryptocurrency trading signals platform, through its wholly-owned subsidiary, Bull Market Media Inc. In consideration, the Company issued 5,341,880 common shares in the capital of the Company. Subsequently in October 2021, the Company decided to dispose of the subsidiary in order to streamline the operations and maximize the value of the company for the shareholders.

In June 2021, the Company acquired a 100% ownership interest in Xport Digital Limited (“Xport”), a company focused in emerging technologies across growth sectors including: crypto, blockchain, AI and cloud technologies by issuing 5,252,100 common shares. During the subsequent portfolio review conducted by management and the board in October 2021, the Company decided to dispose of the subsidiary in order to direct management's focus to the core operations.

In July 2021 the Company acquired 100% ownership interest in Mobilum OU. Mobilum is a financial technology company and provides a licensed plug-and-play Fiat-to-Crypto gateway and payment processing technology solution for exchanges, wallets, brokers, liquidity providers, and the cryptocurrency businesses. The transaction was completed pursuant to a definitive share purchase agreement dated May 26, 2021.

On July 21, 2021, the Company changed its name from “TechX Technologies Inc.” to “Mobilum Technologies Inc.” to reflect the adoption of the umbrella brand “Mobilum”. The CSE symbol changed from “TECX” to “MBLM”.

On July 29, 2021, the Company has signed a Memorandum of Understanding to partner with Matic Network BVI Limited (“Matic”) to develop an on-ramp and off-ramp solution for Matic users and developers. Matic is the creator of Polygon, a protocol and a framework for building and connecting Ethereum-compatible blockchain networks. Polygon provides the core components and tools to join the new, borderless economy and society. In addition to the

on-ramp solution, Mobilum has developed an off-ramp platform that will be available to the Polygon community to provide a global corridor for crypto-to-fiat microtransactions. Mobilum launched its hosted on-ramp and off-ramp solution for Matic in October 2021. The solution is now available at <https://polygon.mobilum.com>

On July 29, 2021, the Company has signed an agreement with Encore Ventures Inc (“Coinstream”) to provide fiat-to-crypto on-ramp services to its users on goCoinstream.com. Michael Vogel, a strategic advisor of the Company, is also the CEO of Coinstream, however the Company and Coinstream are not considered related parties within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holds in Special Transactions*. In the period ending November 2021, both parties agreed to terminate the contract in order to enable the management team to focus core resources of the company on other strategically vital projects.

On August 5, 2021, the Company signed an agreement with ALT 5 Sigma (“ALT 5”) to provide fiat-credit-cards-to-crypto on-ramp services to its users on Alt5Coins.com. ALT 5 is a global fintech company that provides next-generation blockchain technologies for digital asset and trading platforms, allowing its clients the ability to buy, sell and hold digital assets in a safe and secure environment deployed with the best practices of the financial industry. Digital asset custodian services are secured by Fireblocks, which has securely transferred roughly \$400 billion in digital assets for more than 200 institutional accounts.

On August 19, 2021, the Company entered into the business relationship agreement with BTSE Holdings Limited (“BTSE”), a multi-currency digital assets exchange, to provide fiat-to-crypto on-ramp services to users on BTSE’s trading platform. On December 6, 2021, the Company launched its fiat-to-crypto on-ramp widget on the BTSE exchange and JoomAce platforms. Mobilum provides its fast, secure, convenient, and fully FINTRAC (Financial Transactions and Reports Analysis Centre of Canada) compliant on-ramp payment gateway services to BTSE, allowing its platform users to purchase digital assets instantly and securely with credit cards or more than 20 fiat or digital currencies.

In December 2021, the Company engaged FN Media Group to provide news dissemination and campaign awareness services to the Company, which includes ticker tag press release, limited budget of traffic generation initiative, social media coverage and RSS feed to financial publisher’s network to follow Company issued press releases. The Company has purchased five (5) campaigns which are expected to begin immediately. Under terms of the agreement, the fee payable to the Services Provider is USD\$2,595 per Campaign.

Changes in Management and the Board of Directors

In June 2021, the Company appointed Dr. John Henderson, PhD as Chief Operating Officer of the Company. Dr. Henderson’s career in institutional equity sales and corporate finance began at PI Financial, Jennings Capital and Intrinsyc Capital. John was responsible for analyzing and financing technology-based venture level companies and it sparked a lifelong pursuit in innovation. In addition to his finance career, John has had an active advisory practice recently assisting corporate development for GTEC Holdings, as well as restructuring global operations for a Canadian health device company. Dr. Henderson earned his PhD identifying and quantifying management best practices using Data Science techniques such as machine learning. In addition to his PhD, John earned a Masters in Business Administration from the University of British Columbia’s Sauder School of Business, a Masters in Science in Biological Chemistry from the University of Waterloo along with bachelor degrees in Economics, Biotechnology and Communications. In relation with the appointment, the Company granted 400,000 incentive stock options (the “Options”) to Dr. Henderson. The Options are exercisable at CA\$0.71 per share for a period of five years from the date of grant and portion is subject to vesting stages.

In July 2021, the Company appointed Wojciech Kaszycki (CEO of Mobilum OU) as a director, and in December 2021 as Chief Executive Officer. Mr. Kaszycki is a pioneer in the area of Ecommerce and Mcommerce solutions and has over 24 years of experience creating and managing innovative technologies. From the beginning of his professional career, he has engaged in the implementation of innovations that change everyday life. Between 1996 and 2001, Kaszycki managed the first Ecommerce agency in Poland, AGS NewMedia, created the first Ecommerce portal in Poland Empik.com (Polish Amazon). Kaszycki is also the Founder and Chairman of BTC Studios, a publicly traded video gaming company on the Warsaw stock exchange.

In October 2021, the Company hired Piotr Majka as Chief Trading Officer to manage and test its infrastructure for cryptocurrency trading operations. Majka will leverage data-driven algorithmic strategies and insights that will be continually monitored and optimized to yield maximize returns. Majka will conduct extensive beta-testing using real-world simulations before any corporate assets are deployed to production. Majka is a capital markets expert with over 20 years of broad experience in finance including 15 years as a senior executive for the global and local banks.

In December 2021, the Company appointed Heidi Gutte of Lichtenwald Professional Corporation as a Chief Financial Officer. Ms. Gutte specializes in providing corporate finance, financial reporting, consulting, taxation and other accounting services to both small businesses as well as public companies in various industries. Ms. Gutte earned her bachelor's degree of computer engineering from the University of Applied Sciences in Brandenburg, Germany. She holds the professional designation of Chartered Professional Accountant (CPA, CGA), and is a member of Chartered Professional Accountants of B.C. and Canada. Ms. Gutte has had extensive experience as a controller and CFO of numerous publicly traded and private corporations in several industries.

In relation with Ms. Gutte's appointment, the Company granted 200,000 incentive stock options (the "Options") to Lichtenwald Professional Corporation. The Options are exercisable at CA\$0.385 per share for a period of five years from the date of grant and portion is subject to vesting stages.

In January 2021, the Company appointed senior leaders in the fin-tech space, Kasha Piquette and Robert Niziol as Directors and Wojciech Kaszycki (CEO) as the Chairman of the Board. In relation with the appointments, the Company granted aggregated 600,000 incentive stock options (the "Options") to the new Directors. The Options are exercisable at CA\$0.28 per share for a period of five years from the date of grant and portion is subject to vesting stages. Mobilum Directors Peter Green, Michael Devine, and Aleem Nathwani remain strategic advisors to the new Board and management.

Products, technologies, and services

The company currently has suite of product offerings that is broad and modular giving us access to a larger share of the market.

Mobilum OU

Technologies have been added as a result of an acquisition finalized in July 2021. The Mobilum brand has been adopted as an umbrella brand to reflect the growth potential of the product.

Mobilum OU is a licensed fintech business, that builds powerful yet simple integrations for small and large businesses to accept payments and manage their cryptocurrency businesses online. Mobilum OU offers Plug & Play Fiat-to-Crypto gateway on-ramp solution for exchanges, wallets and cryptocurrency businesses, and also Visa - Mastercard payment methods.

Some key differentiators of our offering are:

- We're the only **gateway to have a gift card off-ramp** complementing their on-ramp - this helps expand our global footprint, especially allowing us to capitalize on crypto economy in underbanked regions.
- **Global Coverage:** With the addition of Gift Cards among our offering we immediately raise our global footprints to over 120+ countries.
- Security of data processing and emphasis on **AML/KYC compliance**
- **Modular full-service product suite** that can be offered to a subsection of the market and can be white labeled. That means we offer seamless integration methods for a customized widget solution for our partners to integrate and process fiat to crypto transfers for their users.
- We are able to offer extremely competitive transaction fees and our business partnerships allow us **to scale up our global acquiring network.**

Mobilum sets a goal of no chargebacks, the highest acceptance rates, and the lowest transaction fees in the industry

On October 26, 2021, the Company launched its updated Over-the-Counter (OTC) trading desk website, which is designed exclusively for high net-worth individuals and institutions looking to execute large-volume orders of Bitcoin and other cryptocurrencies for transactions above \$50,000. Mobilum gives customers access to a deep liquidity pool, diverse selection of digital assets, and a highly personalized service that allows customers to trade high volumes with zero slippage and competitive rates.

It is important part of our strategy to identify our individual product offerings and match them with needs of suitable types in the industry:

Product	Exchanges	Hot Wallets	DeX	Protocols	Miners	NFT MarketPlaces	Hardware Wallets
Identify Management (KYC-as-a-Service)	✓	✓			✓		✓
On-Ramp (Fiat-to-crypto)	✓	✓	✓	✓		✓	✓
Off-Ramp (Fiat-to-crypto)	✓	✓	✓	✓	✓	✓	✓
OTC (Institutional Crypto buy/sell)				✓	✓	✓	✓
Liquidity provider (Proprietary trading/MM)	✓			✓			

The company developed business relationship through executing on commercial contracts and onboarding of new partners & users. On October 4, 2021, Mobilum announced an on and off-ramp integration with Polygon, one of the world’s largest blockchain protocols and frameworks for building and connecting Ethereum-compatible blockchain networks. The solution is now available at <https://polygon.mobilum.com>. On December 6, 2021, the Company announced the successful integration and launch of its fiat-to-crypto on-ramp widget on the BTSE exchange and JoomAce platforms. In December 2021, the Company signed agreement to integrate into Ledger Live Platform, gateway for digital assets & web3. Under the terms of the agreement, Mobilum will integrate its gift card off-ramp widget directly into the Ledger app.

On December 1, 2021, Mobilum signed an agreement with leading fiat-to-crypto and payment infrastructure company Wyre to help accelerate the Company’s US expansion. By integrating Wyre’s API, Mobilum will gain access to Wyre's ACH payment rails and will have the ability to process automated clearing house (ACH) transactions for US clients on its on and off-ramping platform. The full integration with Wyre’s banking rails is anticipated to be completed in the first quarter of 2022.

Payment processing infrastructure

The Company, through its wholly-owned subsidiary Mobilum Pay Sp. z o. o. provides payment processing facilitation solution for regular fiat payments for acquirers and customers. Processor (“Customer”) manages credit card terminal at POS enabling making transactions (payments for services) using credit cards for end-customers. Mobilum leverages modern technology and flexible infrastructure to create a seamless payment experience for businesses.

KYC services

The Company, through its wholly-owned subsidiary Mobilum Pay Sp. z o. o. provides KYC services for large customers and partners. The company has necessary tools and knowledge to provide high quality KYC outsourcing services in alignment with legal and compliance requirements.

CatalX CTS Ltd

CatalX CTS Ltd (“CatalyX”) is a Canadian-based FINTRAC compliant digital asset exchange platform that specializes in cryptocurrency trading, blockchain and cybersecurity technology. CatalX has developed a scalable and modularized platform with a trading engine that can scale to millions of users in real time and cutting-edge cyber security system CyberSmoat®, which is patent pending.

Features of the CatalX platform include:

- Scalability and security
- \$0 deposit fees and immediate funding (post-KYC)
- Over 40 available cryptocurrencies
- Tight spread
- Low fees and global network

The Company holds a 19% investment interest in CatalyX

Impaired technologies and divestitures

Internet of Things (IoT)

Pursuant to an asset acquisition from an Internet of Things company (the “IoT Company”), the Company acquired software for use in an Internet of Things (IoT) smart sensors for the waste management space. The product monitors fill levels of waste containers and alerts the waste management companies about the required container turnover. The Company acquired the assets from a series of arms-length parties in consideration for an initial cash payment of \$50,000 CAD, and issued 3,800,000 common shares, to the vendors. During the year, it was determined that the fair value of the IoT assets were lower than their carrying value, therefore the Company recorded an impairment loss against the value of the acquisition. IoT continues to have good market prospects and the Company is evaluating the acquired assets to assess go forward opportunities.

1SHIFT Logistics

1SHIFT Logistics (“1SHIFT”, “the Platform”), was the Company’s primary development project. 1SHIFT is a Software-as-a-Service (“SaaS”) based solution and is a Freight Intelligence Management System. It manages shipment efficiencies through the first, mid, or last mile with real time freight visibility, route optimization, environmental conditions (temperature, humidity, GPS), and more.

For the period ended May 31, 2020 it was determined that challenges in market conditions cast significant doubt on the ability for the Company to continue funding operations and development to recover the value from its intangible asset. It was determined that the fair value of intangible assets was lower than its carrying value, and as a result the Company recorded an impairment against the value of the asset.

Cryptobuddy

Cryptobuddy.ai was a predictive cryptocurrency trading signals platform, through the Company’s wholly owned subsidiary, Bull Market Media Inc. In the period ending November 2021 management assessed, that the fair value of the asset was lower than their carrying value, therefore the Company recorded an impairment loss against the value of the acquisition. The company continues to evaluate the perspectives of the acquired assets to assess the next steps.

uBuck

In August 2021 the Company decided to divest from uBuck (acquired in 2019). Subsequently to the portfolio review executed by the board, it has been assessed, that the activities of the uBuck are no longer aligned with the company core competencies. Divestiture has been executed in order to simplify and re-align management’s focus on growing its core businesses.

XPort Digital Limited

In October 2021 the Company decided to divest from XPort Limited (acquired in 2021). Subsequently to the portfolio review executed by the board and changes in the economic climate in Asia, it has been assessed, that the activities of the XPort can be disposed of, in order to streamline the Company’s structure and increase efficiency of operations.

Summary of Quarterly Results

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's consolidated financial statements. All dollar amounts are in U.S. dollars.

	Q3 November 30, 2021	Q2 August 31, 2021	Q1 May 31, 2021	Q4 February 28, 2021
Total assets	28,036,772	37,521,157	33,029,171	957,527
Working capital (deficit)	4,056,041	5,240,048	6,254,963	(328,697)
Shareholders' equity (deficiency)	26,227,099	36,607,276	31,953,017	(180,429)
Net loss	(9,905,351)	(482,183)	(4,503,795)	(3,213,099)
Basic and diluted loss per common share	(0.08)	(0.01)	(0.01)	(0.04)

	Q3 November 30, 2020	Q2 August 31, 2020	Q1 May 31, 2020	Q4 February 29, 2020
Total assets	673,527	836,066	1,005,231	1,219,216
Working capital (deficit)	(602,543)	(331,345)	(41,109)	542,225
Shareholders' equity (deficiency)	(573,243)	257,966	85,677	715,935
Net loss	(367,373)	(464,949)	(795,422)	(3,566,362)
Basic and diluted loss per common share	(0.01)	(0.01)	(0.01)	(0.02)

The Company generally saw an increase in assets over the nine months ended November 30, 2021, due to closing of a private placement and various asset acquisitions. In Q4 of the fiscal year 2021, operational expenses increased as the Company secured funding pursuant its private placement in for gross proceeds of \$791,651 (CA\$1,005,000).

During the quarter ended November 30, 2021, the Company incurred marketing expenditure of \$288,635 to increase market awareness of the Company's progress, acquisition updates and business development.

Quarterly management fees expenditure decreased compared to prior year, due to changes in the management structure.

For the quarter ended November 30, 2021, the Company incurred a net loss of \$9,905,351 compared to a loss of \$428,183 for the quarter ended August 31, 2021. This variance in net loss is primarily due to \$3,940,178 adjustment for share-based compensation as a result of stock options vested during the period and recorded impairment of intangible assets amounting to \$5,018,855.

The Company saw an increase in general operations during the period ended November 30, 2021, as the Company's operations accelerated due to lifting restrictions subsequent Covid-19 pandemic.

Quarterly results will fluctuate with changes in revenues, cost of sales, general and administrative expenses, including non-cash items such as share-based payments, and other items including foreign exchange and volatility of crypto-currency asset transaction.

Results of Operations

For the nine months ended November 30, 2021, the Company incurred a net loss of \$14,891,322 compared to a loss of \$1,627,743 for the nine months ended November 30, 2020.

Revenue and cost of goods sold summary

In the period ending November 30, 2021 the Company finalized the acquisition of 100% ownership interest of Mobilum OU (“Mobilum OU”) which resulted increased in recognized revenue amounting to \$21,511,238 – being apportioned revenue generated by the subsidiary. Revenue is mainly generated by the Mobilum OU operating activities through its infrastructure to facilitate OTC trading. The Company integrated appropriate revenue recognition policy and costing procedures and recognized most revenue on a gross (principal) basis with attributable cost of goods sold amounting to \$(21,231,514).

	Nine Months Ended		Three Months Ended	
	November 30, 2021	November 30, 2020	November 30, 2021	November 30, 2020
Revenue	\$ 21,511,238	\$ 2,643	\$ 21,464,395	\$ 657
COGS	\$ (21,231,514)	\$ (8,362)	\$ (21,231,514)	\$ -
Gross profit	\$ 279,724	\$ 5,719	\$ 334,715	\$ 657

In presenting the revenues of the group, the Company’s accounting revenue recognition policy makes a distinction between:

- Principal revenues (facilitating high volume transactions and due to accounting risk related to the agreements 100% of the sale transaction is treated as revenue); and
- Agency transactions (no effective control of inventory, different risk profile, as Company is acting as agent only the net amount of the transaction is considered revenue).

The following table shows the breakdown of the different components of revenue for the nine months ended November 30, 2021 by type:

	OTC		Other		Total	
Revenue	\$ 21,414,707	\$ 96,531	\$ 21,511,238			
Cost of sales	(21,231,514)	-	(21,231,514)			
	\$ 183,193	\$ 96,531	\$ 279,724			

Operating expenses summary

General and Administrative expenses	Note	Nine Months Ended		Three Months Ended	
		November 30, 2021	November 30, 2020	November 30, 2021	November 30, 2020
Consulting fees	15	\$ 579,930	\$ 227,963	\$ 334,715	\$ 33,080
Depreciation of equipment	10	34,580	-	13,972	-
Depreciation of right-of-use assets	9	-	121,409	-	43,603
General office expenses		100,358	129,984	54,642	29,561
Interest and accretion	13	3,399	-	3,339	-
Lease interest	12	-	30,289	2,539	3,940
Management fees, director fees, salaries and wages	15	149,186	351,729	70,463	73,484
Professional fees		262,592	197,044	34,759	108,796
Legal fees		94,559	-	32,020	-
Rent		8,047	-	-	-
Stock-based compensation	15, 16	3,940,178	338,565	190,222	52,096
Transfer agent and filing fees		72,351	25,223	21,947	15,223
Marketing and promotion					
Marketing		\$ 1,478,329	\$ 142,208	\$ 289,635	\$ 17,742
Research and development					
Research and development		\$ 73,859	\$ 15,548	\$ 29,051	\$ 3,621
Total operating expenses		\$ 6,797,368	\$ 1,598,562	\$ 1,071,286	\$ 373,897

Three months ended November 30, 2021, compared to the three months ended November 30 2020

- General and administrative expenses include mainly consulting fees of \$334,715 (2020 - \$33,080), general office expenses of \$54,642 (2020 - \$129,984), management fees of \$70,463 (2020 - \$73,484), professional fees of \$34,759 (2020 - \$108,796), legal fees of \$32,020 (2020 - Nil) and transfer agent and filing fees of \$21,947 (2020 - \$15,223). Overall increase is related to entering the rapid growth phase and expanding the operations subsequent the acquisitions.
- Share-based payments for the three months ended December 31, 2017, totalled \$190,222 (2020 - \$52,096). Share-based payments are comprised of the issuance of stock options to directors, officers, employees, and consultants of the Company during the period and were the main driver of increased operating expenses comparing to the same period in prior year.
- To the increase of operating expenses also significantly contributed Company's listing on the OTCQB Venture Market and related legal, accounting and consulting fees as well as additional compliance expenses related to constant development in international regulations.
- Consulting fees \$334,715 (2020 - \$33,080) and marketing fees of \$334,715 (2020 - \$33,080) increased compared to the prior period as the Company increased its budget in an effort to continue the Company's marketing strategy and awareness campaigns using alternative methods as a result of travel restrictions and limited person-to-person contact due to the Covid-19 pandemic.

Nine months ended November 30, 2021, compared to the nine months ended November 30 2020

- The main driver of increase in operating expenses incurred during the period ended November 30, 2021 compared to the period ended November 30, 2020 is the issuance of incentive stock options to directors, officers and consultants of the Company of \$3,940,178 (2020 – \$338,565). Generally other general and administrative expenses saw a decline compared to the same period in the previous year due to reducing office expenses and embracing remote work.
- Professional fees \$262,592 (2020 - \$197,044), and transfer agent and filing fees \$72,351 (2020 - \$25,223), increased as they relate to the private placement closed in April 2021, asset and investment acquisitions and general compliance.
- The primary operating expenses consist of consulting fees of \$579,930 (2020 - \$227,963), marketing expenses of \$1,478,329 (2020 - \$147,208), general office expenses of \$100,358 (2020 –\$129,984), management fees of \$ 149,186 (2020 - \$351,729), professional fees of \$262,592 (2020 - \$197,044), and stock-based compensation of \$3,940,178 (2020 – \$338,565).
- The Company increased its operations and its labour force during the nine months ended November 30, 2021 as compared to the prior year mainly due to developing prospective products, marketing campaigns and finalizing the acquisitions. Subsequent the acquisitions the Company focused on business development of strategic partnerships and streamlining the structure which entailed additional legal and professional fees and consulting fees.
- The Company saw an increase in marketing expenses of \$579,930 (2020 - \$227,963) for the period ended November 30, 2021, over the same period last year. The increase is in relation to the Company’s expenditures on marketing campaigns to increase awareness of the Company, its acquisitions, assets and technology.
- In June 2021, the Company received a civil claim for unpaid portion of the note payable acquired in 2020 (Note 11). A settlement has been reached and the Company settled the loan on June 19, 2021 through payment of CAD \$73,479.25.

Liquidity

Working Capital

The net working capital, defined as current assets less current liabilities, increased from working capital deficiency of \$328,697 as at February 28, 2021 to a working capital balance of \$4,056,041 as at November 30, 2021. This is primarily due to the private placement with total gross proceeds \$7,873,938 (CA\$10,000,000) closed April 2021. The funds are being used to expand capacity, execute acquisitions, and for operating purposes.

Cash

As at November 30, 2021, the Company had cash of \$3,239,377 compared with \$417,982 as at February 28, 2021. The increase in cash is mostly due to proceeds from the private placement.

Cash Used in Operating Activities

Cash used in operating activities during the nine months ended November 30, 2021 was \$2,738,805 compared with \$630,361 of cash used in operating activities during the nine months ended November 30, 2020. Cash used in operating activities during the year was mainly for consulting fees, professional fees and management fees related to acquisitions, and marketing post-acquisition awareness campaigns.

Cash Used in Investing Activities

Cash used by investing activities during the nine months ended November 30, 2021 was \$1,436,835 pertaining to the cash and fiat currency held at liquidity providers account from the new business acquired less the amounts paid for acquisition of investments and equipment compared with \$Nil of cash used in investing activities during the nine months ended November 30, 2020.

Cash Generated by Financing Activities

Cash generated by financing activities during the nine months ended November 30, 2021 was \$7,677,477 compared with \$221,074 of cash generated by financing activities during the nine months ended November 30, 2020.

Cash generated from financing activities during the nine months ended November 30, 2021 was from issuance of common shares (net of share issuance costs) of \$7,873,938 and CEBA loan subsidy of \$43,991. The Company settled notes payable of \$209,610 (\$132,261 principal and \$77,349 interests). CEBA loan proceeds amounting to \$38,304 (CA\$46,241) were partially returned in June 2021. Cash generated in financing activities during the nine months ended November 30, 2020 was from the notes payable proceeds (debt financing) amounting to \$191,663. The company also settled a lease agreement through payment of \$48,597.

The Requirement of Additional Equity or Debt Financing

The Company relies primarily on debt and equity financings for all funds raised to date for its operations. Until the Company starts generating profitable operations, the Company intends to continue relying upon the issuance of securities or debt financing to finance its operations.

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 identification and evaluation of business opportunities and continue as a going concern. The Company considers capital to be all accounts in equity. The Company is not subject to any external capital requirements therefore 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. Additional funds are required to finance operations and development.

On April 13, 2021, the Company closed a non-brokered private placement, pursuant to which the Company issued 20,000,000 common shares at a price of CA\$0.50 per unit for gross proceeds of CA\$10,000,000. A total of CA\$175,500 in finders' fees was paid.

On April 15, the Company issued 15,000,000 shares at CA\$1.25 per share or total of \$14,964,086 (CA\$18,750,00) for the acquisition of 19% ownership interest in CatalX Exchange Inc. (Note 7). The Company also issued 750,000 at CA\$1.25 or total of \$748,204 (CA\$937,500) shares to finders in connection with the transaction.

On April 28, 2021, the Company issued 5,341,880 shares for the acquisition of the Cryptobuddy.ai - predictive cryptocurrency trading signals platform, through its wholly-owned subsidiary, Bull Market Media Inc at CA\$1.18 per share or total of CA\$6,303,418 or US\$5,101,091.

On May 5, 2021, the Company issued 5,252,100 shares for the acquisition of XPort Digital Limited at CA\$0.99 for a total of US\$4,222,151 (CA\$5,119,579). The acquisition was finalized (share transferred) in June 2021.

On May 27, 2021 the Company has entered into a debt settlement agreement pursuant to which the Company has agreed to issue 164,062 common shares (each, a "Share"), at a deemed price of CA\$0.67 per Share, to settle indebtedness of \$87,209 (CA\$105,000).

On July 19, 2021, the Company completed the acquisition of Mobilum OÜ ("Mobilum"), further to the indefinite agreement dated May 26, 2021. The company has acquired a 100% ownership in Mobilum in consideration of 26,666,667 common shares in the capital of the Company at a deemed value of \$0.31 per Share.

Related Party Transactions and Balances

Related parties include key management personnel and companies under the control of key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board of Directors, management of the Company and its subsidiaries.

As at November 30, 2021, amount disclosed as due from related parties is due from the former CEO is \$10,685, which represents a prepayment for a marketing campaign handled by a third party and due from former CEO of XPort amounting to \$200,175 which represents working capital loan. As at February 28, 2021, due from former CEO amounted to \$44,484.

As at November 30, 2021 and February 28, 2021, the Company has the following due to its related parties:

Related party	November 30, 2021	February 28, 2021
Loans due to Companies controlled by CEO, Wojciech Kaszycki	562,845	-
Corporate Secretary	4,718	-
	\$ 567,563	\$ -

During the nine months ended November 30, 2021 and 2020, key management compensation consisted of the following:

Compensation	For the Nine Months Ended:		For the Three Months Ended:	
	November 30, 2021	November 30, 2020	November 30, 2021	November 30, 2020
Consulting fees	\$ 52,156	\$ -	\$ 16,808	\$ -
Management fees, director fees, salaries and wages	151,621	105,839	80,799	30,048
Accounting fees	16,546	-	4,751	-
Share-based compensation	3,283,136	273,659	248,101	72,882
	\$ 3,503,459	\$ 379,498	\$ 340,957	\$ 102,930

Management fees, director fees, accounting fees and salaries and wages consisted of the following for the periods ended November 30, 2021 and 2020:

Related party	Compensation	For the Nine Months Ended:		For the Three Months Ended:	
		November 30, 2021	November 30, 2020	November 30, 2021	November 30, 2020
Wojciech Kaszycki, CEO	Management fees	\$ 40,607	\$ -	\$ -	\$ -
Ashik Karim, Former Director and Former CEO	Salary and director's fees	-	14,718	40,607	-
Zara Kanji, Former CFO	Management and accounting fees	55,104	-	9,667	-
John Henderson, COO	Salary	48,456	-	25,774	-
James Youn, President and CEO of uBUCK	Salary	-	90,000	-	30,000
Kelly Pladson, Corporate Secretary	Consulting fees and administrative fees	34,558	-	13,087	-
Aaron Carter, CEO of XPort	Management fees	24,000	-	-	-
Dawid Kwok, Former CFO	Consulting fees	7,712	-	3,721	-
Loui Mercieca CTO of Mobilum OU	Consulting fees	9,886	-	-	-
Mohammad Ahmad, Former Director	Directors' fees	-	739	-	-
Marco Parente, Former Director	Directors' fees	-	370	-	-
		\$ 220,323	\$ 105,839	\$ 92,856	\$ 30,049

Share-based compensation for the period ended November 30, 2021 and 2020 consisted of the following:

Related party	November 30, 2021	November 30, 2020
Peter Green, former CEO	\$ 964,824	\$ -
Aleem Nathwani, former Director	964,824	-
Michael Devine, former Director	802,449	-
Ashik Karim, former Director and Former CEO	-	155,255
Zara Kanji, former CFO	140,483	-
John Henderson, COO	67,443	-
Kelly Pladson, Corporate Secretary	140,483	-
Michael Vogel, former Director	190,654	-
James Youn, President and CEO of uBUCK	11,976	118,405
	\$ 3,283,136	\$ 273,659

Significant Accounting Policies and Critical Accounting Estimates

All significant accounting policies and critical accounting estimates are fully disclosed in Notes 2 and 3 of the audited consolidated financial statements for the years ended February 28, 2021 and February 29, 2020 that are available on SEDAR at www.sedar.com.

Off-Balance Sheet Arrangements

To the best of management's knowledge as at the date of this MD&A, there are no off-balance sheet arrangements that have, or are reasonably expected to have, a current or future effect on the results of operations or financial condition of the Company.

Proposed Transactions

As at the report date, the Company there are no proposed transactions that are reasonably expected to have a material effect on financial condition, financial performance, or cash flows, with the except of transactions mentioned in the subsequent event paragraph on page 5.

Financial Instruments

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the consolidated financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data.

The Company's financial instruments consist of cash, accounts receivable, due from related parties, accounts payable and accrued liabilities, notes payable and demand loans, lease liabilities and loans payable.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
November 30, 2021				
Financial Instruments measured at FVTPL				
Cash	3,239,377	-	-	3,239,377
Investments	15,048,486	-	-	15,048,468
Loan payable	-	26,151	-	26,773
Total Financial Instruments measured at FVTPL	18,287,845	26,151	-	18,314,618
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
February 28, 2021				
Financial Instruments measured at FVTPL				
Cash	417,982	-	-	417,982
Lease liability	-	53,535	-	53,535
Loan payable	-	33,310	-	33,310
Total Financial Instruments measured at FVTPL	417,982	86,845	-	504,827

Financial Risk Management

Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its payment obligations. The risk regarding cash and cash equivalents is mitigated by holding the cash and cash equivalents through Canadian chartered banks. The Company has no material counterparties to its financial instruments with the exception of intercompany loans. The company provided funding to its subsidiaries XPort Digital Limited and Mobilum OU prior the acquisition. Subsequent to both acquisitions, funding has been transformed into intercompany loans with no terms.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. There is limited risk that the Company may not be able to meet its financial obligation when they are due. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As of November 30, 2021, the Company has no financial assets that are past due or impaired due to credit risk defaults. The company has proper cash flow management across all division.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices, and foreign exchange rates.

(i) *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. The Company is not exposed to significant interest rate risk.

(ii) *Price risk*

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in prices. The Company's investments are exposed to price risk. The company holds cryptocurrency assets which are a part of a very volatile market.

(iii) *Foreign exchange risk*

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's presentation currency is the U.S. dollar and historically, major purchases have been transacted in U.S. dollars, while all financing to date have been completed in Canadian dollars. As the Company's digital asset mining operations are mainly denominated in U.S. dollars and the Company's general and administrative costs are primarily denominated in Canadian dollars, the Company will be exposed to effects of fluctuations in foreign exchange. The fluctuation of the Canadian dollar against the U.S. dollar will consequently impact the profitability of the Company and may also affect the value of the Company's assets and liabilities and the amount of shareholders' equity. 10% fluctuations in the Canadian dollar and Euro against the US dollar have affected comprehensive loss for the year by approximately \$444,989 (November 30, 2020 – \$36,097).

Capital Stock

As at November 30, 2021 there were 156,393,420 common shares outstanding, 15,765,000 stock options outstanding (13,487,917 stock options exercisable), and 10,351,000 stock warrants outstanding and exercisable.

At the report date of January 31, 2021 there were 156,393,420 common shares outstanding, 20,815,000 stock options outstanding (18,012,917 stock options exercisable), and 10,351,000 warrants outstanding and exercisable.

During the period ended November 30, 2021:

On April 13, 2021, the Company closed a non-brokered private placement financing for total gross proceeds of CAD \$10,000,000. The Company issued 20,000,000 units at a price of CAD \$0.50 per unit. Each unit is comprised of one common share and one-half of one transferable warrant. Each whole warrant will entitle the holder to purchase one additional common share for a period of 60 months at a price of CAD \$1.00 per share, subject to accelerated expiry.

In April 2021 the Company signed a Definitive Agreement to acquire 100% of the Cryptobuddy.ai predictive cryptocurrency trading signals platform, through its wholly-owned subsidiary, Bull Market Media Inc., the Company issued consideration of 5,341,880 common shares in the capital of the Company.

On April 14, 2021, pursuant to the 19% investment interest in CatalyX, the Company issued 15,000,000 common shares pursuant to this agreement. In conjunction with closing of the investment a finders' fee was paid to an arm's-length party of 750,000 common shares.

On May 5, 2021, the Company issued 5,252,100 common shares to acquire 100% ownership interest X-Port Digital Limited.

On May 27, 2021, the Company entered into a debt settlement transaction with an arm's length party wherein the Company settled an indebtedness of CAD \$105,000 by issuing 164,062 common shares. Total of CAD \$105,000 was invoiced for consulting and settled in the reporting period. Share were issued on June 1, 2021.

In June 2021, the Company has granted an aggregate 625,000 incentive stock options (the "Options") to officers and employees of the Company. The Options are exercisable at CAD \$0.71 per share for a period of five years from the date of grant and vesting over a four-year period. In July 2021, 150,000 share options were cancelled.

On July 19, 2021, the Company has completed the acquisition of Mobilum OÜ ("Mobilum"), further to the indefinite agreement dated May 26, 2021. The company has acquired a 100% ownership in Mobilum in consideration of 26,666,667 common shares in the capital of the Company at a deemed value of \$0.60 per Share.

In September 2021, the Company has granted an aggregate 300,000 incentive stock options (the "Options") to employees of the Company. The Options are exercisable at CAD \$0.435 per share for a period of five years from the date of grant and vesting over a four-year period. The Company also entered into a consulting agreement (the "Agreement") with Soykan Garipoglu (the "Consultant") to provide investor relations services. Under the terms of the Agreement, the Consultant shall provide the services in consideration of a monthly payment of CAD \$3,500. The Consultant has received 50,000 stock options, exercisable at a price of \$0.435 per share and valid for a 3-year term. The options vest quarterly over a 1-year period.

On October 22, 2021, the Company has granted an aggregate 1,400,000 incentive stock options to directors and consultants. The Options are exercisable at CA\$0.36 per share for a period of five years from the date of grant and subject to vesting over two years.

As at November 30, 2021, there was no common shares held in escrow (2020 – 14,850,000).

During the prior fiscal year ended February 28, 2021:

On October 8, 2020, the Company consolidated all of its issued and outstanding common shares on the basis of one post-consolidation common share for every two and a half pre-consolidation common shares.

On January 19, 2021 and February 23, 2021, the Company issued of 2,000,000 (5,000,000 pre-consolidation) and 1,800,000 common shares, respectively, in accordance with the purchase of an intangible asset.

On January 28, 2021, the Company issued 405,714 shares (1,014,285 pre-consolidation) at \$0.61 (CA\$0.78) per common share for consulting services to two arm's length parties.

On February 9, 2021, the Company closed a non-brokered private placement, pursuant to which the Company issued 10,050,000 common shares at a price of CA\$0.10 per unit for gross proceeds of \$791,652 (CA\$1,050,000). All securities issued in connection with the private placement are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws. A total of \$8,972 (CA\$11,400) in finders' fees was paid.

As at February 28, 2021, 4,950,000 (12,375,000 pre-consolidation) of the common shares were held in escrow (2020 – 14,850,000).

Subsequent to the nine months ended November 30, 2021:

In December 2021, the Company granted an aggregate 200,000 incentive stock options (the "Options") to management of the Company. The Options are exercisable at CA\$0.385 per share for a period of five years from the date of grant and portion is subject to vesting stages.

In January 2022, the Company granted an aggregate 4,850,000 incentive stock options (the "Options") to directors, advisors, and employees of the Company. The Options are exercisable at CA\$0.28 per share for a period of five years from the date of grant and portion is subject to vesting stages.

Stock Options

Stock-based compensation recognized in profit or loss for the nine months ended November 30, 2021 amounted to \$3,940,197 (2020 – \$338,565) and stock option transactions and the number of stock options outstanding as at November 30, 2021 are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, February 29, 2020	6,548,000	\$ 0.875
Granted	5,940,000	0.175
Forfeited	(5,748,000)	0.875
Balance, February 28, 2021	6,740,000	\$ 0.258
Granted	9,175,000	0.743
Forfeited	(150,000)	
Balance, November 30, 2021	15,765,000	\$ 0.512

Expiry Date	Exercise Price	Numbers of options outstanding	Numbers of options exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price
June 6, 2023	\$ 0.875	400,000	400,000	0.04	\$ 0.022
November 9, 2023	0.875	200,000	166,667	0.02	0.011
January 14, 2024	0.175	5,940,000	5,940,000	0.80	0.066
April 14, 2024	1.190	450,000	56,250	0.07	0.034
June 1, 2024	0.875	200,000	100,000	0.03	0.011
March 8, 2026	0.460	300,000	300,000	0.08	0.009
May 26, 2026	0.800	6,050,000	6,050,000	1.72	0.307
June 11, 2026	0.710	625,000	625,000	0.14	0.021
September 8, 2026	0.435	350,000	-	0.11	0.010
October 22, 2026	0.360	1,400,000	500,000	0.43	0.032
		15,765,000	13,625,417	2.76	\$ 0.543

Share Purchase Warrants

Share purchase warrant transactions and the number of share purchase warrants outstanding as at November 30, 2021 and February 28, 2021 are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance outstanding, February 28, 2020	14,952,375	\$ 0.13
Exercised	(1,608,250)	0.13
Expired	(13,344,125)	0.13
Balance outstanding, February 28, 2021	-	\$ -
Granted	10,351,000	1.00
Balance outstanding, November 30, 2021	10,351,000	\$ 1.00

As at November 30, 2021, the Company had the following warrants outstanding, enabling the holders to acquire the following number of common shares:

Expiry Date	Exercise Price	Numbers of warrants outstanding	Numbers of warrants exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price
April 13, 2026	\$ 1.000	10,351,000	10,351,000	4.87	\$ 1.000
		10,351,000	10,351,000	4.87	\$ 1.000

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

The Company has exercised reasonable diligence and the filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made for the period covered by the filings.

The Company has exercised reasonable diligence, the consolidated financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the filings.

Risks and Uncertainty

An investment in the securities of the Company may be regarded as speculative due to the Company's stage of development. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from those described in forward-looking statements relating to the Company. Prospective investors should carefully consider the following risks and uncertainties:

Additional Financing

The Company has a history of operating losses and uses the cash raised in equity markets to partially fund working capital. If adequate funds are not available when required or on acceptable terms, the Company may be required to delay, scale back or terminate its sales and marketing efforts, and may be unable to continue operations. There can be no assurance that the Company will be able to obtain the additional financial resources required to compete in its markets on favorable commercial terms or at all. Any equity offering may result in dilution to the ownership interests of shareholders and may result in dilution of the value of such interests. The preparation of consolidated financial statements in conformity 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Customer Acquisitions

The development activities of the Company may be funded by its customers through engineering services provided in addition to the Company's investment in enhancing its existing product lines. If the Company fails to develop new products, incurs delays in developing new products, or if the product or enhancements to existing products and services that the Company develops are not successful, the Company's business could be harmed. Even if the Company does develop new products that are accepted by its target markets, the Company cannot assure that the revenue from these products will be sufficient to justify the Company's investment in research and development.

History of Losses

The Company has a history of losses, and there can be no assurance that the Company's losses will not continue in the future. As at November 30, 2021, the Company had an accumulated deficit of \$40,443,936. The Company's prospects must be considered in the context of the implementation stage of its current strategy, the risks and uncertainties it faces, and the inability of the Company to accurately predict its results of sales and marketing initiatives. There can be no assurances that implementation of the Company's strategy will result in the Company generating and sustaining profitable operations.

Political risk

Compared with traditional and existing centralized financial systems, the cryptocurrency financial system is relatively new and has only limited history. Online cryptocurrency exchanges and trades therein operate with comparatively little regulation and are particularly liable to platform failures and fraudulent activities, which may have an effect on underlying prices of cryptocurrencies. Regulations are increasingly expected to incorporate digital assets into the global economy. Growing compliance needs will most likely entail additional compliance and control costs.

Product Development and Technological Change

The market for the Company's products and services is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. To be successful, the Company will need to enhance existing products and to introduce new products and features in response to changing standards, customer requirements, and technological innovations by others. There can be no assurance that the Company will be successful in doing this in a timely manner or at all. There can be no assurance that products or technologies developed by others will not render the Company's products obsolete or non-competitive.

Intellectual Property Protection

The Company's ability to compete may be affected by its ability to protect its intellectual property. It relies primarily on a combination of copyright, trademark, patent and trade secret laws, confidentiality procedures and contractual provisions to protect its intellectual property. While the Company believes that its products and technologies are adequately protected against infringement, there can be no assurance of effective protection. Monitoring and identifying unauthorized use of the Company's technology is difficult, and the prohibitive cost of litigation may impair the Company's ability to prosecute any infringement. The commercial success of the Company will also depend upon its products not infringing any intellectual property rights of others and upon no claims for infringement being made against the Company. The Company believes that it is not infringing any intellectual property rights of third parties, but there can be no assurance that such infringement will not occur. Any infringement claims against the Company by a third party, even if it is invalid, could have a material adverse effect on the Company because of the costs of defending against such a claim.

Customer Concentration

The Company's business and future success depend on the Company's ability to add new customers and expand within those customers. If certain significant customers, for any reason, discontinues their relationship with the Company, or reduces or postpones current or expected orders for products or services, or suffers from business loss, our revenues and profitability could decline materially.

Global Remittance is Intensely Competitive

The Company competes against larger, more established businesses in a very competitive, rapidly changing, highly innovative global payment industry that is increasingly subject to regulatory and public scrutiny. The Company competes in brand recognition, customer service experience, the simplicity and transparency of fee structures, websites, and mobile applications. Consideration needs to be given to the speed, availability, security, and reliability of the Company's systems and data. The Company seeks to compete against a wide range of established businesses such as money remitters, merchant and merchant associations that provide payment networks within their own network, paper-based transactions, traditional payment methods (wire transfers and automated clearing houses), and providers of virtual currency options. If the Company's product does not gain traction in the global remittance space, the Company will be forced to either revise or abandon the product, which may have a material impact on the Company's business.

Cyberattacks and Security Vulnerabilities

An increasing number of organizations, including large merchants, technology companies, financial institutions, and government institutions, have disclosed incidents of breaches of their information security systems, some of which have involved highly sophisticated and targeted attacks, which compromised their data, websites, mobile applications, and other digital infrastructures. The Company's information technologies and digital infrastructures, as well as its partners and vendors, may be susceptible to cyberattacks or security breaches. There is a risk that customers' personal or proprietary information and payment card data that the Company maintains may become compromised as a result of these potential cyberattacks. Breaches to systems and data, whether perceived or actual, may result in interruptions to operations and services, negative effects to the Company's brand, exposure to significant regulatory scrutiny, and possible legal and financial consequences. The potential effect of these results will adversely affect the Company's business and ability to operate as a going concern.

Dependence on Key Partnerships

The Company's future success significantly depends on the ongoing reliability, availability, and cost of services provided by strategic partners. The inability of the Company to secure and maintain contractual relationships with these partners or develop future strategic partnerships may have an adverse material effect on the Company's ability to operate as a going concern.

Dependence on Banking Relationships

The Company has secured banking relationships in Canada to deliver its principal products and services to its customers. The Company is also seeking to secure banking relationships internationally to deliver its principal products and services to its customers. Securing international banking relationships are critical in order to provide clearing services required for the functioning of transaction platforms and the success of the Company's Technologies' and business model. The process involved in obtaining necessary approvals and establishing international banking relationships with specific banks capable of providing the required services can be onerous and time-consuming. Any delays in establishing banking relations, termination of or failure to maintain the relationship the Company and the banks can be expected to have an adverse material effect on the Company's ability to operate as a going concern.

Dependence on Key Personnel

The Company's future success depends largely on its ability to attract and retain talented employees. The Company is highly dependent on a limited number of key personnel to maintain customer and strategic relationships. Loss of key personnel could have an adverse effect on these relationships and negatively impact the Company's financial performance. The Company's future results of operations will depend in part on the ability of its officers, management and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. If the Company were to lose the services of any key personnel, the Company might encounter difficulties finding qualified replacement personnel.

Management of Growth

The Company's future results of operations will depend in part on the ability of its officers and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel. Substantial growth in the Company's initiatives may require the Company to raise additional capital through the issuance of additional shares or securing financing. There can be no assurance that the Company would be able to secure additional funding through these activities.

Stock Price Volatility

The market price for the common shares of the Company fluctuates significantly, and these fluctuations tend to be exaggerated if the trading volume is low. The market price of the common shares may rise or fall in response to announcements of technological or competitive developments, acquisitions or strategic alliances by the Company or its competitors, the gain or loss by the Company of significant orders or broad market fluctuations.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company's accompanying consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Technological Obsolescence and Disruptions

Due to the fast-paced nature of the technology development that the Company is using, there is a very high risk of obsolescence. The Company must also be aware of the disruptions on the market and breakthroughs that may eventually threaten the existence of the business. The Company must also invest in the right hardware to maintain its operations.

Regulatory Risk and Tax Consequences

Given the relatively young nature of the industry, the laws and regulations surrounding it might not yet be fully developed and hence, the Company should be able to adapt to these changes. A full guideline on reporting and daily transactions concerning taxes and compliance is not yet in place therefore, the Company is subject to uncertainties that may affect its business.

The transactions described herein may have tax consequences in Canada or another jurisdiction, depending on each particular existing or prospective shareholder's specific circumstances. Such tax consequences are not described herein, and this MD&A is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Existing and prospective shareholders should consult their own tax advisors with respect to any such tax considerations.

Forward-Looking Information

Certain statements contained in this MD&A constitute forward-looking statements within the meaning of applicable securities laws including, among others, statements made or implied relating to the Company's objectives including but not limited to, strategies to achieve those objectives, management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance, or expectations that are not historical facts. Forward-looking statements generally can be identified by words such as "objective", "may", "will", "expect", "likely", "intend", "estimate", "anticipate", "believe", "should", "plans" or similar expressions suggesting future outcomes or events. Such forward-looking statements are not guaranteeing of future performance and reflect management's current beliefs based on information currently available. Such statements involve estimates and assumptions that are subject to a number of known and unknown risks, uncertainties and other factors inherent in the business of the Company, and other materials filed with the securities regulatory authorities from time to time 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 such forward looking statements. Those risks and uncertainties include but are not limited to: the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company; the dependence on key personnel; and the ability to access capital markets.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date such statements were made and readers are advised to consider such forward-looking statements in light of the risks set forth above. Except as required by law, the Company assumes no obligation to update or revise any forward-looking statements to reflect new information or the occurrence of future events or circumstances. Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

Corporate Directory

Head Office

Mobilum Technologies Inc.
700 – 838 West Hastings Street
Vancouver, B.C., V6C 0A6

Legal Counsel

Cassels Brock LLP
2200 – 885 West Georgia Street
Vancouver, B.C., V6C 3E8

Officers and Directors

Wojciech Kaszycki (CEO & Chairman of the Board)
Heidi Gutte (CFO)
John Henderson (COO)
Katarzyna Piquette (Director)
Robert Niziol (Director)

Auditor

Kingston Ross Pasnak LLP, Chartered Professional Accountants
Suite 1500, 9888 Jasper Avenue
Edmonton, Alberta, T5J 5C6

Members of the Audit Committee

Robert Niziol (Director & Chair)
Katarzyna Piquette (Director)
Wojciech Kaszycki (CEO & Director)

Transfer Agent

Odyssey Trust Company
323 – 510 Granville Street
Vancouver, B.C., V6C 1T2