ImagineAR Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

January 31, 2022

For the three months ended November 30, 2021 and 2020

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1. INTRODUCTION

The Management's Discussion and Analysis ("MD&A") of operating results and financial position for the three months ended November 30, 2021 and 2020 is supplementary to and should be read in conjunction with the condensed interim consolidated financial statements and related notes for the same period as well as the audited consolidated financial statements and related notes for the financial years ended August 31, 2021. Copies of these documents can be found on the SEDAR website at www.sedar.com. The MD&A is intended to help readers understand the dynamics of our business and the key factors underlying our financial results. The MD&A and the consolidated financial statements were approved by the Board of Directors on January 31, 2022.

2. FORWARD-LOOKING INFORMATION

This document contains forward-looking statements which reflect management's current expectations about future events and financial and operating performance of the Company. Words such as "may", "will", "should", "could", "anticipate", "believe," "expect, "intend", "plan", "potential", "continue" and similar expressions have been used to identify these forward-looking statements. Forward-looking statements contained in this document may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. These statements reflect management's current views with respect to future events or conditions, including prospective financial performance, financial position, and predictions of future actions, plans or strategies. Certain material factors and assumptions were applied in drawing our conclusions and making these forward-looking statements. These statements reflect management's current views, beliefs and assumptions and are subject to certain inherent risks and uncertainties. Factors that could cause actual performance to differ materially include, but are not limited to:

- *ability to develop or acquire new technology;*
- *competition in the market;*
- *development of new software products;*
- *economic growth and fluctuations;*
- *proper performance of our applications;*
- *the protection and privacy of personal information which we hold;*
- *the risks associated with credit extended;*
- *capital expenditures;*
- *changes in accounting policies and estimates;*
- *exchange rate fluctuation between the US and Canadian dollar;*
- *human resource matters, including recruitment and retention of competent personnel; and*
- *the ability to raise capital.*

The above (and other) factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by these forward-looking statements. See "Risks and Uncertainties" below and the section entitled "Risk Factors". Should one or more of these risks or uncertainties materialize, or should the assumptions underlying our projections or forward-looking statements prove incorrect, our actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated or expected. We do not intend and do not assume any obligation to update these forward-looking statements whether as a result of new information, plans, events or otherwise, unless required by law. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

3. COMPANY OVERVIEW

ImagineAR Inc. (formerly Imagination Park Technologies Inc.) ("the Company") is a public company domiciled in Canada incorporated in British Columbia under the laws of the Business Corporation Act (BC, Canada) on October 11, 2011. On April 17, 2019, the Company was continued under the Canadian Business Corporations Act. The Company's head office is located at #510 – 580 Hornby Street, Vancouver, BC, V6C 3B6.

The Company's core business is to deliver engaging and interactive digital content to users through a cloud-based enterprise augmented reality ("AR") platform with a brand name of ImagineAR™. The self-publishing AR platform can integrate into mobile app as a Software Development Kit ("SDK") or provided as a white-label mobile app.

Since March 1, 2019, the Company transitioned ImagineAR™ software development from San Diego, California to Canada to reduce monthly expenditures and leverage a new development partner's mobile app expertise. ImagineAR™ functionality, features, and architecture have been significantly improved with regular mobile app version releases providing new features as enhanced AR Scavenger Hunts, Reward Cards, and API's. In calendar year 2020-2021, the Company was focused on selling SDK integrations with existing mobile apps, white label mobile app, and custom WebAR solutions. Unfortunately, Covid-19 has negatively impacted the global sports and live events marketplace and therefore greatly reduced the Company revenue expectations for 2020-2021. With this new pandemic paradigm continuing thru 2021, the Company continues to receive requests for demonstrations from organizations in brands, sports, and the entertainment marketplace. The Company has been focusing on the global sports marketplace, especially the soccer leagues, and was a winner of the STA 2021 Category Award Winner – Fan Engagement.

About ImagineAR™ Product Suite

ImagineAR.com - is an "AR-as-a-Service" self-publishing platform for desktops that enables businesses, sports teams, and organizations of any size to create and implement their own AR campaigns with minimal programming or technology experience. Every organization, from professional sports franchises to small retailers, can develop interactive AR campaigns that blend the real and digital worlds using ImagineAR™. Customers simply point their mobile device at logos, signs, buildings, products, landmarks and more to instantly engage videos, information, advertisements, coupons, 3D holograms and other interactive content all hosted in the cloud and managed using a menu-driven portal. Integrated real-time analytics means that all customer interaction is tracked and measured in real-time.

ImagineAR™ is the consumer AR mobile app that allows the user to visualize the AR content once it is activated through ImagineAR™ Client Studio. The activated content can be in the form of an image, text or video. ImagineAR**™** can also deliver AR rewards, sweepstakes and create AR scavenger hunts. The mobile app is available for free in both the IOS and Android mobile app stores.

ImagineAR **™** SDK/API - Companies can integrate the ImagineAR™ platform with their existing mobile app. Larger companies and brands, who have significantly invested in their mobile app, can easily create AR immersive campaigns to further expand consumer usage, activation, and downloads. These products will be available through an annual license agreement from the Company.

ImagineAR White-Label Mobile App – The ImagineAR mobile app can be custom branded for specific companies. It is a full function mobile app for both IOS and Android providing unlimited AR Visual and GPS activations, Scavenger Hunts, Reward Cards, and Sweepstakes.

ImagineAR™ Cloud - Centralized content management system where the content is securely stored and managed. This past year, the Company made significant upgrades and enhancements to the Cloud to provide for true globalization of AR immersive activations.

The Company developed the ImagineAR.com self-service website which allows an organization or individual utilizing a credit card, to quickly create and launch an augmented reality campaign without the need for a technical resource. The AR campaigns can be location-based or marker-based (image activation) for a specific timeframe and include coupons and rewards.

Working together, these products bridge the gap between the upcoming Metaverse digital world and real-world experiences. The mobile apps allow the users to scan real-world objects to unlock useful and entertaining content. The application also allows users to create their own AR content. The Company also provides professional content services that can take the form of gaming content (scavenger hunts, score boards, sweepstakes etc.) or custom content (3D modelling, video animation, brand logo imaging etc.)

The AR experiences could be self-published to the ImagineAR™ mobile app, ImagineAR™ SDK, or a white label app developed by the Company. The Company will charge users a Software as a Service ("SaaS") recurring monthly licensing fee for the use of the ImagineAR™ mobile app or an annual recurring licensing fee for the SDK and white-label mobile app.

The Company has been marketing ImagineAR™ to the sports industry, music, brands live events, and the retail marketplace.

FameDays.com is the next generation patented Metaverse e-greeting card platform focusing on virtual celebrations with celebrities, sports stars, entertainers and influencers. Retail Prices range from $5USD - $20USD per each greeting message including Birthday, Anniversary, Thanksgiving, Christmas, Newborn Baby, New Year, SuperFan and many more. FameDays.com is one of the first-ever celebrity hologram e-greeting platforms in the world and is based upon the patented ImagineAR™ platform for global sports teams and brand clients delivering immersive AR consumer and fan engagements. Initial Talent includes Baseball Hall of Fame Member David Ortiz, Football Superstar Von Miller, Pro Wrestler & Strongman World Champion Adam Scherr, TV Star Blake Hortsmann, Denver Broncos Football Stars Brandon McManus & Courtland Sutton, and Baseball SuperStars Pete Alonso and Johnny Damon. This platform is expected to go live Spring 2022.

Recent client agreements and news include:

On September 28, 2021, the Company was named as a respondent in a Notice of Hearing by the B.C. Securities Commission. The B.C. Securities Commission has begun administrative proceedings against investor relations company Stock Social Inc. and its principal, West Vancouver's Kyle Alexander Johnston, for multiple disclosure failures in its advertising. The BCSC claims that Stock Social posted favourable material on-line for several companies, but did not clearly state that the postings were disseminated on behalf of the companies. Mr. Johnston also arranged for several social media "influencers" to promote the stocks, the BCSC claims.

The allegations are contained in a brief notice of hearing that the BCSC released on Tuesday, Sept. 28. In addition to Mr. Johnston, the BCSC has named five public companies as respondents as well as representatives of those companies, including the Company.

The case centres around investor relations work that Stock Social did for the five companies between August, 2016, to March, 2018. It prepared advertising that went out through several websites, generally written in the style of a news article, the BCSC says. The material appeared on Stock Social's website and other sites affiliated with it, according to the hearing notice.

The problem, as set out by the BCSC, is that the material did not follow the rules for promotional publications. It did not "clearly and conspicuously" state that the companies themselves were behind the advertising (such disclosure is mandatory for stock market advertising in most jurisdictions). Some of the advertising did contain disclaimers, but the print of those disclaimers was in a small font, the BCSC contends.

The BCSC also complains about social media posts that Stock Social issued about some of the companies. According to the hearing notice, it hired social media influencers (people with a large following on social media services such as Twitter who will promote a posting for a fee). Those influencers received instructions on what to post and when, the BCSC says. As with the other advertising, this material failed to properly disclose the fact that the ads were done at the request of the companies, the BCSC contends.

The BCSC has set a hearing date on January 2022. Also named in the hearing notice are five individuals who had roles with the various companies during the period at issue including; Chad McMillan, who was a consultant to ImagineAR at the relevant time.

On October 28, 2021, the Company announced Client Real Sociedad Launches Integrated ImagineAR SDK in new Realzale Mobile APP In this first AR campaign launch, the Real Sociedad mobile app will have 2 integrated augmented reality experiences and this coming Sunday another one is expected to launch. The team's plan is to add new immersive fan engagement AR experiences every two weeks. The Realzale App has exceeded 46,000 downloads since 2019 with over 22,000 active users last month. Real Sociedad entered into a multi-year 50/50 revenue partnership deal for the SDK license.

On December 14, 2021, the Company launched Metaverse Celebrity Free Hologram Greetings Globally on Famedays.com this Holiday Season Starting December 20, 2021 Football Superstar Von Miller, Pro Wrestler & Strongman World Champion Adam Scherr, TV Star Blake Hortsmann, Denver Broncos Football Stars Brandon McManus & Courtland Sutton, and Santa Claus. FameDays is the first metaverse solution the Company has developed directly for consumers.

4. NATURE OF CONTINUANCE OF OPERATIONS AND GOING CONCERN

The condensed interim consolidated financial statements were prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, complete additional debt or equity financing, or generate profitable operations in the future. The Company believes it will be able to raise the necessary funding to continue operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all.

At November 30, 2021, the Company had a net working capital of $3,001,457 (August 31, 2021 – $3,875,754).

These events and conditions result in a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business, including, without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of its business. The Company may face risks related to COVID-19, which could significantly disrupt its operations and may materially and adversely affect its business and financial conditions. The extent to which COVID-19 will impact the Company's business, including its business and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, a significant outbreak of COVID-19 could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Company's future prospects.

5. OUTLOOK

The Company will continue to generate awareness for its platform by marketing its technology in various verticals including retail, sports and live entertainment, education, and fundraising. As announced, the Company has established a number of strategic partnerships and alliances and performed numerous demonstrations to chief marketing officers and chief decision makers.

As the Company cycles through the sales funnel, feedback has been encouraging and a robust pipeline of new prospective opportunities is emerging. Over the next twelve months, management expects to convert these potential opportunities into revenue growth and expects to realize revenue in the form of monthly recurring revenues from licensing fees and upfront professional services fees from gaming and custom content.

With COVID-19 accelerating again throughout the world, the Company expects to enter into new 50/50 revenue partnership agreements for the SDK 3-year licenses. With successful launches of SDK AR Campaigns with Clube Athletico, Real Sociedad and Valencia, the Company will utilize these references to secure new soccer clubs throughout the world in fiscal 2022.

With the soft-launch of FameDays.com in December 2021 and then suspended January 1, 2022, the Company will be now improving the website User Interface and Functionality based on user feedback and expects to re-launch with a full talent roster in Spring 2022. Additionally, the Company is aggressively pursuing top sports, entertainment, and influencer talent which will drive revenue stream opportunities as the first direct to consumer platform created by the Company.

6. DISCUSSION OF OPERATIONS

The results of operations reflect the overhead costs incurred to provide an administrative infrastructure to manage the business and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity of Management and Directors.

Three- month period ended November 30, 2021 and November 30, 2020

For the three months ended November 30, 2021, the Company had a net loss of $987,676 (with basic and diluted loss per share of $0.00) compared with a net loss of $1,844,361 (with basic and diluted loss per share of $0.01) in the comparative period. During the three months ended November 30, 2021, the Company had:

- revenue of $119,151 (2020 - $75,943). Revenue was primarily generated from AR SDK licensing fees, professional services fees and for custom content to provide client augmented reality experiences.

- consulting, director and management fees of $195,159 (2020 - $159,568). The increase is mainly due to more consulting work rendered to assist with the business during the current period.

- office, rent, and miscellaneous of $63,334 (2020 - $78,154). The decrease is due to the Company's cost-saving efforts during the current period.

- professional fees of $107,813 (2020 - $34,455). The increase is due to additional legal services on patents and trademark during the current period.

- share-based compensation of $71,515 (2020 - $1,307,619). The decrease is due to fewer stock options were granted during the current period.

- shareholder communication and promotion of $82,301 (2020 - $60,371). The increase is due to the Company's effort to increase market awareness during the current period.

- software costs of $637,476 (2020 - $235,580). Prior year software expenses were capitalized as the software was not yet available for use. Current year software costs were expensed as the software was available for use and commercially viable, the expenditures incurred were primarily for salaries paid to consultants for development of the Company's AR software.

- Write-off of accounts payable of $146,667 (2020 - $Nil) as a result of the outstanding amounts exceeding the statute of limitations.

7. SUMMARY OF QUARTERLY RESULTS

The following table contains selected consolidated financial information for the Company, prepared in accordance with IFRS, for the eight most recently completed quarters of fiscal 2021 and 2020:

Three Months Ended	**Nov. 30, 2021**	**Aug. 31, 2021**	**May 31, 2021**	**Feb. 28, 2021**
	$	$	$	$
Revenue and other income	119,151	89,537	99,260	89,026
Loss and Comprehensive loss	(987,676)	(1,093,439)	(2,286,447)	(880,803)
Loss per Common Share	(0.00)	(0.01)	(0.01)	(0.01)

Three Months Ended	**Nov. 30, 2020**	**Aug. 31, 2020**	**May 31, 2020**	**Feb. 29, 2020**
	$	$	$	$
Revenue and other income	75,943	1,080	5,892	27,023
Loss and Comprehensive loss	(1,844,361)	(6,464,708)	(1,166,776)	(877,003)
Loss per Common Share	(0.01)	(0.05)	(0.01)	(0.01)

Fiscal 2022

During the quarter ended November 30, 2021, the Company's loss of $987,676 decreased from a loss of $1,093,439 incurred during the three months ended August 31, 2021. The decrease in loss is primarily due to the decrease of consulting, legal services, shareholder communication, and software expenses during the three month period ended November 30, 2021.

Fiscal 2021

During the quarter ended August 31, 2021, the Company's loss of $1,093,439 decreased from a loss of $2,286,447 incurred during the three months ended May 31, 2021. The decrease in loss is primarily due to share-based compensation recorded in the previous quarter for options granted and the lower charges for shareholder communication.

During the quarter ended May 31, 2021, the Company's loss of $2,286,447 increased from a loss of $880,803 incurred during the three months ended February 28, 2021. The increase in loss is primarily due to share-based compensation recorded for option granted during the three month period ended May 31, 2021, and fees incurred for shareholder communication and software expenses.

During the quarter ended February 28, 2021, the Company's loss of $880,803 decreased from a loss of $1,844,361 incurred during the three months ended November 30, 2020. The decrease in loss is primarily due to share-based compensation recorded in the previous quarter for options granted and the lower charges to shareholder communication.

During the quarter ended November 30, 2020, the Company's loss of $1,844,361 decreased from a loss of $6,464,708 incurred during the three months ended August 31, 2020. The decrease in loss is primarily due to the write-off of the intangible assets in the prior year quarter.

Fiscal 2020

During the quarter ended August 31, 2020, the Company's loss of $6,464,708 increased from a loss of $1,166,776 incurred during the three months ended May 31, 2020. The increase in loss is primarily due to the write-off of the intangible assets.

During the quarter ended May 31, 2020, the Company's loss of $1,166,776 increased from a loss of $877,003 incurred during the three months ended February 29, 2020. The increase in loss is primarily due to additional depreciation recorded that was overlooked in the previous quarter.

During the quarter ended February 29, 2020, the Company's loss of $877,003 decreased from a loss of $885,144 incurred during the three months ended November 30, 2019. The decrease in loss is primarily due to decrease consulting services rendered during the three month period.

8. LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position was $3,178,879 at November 30, 2021 compared to $4,205,362 at August 31, 2021. The Company had a working capital of $3,001,457 at November 30, 2021 (August 31, 2021 – $3,875,754). During the period ended November 30, 2021, cash flow activities consisted of:

i) cash spent on operating activities of $1,044,285 (2020 - $566,812) consisting of operating expenses during the current period.

ii) cash received from financing activities of $20,000 (2020 - $143,000) primarily consist of cash received from convertible debentures, proceeds from options and warrants exercised, and proceeds from loan.

iii) cash spent on investing activities of $2,198 (2020 - $2,764) primarily consist of cash used for lease obligations during the current period.

9. NON-GAAP MEASURES

In addition to the results reported in accordance with IFRS, the Company uses various non-GAAP financial measures, which are not recognized under IFRS, as supplemental indicators of the Company's operating performance and financial position. These non-GAAP financial measures are provided to enhance the user's understanding of the Company's historical and current financial performance and its prospects for the future. Management believes that these measures provide useful information in that they exclude amounts that are not indicative of the Company's core operating results and ongoing operations and provide a more consistent basis for comparison between quarters and years. Details of such non-GAAP financial measures and how they are derived are provided in conjunction with the discussion of the financial information reported.

Since non-GAAP financial measures do not have any standardized meanings prescribed by IFRS, other companies may calculate these non-IFRS measures differently, and our non-GAAP financial measures may not be comparable to similar titled measures of other companies. Accordingly, investors are cautioned not to place undue reliance on them and are also urged to read all IFRS accounting disclosures presented in the audited consolidated financial statements and the accompanying notes for periods ended November 30, 2021 and 2020.

The non-GAAP measures presented in this MD&A are as follows:

Total Bookings: the total dollar value of technology services and license services included in contracts with our customers. This measure provides the user with information on the performance of our sales efforts in the period as there is a timing difference between when a transaction is closed and when the revenue is ultimately 'earned' as defined in IFRS for revenue due to the term of our contracts and delivery timelines.

Backlog: the estimated unearned portion of technology services and license services in customer contracts that are in process and have not been completed as at the specified date. This includes billed and unbilled amounts within each contract. Since our revenue is recognized as earned or over the life of the executed contracts, this will translate to total bookings to date less earned revenue recognized on the financial statements. This information provides the user with an estimate of the work expected to be completed and earned in the future at a given point in and is used by management to allocate resources to our revenue delivery team.

General length of time required to complete a contract depends on the services (may vary):

- Provision of White Label SaaS license –provides SDK for customer to customize branding and color of their mobile app. The standard contract is generally 36 months, and revenue is recognized over the term of the contract.
- Interactive marketing promotion ("WebAR") –creates promotional materials with augmented reality technology for a standard fee. Revenue is recognized once deliverables are complete.
- Content management and distribution system – to manage and distribute the customer's content through the Company's mobile app. Revenue is earned dependent on the number of subscribers.
- Influencer and membership system management – to assist with creation of influencer's platform and manage membership subscriptions. A percentage of revenue generated by the customer's white-label mobile app program is recognized when incurred. Monthly statements (provided by the customer) are used to determine the amount.

Reconciliation of Non-IFRS measures (rounded to the nearest thousandth)

	Period ended November 30, 2021	Year ended August 31, 2021
Total Booking	$ 1,301,000	$ 1,745,000
Total Revenue	(119,000)	(354,000)
Backlog	$ 1,182,000	$ 1,391,000

Contracts may be terminated by either the Company or the customer by providing fifteen days prior written notice of termination to the other party. However, immediate termination of the agreement upon a material breach by the other party. Termination of the contracts will be adjusted from the total booking.

Revenue backlog can and does include contracted or committed revenue that is not yet recognizable due to pending customer acceptance criteria or incomplete delivery of professional services. Revenue backlog can include the future subscription and licensing income, and provision of technology services.

10. SHARE CAPITAL

As at the date of this report, the Company had 203,520,782 common shares

As at the date of this report, stock options were outstanding enabling holders to acquire shares as follows:

Expiry Date	Exercise Price	Number of Options Outstanding	Exercisable
February 3, 2022	0.05	317,100	317,100
April 18, 2022	0.31	750,000	750,000
July 4, 2022	0.26	250,000	250,000
August 18, 2022	0.14	325,000	325,000
September 8, 2022	0.125	300,000	150,000
September 12, 2022	0.125	100,000	75,000
September 12, 2022	0.05	437,500	437,500
October 26, 2022	0.19	150,000	150,000
November 9, 2022	0.28	325,000	325,000
December 10, 2022	0.175	150,000	150,000
February 1, 2023	0.22	100,000	50,000
February 10, 2023	0.25	25,000	25,000
February 19, 2023	0.10	750,000	750,000
February 23, 2023	0.34	250,000	250,000
March 10, 2023	0.245	100,000	100,000
April 1, 2023	0.41	100,000	100,000
April 19, 2023	0.31	100,000	100,000
May 6, 2023	0.28	200,000	200,000
July 8, 2023	0.30	600,000	600,000
July 15, 2023	0.15	25,000	25,000
July 19, 2023	0.135	250,000	100,000
October 2, 2023	0.25	5,250,000	5,250,000
October 14, 2023	0.155	250,000	250,000
October 19, 2023	0.135	100,000	100,000
October 19, 2023	0.135	100,000	50,000
December 1, 2023	0.11	100,000	25,000
December 13, 2023	0.13	250,000	100,000
April 1, 2024	0.41	1,500,000	1,500,000
April 11, 2024	0.60	1,000,000	1,000,000
April 13, 2024	0.405	250,000	83,334
May 14, 2024	0.90	500,000	500,000
April 25, 2025	0.50	250,000	100,000
		15,154,600	14,187,934

As at the date of this report, warrants were outstanding enabling holders to acquire shares as follows:

Expiry Date	Exercise Price	Number of Warrants Outstanding
January 30, 2023	$0.10	200,000
February 25, 2023	0.10	1,595,640
		1,795,640

11. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements or transactions.

12. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them. During the period ended November 30, 2021, the Company paid or accrued:

i) management and consulting fees of $82,918 (2020 - $71,078), to the CEO of the Company, namely Alen Paul Silverrstieen.

ii) consulting fees of $6,000 (2020 - $6,000) to the CFO of the Company, namely Leon Ho.

As of November 30, 2021, $15,991 (August 31, 2021 - $162,484) remained outstanding to related parties and is included in accounts payable and accrued liabilities. During the period ended November 30, 2021, the Company wrote-off payables of $146,667 owed to former directors due to the statute of limitations on the outstanding amounts have lapsed.

During the period ended November 30, 2021, the Company issued Nil (2020 – 5,250,000) stock options to an officer and directors of the Company, resulting in share-based compensation of $Nil (2020 - $1,067,055).

During the year ended August 31, 2021, the Company issued 6,750,000 stock options to an officer and directors of the Company, resulting in share-based compensation of $1,830,160 (2020 - $281,664). The Company granted these stock options to compensate directors for facilitating the negotiation and execution of numerous sales contracts during the fiscal 2021. The details of the share-based compensation are as follows:

For the year ended August 31, 2021	*Number of Stock Option*	*Amount*
CEO and Director, Alen Paul Silverrstieen	3,000,000	$ 762,490
Director, Sheldon Inwentash	3,000,000	762,490
Director, Mike Tunnicliffe	750,000	305,180
Total		$ 1,830,160

During the year ended August 31, 2021, the Company issued 1,448,000 units valued at $75,145 to a director of the Company (Mike Tunnicliffe), and a company controlled by a director of the Company (Silver Sage LLC – a company controlled by Alen Paul Silverrstieen). The conversion of the debentures settled liabilities of $66,551, of which $8,469 related to accrued interest, and accordingly, the Company reallocated $8,594 of convertible debenture equity portion to share capital. In connection with the conversion, no value was allocated to the warrant component of the unit offering. The conversation also granted 1,395,640 warrants exercisable at a price of $0.10 expiring on February 25, 2023.

13. NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND FUTURE ACCOUNTING CHANGES

Please refer to the condensed interim consolidated financial statements on www.sedar.com.

14. FINANCIAL INSTRUMENTS

Please refer to the condensed interim consolidated financial statements on www.sedar.com.

15. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Management considers the Company’s capital structure to consist of the components of shareholders’ equity.

The Company is dependent on external financing to fund its activities. In order to carry out future transactions and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess additions to its media business if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period presented. The Company and its subsidiaries are not subject to externally imposed capital requirements.

16. CONTINGENCIES

The Company is unaware of exposure to any contingent liabilities.

17. RISKS AND UNCERTAINTIES

The Company's financial condition, results of operations and business are subject to risks. The following are identified as the main risk factors:

Financing

The Company is reliant upon financing in order to continue its operations because it does not derive any income from its assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional funding in the future, it will be unable to carry out its operations.

Key Personnel

The future of the Company is dependent on the management of the Company. The departure of any of operations or management personnel or their inability to continue being functional could have an adverse impact on the Company's growth, business, financial position, and operating results.

Competition

The Company will compete with many larger companies and newcomers to the industry that will have greater financial and technical resources than the Company for the development of its applications as well as the recruitment and retention of qualified consultants and employees.