



GLOBAL COMPLIANCE APPLICATIONS CORP.
(Formerly Global Cannabis Applications Corp.)

MANAGEMENT DISCUSSION AND ANALYSIS
For the year ended June 30, 2022

1.1 Date of Report: October 28, 2022

The following Management Discussion and Analysis (“MD&A”) of Global Compliance Applications Corp. (formerly Global Cannabis Applications Corp.), (the “Company” or “Global Compliance” or “GCAC”) has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the audited consolidated financial statements and notes thereto for the years ended June 30, 2022 and 2021.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the consolidated financial statements and MD&A, is complete and reliable. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Forward-Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable Canadian and US securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company’s strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company’s plans to acquire users for its products;
- the Company’s future cash requirements;
- general business and economic conditions;
- the Company’s ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations; and
- the timing, pricing, completion, and regulatory approvals of proposed financings if applicable.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward-looking statements are risks and uncertainties beyond the Company’s ability to predict or control, including, but not limited to, risks related to the Company’s ability to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under “Risk Factors”.

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions, which may prove incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technology companies specifically;
- the Company’s ability to roll out its business plan which includes new product launches and associated planning in production, sales, distribution and marketing; and,
- the Company’s ability to secure and retain employees and contractors to carry out its business plans.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

1.2 Overall Performance

Nature of Business and Overall Performance

The Company was incorporated on July 14, 2014, under the *Business Corporation Act* (British Columbia) under the name of Kluster Technologies Inc. On August 1, 2014, the Company changed its name to Antisocial Holdings Ltd. and later changed its name to Fundamental Applications Corp. (“Fundamental”) on September 2, 2014. On April 10, 2017, the Company changed its name to Global Cannabis Applications Corp. and on July 14, 2022, the Company changed its name to Global Compliance Applications Corp.

On September 18, 2014, the Company commenced trading on the Canadian Securities Exchange (“CSE”) under the trading symbol “FUN”. On April 18, 2017, in connection with the Company’s change of name, the Company commenced trading on the CSE under the trading symbol “APP”.

The head office of the Company is Suite 830, 1100 Melville Street, Vancouver, BC V6E 4A6. The registered and records office of the Company is Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

GCAC is a global leader in designing and developing innovative blockchain technologies and machine learning solutions to improve real-world businesses.

GCAC's leading solution is Efixii, an Ethereum Layer 2 blockchain and EVM programming functionality that is on par with other Layer-2's, such as Polygon. GCAC can quickly connect each participant from product producers, distributors, manufacturers and retailers through a series of value chain Apps that allows for data connectivity to drive better consumer experiences and sales.

GCAC created clearESG to assist businesses in communicating their sustainability goals and earned attributes on the blockchain through a series of ESG (Environmental, Social & Governance) merit badges. As an interconnected supply chain solution, the Efixii solution pays tokens for attesting to a product's value, or truthness, through a reward program.

GCAC works in many agricultural industries providing a value-added blockchain offering through a cost-effective SaaS licensing model.

About Efixii

The Efixii platform is designed to improve the capabilities of Ethereum smart contracts by boosting their speed and scalability while adding privacy and KYC features. The platform allows developers to easily run unmodified Ethereum Virtual Machine (EVM) contracts and Ethereum transactions on a second layer while benefiting from Ethereum’s excellent Layer 1 security. In addition, it addresses some of the shortcomings of current Ethereum-based smart contracts, such as their ecological impact, poor throughput and high transaction costs. Efixii uses a technique known as transaction rollups to record batches of Layer-2 submitted transactions on the Ethereum main net, and execute them on its Layer-2 blockchain while leveraging Ethereum to ensure correct, truthful results.

While not the first to overcome Ethereum’s limitations, what separates Efixii from the rest is:

- It is easy to develop on since Solidity developers do not need to learn a new language before building smart contracts on Efixii.
- Efficient rollup technology means Efixii can cut transaction fees down to zero. This is because its carbon-neutral solar mining of ETH is used to pay for its Ethereum rollup ETH gas fees.
- Native tokens are earned by our users, the truth-tellers; they are not pre-mined by some organization and sold to an unsuspecting public speculating on a ‘boom’.

Efixii is carbon-neutral; we generate electricity using a solar array and power ourselves.

1.3 Selected Annual Information

| Year ended: | June 30, 2022 | June 30, 2021 | June 30, 2020 |
|--|----------------------|----------------------|----------------------|
| | (\$) | (\$) | (\$) |
| Results of Operations | | | |
| Total Revenues | 7,360 | 3,360 | - |
| Net Income (Loss) | (2,098,688) | 321,853 | (1,664,712) |
| Basic and Diluted Income (Loss) | (0.01) | (0.00) | (0.02) |
| Number of shares outstanding (weighted ave.) | 183,354,199 | 156,743,258 | 109,152,219 |
| Financial Position | | | |
| Total Assets | 618,659 | 1,461,847 | 359,664 |
| Long Term Debt | - | - | - |
| Cash Dividends Declared | - | - | - |

1.4 Results of Operations

Year ended June 30, 2022, compared to 2021

The Company incurred a net and comprehensive loss of \$2,098,688 for the year ended June 30, 2022, (the “Current Year”) compared to a net and comprehensive gain of \$321,853 for the year ended June 30, 2021 (the “Comparative Year”).

The difference in net and comprehensive loss incurred during the Current Year, compared to the gain incurred during the Comparative Year was largely a result of the following:

- Consulting fees increased by \$408,839 to \$986,229 (Comparative Year: \$577,390) as the Company has increased its use of consultants during the Current Year for advising and product-related services.
- Marketing decreased by \$859,589 to \$348,603 (Comparative Year: \$1,208,192) as the Company reduced its marketing expenditures to manage cash flow.
- Share based compensation during the Current Year was \$110,195 (Comparative Year: \$456,103) as a result of the grant of stock options.
- The Company recorded a gain in the fair value of the loan receivable of \$3,068,183 during the Comparative Year. There was no comparative entry for the Current Year. See Note 7 of the accompanying financial statements for more information.
- The Company recorded amortization of \$80,187 in the Current Year (Comparative Year: \$70,164) in relation to the amortization of the Tracelocker intangible asset.

1.5 Summary of Quarterly Results

The following is a summary of the Company’s financial results for the eight most recently completed quarters.

| Three Months Ended | Total Revenues | Net (Loss) gain | Loss Per Share (basic and diluted) |
|---------------------------|-----------------------|------------------------|---|
| June 30, 2022 | \$1,840 | (872,729) | \$0.01 |
| March 31, 2022 | \$1,840 | (377,327) | \$0.00 |
| December 31, 2021 | \$1,840 | (455,104) | \$0.00 |
| September 30, 2021 | \$1,840 | (393,528) | \$0.00 |
| June 30, 2021 | \$3,360 | 1,665,458 | \$0.02 |
| March 31, 2021 | Nil | (37,889) | \$0.00 |
| December 31, 2020 | Nil | (277,654) | \$0.00 |
| September 30, 2020 | Nil | (1,028,062) | \$0.01 |

During the quarters ended September 31, 2020, and December 31, 2020, the Company continued working towards partnerships with strategic industry participants. The quarter ended March 31, 2021, saw client engagements and

the commencement of revenue from clients in connection with an ongoing sales effort which continued through the quarter ended June 30, 2021. The quarter ended June 30, 2021, included a gain in fair value of loan receivable of \$3,068,183 in connection with the return to treasury of shares held as security for a loan receivable (see Note 7 in the accompanying financial statements). The quarters ended December 31, 2021, March 31, 2022, and June 30, 2022 saw continued marketing of the Company's product and development expenditures for the digital applications.

1.6 Liquidity

As at June 30, 2022, the Company had a working capital deficit of \$1,321,139 (\$47,697 in cash, \$236,341 in prepaid expenses, \$38,335 in GST and other receivables, \$475,370 in loan payable, \$750,940 in accounts payable and \$402,922 of accruals, \$14,280 of deferred revenue) compared to a working capital deficit of \$475,141 (\$1,016,931 in cash, \$45,100 in prepaid expenses, \$29,985 in GST and other receivables, \$442,965 in loan payable, \$719,491 in accounts payable and \$383,061 of accruals, 21,640 of deferred revenue) at June 30, 2021.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Based on current information, the Company anticipates that its working capital is insufficient to meet its expected ongoing obligations for the coming year.

The Company has financed its operations to date primarily through the issuance of common shares and the exercise of stock options or warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

1.7 Capital Resources

As at June 30, 2022, the capital of the Company consists of cash in the bank, loan receivable, and GST/HST and other receivables totaling \$86,032. The Company will have to generate additional cash from either debt or equity raised through the Canadian public markets to meet its commitments.

As at June 30, 2022, the Company had 14,875,000 stock options with exercise prices between \$0.05 and \$0.64, and 78,065,719 warrants with exercise prices between \$0.05 and \$0.33 which, if all exercised, would generate cash proceeds of \$9,777,317. There is no assurance that these exercises will occur.

1.8 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

Related party transactions are comprised of services rendered by directors and/or officers of the Company or a company with a director in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. During the year ended June 30, 2022, the Company entered into the following transactions with key management personnel:

| | Year ended | |
|--|------------------|------------------|
| | June 30, 2022 | June 30, 2021 |
| Fees paid or accrued to the CEO (B. Moore) | \$ 252,533 | \$ 213,931 |
| Fees paid or accrued to companies controlled by the CFO (A. Helmel) | 90,000 | 39,000 |
| Fees paid or accrued to the CMO (Hanan Gelbendorf) * | 52,775 | 63,000 |
| Fees paid or accrued to companies controlled by a director (J. Hayzlett) | 1633 | 61,800 |
| Stock-based compensation to the Company's CEO (B. Moore) | - | 95,534 |
| Stock-based compensation to the Company's CFO (A. Helmel) | - | 163,605 |
| Stock-based compensation to the Company's CMO (H. Gelbendorf) | - | 57,320 |
| Stock-based compensation to a Company's Director (J. Hayzlett) | - | 38,214 |

* Hanan Gelbendorf resigned as CMO on January 5, 2022

The transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at June 30, 2022, a balance of \$41,731 (June 30, 2021: \$75,243) was owing to related parties and included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and due on demand.

1.10 Highlights (Fourth Quarter)

The Company continued to identify new technologies to enhance the Citizen Green offering, finalizing data pricing models, completion of market evaluations, engaging in marketing programs, and identifying key strategic relationships.

Highlights from the fourth quarter include:

- On April 6, 2022, the Company closed the first tranche of a non-brokered private placement. Pursuant to the first tranche, the Company issued 3,400,000 units at a price of \$0.05 per unit to investors for gross proceeds of \$170,000 and 2,400,000 common shares in its capital at a deemed price of \$0.05 per share to certain creditors to settle an aggregate of \$120,000 in debt. Each unit consists of share and one share purchase warrant, whereby each warrant entitles the holder to purchase one additional share for a period of one year from closing at an exercise price of \$0.06 per share. In connection with the first tranche, the Company has paid finders' fees of \$7,200 and issued 144,000 finders' warrants. Each finder warrant bears the same terms as the warrants.
- On May 2, 2022, the Company closed the second and final tranche of a non-brokered private placement. Pursuant to the final tranche, the Company issued 9,400,000 units at a price of \$0.05 per unit to investors for gross proceeds of \$470,000 and 3,250,000 common shares in its capital at a deemed price of \$0.05 per share to certain creditors to settle an aggregate of \$162,500 in debt. Each unit consists of one share and one share purchase warrant, whereby each warrant entitles the holder to purchase one additional share for a period of one year from closing at an exercise price of \$0.06 per share. In connection with the final tranche, the Company has paid finders' fees of \$31,200 and issued 624,000 finders' warrants. Each finder's warrant bears the same terms as the warrants.
- On May 2, 2022, the Company granted an aggregate of 1,335,000 stock options to consultants of the Company. Each stock option is exercisable at a price of \$0.05 into a share of the Company for a term of five years.
- On May 10, 2022, the Company announced that it will be partnering with ThingBlu Inc. ThingBlu Inc. (TB) will be partnering with Global Cannabis Applications Corp. to help clients capture harvesting insights in the Efixii software platform and the new clearESG to enable growers and manufacturers to document the environment product was grown in and material tasks completed for full transparency on the blockchain.
- On June 15, 2022, the Company announced that it has entered into a share exchange agreement with WasteTrakr Technologies Inc. (WTT) and the shareholders of WTT, which sets out the terms and conditions for the acquisition by the company of all the issued and outstanding securities of WTT in exchange for securities of the company. Following the completion of the transaction, WTT will be a wholly owned USA subsidiary of the company.

- On June 28, 2022, the Company announced that it will be partnering with Genetica to create a definitive agreement to develop new data insights and better product recommendations to the consumer from intelligence on the plant journey through the supply chain to the consumer, as well as provide feedback recommendations to the grower.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those which have been disclosed in the Company's news releases.

1.12 Critical Accounting Estimates

Significant Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments, impairment of intangible assets, expected life of intangible assets, and estimating the fair value for share-based payment transactions. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 11 of the accompanying financial statements.

Significant Judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial policies in the accompanying financial statements were:

- Evaluating whether or not costs incurred by the Company in developing its data technologies and applications meet the criteria for capitalizing as intangible assets. Management determined that as at June 30, 2022 and June 30, 2021, it was not able to demonstrate with sufficient certainty that it is probable the economic benefits will flow to the Company. Accordingly, all research and development costs incurred to date have been expensed.
- Evaluating whether or not there are indicators of impairment relating to the costs capitalized as intangibles by the Company for its data technologies and applications are assessed for indicators of impairment.
- Judgement and estimation is involved with respect to the assessment of whether digital currencies that are not traded in active markets are impaired. Management uses all possible evidence in determining if the digital currencies are impaired. Judgement is also required in determining if a digital currency is traded in an active market.
- Management applies judgment in assessing revenue recognition related to software licenses, subscriptions, support and maintenance, and other services and involves an assessment of whether the deliverable is a distinct performance obligation that provides a benefit to the customer that is not dependent upon other components of the arrangement.

Other significant judgments in applying the Company's accounting policies relate to the assessment of the Company's ability to continue as a going concern (Note 1) and the classification of its financial instruments.

1.13 Changes in Accounting Policies

There are no changes in accounting policies during this year other than those disclosed within the accompanying financial statements.

1.14 Financial Instruments and Risk Management

As at June 30, 2022, the Company's financial instruments consist of cash, accounts payable and loan payable.

Fair value

The carrying value of cash, accounts payable, accrued liabilities, and loan payable approximate their fair value due to the relatively short-term nature of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed to varying degrees to a variety of risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk in respect to its cash. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution. The Company is exposed to credit risk in respect to accounts receivable. Management believes that the credit risk with respect to accounts receivables is moderate.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management does not believe the Company is exposed to significant interest rate risk as cash is non-interest bearing and liabilities bear interest at a fixed rate as at June 30, 2022.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

Fair value

The carrying value of cash, accounts payable and loan payable approximate their fair value due to the relatively short-term nature of these instruments.

Capital Risk Management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to continue the development of mobile applications. As the Company is in the preliminary stages of operations, its principal source of funds is from the issuance of common shares.

1.15 Other MD&A Requirements

This MD&A should be read in conjunction with the consolidated financial statements for the year ended June 30, 2022. This MD&A is intended to assist the reader's understanding of the Company and its operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee is free to meet with the independent auditors throughout the year.

Summary of Outstanding Share Data

The following table outlines common shares, stock options, and warrants issued and outstanding as at June 30, 2022, and the date of this report:

| | June 30, 2022 | Date of this report |
|----------------------|--------------------|---------------------|
| Common shares | 200,252,483 | 206,225,091 |
| Stock options | 14,875,000 | 15,375,000 |
| Warrants | 78,065,719 | 81,443,219 |
| Fully Diluted | 293,193,202 | 303,043,310 |

Directors and Officers

As of the date of this report, the Company's directors and officers are Bradley Moore (Director and Chief Executive Officer), Jeffrey Hayzlett (Director), and Alexander Helmel (Director and Chief Financial Officer).

1.16 Subsequent Events

Subsequent to June 30, 2022:

- On July 8, 2022, the Company completed the acquisition of WasteTrakr Technologies Inc. (WTT). The acquisition was completed pursuant to a share exchange agreement entered into among the company, WTT, and the shareholders of WTT. Following the completion of the acquisition, WTT is a wholly owned subsidiary of the company. Pursuant to the terms and conditions of the definitive agreement, the company acquired 100 per cent of the issued and outstanding securities of WTT in exchange for securities of the company. Prior to the completion of the acquisition, WTT had 10 million common shares issued and outstanding. As consideration for the transaction, the company:
 - Issued an aggregate of 2,310,108 common shares in the capital of the company to the WTT shareholders pro rata in proportion to their holdings of the WTT shares. An additional 256,692 consideration shares are being held back as security for the warranties, representations and covenants of WTT and the WTT shareholders provided in the definitive agreement. Provided that the company has not given notice of a claim to WTT or the WTT shareholders, then the holdback shares will be issued one the date that is 180 business days following the closing of the transaction;
 - Granted an aggregate of 500,000 common shares purchase warrants to the WTT shareholders pro rata in proportion to their holdings of the WTT shares. Each consideration warrant is exercisable into one common share in the capital of the company at a price of nine cents per warrant share for a period of 24 months from the closing of the transaction.
- On July 14, 2022, the Company changed its name to "Global Compliance Applications Corp."
- On July 20, 2022, the Company appointed Jeff Depatie as head of its new veteran advisory board for its joint venture with Comsol.
- On August 15, 2022, the Company completed a non-brokered private placement financing and settled debt by issuing an aggregate of 2,475,000 units to certain investors to raise funds and an aggregate of 937,500 units to certain creditors of the company to settle debt. As each Financing Unit was priced at \$0.04 and each Debt Settlement Unit bore a deemed value of \$0.04, the Company has raised proceeds of \$99,000 and settled an aggregate of \$37,500 of indebtedness. Each Financing Unit and Debt Settlement Unit consists of one common share in the capital of the Company ("Share") and one Share purchase warrant ("Warrant"), whereby each Warrant

entitles the holder thereof to purchase one additional Share for a period of 24 months from closing at an exercise price of \$0.05 per additional Share.

- The Company issued 500,000 stock options at a price of \$0.05 valid for a period of 5 years.
- On August 18, 2022, the Company renamed its subsidiary WasteTrakr Technologies Inc. to GCAC North America Inc.
- On July 6, 2022, the Company issued 250,000 common shares in relation to the February 1, 2022 \$1.8 million two year unsecured promissory convertible note.
- 535,000 warrants expired unexercised.