



**CYBEATS TECHNOLOGIES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022
(Expressed in Canadian Dollars)**

Dated December 8, 2022

**Management's Discussion and Analysis of Operations
For the quarter ended September 30, 2022**

This Management's Discussion and Analysis ("MD&A") is prepared as of November 29, 2022 and has been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are in Canadian dollars.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's directors follow recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

Caution Regarding Forward Looking Statements

This document contains forward-looking statements, such as statements regarding future sales opportunities in various global regions and financing initiatives that are based on current expectations of management. These statements involve uncertainties and risks, including the Company's ability to obtain and/or access additional financing with acceptable terms, and delays in anticipated product sales. Such forward-looking statements should be given careful consideration and undue reliance should not be placed on these statements.

The preparation of the MD&A may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Management bases estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Management believes the accounting policies, outlined in the Significant Accounting Policies section of its consolidated financial statements, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

Introduction

The following MD&A for the period ended September 30, 2022, has been prepared to help investors understand the financial performance of Cybeats Technologies Inc. (“the Company” or “Cybeats”), in the broader context of the Company’s strategic direction, the risk and opportunities as understood by management, and the key metrics that are relevant to the Company’s performance. The Audit Committee of the Board of Directors has reviewed this document and all other publicly reported financial information for integrity, usefulness, reliability and consistency.

All amounts are expressed in Canadian dollars (CAD) unless otherwise noted.

Additional information about Cybeats Technologies Inc., this document, and the related quarterly financial statements can be viewed on the Company’s website at www.cybeats.com and are available on SEDAR at www.sedar.com.

The Company’s Preferred and Common Shares are wholly owned by Scryb which is a publicly listed company on the CSE (“CSE”), the Frankfurt exchange and the OTCQB under the symbols SCYB, EIY and SCRF respectively.

Corporate Overview

Cybeats Corp delivers intelligent security applications for software supply chains and Internet of Things (“IoT”) connected devices, detecting and eliminating cybersecurity threats starting from the design phase, through to product operation. Cybeats Corp empowers enterprises to efficiently oversee the vulnerabilities and threats to their software products and IoT devices. By doing so, Cybeats Corp plays a pivotal role in an organization’s ability to proactively mitigate cybersecurity risks, as well as provide tools to monitor regulatory compliance, software licensing infringement and improve the software security development operations of the organization.

Cybeats Corp offers two product suites: (i) the software bill of materials studio (“SBOM Studio”) and (b) the IoT runtime application security protection (“RASP”) Solution. These two solutions offer a proactive approach to cybersecurity by improving software security through software bill of materials (“SBOM”) analysis of vulnerabilities and monitoring active software and IoT devices through continuous real-time assessment. The products offer organizations and their software development teams unparalleled cybersecurity tools from the design phase throughout the commercial life cycle following a secure-by-design approach to software.

The SBOM Studio is a software management platform which assures enterprises their products are built with and remain secured, compliant and proactive to cybersecurity threats.

The IoT Security RASP Solution is an embedded security solution installed on-devices by IoT device manufacturers.

Background

Cybersecurity, also referred to as computer security or information technology security, is a field which derives from information technology that involves the protection of computer systems, including the prevention of unauthorized use, changes or access to electronic information.

Cybersecurity has become increasingly salient due to the global reliance on computer systems, the internet and wireless network standards such as Bluetooth and Wi-Fi, and due to the growth of ‘smart’ devices, smartphones, televisions, medical devices, surveillance cameras, connected

vehicles and the various other devices that constitute the IoT. The number of IoT devices worldwide is expected to grow 300% from 2020-2025, to a total of 75 billion connected devices by 2025¹. Each IoT device is connected to a network and is a vulnerable target for potential cyberattacks attempting to access the network or information stored on the device itself.

In 2016, Cybeats commenced operations and the building of an integrated cybersecurity platform designed to secure and protect IoT devices. The vision included a unique approach to eliminate device downtime due to cyber-attacks, while also allowing device manufacturers to develop and maintain secure and protected devices in a timely and cost-efficient manner.

Many traditional security solutions involve products that simply ‘secure the perimeter’, or provide defense solutions to the networks that devices are connected to. The problem arises when a network perimeter is breached, an infiltration and its reach can be unknown or lost within the network, whereby attackers can access or jump to other IoT devices or systems within the network. Modern solutions have therefore needed to offer on-device solutions which provide transparency and protection ‘within the network’, and more importantly, within each IoT device.

Cybeats Corp’s customers install a micro-agent, which is a small piece of code, onto each device, typically in the manufacturing stages of the device. The micro-agent allows for continuous monitoring of the status updates of the IoT device, acting as a “heartbeat” or human nervous system, which communicates the status or ‘posture’ of each device to the security teams and device operators. Cybeats Corp’s proprietary micro-agent include several competitive advantages, for example, having a very low resource (digital) footprint on each device in an effort to limit any impact on the normal operation of the device.

After roughly 5 years of building its IoT security platform, growing its operations and arriving at a growth stage that required additional capital to expand, Cybeats, and its micro-agent product, was acquired by Scryb in early 2021.

Results of Operations

Overview

Since acquisition, Scryb has added value from its platform to the Cybeats solution and scaled-up to address the growing market interest. Significant to this transaction, there has been increased global attention to SBOM and the need to track and monitor the supply chain of software, as mandated by the Whitehouse Executive Order (May 12, 2021). To capture this growing interest the Company has quickly expanded the development team to accelerate the commercialization of Cybeats and increased business development resources to support sales activities. Scryb has also used its assets in AI to support additional Cybeats product development, to help implement smart and predictive cybersecurity. In addition to expanding commercial capabilities, the Company has also engaged Bluetext, a leading digital marketing agency based out of Washington D.C., to increase the marketing capabilities of Cybeats. With an innovative product, key strategic advisors (noted below) and engagement with a leading marketing firm, Cybeats is well positioned to capture a growing market of IoT cybersecurity and software supply chain cybersecurity. To help accelerate growth, Scryb in the first quarter of the fiscal year 2022 signed a non-binding Letter of Intent to list Cybeats Technologies Inc. via an RTO transaction. This will allow Cybeats to access the public markets for the capital it will need to grow its business.

¹ <https://www.statista.com/statistics/471264/iot-number-of-connected-devices-worldwide/>

Cybeats has added five new strategic advisors; Inventor of the first commercial Firewall and Digital Software Bill of Materials, Chris Blask, two-time Presidential Appointee and cybersecurity thought leader, Chuck Brooks, former WhiteHat security corporate strategist, Setu Kulkarni, former Chief Security Architect of AT&T, Duncan Sparrell, and former U.S. Air Force and Space Force Chief Software Officer (CSO), Nicholas Chaillan. The Company has engaged in a scale-up of the platform solution to address the growing market interest. The Company has quickly expanded the development team to accelerate the commercialization of Cybeats and increased business development resources to support sales activities. Cybeats launched both products commercially in late 2021.

Commercial Engagements by Opportunity Segment

The Resulting Issuer will deploy the following framework for the commercial engagement pipeline and related opportunities:

(i) Trial Deployments at no cost:

Currently Cybeats has multiple trial deployments in a variety of industries that include:

- Multinational manufacturing firm
- Tech Company in software and services
- Global Technology Leader in 'Smart Buildings' and building security equipment
- Institutional fintech company
- Multinational infrastructure firm in energy management and industrial automation
- International safety certification and compliance company

(ii) Paid Software Evaluation Periods:

Cybeats is currently in various stages of discussion with potential customers in multiple industries to have a paid software evaluation period.

(iii) Commercial Licenses to Enterprise Product Suites:

The Resulting Issuer recently announced an enterprise license of its SBOM Studio product.

(iv) Large Commercial Engagements:

Marketing activities are designed to identify prospects with buying intent based on the response to certain calls-to-action in direct marketing programs. Qualified sales leads with purchase intent are routed to the business development team for one-on-one follow-up and opportunity identification.

(v) Partnership Programs:

Cybeats recently announced that it would be partnering with a large American cybersecurity company as part of its technology partnership alliance program.

(vi) Resellers:

The Resulting Issuer is pursuing partnerships and resellers that are trained and equipped to market and sell its products and services, or that have typically been focused on serving a single country where the Resulting Issuer does not have a direct sales force. In some instances, resellers will collaborate with the direct sales team on larger scale strategic opportunities in a joint selling model. In all instances that resellers are used to actively market and sell our products and services, the Resulting Issuer remains responsible for the delivery of our products to the customer and oversee establishing pricing. We recognize products and services sold through resellers will

be sold at wholesale prices and will be recognized in revenue in a similar manner to those sold by the Company's direct sales channel.

Cybeats is currently in stage of commercially expanding and scaling up both product suites, and more information on each product suite is outlined below:

Cybeats SBOM Studio Overview

Software Supply Chain Security Overview and Customer Need

Today, software is rarely developed from the ground-up and is instead composed of third-party elements such as pre-built libraries and open-source components in order to shorten the development cycle. Use of open-source components has increased significantly in recent years with estimates that software typically contains up to 90% of open-source components. The greater reliance on external components, the greater risk of exposing companies and their customers to greater risk as these may have critical vulnerabilities that could be exploited/hacked. To combat this threat, the industry has moved towards improving the security posture of software by improving transparency through the software supply chain. This greater need for software transparency has pushed the government to enact regulations such as the Whitehouse Executive Order (May 12, 2021). The order's primary mandate is to enhance the integrity of software supply chains by requiring a Software Bill of Materials (SBOM) to all United States federal government suppliers.

An SBOM is a record of all the components that make up a software product. It is analogous to a nutritional facts/ingredients list found on everyday food products. It is noted that according to Gartner Inc., a global technological research and consulting firm, less than 5% of organizations currently enforce software supply chain security, which will rise to 40% by 2025. The adaptation of SBOMs will be a major part of this increase in software supply chain security and is expected to occur across a wide range of industries including automotive, critical infrastructure, financial software, medical software as a few examples. An organization that effectively monitors its SBOM's will produce more secure products and will be able to act quickly and effectively as vulnerabilities arise within their products once deployed. The current lack of security has been seen in the rise in software supply chain attacks that have created significant disruptions to both businesses and services. The high visibility of attacks has increased public pressure for producers of software to demonstrate that their products are secure.

The introduction of new regulations and the industry shift to enhanced security has created the need for organizations to effectively manage their SBOMs and then share them with downstream consumers of their products. Developing such systems to facilitate the execution of an SBOM management system can be time consuming in terms of money and time for any organization.

Software Supply Chain Security Market

Focuses on the development and consumption of software. Software developers rarely develop software from the ground-up and instead rely on third-party resources when developing software. This market will be led by the implementation and management of the core component of software supply chain security which is the SBOM. Key Drivers in the software supply chain security market include:

- Regulations mandating enhanced security for software such as Whitehouse Executive Order, which mandate the use of an SBOM for federal suppliers;
- Other regulations that bring more attention to the cybersecurity risks of critical assets;
- An increase in the number and the frequency of software supply chain hacks;

- Governments becoming increasingly involved in cybersecurity hacks, which has had the effect of increasing the complexity of the attacks;
- Increased connectivity and speed that comes with 5G increases cybersecurity risk; and
- Use of open-source code by software developers, which leads to greater software supply chain risk.

Cybercrimes pose immense risks to companies as they endanger corporate assets, intellectual property, customer relationships, brands and employees. Over the past decade there has been a significant increase in cybercrime, with global damages reaching \$3.5 billion in 2019, approximately 3.3 times higher than the damages recorded in 2015, 7.2 times higher than the damages recorded in 2011 and 14.6 times higher than the damages recorded in 2007.

Cybeats SBOM Studio

The SBOM Studio was created to manage this rapidly growing need for software supply chain security. It is marketed to all software producers and consumers where supply chain transparency is essential to their business. SBOM Studio is offered as a SaaS, a self-hosted application and an on-premise application, depending on the requirements of the customer. The primary users include software developers, product security teams, and Chief Information Officers as well as their respective teams.

The SBOM Studio offers an effective and innovative solution to the software supply chain problem, which has four (4) main functionalities:

1. **SBOM Document Management and Repository** - Allows clients to store and manage the entities SBOMs while also providing an easy-to-use dashboard and search functionality.
2. **Vulnerability Risk Management** – Allows for effective vulnerability risk management, which uses a large data lake to identify and rank vulnerabilities that have been identified in the components of the software. Vulnerabilities are continuously updated so users can have up to date information on the security posture of their software during development and in the field.
3. **License Risk Management** – Monitors the software for licenses that are required for the software components included in the customer’s software, which allows an entity to protect itself and reduce legal risk.
4. **SBOM Exchange** – allows customers to share and potentially redact SBOMs with suppliers or customers that require them. This is an essential piece in relation to the Whitehouse Executive Order and will continue to be a key part of providing software transparency along the software supply chain.

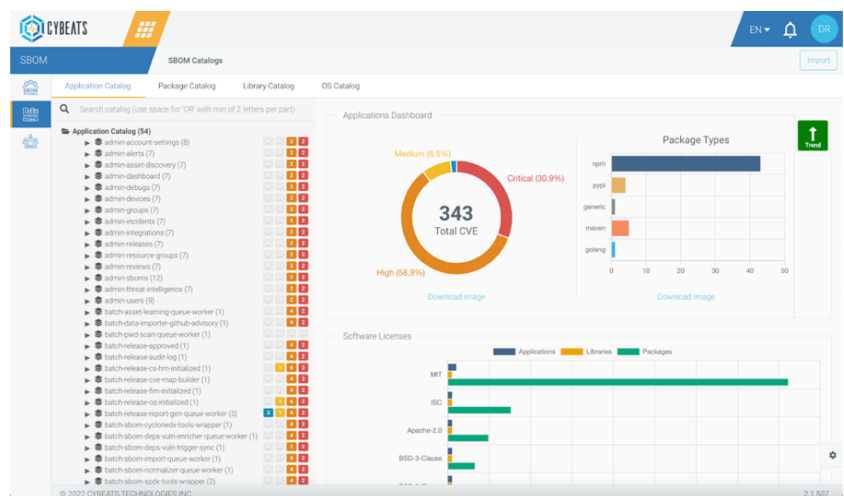


Figure 1 SBOM Studio Dashboard

The benefits of Cybeats SBOM Studio include:

- Data completeness of SBOMs as a result of an expanding data lake of vulnerabilities;
- Integration with the existing corporate infrastructure that streamlines and improves efficiency. SBOM Studio currently integrates with third-party solutions, such as “Jira”, which allows customers to utilize current solutions;
- Cost reduction because it allows for the reduction of time to look through code to find known vulnerabilities. For example, when Log4J was discovered, many large enterprises took thousands of hours to locate this vulnerability within their code, but Cybeats SBOM Studio could have found this vulnerability within minutes which adds to effective crisis management;
- A prioritization plan to reduce the vulnerability risk of the customers’ software by ranking the vulnerabilities and highlighting the changes that are easy to implement;
- A license risk management system that lists the licenses that the customer’s software uses that helps lower the legal risk; and
- SBOM sharing, which is needed for software transparency along the software supply chain.

Cybeats SBOM Studio is a solution that can be used by both software developers, such as Software-as-a-service companies and software consumers such as hospitals as both could require the functionality of the product. SBOM Studio can also be used across many industry verticals such as automotive & aerospace, medical devices, critical infrastructure, and IT & digital solutions. This large number of potential customers presents an enormous opportunity with a growing market need.

Cybeats SBOM Studio is currently in commercial stages with a few customers using a fully paid solution with many more in the proof-of-concept stage testing out the functionality of the product. The interest in the product continues to grow at a rapid pace due to customer needs and a changing regulatory environment. Cybeats SBOM Studio continues to expand its functionality to help maintain its competitive advantage. Cybeats will focus on expanding its product offering to address a broader market and continue expanding its integration with existing corporate solutions. Cybeats SBOM Studio is poised to capture an expanding market.

Competition

Companies that both develop and consume software look to both generate and manage SBOMs as a part of their cybersecurity solutions and to be compliant with the industry regulations and Executive Orders.

SBOM Generating Solutions

To be compliant with regulations companies will look for solutions to generate SBOMs from their software. There are currently open-source solutions along with paid solutions from third party vendors. These solutions focus on generating SBOMs but do not deal with how to manage or properly analyze SBOM. These companies do not directly compete against Cybeats SBOM Studio as Cybeats currently does not generate SBOMs but manages and analyzes them. Companies that offer generation solution are Whitesource, Finite State, Adolus and others. These solutions have no clear market leader as the market is still in its infancy, but these solutions can be used in tandem with Cybeats SBOM Studio.

SBOM Management Solutions

As companies generate SBOMs they will need a solution to properly manage and analyze them. These solutions will offer a repository for a place to store all company SBOMs. This repository will give the company a wholistic view of the company SBOMs and security. These solutions will be direct competitors with Cybeats SBOM Studio. Companies that manage and analyze SBOMs are Adolus, Ion Channel, Anchore and others. These solutions have no clear market leader as the market is still in its infancy.

Cybeats IoT RASP Solution Overview

IoT Market Overview and Customer Need

The world is becoming increasingly connected with the number of connected devices growing exponentially along with increased speed of communication with 5G connectivity. These connected devices have been targets for cybersecurity attacks as these devices are usually less secure than traditional digital assets of a company. The increased rate of attacks has been a problem for many industries, such as consumer electronics, medical devices and critical infrastructure to name a few. There has also been an increase in zero-day attacks, which exploit potentially serious software security weaknesses that the vendor or developer may be unaware of, that pose a high level of risk because they are not detected by conventional IoT solutions in the marketplace as these network-based solutions are unable to detect before it is too late. This explosive growth of IoT devices along with the increase in sophistication and frequency of cyberattacks has led to a large demand for new and innovative cybersecurity solutions for IoT devices.

The IoT RASP Solution was created to effectively manage these increased risks, attacks and to fill a void where existing solutions are deficient. The IoT solution uses a secure-by-design approach to IoT devices by offering an on-device micro-agent incorporated into the IOT device software, which differs from the conventional approach of monitoring the network communication of connected IOT devices.

IoT Cybersecurity Market

Focuses on devices connected to the internet. Connected IoT devices are growing in size and complexity as the International Data Corporation predicts that there will be over 55 billion connected devices by 2025 compared to 20 billion in 2020. Along with major growth in connected devices, there have been major changes in the regulatory environment. For example, the United States President, Joe Biden, outlined a cybersecurity policy making as a top priority and stated that it is essential that the federal government lead by example for all federal information systems to exceed the current standards and requirements set forth. Key drivers of this market include:

- The substantial increase in amount of connected IoT devices;
- Regulations mandating enhanced security for software & connected devices;
- Changing regulations that bring more attention to the cybersecurity risks of critical assets;
- Increase in amount and frequency of cybersecurity hacks;
- Governments being increasingly involved in cybersecurity hacks which increase the amount and complexity of the attacks; and
- Increased connectivity and speed that comes with 5G increases cybersecurity risk.

The IoT security market size was valued at roughly \$8.4 billion in 2018 and is projected to reach nearly \$74 billion by 2026, growing at a CAGR of 31.20% during that same period. The IoT security market trends include an increase in the number of ransomware attacks on various IoT devices.

Cybeats IoT RASP Solution

The Resulting Issuer’s proprietary micro-agent (a small piece of code) is incorporated into a device to protect it from within during the development and production phase of the IOT device. The micro-agent is then activated when the IOT device is connected and allows for continuous monitoring of the status of the IOT device through a “heartbeat”, which is used to communicate the security posture of the device. The proprietary micro-agent has a very low resource footprint so that it does not affect the normal operation of the device.

The IoT RASP solution (RASP) was created to provide the next generation of security for IOT devices by providing on-device protection. The IOT Solution is offered as a PaaS solution for IOT device designers, which includes a per device fee for continuous monitoring of deployed devices. The service is marketed to medium to large IoT device producers across a wide range of industries including consumer electronics, critical infrastructure, manufacturing equipment producers and medical device manufactures to name a few examples. It is primarily used by product security teams, development leads and Security Operations Center (SOC) teams.

The IoT Solution allows five main functionalities:

1. **Detecting Abnormalities** – The micro-agent learns the behaviour and normal operation of the device and detects any operation outside the norm of the device
2. **Quickly Terminates Malicious Processes** – Once a malicious process is detected using the Resulting Issuer’s large data lake of malicious Ips, it terminates the attack and if need be, can quarantine the device to avoid attack spread. This allows for the device to have minimal downtime.
3. **Logs and Notifies Malicious Attempts** - The solution logs all attacks attempts and provides an audit log of the attack to notify the customer which allows the customer to accurately track attacks and resolutions.
4. **File Integrity Monitoring** - The micro-agent monitors the file integrity of the device which prevents zero-day, attacks which are missed by conventional network solutions.
5. **Integrates to Security Operations Center (“SOC”)** - The solution integrates to a customer’s existing SOC solution, which allows for efficient scaling throughout the customer’s device fleet.

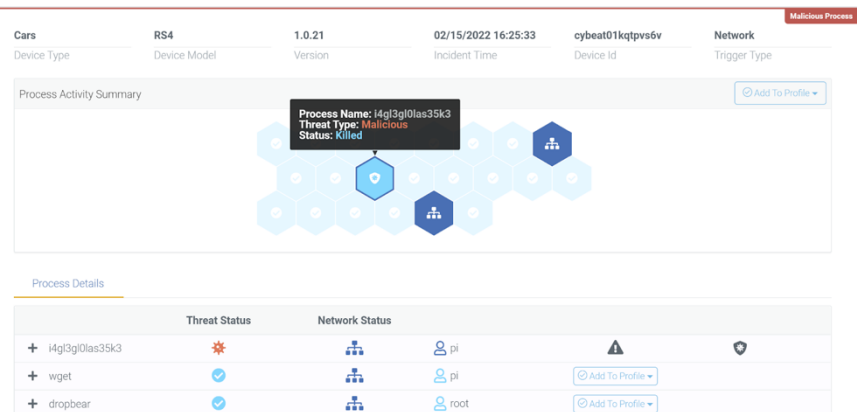


Figure 2 Attacks from Malicious IP neutralized

The benefits of the IoT RASP Solution include:

- Allows customers to reduce cost and risk of device penetration by having a single enterprise solution that scales across a customer's device fleet;
- Improves the brand equity and trust of a customer by providing visibility into device fleet management;
- Possible to generate additional revenue by offering enhanced security services to their users;
- Offers device context by being aware of the state of the device and can take appropriate action such as vehicle limping mode which is applicable to critical devices such as electric cars.
- Gathering forensic information about when and how an attack occurred and when it was neutralized to provide an audit trail of the attack

The Resulting Issuer's IoT Solution, RASP, is a solution that can be used by medium to large device manufacturers across multiple industry verticals, which includes medical devices, critical infrastructure and consumer electronics. The increasing number of vulnerable connected devices presents an enormous opportunity with a growing market need.

It is currently in commercial stages with a few customers in the stages of negotiation and proof of concept testing out the functionality of the product. The interest in the product continues to grow as a result of an increasing number of connected devices and a marked increase in 5G connectivity. The IoT RASP Solution continues to expand its functionality to help maintain its competitive advantage. The Resulting Issuer will focus on expanding its product offering to add additional machine learning capabilities for the micro-agent. IoT RASP Solution is poised to capture an expanding market.

Competition

Agentless Solutions

Traditionally IoT cybersecurity has been dominated by solutions that protect the network and not the individual device. These solutions prevent attacks by stopping the attack at the network level. Companies in this category would be indirect competitors as they are IoT cybersecurity solutions, but they do not directly compete against Cybeats IoT solution that is an agent-based solution. Companies that offer agentless solutions are more established brands such as Armis, SentinelOne and others. These solutions can be used in tandem with Cybeats IoT RASP solution.

Agent based Solutions

Agent based solutions is the next evolution in IoT cybersecurity. These solutions put an agent (small piece of software) on the individual device and protect the individual device from within. This agent then learns the normal behaviour of the device. This small piece of software is then used to detect anomalies on the device. These anomalies are they either determined to be malicious or not and if malicious they are eliminated. These solutions differ from network solutions as instead of detecting known attacks they detect anomalies of the device's normal operating system which make it easier to detect unknown attacks. There are very few agent-based IoT solutions in the market with no clear market leaders as this market is still in its infancy. One of Cybeats main competitors in the agent-based solution is Firedome but not solution has been established as a clear market leader.

Funding

As a result of the Scryb Inc.'s acquisition of Cybeats in March 2021 Cybeats was reliant on Scryb Inc. for funding through cash infusions. Due to its soft commercial launch Q4 2021, Cybeats' sales have been relatively low of which were generated from small number of sales from IoT. Cybeats continues to grow at a rapid pace and will be continually reliant on Scryb Inc. until sufficient revenues are generated, or capital is raised in Cybeats itself. To help accelerate growth, Scryb in the first quarter of the fiscal year 2022 signed a non-binding Letter of Intent to list Cybeats Technologies Inc. via an RTO transaction. This will allow Cybeats to access the public markets for the capital it will need to grow its business.

Selected Annual Information

The following table sets forth selected financial information for Cybeats Technologies Inc. for the years ended December 31, 2021, and 2020. This information has been derived from the Company's financial statements for the years and should be read in conjunction with financial statement and the notes thereto.

	For the twelve months ended December 31, 2021	For the twelve months ended December 31, 2020
Income	217,615	371,081
Expenses	1,660,551	1,171,965
Loss for the year	1,442,936	800,884
Loss per share	0.16	0.09
Total assets	157,782	726,248
Total Liabilities	1,049,709	183,239
Working capital	(897,872)	573,024

The following table sets forth selected financial information for Cybeats Technologies Inc. for the years ended December 31, 2021, and 2020. This information has been derived from the Company's financial statements for the periods indicated and should be read in conjunction with audited financial statements and the notes thereto.

	Year Ended 31-Dec-21	Year Ended 31-Dec-20
Loss before non-operating income	\$ (1,442,936)	\$ (800,884)
Loss before income taxes	(1,442,936)	(800,884)
Loss per common share, basic and diluted	0.16	0.09
Net and comprehensive loss	(1,442,936)	(800,884)
Net Loss per Common Share, Basic and Diluted	0.16	0.09
Weighted average number of shares outstanding	9,195,630	9,128,817
Financial Position		
Total assets	157,782	726,248
Net working capital	(897,872)	573,024

For the quarter ended September 30, 2022 and 2021

The schedule below presents the quarter ended statement of earnings to highlight the non-recurring items. The earnings (loss) for the quarter ended September 30, 2022, was (\$1,810,606).

	Three-months ended		
	Sep 30, 2022	Sep 30, 2021	Variance
Revenue			
Sales	\$ 32,681	\$ 6,352	\$ 26,329
Government subsidies	-	(220,241)	220,241
Interest and other	-	60	(60)
Total Revenues	32,681	(213,829)	246,510
Expenses			
Advertising and promotion	34,193	6,269	27,924
Commissions and bonuses	51,258	-	51,258
Computer expenses	38,420	10,026	28,395
Depreciation	29,317	3,400	25,918
Foreign currency loss	3,011	-	3,011
Insurance	3,530	-	3,530
Interest and bank charges	140,810	901	139,909
Meals and entertainment	15,823	4,802	11,022
Miscellaneous	-	(129,901)	129,901
Office and general	18,145	7,305	10,840
Professional fees	21,470	163,566	(142,096)
Rent	-	4,400	(4,400)
Repairs and maintenance	2,811	2,025	786
Salary and wages	857,167	9,564	847,603
Subcontractor fees	366,334	232,205	134,129
System maintenance	201,668	-	201,668
Travel expense	59,330	-	59,330
Total Expenses	1,843,287	314,562	1,528,725
Net income (loss) and comprehensive loss for the period	\$ (1,810,606)	\$ (528,391)	\$ (1,282,215)

- Sales revenue increased for the three months ended September 30, 2022 as Cybeats continues to expand its commercial activities.
- Government subsidies are nil due to a lack of CEWS available in the current period, coupled with research and development refunds (SR&ED credits) not available as these rebates are only available to private companies.
- Advertising and promotion increased as these related to raise awareness of the commercial activities for Cybeats in conjunction with the launch of Cybeats two product offerings.
- Computer expenses increased as a result of the need to purchase computer hardware, software, and an increase in hosting costs.
- Depreciation expense increased due to the new lease agreement of the offices during the current quarter which are marked as right of use.
- Insurance expense increased due to the need for expanding coverage for cyber and professional liability as Cybeats grows its commercial activities.

- Interest and bank charges saw an increase in the current year, primarily comprising of finance charges relating to the right of use asset.
- Meals and entertainment expenses increased as the company held networking events and attended industry-leading conferences to boost Cybeats' awareness of the commercial activities of Cybeats.
- Office and general expenses were higher as the company had more general office purchases due to a higher headcount when compared to the same period last year.
- Professional fees decreased due to high legal fees associated with the acquisition in the prior fiscal year and development of commercial legal agreements.
- Foreign currency losses relate to currency fluctuations from sales in USD.
- Repairs and maintenance expenses rose due to costs associated with the setup of the new location for operations.
- Sales commissions include bonuses paid out to sales staff upon the successful closing of client deals.
- Subcontractor fees increased due to the expansion in the development of the software which required consulting work from various contractors.
- System maintenance fees are incurred as the general repair and up keep of the software deployed require frequent updating, this also includes troubleshooting and preventative maintenance.
- Travel expenses include costs for employee travel to various conferences and seminars, these costs assist in increasing brand awareness of the commercial activities for Cybeats.
- Wages and salary increased due to the use of Scryb Inc.'s employees for various business functions of Cybeats, which contributed to the increased employee headcount.

For the nine-months ended September 30, 2022 and 2021

The schedule below presents the nine-months period ended statement of earnings to highlight the non-recurring items. The earnings (loss) for the nine-months ended September 30, 2022, was (\$4,287,071).

	Nine-months ended		
	Sep 30, 2022	Sep 30, 2021	Variance
Revenue			
Sales	\$ 55,357	\$ 64,739	\$ (9,382)
Government Subsidies (note 9)	-	113,411	(113,411)
Interest and other	-	60	(60)
Total Revenues	55,357	178,210	(122,853)
Expenses			
Advertising and promotion	364,037	27,502	336,535
Commissions and bonuses	57,323	-	57,323
Computer expenses	101,513	17,030	84,483
Depreciation	81,139	3,400	77,739
Foreign currency loss	15,205	-	15,205
Insurance	4,576	1,160	3,416
Interest and bank charges	146,791	2,110	144,681
Meals and entertainment	29,977	5,262	24,714
Miscellaneous	-	15,019	(15,019)
Office and general	24,861	22,943	1,918
Professional fees	91,252	255,608	(164,356)
Rent	6,600	17,600	(11,000)
Repairs and maintenance	14,335	3,750	10,585
Salary and wages	1,940,367	486,167	1,454,200
Subcontractor fees	943,056	318,638	624,418
System maintenance	399,442	-	399,442
Travel expense	121,954	-	121,954
Total Expenses	4,342,427	1,176,189	3,166,238
Net income (loss) and comprehensive loss for the period	\$ (4,287,071)	\$ (997,979)	\$ (3,289,092)

- Sales revenue declined slightly during the nine-months ended September 30, 2022 as Cybeats expands its full commercial activities.
- Government subsidies are nil due to a lack of CEWS available in the current period, coupled with research and development refunds (SR&ED credits) not available as these rebates are only available to private companies.
- Advertising and promotion increased as these related to raise awareness of the commercial activities for Cybeats in conjunction with the launch of Cybeats two product offerings.
- Computer expenses increased as a result of the need to purchase computer hardware, software, and an increase in hosting costs.
- Depreciation expense increased due to the new lease agreement of the offices during the current quarter which are marked as right of use.
- Insurance expense increased due to the need for expanding coverage for cyber and professional liability as Cybeats grows its commercial activities.

- Interest and bank charges saw an increase in the current year, primarily comprising of finance charges relating to the right of use asset.
- Meals and entertainment expenses increased as the company held networking events and attended industry-leading conferences to boost Cybeats' awareness of the commercial activities of Cybeats.
- Office and general expenses were higher as the company had more general office purchases as compared to the same period last year.
- Professional fees decreased due to high legal fees associated with the acquisition in the prior fiscal year and development of commercial legal agreements.
- Repairs and maintenance expenses rose due to costs associated with the setup of the new location for operations.
- Sales commissions include bonuses paid out to sales staff upon the successful closing of client deals.
- Subcontractor fees increased due to the expansion in the development of the software which required consulting work from various contractors.
- System maintenance fees are incurred as the general repair and up keep of the software deployed require frequent updating, this also includes troubleshooting and preventative maintenance.
- Travel expenses include costs for employee travel to various conferences and seminars, these costs assist in increasing brand awareness of the commercial activities for Cybeats.
- Wages and salary increased due to the use of Scryb Inc.'s employees for various business functions of Cybeats.

Summary of Quarterly Results

The following table is a summary of selected unaudited financial information for the eight most recent fiscal quarters.

Quarter ended	Income	Net income (loss)	Net income (loss) per share
September 30, 2022	32,681	(1,810,606)	(0.20)
June 30, 2022	18,505	(1,360,562)	(0.15)
March 31, 2022	6,252	(1,115,903)	(0.12)
December 31, 2021	57,646	(427,073)	(0.05)
September 30, 2021	(232,072)	(546,632)	(0.06)
June 30, 2021	331,972	(25,065)	-
March 31, 2021	60,067	(444,168)	(0.05)
December 31, 2020	295,399	45,382	-

The loss in the recent quarter was primarily due to wages and subcontractor fees coupled with higher advertising and promotion expenditures. The Company hasn't received funding from government subsidies and related programs as it has in the prior year.

Liquidity

The majority of financing of current operations is achieved by cash infusions from Scryb Inc. the parent company of Cybeats. The Company will be continually reliant on Scryb Inc. to fund the company until Cybeats will complete the planned restricted trade offering (RTO) and financing transaction.

Key Balance Sheet Information

	Period Ended Sep 30, 2022
Cash	290,670
Other current assets	406,558
<u>Current liabilities</u>	<u>4,302,505</u>
Working Capital	(3,605,276)

The Company is capitalized with approximately \$291k in cash and a working capital amount of (\$3.6m). The current liabilities are primarily composed of dues to Scryb Inc., the parent company of Cybeats. This balance will be used for operations of Cybeats Technologies Inc. The Company has a negative working capital balance and will be continually reliant on the cash infusions from Scryb Inc.

Related Party Transactions

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 consist of executive and non-executive members of the Company's Board of Directors, Corporate Officers and Vice Presidents.

The Company has a large amount owing to Scryb Inc. which is the parent company of Cybeats Technologies Inc. Scryb Inc. funds Cybeats through payment of their expenses or cash infusion.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements, other than previously disclosed, that has, or is reasonably likely to have, an impact on the current or future results of operations or the financial condition of our company.

Critical Accounting Policies and Estimates

The preparation of these consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

I. Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Useful life of intangible assets

Management has exercised their judgment in determining the useful life of its patents, patent applications and software license. The estimate is based on the expected period of benefit of the patent and the expected life of the product in the marketplace.

II. Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Evaluation of going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

Impairment of intangible assets

Management has exercised their judgment in determining if the intangible assets are impaired. The judgment is based on management's ability to assess for indicators of impairment.

Income taxes

Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities entered into by the Company.

Control

The Company uses judgement when assessing if the Company controls an investee, which includes the assessment of whether it holds power over the relevant activities, is exposed to variable returns and has the ability to use that power to affect those variable returns.

Research vs. Development Stage

The Company uses judgement when assessing if the Company has achieved development stage activities with its internally generated intangible assets.

Accounting standards and amendments issued but not yet adopted**Amendment to IFRS 3 – Business Combinations**

On October 22, 2018, the IASB issued Definition of a Business (Amendments to IFRS 3: Business Combinations). The amendments to IFRS 3 are applicable for acquisitions occurring on or after January 1, 2020 and are adopted prospectively. These amendments to the implementation guidance of IFRS 3 clarify the definition of a business to assist entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. The amendments to IFRS 3 – Business Combinations may affect whether future acquisitions are accounted for as business combinations or asset acquisitions, along with the resulting allocation of the purchase price between the net identifiable assets acquired and goodwill. The Company does not expect any impact to the financial statements as a result of its adoption of the amendments to IFRS 3.

Risks and Uncertainties**Cybersecurity Risks**

Security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. Although the Resulting Issuer has security systems in place and what the Resulting Issuer deem sufficient security around the Resulting Issuer's systems to prevent unauthorized access, the Resulting Issuer must ensure that we continually enhance security and

fraud protection within our websites and merchant platform, and if the Resulting Issuer is unable to do so the Resulting Issuer may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of our security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to our systems, our data or the Resulting Issuer's customers' data and to sabotage our system are constantly evolving and may be difficult to detect quickly.

An information breach in the Resulting Issuer's systems and loss of confidential information such as credit card numbers and related information, or interruption in the operation of the Resulting Issuer's apps, could have a longer and more significant impact on our business operations than a software failure. A compromise in the Resulting Issuer's security system could severely harm the Resulting Issuer's business by the loss of the Resulting Issuer's customers' confidence in the Resulting Issuer and thus the loss of their business. The Resulting Issuer may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of users may also inhibit the growth of the Internet as a means of conducting commercial Amalgamations. This may result in a reduction in revenues and increase the Resulting Issuer's operating expenses, which would prevent the Resulting Issuer from achieving profitability. Security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information.

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Market and Economy Risks**Global Financial Conditions**

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Resulting Issuer. If these increased levels of volatility and market turmoil continue, the Resulting Issuer's operations could be adversely impacted and the value and the price of the Resulting Issuer Shares could continue to be adversely affected.

Uncertainty and adverse changes in the economy

Adverse changes in the economy could negatively impact the Resulting Issuer's business. Future economic distress may result in a decrease in demand for the Resulting Issuer's products, which could have a material adverse impact on the Resulting Issuer's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Resulting Issuer's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Resulting Issuer.

Currency Fluctuations

Due to the Resulting Issuer's present operations in Canada, and its intention to continue future operations outside Canada, the Resulting Issuer is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. All or substantially all of the Resulting Issuer's revenue will be earned in Canadian dollars, but a portion of its operating expenses may be incurred in foreign currencies. The Resulting Issuer does not have currency hedging arrangements in place and there is no expectation that the Resulting Issuer will put any currency hedging arrangements in place in the future. Fluctuations in the exchange rate between the Canadian dollar and foreign currencies may have a material adverse effect on the Resulting Issuer's business, financial position or results of operations.

COVID-19

The international outbreak of the illness COVID-19 (coronavirus) and efforts to contain it may have a significant effect on the global economy and financial markets in the future, including the demand for and prices of products. COVID-19 may also impact third parties' ability to meet their obligations to the Resulting Issuer and the Resulting Issuer's ability to meet its obligations to third parties or its customers. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, and has raised the prospect of an extended global recession. As efforts are undertaken to slow the spread of the COVID-19 pandemic, the operation and development of business operations, including the Resulting Issuer's may be impacted.

There can be no assurance that legislative or regulatory changes will not occur, which may negatively impact the business of the Resulting Issuer. Any requirement that the Resulting Issuer cease operations, including in connection with efforts to slow the spread of the COVID-19

pandemic would have a material adverse effect on the business, operating results and financial performance of the Resulting Issuer.

COVID-19, or any other contagious disease or public health threat to the human population, could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could affect demand for the Resulting Issuer's products and negatively impact its operating results and financial performance. Global pandemics and other public health threats (like COVID-19), or a fear thereof, could adversely impact the Resulting Issuer's production operations, sales efforts, expansion projects, lead to labour shortages, and severely impact supply chain logistics including travel and shipping disruptions and shutdowns (including as a result of government regulation and prevention measures) affecting delivery of materials needed for Pima to operate and delivery of the Resulting Issuer's products to consumers. It is unknown whether and how the Resulting Issuer may be affected if such an occurrence persists for an extended period of time, but the Resulting Issuer anticipates that it would have a material adverse effect on its business, operating results and financial performance. In addition, the Resulting Issuer may also be required to incur additional expenses and/or delays relating to such events which could have a further negative impact on its business, operating results and financial performance.

General Regulatory and Legal Risks

Government Regulations

If the Resulting Issuer commences operations as currently proposed it will be subject to various regulations in the jurisdiction in which it chooses to operate. Additionally, Government approval, permits and certifications are currently required, and may in the future, be required for the Resulting Issuer's operations. If such approval is not obtained, the Resulting Issuer's business may be curtailed or prohibited until such approval is granted. Furthermore, failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions and may require the Resulting Issuer to compensate those suffering from loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Legislative or Regulatory Reform

The Resulting Issuer's operations will be subject to a variety of laws, regulations, guidelines, and policies relating to the manufacturing, import, export, management, storage, packaging, advertising, sale, transportation and disposal of cannabis, cannabis ancillary products, electronics, data, and nutraceuticals. Due to matters beyond the control of the Resulting Issuer, these laws, regulations, guidelines, and policies may cause adverse effects to its operations. Furthermore, there is the possibility that reforms, alterations, or introduction of new policies may suspend the legality of certain products which could have a material adverse effect on the Resulting Issuer's business, operating results and financial condition.

Regulatory Risks

The activities of the Resulting Issuer will be subject to regulation by governmental authorities. Achievement of the Resulting Issuer's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Resulting Issuer cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly

delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

The Resulting Issuer will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Resulting Issuer's operations. In addition, changes in regulations, changes in the enforcement thereof or other unanticipated events could require extensive changes to the Resulting Issuer's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Litigation

The Resulting Issuer may be forced to litigate, enforce, or defend its intellectual property rights, protect its trade secrets, or determine the validity and scope of other parties' proprietary rights. Such litigation would be a drain on the financial and management resources of the Resulting Issuer which may affect the operations and business of the Resulting Issuer. Furthermore, because the content of most of the Resulting Issuer's intellectual property concerns cannabis and other activities that are not legal in some state jurisdictions, the Resulting Issuer may face additional difficulties in defending its intellectual property rights. The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against the Resulting Issuer such a decision could adversely affect the Resulting Issuer's ability to continue operating and the market price for Company Shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can redirect significant company resources.

Conflicts of Interest

Because directors and officers of the Resulting Issuer are or may become directors or officers of other reporting companies or have significant shareholdings in other companies, the directors and officers of the Resulting Issuer may have a conflict of interest in conducting their duties. The Resulting Issuer and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Resulting Issuer, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Resulting Issuer will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Resulting Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Resulting Issuer, the degree of risk to which the Resulting Issuer may be exposed and its financial position at that time. Other than as indicated, the Resulting Issuer has no other procedures or mechanisms to deal with conflicts of interest.

Executive officers and directors may have rights to indemnification including directors' and officers' liability insurance that will survive consummation of their agreements.

Environmental Risks

Unknown Environmental Risks

There can be no assurance that the Resulting Issuer will not encounter hazardous conditions at the real estate used to operate its businesses, such as asbestos or lead, in excess of expectations, that may delay the development of its businesses. Upon encountering a hazardous condition, work at the facilities of the Resulting Issuer may be suspended. If the Resulting Issuer receives notice of a hazardous condition, it may be required to correct the condition prior to continuing construction. The presence of other hazardous conditions will likely delay construction and may require significant expenditure of the Resulting Issuer's resources to correct the condition. Such conditions could have a material impact on the business, operations and prospects of the Resulting Issuer.

Security Risks

Theft

The business premises of the Resulting Issuer's operating locations may be targeted to break-ins, robberies and other breaches in security. If there was a breach in security and the Resulting Issuer fell victim to a robbery or theft the loss of products and equipment could have a material adverse impact on the business, financial condition and results of operations of the Resulting Issuer. A security breach at one of the Resulting Issuer's facilities could expose the Resulting Issuer to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential customers from choosing the Resulting Issuer's products.

Electronic Communication Security Risks

A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who is able to circumvent the Resulting Issuer's security measures could misappropriate proprietary information or cause interruptions in its operations. The Resulting Issuer may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

General Business Risks

Operational Risks

The Resulting Issuer will be affected by a number of operational risks and the Resulting Issuer may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Resulting Issuer's technologies, personal injury or death, environmental damage, adverse impacts on the Resulting Issuer's operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on the Resulting Issuer's future cash flows, earnings and financial condition.

Insurance and Uninsured Risks

The Resulting Issuer's business is subject to several risks and hazards including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. To protect against certain risks the Resulting Issuer will continue to maintain insurance at a level

to mitigate these risks including product liability insurance. However, in some cases the Resulting Issuer may not be able to cover these risks at economically feasible premiums resulting in potential liabilities, particularly for environmental pollution coverage. Losses from these events may cause the Resulting Issuer to incur significant costs that could have a material adverse effect upon its business.

Limited operating history

The Resulting Issuer has a limited operating history on which to base an evaluation of its respective business, financial performance and prospects. As such, the Resulting Issuer's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As the Resulting Issuer is in an early stage, its revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base. In addition, it is also difficult to evaluate the viability of the Resulting Issuer's technology because the Resulting Issuer has had limited experience to address the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets. There can be no assurance that the Resulting Issuer will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Resulting Issuer's business prospects, financial condition and results of operations.

History of Losses

The Resulting Issuer on a consolidated basis has incurred losses to date as it is in the early stages of growth. The Resulting Issuer may not be able to achieve profitability soon and will continue to incur losses. Furthermore, the Resulting Issuer expects to continue to increase operating expenses as it implements initiatives to establish and grow the business.

The Resulting Issuer operates in new and evolving markets

The Resulting Issuer's services are sold in new and rapidly evolving markets. The IoT cybersecurity industry is in the early stages of its life cycle. Accordingly, the Resulting Issuer's business and future prospects may be difficult to evaluate. The Resulting Issuer cannot accurately predict the extent to which demand for its services or products or the IoT cybersecurity market in general will increase, or if at all. The challenges, risks and uncertainties frequently encountered by companies in rapidly evolving markets could impact the Resulting Issuer's ability to do the following:

- Generate sufficient revenue to maintain profitability;
- Acquire and maintain market share;
- Achieve or manage growth in operations;
- Develop and renew contracts;
- Attract and retain highly-qualified personnel; and
- Adapt to new or changing policies and spending priorities of governments and government agencies; and
- access additional capital when required and on reasonable terms.

If the Resulting Issuer fails to address these and other challenges, risks and uncertainties successfully, its business, results of operations and financial condition would be materially harmed.

Substantial Capital Requirements

Management of the Resulting Issuer anticipates that they may make substantial capital expenditures for the acquisition, exploration, development and production of its business in the future. They may have limited ability to raise the capital necessary to undertake or complete future development work. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Resulting Issuer. Moreover, future activities may require the Resulting Issuer to alter its capitalization significantly. The inability of the Resulting Issuer to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Resulting Issuer to forfeit its interest in certain business opportunities, miss certain acquisition opportunities and reduce or terminate operations.

Management of Growth

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

Growth and Consolidation in the Industry

Acquisitions or other consolidating Amalgamations could have adverse effects on the Resulting Issuer. The Resulting Issuer could lose strategic relationships if its partners are acquired by or enter into agreements with a competitor, causing the Resulting Issuer to lose access to distribution, content and other resources. The relationships between the Resulting Issuer and its strategic partners may deteriorate and cause an adverse effect on the business. The Resulting Issuer could lose customers if competitors or user of competing technology consolidate with the Resulting Issuer's current or potential customers. Furthermore, the Resulting Issuer's current competitors could become larger players in the market or new competitors could form from consolidations. Any of the foregoing events could put the Resulting Issuer at a competitive disadvantage, which could cause the Resulting Issuer to lose customers revenue, and market share. Consolidation in the industry could also force the Resulting Issuer to divert greater resources to meet new or additional competitive threats, which could harm the Resulting Issuer's operating results.

Risks Associated with Acquisitions

As part of the Resulting Issuer's overall business strategy, after the completion of the Amalgamation, the Resulting Issuer's may pursue select strategic acquisitions that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Resulting Issuer's existing business; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Costs of being a Reporting Issuer

As a reporting issuer, the Resulting Issuer is subject to the reporting requirements and rules and regulations under applicable Canadian securities laws and rules of the CSE. Additional or new regulatory requirements may be adopted in the future, requiring compliance by the Resulting Issuer. The requirements of existing and potential future rules and regulations will increase the Resulting Issuer's legal, accounting and financial compliance costs, make some activities more difficult, time consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

Once listed, the Resulting Issuer will be subject to reporting and other obligations under applicable Canadian securities laws including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, which requires annual management assessment of the effectiveness of the Resulting Issuer's internal controls over financial reporting. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Resulting Issuer to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. These reporting and other obligations place significant demands on the Resulting Issuer as well as on the Resulting Issuer's management, administrative, operational, and accounting resources. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Resulting Issuer's results of operations, or cause it to fail to meet its reporting obligations. If the Resulting Issuer or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Resulting Issuer's financial statements and materially adversely affect the trading price of the Resulting Issuer's Shares.

Difficulty to Forecast

The Resulting Issuer will in most cases rely on internal market research and forecast of sales combined with third-party forecasts of the IoT cybersecurity. However, given the early stage of the Resulting Issuer and the IoT cybersecurity industry, forecasts are subject to significant uncertainty. A failure in the demand for the Resulting Issuer's products because of competition, regulatory, and technological change may have a material adverse effect on the business.

Competition

The Resulting Issuer faces competition and new competitors will continue to emerge throughout the world. Future products offered by the Resulting Issuer's competitors may take a larger market share than anticipated, which could cause revenue generated from the Resulting Issuer's products and services to fall below expectations. It is expected that competition in these markets will intensify. If competitors of the Resulting Issuer develop and market more successful products or services, offer competitive products or services at lower price points, or if the Resulting Issuer does not produce consistently high-quality and well-received products and services, revenues, margins, and profitability of the Resulting Issuer will decline.

The Resulting Issuer's ability to compete effectively will depend on, among other things, the Resulting Issuer's pricing of services and equipment, quality of customer service, development of new and enhanced products and services in response to customer demands and changing technology, reach and quality of sales and distribution channels and capital resources. Competition could lead to a reduction in the rate at which the Resulting Issuer adds new customers, a decrease in the size of the Resulting Issuer's market share and a decline in its customers. Examples include but are not limited to competition from other companies in the same industry as the Resulting Issuer.

Intellectual Property

The Resulting Issuer relies primarily on trademarks, copyrights and trade secrets, as well as license agreements and other contractual provisions, to protect the Resulting Issuer's intellectual property and other proprietary rights. Existing legal standards relating to the validity, enforceability and scope of protection of intellectual property rights offer only limited protection, may not provide the Resulting Issuer with any competitive advantages, and may be challenged by third parties. Accordingly, despite its efforts, the Resulting Issuer may be unable to prevent third parties from infringing upon or misappropriating its intellectual property or otherwise gaining access to the Resulting Issuer's technology. Unauthorized third parties may try to copy or reverse engineer the Resulting Issuer's products or portions of its products or otherwise obtain and use the Resulting Issuer's intellectual property. Moreover, many of the Resulting Issuer's employees have access to the Resulting Issuer's trade secrets and other intellectual property. If one or more of these employees leave to work for one of the Resulting Issuer's competitors, then they may disseminate this proprietary information, which may as a result damage the Resulting Issuer's competitive position. If the Resulting Issuer fails to protect its intellectual property and other proprietary rights, then the Resulting Issuer's business, results of operations or financial condition could be materially harmed. From time to time, the Resulting Issuer may have to initiate lawsuits to protect its intellectual property and other proprietary rights. Pursuing these claims is time consuming and expensive and could adversely impact the Resulting Issuer's results of operations.

In addition, affirmatively defending the Resulting Issuer's intellectual property rights and investigating whether the Resulting Issuer's is pursuing a product or service development that may violate the rights of others may entail significant expense. Any of the Resulting Issuer's intellectual property rights may be challenged by others or invalidated through administrative processes or litigation. If the Resulting Issuer resorts to legal proceedings to enforce its intellectual property rights or to determine the validity and scope of the intellectual property or other proprietary rights of others, then the proceedings could result in significant expense to the Resulting Issuer and divert the attention and efforts of the Resulting Issuer's management and technical employees, even if the Resulting Issuer prevails.

The Resulting Issuer's Trade Secrets May Be Difficult to Protect

The Resulting Issuer's success depends upon the skills, knowledge, and experience of its scientific and technical personnel, its consultants and advisors, as well as its licensors and contractors. Because the Resulting Issuer operates in a highly competitive industry, the Resulting Issuer relies in part on trade secrets to protect its proprietary technology and processes. However, trade secrets are difficult to protect. The Resulting Issuer may enter into confidentiality or nondisclosure agreements with its corporate partners, employees, consultants, outside scientific collaborators, developers, and other advisors, which would require that the receiving party keep confidential and not disclose to third parties' confidential information developed by the receiving party or made known to the receiving party during the course of the receiving party's relationship with the Resulting Issuer. These agreements would also generally provide that inventions conceived by the receiving party in the course of rendering services to the Resulting Issuer will be the Resulting Issuer's exclusive property, and the Resulting Issuer enters into assignment agreements to perfect its rights. These confidentiality, inventions, and assignment agreements may be breached and may not effectively assign intellectual property rights to the Resulting Issuer. The Resulting Issuer's trade secrets also could be independently discovered by competitors, in which case the Resulting Issuer would not be able to prevent the use of such trade secrets by its competitors. The enforcement of a claim alleging that a party illegally obtained and was using its trade secrets could be difficult, expensive, and time consuming and the outcome

would be unpredictable. In addition, courts outside the United States and Canada may be less willing to protect trade secrets. The failure to obtain or maintain meaningful trade secret protection could adversely affect the Resulting Issuer's competitive position.

Reliance on Management and Key Personnel

Due to the technical nature of the Resulting Issuer's business, the loss of important staff members represents a risk. The Resulting Issuer aims to maintain a good standing with all high level and critical employees, contractors and consultants. The success of the Resulting Issuer will depend on the ability, judgement, discretion and expertise of its personnel. Any loss of services by key individuals could have a material adverse effect on the Resulting Issuer's business. There can be no assurance that any of the Resulting Issuer's consultants will remain with the Resulting Issuer or that, in the future, they will not organize competitive businesses or accept opportunities with companies competitive with the Resulting Issuer.

Fraudulent or Illegal Activity by Employees, Contractors and Consultants

The Resulting Issuer is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Resulting Issuer that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and state healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for the Resulting Issuer to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Resulting Issuer to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Resulting Issuer from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Resulting Issuer, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Resulting Issuer's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Resulting Issuer's operations, any of which could have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations or prospects.

Product Viability

If the products the Resulting Issuer sells are not perceived to have the effects intended by the end user, its business may suffer. Many of the Resulting Issuer's products contain innovative technologies. There is little long-term data with respect to overall security coverage of the product. As a result, the Resulting Issuer's products could not have the security coverage or intended effect that the customer wanted. This may have a material adverse impact on the sales of the Resulting Issuer.

Product Liability

The Resulting Issuer will be distributing products that will be a security asset for their clients, and thus will face a risk associated with product liability claims, regulatory action and litigation if the products are alleged to cause injury or loss. Product liability claims may include, among others, inadequate warnings for potential security breaches. Maintaining product liability insurance on acceptable terms may not be economically feasible to provide adequate coverage for all potential risks. Regulatory or liability action against the Resulting Issuer could have a material adverse effect on the business.

Constraints on Marketing Products

The development of the Resulting Issuer's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies. If the Resulting Issuer is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Resulting Issuer's sales and results of operations could be adversely affected.

Availability of Key Suppliers

The Resulting Issuer reliant upon certain key suppliers and partners for products, components or services and no assurances can be given that we will not experience delays or other difficulties in obtaining the same, as a result of trade disputes or other matters. Although the Resulting Issuer believes there are alternative suppliers for most key requirements, if current suppliers and partners are unable to provide the necessary products, components or services or otherwise fail to timely deliver products, components or services in the quantities or manners required, any resulting delays in the manufacture or distribution of existing products, or the provision of services, could have a material adverse effect on our results of operations and financial condition. Further, unusual supply disruptions, such as disruptions caused by natural disasters or pandemics, could cause suppliers and partners to invoke "force majeure" clauses in their agreements, causing shortages of material or the loss of certain services. In certain circumstances, success in offsetting higher material costs with price increases is largely influenced by competitive and economic conditions and could vary significantly. If unable to fully offset the effects of material availability and costs, financial results could be adversely affected. The Resulting Issuer consumes individual raw materials, the costs of which in certain instances reflect market prices impacted by other market forces. These prices are subject to worldwide supply and demand as well as other factors beyond our control. Although the Resulting Issuer may sometimes be able to pass such price increases to our customers, significant variations in the cost of raw materials can affect our operating results from period to period.

The Resulting Issuer also relies on certain software that it licenses from third parties. There can be no assurance that these third-party licenses will continue to be available to the Resulting Issuer on commercially reasonable terms. The loss of, or inability to maintain, any of these licenses could result in delays or reductions in product and service deployment until equivalent software can be developed, identified, licensed and integrated, which could substantially and adversely affect the Resulting Issuer's business, results of operations and financial condition.

Effectiveness and Efficiency of Advertising and Promotional Expenditures

The Resulting Issuer's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including its ability to (i) create greater awareness of its products; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of the Resulting Issuer's technologies or services. In addition, no assurance can be given that the Resulting Issuer will be able to manage its advertising and promotional expenditures on a cost-effective basis.

Website Accessibility

Internet websites are visible by people everywhere, not just in jurisdictions where the activities described therein are considered legal. As a result, to the extent the Resulting Issuer sells services or products via web-based links targeting only jurisdictions in which such sales or services are compliant with state law, the Resulting Issuer may face legal action in other jurisdictions which are not the intended object of any of the Resulting Issuer's marketing efforts for engaging in any web-based activity that results in sales into such jurisdictions deemed illegal under applicable laws.

Third-party Intellectual Property Infringement

The software industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patents and other intellectual property rights. Third parties have in the past asserted, and may in the future assert, that our platform, solutions, technology, methods or practices infringe, misappropriate or otherwise violate their intellectual property or other proprietary rights. Such claims may be made by our competitors seeking to obtain a competitive advantage or by other parties. Additionally, in recent years, non-practicing entities have begun purchasing intellectual property assets for the purpose of making claims of infringement and attempting to extract settlements from companies like the Resulting Issuer. The risk of claims may increase as the number of solutions that the Resulting Issuer offers and competitors in the market increases and overlaps occur. In addition, to the extent that the Resulting Issuer gains greater visibility and market exposure, the Resulting Issuer faces a higher risk of being the subject of intellectual property infringement claims. The Company currently holds no patents on its IoT product as it has trade secrets which is the industry norm to not disclose critical details to hackers. Cybeats has no patents on SBOM, but plans to file in the near term.

Third-Party Dependence

The Company relies heavily on third parties to provide some of its services. If these third parties were unable or unwilling to provide these goods and services in the future due to COVID-19 or other events that cause an anomalous in supply or demand of such services, the Company would need to obtain such services from other providers if they are available. This could cause the Company to incur additional costs or cause material interruptions to its business until these services are replaced if possible.

Data Centre Disruption

Data centers are vulnerable to damage or interruption from human error, intentional bad acts, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures and similar events. Any of these events could result in lengthy interruptions in the Resulting Issuer's services. Changes in law or regulations applicable to data centers in various jurisdictions could also cause a disruption in service. Interruptions in the Resulting Issuer's services would reduce revenue, subjecting the Resulting Issuer to potential liability and adversely affecting the Resulting Issuer's ability to retain its customers or attract new customers. The performance, reliability and availability of the Resulting Issuer's platform is critical to its reputation and its ability to attract and retain merchants. Customers could share information about bad experiences on social media, which could result in damage to the Resulting Issuer's reputation and loss of future sales. The property and business interruption insurance coverage the Resulting Issuer carries may not be adequate to compensate it fully for losses that may occur.

Software Errors or Bugs

Software such as Resulting Issuer's often contains errors, defects, security vulnerabilities or software bugs that are difficult to detect and correct, particularly when first introduced or when new versions or enhancements are released. Despite internal testing, the Resulting Issuer's platform may contain serious errors or defects, security vulnerabilities or software bugs that it may be unable to successfully correct in a timely manner or at all, which could result in lost revenue, significant expenditures of capital, a delay or loss in market acceptance and damage to its reputation and brand, any of which could have an adverse effect on its business, financial condition and results of operations. Furthermore, the Resulting Issuer's platform is a multi-tenant cloud-based system that allows the Resulting Issuer's to deploy new versions and enhancements to all of its customers simultaneously. To the extent the Resulting Issuer deploys new versions or enhancements that contain errors, defects, security vulnerabilities or software bugs to all of its customers simultaneously, the consequences would be more severe than if such versions or enhancements were only deployed to a smaller number of its merchants.

Security Breaches

Software such as the Resulting Issuer's often contains errors, defects, security vulnerabilities or software bugs that are difficult to detect and correct, particularly when first introduced or when new versions or enhancements are released. Despite internal testing, the Resulting Issuer's platform may contain serious errors or defects, security vulnerabilities or software bugs that it may be unable to successfully correct in a timely manner or at all, which could result in lost revenue, significant expenditures of capital, a delay or loss in market acceptance and damage to its reputation and brand, any of which could have an adverse effect on its business, financial condition and results of operations. Furthermore, the Resulting Issuer's platform is a multi-tenant cloud-based system that allows the Resulting Issuer to deploy new versions and enhancements to all of its customers simultaneously. To the extent the Resulting Issuer deploys new versions or enhancements that contain errors, defects, security vulnerabilities or software bugs to all of its customers simultaneously, the consequences would be more severe than if such versions or enhancements were only deployed to a smaller number of our merchants.

International Business Risk

The Resulting Issuer's business is susceptible to risks associated with international sales and the use of its platform in various countries. The Resulting Issuer's international sales and the use of its platform in various countries subject the Resulting Issuer to risks that it does not generally face with respect to domestic sales within North America. These risks include, but are not limited to:

- Lack of familiarity and burdens and complexity involved with complying with multiple, conflicting and changing foreign laws, standards, regulatory requirements, tariffs, export controls and other barriers;
- Greater difficulty in enforcing contracts, including the Resulting Issuer's universal terms of service and other agreements;
- Difficulties in ensuring compliance with countries' multiple, conflicting and changing international trade, customs and sanctions laws;
- Data privacy laws which may require that merchant and customer data be stored and processed in a designated territory;
- Difficulties in managing systems integrators and technology partners;
- Differing technology standards;

- Potentially adverse tax consequences, including the complexities of foreign value added tax (or other tax) systems and restrictions on the repatriation of earnings;
- Uncertain political and economic climates;
- Currency exchange rates;
- Reduced or uncertain protection for intellectual property rights in some countries; and
- New and different sources of competition.

These factors may cause the Resulting Issuer's international costs of doing business to exceed its comparable domestic costs and may also require significant management attention and financial resources. Any negative impact from the Resulting Issuer's international business efforts could adversely affect its business, results of operations and financial condition.

Defects or Disruptions in Technology Platforms

Defects or disruptions in the technology platforms and network infrastructure the Resulting Issuer relies on could materially harm the Resulting Issuer's business and operating results. The Resulting Issuer's operations are dependent upon its ability to protect its computer equipment and stored information against damage that may be caused by fire, power loss, telecommunications failures, unauthorized intrusion, computer viruses and disabling devices, and other similar events. Although the Resulting Issuer has redundant and back-up systems for some of Resulting Issuer's solutions and services, these systems may be insufficient or may fail and result in a disruption of availability of the Company's solutions or services. Cloud Nine also relies on third-party Internet providers and developers, and such third parties and their technology platforms, services and operations may also be vulnerable to similar defects and disruptions, which could in turn affect the Company's operations. Any disruption to the Company's services could impair Cloud Nine's reputation and cause it to lose partners, customers or revenue, or face litigation, necessitate service or repair work that would involve substantial costs and distract management from operating the business. The Company may not be indemnified by third parties for any disruptions to our services that are outside of our direct control.

Privacy Laws

The Resulting Issuer is subject to federal, state, provincial and foreign laws regarding privacy and protection of data. Some jurisdictions have enacted laws requiring companies to notify individuals of data security breaches involving certain types of personal data. Any failure by the Resulting Issuer to comply with privacy related laws and regulations could result in proceedings against the Resulting Issuer by governmental authorities or others, which could harm the Resulting Issuer's business. In addition, the interpretation of data protection laws, and their application is unclear and in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from province to province, state to state, country to country or region to region, and in a manner that is not consistent with the Company's current data protection practices. Complying with these varying requirements could cause Cloud Nine to incur additional costs and change the Company's business practices. Further, any failure by the Company to adequately protect partner or consumer data could result in a loss of confidence in Cloud Nine's platform which could adversely affect its business.

Current and Future Competitors

The Resulting Issuer faces competition in various aspects of its business and it expects such competition to grow in the future. The Resulting Issuer has competitors with longer operating histories, larger customer bases, greater brand recognition, greater experience and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than it does. As a result, its potential competitors may be able to develop products and services better received by merchants or may be able to respond more quickly and effectively than the Resulting Issuer can to new or changing opportunities, technologies, regulations or customer requirements. In addition, some of the Resulting Issuer's larger competitors may be able to leverage a larger installed customer base and distribution network to adopt more aggressive pricing policies and offer more attractive sales terms, which could cause the Resulting Issuer to lose potential sales or to sell its solutions at lower prices.

Competition may intensify as the Resulting Issuer's competitors enter into business combinations or alliances or raise additional capital, or as established companies in other market segments or geographic markets expand into its market segments or geographic markets. For instance, certain competitors could use strong or dominant positions in one or more markets to gain a competitive advantage against the Resulting Issuer in areas where it operates. Further, current and future competitors could choose to offer a different pricing model or to undercut prices in an effort to increase their market share. If the Resulting Issuer cannot compete successfully against current and future competitors, its business, results of operations and financial condition could be negatively impacted.

Changes in Effective Tax Rates

With sales in various countries, the Resulting Issuer is subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes the Resulting Issuer pays in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could have an adverse impact on our liquidity and results of operations.

In addition, the authorities in Canada and other jurisdictions could review the Resulting Issuer's tax returns and impose additional tax, interest and penalties, which could have an impact on the Resulting Issuer and its results of operations. The Resulting Issuer has previously participated in government programs with both the Canadian federal government and the Government of Ontario that provide investment tax credits based upon qualifying research and development expenditures. If Canadian taxation authorities successfully challenge such expenses or the correctness of such income tax credits claimed, the Resulting Issuer's historical operating results could be adversely affected. As a public company, the Resulting Issuer will no longer be eligible for refundable tax credits under the Canadian federal Scientific Research and Experimental Development Program, or SR&ED credits.

The Resulting Issuer's future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- Changes in the valuation of our deferred tax assets and liabilities;
- Expected timing and amount of the release of any tax valuation allowances;
- Tax effects of stock-based compensation;
- Costs related to intercompany restructurings;

- Changes in tax laws, regulations or interpretations thereof; or
- Future earnings being lower than anticipated in countries where the Resulting Issuer has lower statutory tax rates and higher than anticipated earnings in countries where it has higher statutory tax rates.

If two or more affiliated companies are located in different countries, the tax laws or regulations of each country generally will require that transfer prices be the same as those between unrelated companies dealing at arms' length. While the Resulting Issuer believes that it operates in compliance with applicable transfer pricing laws and intend to continue to do so, its transfer pricing procedures are not binding on applicable tax authorities. If tax authorities in any of these countries were to successfully challenge the Resulting Issuer's transfer prices as not reflecting arm's length Amalgamations, they could require the Resulting Issuer to adjust our transfer prices and thereby reallocate its income to reflect these revised transfer prices, which could result in a higher tax liability to the Resulting Issuer.

Risks Related to the Resulting Issuer's Securities

Market for Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Resulting Issuer Shares will be subject to market trends generally, notwithstanding any potential success of the Resulting Issuer in creating revenues, cash flows or earnings. The value of the Resulting Issuer Shares will be affected by such volatility. An active public market for the Resulting Issuer Shares might not develop or be sustained after the completion of the Preliminary Prospectus. If an active public market for the Resulting Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Price may not Represent Performance or Intrinsic Fair Value

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Resulting Issuer, including the market in which it is traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Subordinate Voting Shares on the CSE in the future cannot be predicted.

Securities or Industry Analysts

The trading market for the Resulting Issuer Shares could be influenced by research and reports that industry and/or securities analysts may publish about the Resulting Issuer, its business, the market or its competitors. The Resulting Issuer does not have any control over these analysts and cannot assure that such analysts will cover the Company or provide favourable coverage. If any of the analysts who may cover the Resulting Issuer's business change their recommendation regarding the Resulting Issuer's stock adversely, or provide more favourable relative recommendations about its competitors, the stock price would likely decline. If any analysts who may cover the Resulting Issuer's business were to cease coverage or fail to regularly publish reports on the Resulting Issuer, it could lose visibility in the financial markets, which in turn could cause the stock price or trading volume to decline.

Resale of Shares

There can be no assurance that the publicly-traded market price of the Resulting Issuer Shares will be high enough to create a positive return for the existing investors. Further, there can be no assurance that the Resulting Issuer Shares will be sufficiently liquid so as to permit investors to sell their position in the Resulting Issuer without adversely affecting the stock price. In such an event, the probability of resale of the Resulting Issuer Shares would be diminished.

As well, the continued operation of the Resulting Issuer may be dependent upon its ability to procure additional financing in the short term and to generate operating revenues in the longer term. There can be no assurance that any such financing can be obtained or that revenues can be generated. If the Resulting Issuer is unable to obtain such additional financing or generate such revenues, investors may be unable to sell their Resulting Issuer Shares and any investment in the Resulting Issuer may be lost.

Price Volatility

The Resulting Issuer Shares do not currently trade on any exchange or stock market. Securities of technology companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Other factors unrelated to the Company's performance that may affect the price of the Resulting Issuer Shares include the following: the extent of analytical coverage available to investors concerning the Resulting Issuer's business may be limited if investment banks with research capabilities do not follow the Resulting Issuer; lessening in trading volume and general market interest in the Resulting Issuer Shares may affect an investor's ability to trade significant numbers of shares; the size of the Resulting Issuer's public float may limit the ability of some institutions to invest in the Subordinate Voting Shares; and a substantial decline in the price of the Resulting Issuer Shares that persists for a significant period of time could cause the Resulting Issuer Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Resulting Issuer Shares at any given point in time may not accurately reflect the Resulting Issuer's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Resulting Issuer may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources. The fact that no market currently exists for the Resulting Issuer Shares may affect the pricing of the Resulting Issuer Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Resulting Issuer Shares. The market price of the Resulting Issuer Shares is affected by many other variables which are not directly related to Resulting Issuer's success and are, therefore, not within the Resulting Issuer's control. These include other developments that affect the market for all technology sector securities, the breadth of the public market for Resulting Issuer's Shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Resulting Issuer Shares is expected to make the price of the Resulting Issuer Shares volatile in the future, which may result in losses to investors.

Dilution

The Resulting Issuer will require additional funds for its planned activities. If the Resulting Issuer raises additional funding by issuing equity securities, which is highly likely, such financing could substantially dilute the interests of the Resulting Issuer's shareholders. Sales of substantial amounts of shares, or the availability of securities for sale, could adversely affect the prevailing market prices for the Resulting Issuer's shares. A decline in the market prices of the Resulting Issuer's shares could impair the ability of the Resulting Issuer to raise additional capital through the sale of new common shares should the Resulting Issuer's desire to do so.

Dividends

To date, the Resulting Issuer has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Resulting Issuer will be made by its Board on the basis of its earnings, financial requirements and other conditions. There is no assurance that the Resulting Issuer will pay dividends on its shares in the near future or ever. The Resulting Issuer will likely require all its funds to further the development of its business.

CSE Listing

In the future, the Company may fail to meet the continued listing requirements to be listed on the CSE. If the CSE delists the Resulting Issuer Shares from trading on its exchange, the Resulting Issuer could face significant material adverse consequences, including: a limited availability of market quotations; a limited amount of news and analysts' coverage for the Resulting Issuer; and a decreased ability to issue additional securities or obtain additional financing in the future.

International Conflict

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global energy and financial markets. Russia's recent invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on commodity prices and global economies more broadly. Volatility in commodity prices may adversely affect our business, financial condition and results of operations. Reductions in commodity prices may affect oil and natural gas activity levels and therefore adversely affect the demand for, or price of, our services.

The extent and duration of the current Russian-Ukrainian conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified herein. The situation is rapidly changing and unforeseeable impacts, including on our shareholders and counterparties on which we rely and transact with, may materialize and may have an adverse effect on our business, results of operation and financial condition.

Disclosure Controls and Procedures & Internal Controls over Financial Reporting

In accordance with the Canadian Securities Administrators National Instrument 52-109 (“NI 52-109”), Certification of Disclosure in Issuers’ Annual and Interim Filings, the Company has filed certificates signed by the Chief Executive Officer and the Chief Financial Officer that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting.

The Company continues to review and document its disclosure controls and procedures and internal controls over financial reporting and may, from time to time, make changes aimed at enhancing their effectiveness and to ensure that its systems evolve with the business. There were no changes in the Company’s internal controls over financial reporting during the period ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, its disclosure controls and procedures and internal controls over financial reporting.

Share Data

As at September 30, 2022, there were 9,208,817 common shares issued and outstanding, 9,624,055 Class Seed Preference shares issued and outstanding.

As at December 8, 2022, there were 92,251,940 common shares issued and outstanding, 9,624,055 Class Seed Preference shares issued and outstanding.

“Yoav Raiter”
Chief Executive Officer
December 8, 2022