PERK LABS INC.

(formerly Glance Technologies Inc.)

Management's Discussion and Analysis

For the Year Ended November 30, 2019

(Expressed in Canadian Dollars)

For the Year Ended November 30, 2019

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain information included in this MD&A may constitute forward-looking statements. Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. A statement we make is forward-looking when it uses what we know and expect today to make a statement about the future. Forward-looking statements are typically identified by the words *assumption*, *goal*, *guidance*, *objective*, *outlook*, *project*, *strategy*, *target* and other similar expressions or future or conditional verbs such as *aim*, *anticipate*, *believe*, *could*, *expect*, *intend*, *may*, *plan*, *seek*, *should*, *strive,* and *will*. In this MD&A, forward-looking statements include such statements as:

- plans to officially launch *Perk Hero* during the spring of 2020
- the Company's belief regarding its ability to generate new revenue from its new *Perk Hero* application
- that *Perk Hero* will be more broadly rolled out to the rest of the existing *Glance Pay* network of merchants and users
- that merchants will benefit from a massive, new base of Alipay users who represent increased foot traffic, spending power and revenue
- that the Company will continue to review and prioritize its expenditures to best use its cash resources that its expectation that cash expenses will be further reduced in the near term
- that the Company is exploring licensing opportunities for its technology into geographies and verticals in which it currently does not have a presence
- the Company's ability to raise additional capital needed to fund operations.

Readers are cautioned not to put undue reliance on forward-looking statements. Unless otherwise indicated by us, forward-looking statements in this MD&A describe our expectations as at March 30, 2020 and, accordingly, are subject to change after that date. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in, or implied by, such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. As a result, we cannot guarantee that any forward-looking statements will materialize, and we caution you against relying on any of these forward-looking statements. Forward-looking statements are presented in this MD&A for the purpose of assisting investors and others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned, however, that such information may not be appropriate for other purposes. The forward-looking statements in this MD&A are based on, among other things, the following assumptions:

- the Company will be able to achieve its business objectives
- the Company will be able to develop proprietary software to implement its plans
- the Company will be successful in obtaining and retaining clients and licensees for its software
- the Company will be able to expand its operations successfully in new geographic markets and industries

For the Year Ended November 30, 2019

The forward-looking statements in this MD&A are subject to, among other things, the following risks:

- the Company's operations are dependent on key technical personnel, and the loss of such personnel could have a significant impact on the Company's ability to conduct its activities
- competition
- currency fluctuations and exchange rates
- the Company's ability to continue as a going concern
- the Company may not be able to obtain all necessary funding for its operations, on terms satisfactory to the Company or at all
- credit risk
- the Company's dependence on information technology systems
- risks that the Company's software and applications may contain security problems, security vulnerabilities, or defects in design or manufacture, including "bugs" and other problems that could interfere with the intended operation of its software
- risks related to the volatility of customer demand for the Company's products
- risks associated with cybersecurity and privacy violations, in particular given the Company's operations are highly dependent on online technologies and the Company obtains a significant amount of personal information in the course of operations
- the Company may not be able to successfully expand its operations beyond the Canadian marketplace or into industries other than the restaurant industry
- duration and impact of COVID-19 on our business plans, objectives and expected operating results

We have made certain economic, market and operational assumptions in preparing the forward-looking statements contained in this MD&A. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Important risk factors including, without limitation, competitive, regulatory, economic, financial, operational, technological and other risks could cause actual results or events to differ materially from those expressed in, or implied by, the previously-mentioned forward-looking statements.

We caution readers that the risks described in this MD&A are not the only ones that could affect us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our financial position, financial performance, cash flows, business, or reputation. Except as otherwise indicated by us, forward-looking statements do not reflect the potential impact of any special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after March 30, 2020. The financial impact of these transactions and special items can be complex and depends on facts particular to each of them. We therefore cannot describe the expected impact in a meaningful way, or in the same way we present known risks affecting our business.

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of the operating results and financial condition of Perk Labs Inc. (formerly Glance Technologies Inc.) (the "Company") for the year ended November 30, 2019 should be read in conjunction with the audited consolidated financial statements for the year ended November 30, 2019 which are prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company's common shares trade on the Canadian Securities Exchange ("CSE") under the symbol PERK (formerly GET) and on the OTCQB under the symbol PKLBF (formerly GLNNF) and on the Frankfurt Stock Exchange under the symbol GJT.

The consolidated financial statements include the accounts of Perk Labs Inc. and its three wholly owned subsidiaries: Perk Hero Software Inc. (formerly Glance Pay Inc.); Glance Pay USA Inc.; and Glance Coin Inc.

The Company's office is located at Suite 1755, 555 Burrard Street, Vancouver, British Columbia, V7X 1M9.

The Company's principal business is to enhance the payment process for both consumers and merchants online and in brick-and-mortar environments using proprietary technology that combines mobile technologies and traditional payment processing, originally using *Glance Pay* and subsequently using *Perk Hero*. The Company launched its *Glance Pay* application during August 2016 and plans to officially launch *Perk Hero* during the spring of 2020.

Management is responsible for the preparation and integrity of the consolidated 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 Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board of Director's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating, and internal control matters.

This MD&A is prepared as at March 30, 2020. All dollar figures stated herein are expressed in Canadian dollars unless otherwise noted.

Readers should use the information contained in this report in conjunction with all other disclosure documents including those filed on SEDAR at www.sedar.com.

2019 HIGHLIGHTS

- **Reduced expenditures** by right-sizing the team, moving the head office to a smaller space, significantly reducing rent and decreasing advertising and promotions spend
- **Eliminated non-core products and features** such as *Glance PayMe* to focus on offerings that deliver higher returns
- **Completed market research** that forms the basis to re-build and transform our mobile payments platform from the ground up into a more comprehensive, all-in-one pre-order, mobile payments and customer loyalty platform that appeals to the primary users of mobile payments—Millennials and Gen Z
- **Determined a new revenue model** that includes higher transaction fees and white label offerings for enterprise level retail chains
- **Hired new talent** including Gary Zhang as Chief Technology Officer and appointed Neil Crist to the Advisory Board to assist with sales expansion in the U.S.
- **Research and development** to test and build new platform concepts and technology
- **Nominated FinTech Company of the Year** at the 5th Annual Canadian FinTech & AI Awards

HIGHLIGHTS SUBSEQUENT TO NOVEMBER 30, 2019

- **Entered into an agreement with Alipay,** the world's largest mobile payment platform, with 900 million Alipay users as of June 2019, to enable Alipay users to make payments on the Company's payment platform and the Company will be harmonizing its QR codes to enable Alipay payment at *Perk Hero* merchants. This development will add value to *Perk Hero* merchants, who will be better positioned to benefit from a massive, new base of Alipay users who represent increased foot traffic, spending power and revenue.
- **Started beta testing of the new *Perk Hero* mobile application.** Our new platform features new capabilities: pre-order and pick-up; contactless payment using Apple Pay and Google Pay; a gamified loyalty program; and merchant analytics. *Perk Hero* will replace the Company's original mobile payment solution which was limited in its capabilities and didn't appeal to the main demographic using mobile payments.
- **Hired Christina Baker as the new Head of Sales.** Prior to joining the Company, Christina served as the Regional Vice President, National Accounts, Western Canada at Moneris, Canada's largest financial technology company that specializes in payment processing. While at Moneris, Christina led the Western National sales team to consistently achieve and exceed their annual quotas and the management of a portfolio representing over $23 billion in card processing and over 200 National Accounts in the region.
- **Re-branded the company** with a name, look and feel that resonates more with a younger demographic
- **Completed a non-brokered private placement** for proceeds of $176,495
- **Adopted an RSU Plan** to incentivize employees and foster an ownership mentality while conserving cash
- **The Company named Jonathan Hoyles as permanent CEO**
- Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

***PERK HERO* APP**

Perk Hero is an all-in-one mobile ordering, payment, and customer loyalty platform. It is built on a new and advanced technology stack using an AWS non-relational database and React Native mobile application framework. While it includes some of the best features of *Glance Pay* such as the ability to make quick secure payments by QR Code or paying by photo, it also includes many new advanced features such as:

- Apple Pay integration
- Google Pay integration
- Mobile pre-order
- Powerful, gamified loyalty reward platform allowing users to earn virtual coins as rewards
- All-in-one user and merchant application
- Merchant analytics and dashboard

The *Perk Hero* brand more squarely targets Gen Z and Millennials. Research shows that:

- Gen Z will account for 40% of global consumers in 2020 (McKinsey & Company)
- Millennials are three times more likely to be excited about new mobile apps and features than older users (ComScore)
- More than 2 out of 3 millennials say they're always looking for new apps and wish they could do more with the apps they already have (ComScore)
- 66% of millennial digital media time is using smartphone apps (ComScore)

Perk Hero will launch at a handful of select locations before being more broadly rolled out to the rest of the existing *Glance Pay* network of merchants and users. The *Glance Pay* app will remain available for a period of time so that *Glance Pay* users have time to redeem their in-app rewards before migrating over to *Perk Hero*.

Perk Hero will continue to pursue in-dining restaurants and will expand to new verticals including Quick Serve Restaurants (QSRs), coffee shops, pubs, bars and clubs, hotels, sporting events, concerts and other events, grocery, spas, salons and barber shops, and professional services.

Perk Hero will also offer a '*Perk Hero for Businesses*' white-label enterprise solution to chains that can be branded and customized under their respective names.

The key market drivers for the growth in mobile payments—beyond convenience and ease of use to pay for products from mobile phones—is that they can be easily integrated with card-free loyalty programs, and valuable data can be acquired such as how often customers shop, dine, what they buy, and how they respond to incentives. Merchants can use this data to better market to customers based on their shopping behaviour, patterns and preferences.

Beta testing began on February 27, 2020. Beta testers tested all available features for potential issues and have provided feedback on features that need improvement or change.

On March 5, 2020, the Company announced that an agreement was signed with Alipay to enable Alipay users to make payments on the Company's payment platform and that the Company will be harmonizing its QR codes to enable Alipay payment at *Perk Hero* merchants. In 2013, Alipay overtook PayPal as the world's largest mobile payment platform, with 900 million Alipay users as of June 2019, many of whom are part of a rapidly growing Chinese middle class that enjoys shopping, dining out, and visiting tourist attractions. This translates to millions of Chinese Alipay users visiting Canada and the U.S. each year as tourists, students and migrants. The arrangement with Alipay will add value to our merchants, who will be better positioned to benefit from a massive, new base of Alipay users who represent increased foot traffic, spending power and revenue.

For the Year Ended November 30, 2019

COMPANY OVERVIEW

Perk Labs Inc. (formerly Glance Technologies Inc.), a Vancouver-based technology company, owns and operates *Perk Hero* and *Glance Pay*.

Perk Hero is an all-in-one mobile ordering, payments and loyalty app that enables merchants to provide their customers with digital rewards and a more engaging and convenient customer experience.

Glance Pay is a payment and loyalty platform that allows smartphone users to make payments, access digital receipts, redeem digital deals, and earn rewards. Since launching at the end of 2016, the Company has been building a network of businesses and consumers. The Company will be ending the *Glance Pay* app in the spring of 2020.

Cost and Controls

During the year ended November 30, 2019, management implemented significant changes to better utilize its cash resources. Specifically, the Company reduced costs related to external advisors and restructured its team to focus on research and development related to the *Perk Hero* platform. We will continue to review and prioritize our expenditures to best use our cash resources and we expect cash expenses to be further reduced in the near term.

Fobisuite

Fobisuite has granted Perk Hero a non-exclusive licence to use Fobisuite's technology which allows for the digitization of receipts for data collection and the ability to customize and append receipts with advertisements, deals, and coupons for merchants in the hospitality industry.

Converge Joint Venture

The Company has entered into a joint venture with Kinect Technologies Inc. to form Converge MobiSolutions Inc. and granted it a license to sell the Company's products.

Assets

In addition to our cash resources from previous financings, the Company owns a significant number of shares in companies including The Yield Growth Corp. ("Yield"), Loop Insights Inc. ("Loop") and Euro Asia Pay Holdings Inc. The Company has the option to raise funds through liquidating its shareholdings in these entities when appropriate. Yield and Loop are both publicly listed companies.

Summary

By upgrading our technology stack, focusing our branding on the optimal target demographic and improving capacity for monetization, we feel we have made solid progress. We believe that our new product provides a dramatic improvement over conventional ordering, payment, and loyalty experiences. Based on our experiences in using these new features and the early market feedback, we are confident that products with features such as these will become the dominant form of payment and customer loyalty and we are working hard to ensure *that Perk Hero is* the leading company to deliver this future.

(Expressed in Canadian Dollars)

SELECTED ANNUAL INFORMATION

The Company amended its consolidated financial statements as at and for the year ended November 30, 2018 to reflect the recognition of license revenue, adjustment to the carrying value of marketable securities that are held in escrow, and record an accrual of directors' fees. The effects of the restatement resulted in a decrease in net loss of $14,546, with a corresponding decrease in net assets of $287,764 and decrease in net liabilities of $302,310. Although the restatement had no impact to the consolidated statement of cash flows for the year ended November 30, 2018, and had an immaterial impact on the working capital as at November 30, 2018 and to the net loss for the year ended November 30, 2018, management has retroactively restated the November 30, 2018 financial information to ensure better transparency of its financial information for comparative purposes. These changes directly impacted the fourth quarter operating results for each of the years.

The following table provides selected annual audited financial information that should be read in conjunction with the audited consolidated financial statements and notes:

	November 30 2019	Restated November 30 2018	November 30 2017
Revenue	$ 32,093	$ 2,044,041	$ 1,070,459
Depreciation and amortization	$ 410,811	$ 428,954	$ 253,623
General and administrative expenses	$ 5,434,808	$ 9,043,710	$ 3,562,807
Sales and marketing	$ 1,107,644	$ 3,702,515	$ 3,182,679
Share-based compensation	$ 488,708	$ 1,372,170	$ 3,427,480
Other expenses	$ (669,106)	$ (512,391)	$ (399,693)
Net loss for the year	$ (8,078,984)	$ (13,015,699)	$ (9,755,823)
Total assets	$ 4,730,632	$ 12,468,271	$ 12,973,607
Total liabilities	$ 367,730	$ 503,227	$ 1,353,554
Total shareholders' equity	$ 4,362,902	$ 11,965,044	$ 11,620,053

(Expressed in Canadian Dollars)

For the Year Ended November 30, 2019

SUMMARY OF QUARTERLY REPORTS

	Quarter Ended		Revenue		Net Income (Loss)		Income (Loss) Per Share
Q4/2019	November 30, 2019	$	7,548	$	(2,533,379)	$	(0.02)
Q3/2019	August 31, 2019	$	9,360	$	(3,607,137)	$	(0.03)
Q2/2019	May 31, 2019	$	8,166	$	(6,789,944)	$	(0.05)
Q1/2019	February 28, 2019	$	7,019	$	4,851,476	$	0.04
Q4/2018	November 30, 2018	$	425,067	$	(526,520)	$	(0.01)
Q3/2018	August 31, 2018	$	216,195	$	(3,054,057)	$	(0.02)
Q2/2018	May 31, 2018	$	229,060	$	(4,566,555)	$	(0.03)
Q1/2018	February 28, 2018	$	1,173,719	$	(4,868,567)	$	(0.04)

The Company has amended its consolidated financial statements as at and for the year ended November 30, 2018 to reflect the recognition of license revenue, adjustment to the carrying value of marketable securities that are held in escrow, and recorded an accrual of directors' fees. Accordingly, the Company has reversed these items recognized in 2019. The adjustments have been reflected in the 2019 quarters reported above.

RESULTS OF OPERATIONS

Year Ended November 30, 2019

The Company's comprehensive loss for the year ended November 30, 2019 was $8,078,984 compared to a comprehensive loss of $13,015,699 for the year ended November 30, 2018.

During the year ended November 30, 2019, the Company had revenue of $32,093 compared to revenue of $2,044,041 for the comparative period. Revenues were earned from application, development, and service fees of $32,093 (November 30, 2018 - $294,607); license fees of $Nil (November 30, 2018 – $650,434); marketing and promotion of $Nil (November 30, 2019 - $99,000); and royalty fees of $Nil (November 30, 2018 - $1,000,000).

Depreciation and amortization decreased for the year ended November 30, 2019 to $410,811 (November 30, 2018 - $428,954).

General and administration expenses decreased for the year ended November 30, 2019 to $5,434,808 (November 30, 2018 - $9,043,710) as a direct result of right-sizing the Company to respond to our business needs more efficiently with reduced head office expenses and improved accountability and visibility across teams. Significant reduction in expenditures from this category were investor relations that decreased to $162,421 (November 30, 2018 – $3,050,767) and wages and benefits that decreased to $820,683 (November 30, 2018 - $2,780,422). During the last two quarters of fiscal 2019, current management has focused on reducing costs and concentrating on the core business of the Company.

Sales and marketing decreased for the year ended November 30, 2019 to $1,107,644 (November 30, 2018 - $3,702,515) as a result of tightening expenditures. During the last two quarters of fiscal 2019, management eliminated marketing spending related to *Glance PayMe* and reduced sales and marketing spending related to *Glance Pay* on internet advertising, trade shows, and sales and marketing consultants and employees. These spending reductions were made in conjunction with a determination that changes needed to be made to the Company's product and brand strategy.

At November 30, 2019, the Company had 19 (November 30, 2018 – 50) employees. This number has been further reduced to a current head count of 17.

Share-based compensation decreased for the year ended November 30, 2019 to $488,708 (November 30, 2018 - $1,372,170) with fewer stock options granted and vested during the current year.

Other income and expense items produced net expenses of $669,106 for the year ended November 30, 2019 versus $512,391 for the comparative period: foreign exchange gain of $1,163 (November 30, 2018 - $3,440); gain on modification of license agreements of $Nil (November 30, 2018 - $690,000); gain on sale of property and equipment of $1,674 (November 30, 2018 - $Nil): gain on sale of marketable securities of $1,017,271 (November 30, 2018 - $Nil) as the investments held at November 30, 2018 became shares in public companies in the current year; impairment of intangible assets of $32,111 (November 30, 2018 - $1,419,844); impairment of the private investment in Euro Asia Pay Holdings Inc. of $493,000 (November 30, 2018 - $Nil); interest income of $48,217 (November 30, 2018 - $129,650) reflecting the use of cash to sustain operations; loss of settlement of debt of $29,643 (November 30, 2018 - $Nil); other income of $2,700 (November 30, 2018 - $2,743); proportionate loss from The Yield Growth Corp. of $Nil (November 30, 2018 - $608,904); proxy contest expenses of $Nil (November 30, 2018 - $1,451,712); and unrealized loss of marketable securities of $1,185,377 (November 30, 2018 – a gain of $2,142,236) as the private company investments were in the process of going public by November 30, 2018 resulting in an increase in the fair value of the investments and a reduction in fair value by November 30, 2019 as the market price of the marketable securities declined.

Three Months Ended November 30, 2019

The Company's comprehensive loss for the three months ended November 30, 2019 was $2,533,379 compared to a comprehensive loss of $526,520 for the three months ended November 30, 2018.

During the three months ended November 30, 2019, the Company had revenue of $7,548 compared to revenue of $425,067 for the comparative period. Revenues were earned from application, development, and service fees of $7,548 (November 30, 2018 - $17,257); and license fees of $Nil (November 30, 2018 – $407,810).

Depreciation and amortization decreased for the three months ended November 30, 2019 to $127,049 (November 30, 2018 - $127,307).

General and administration expenses decreased for the three months ended November 30, 2019 to $1,247,235 (November 30, 2018 - $1,668,702) as a direct result of right-sizing the Company to respond to our business needs more efficiently with reduced head office expenses and improved accountability and visibility across teams. These costs included severance payments in connection with the right-sizing of the Company.

Sales and marketing decreased for the three months ended November 30, 2019 to $43,033 (November 30, 2018 - $487,136) as a result of tightening expenditures.

Share-based compensation decreased for the three months ended November 30, 2019 to $44,166 (November 30, 2018 - $115,128) with fewer stock options granted and vested during the current three month period.

Other income and expense items produced net expenses of $1,165,521 for the three months ended November 30, 2019 versus a gain of $1,446,686 for the comparative period: foreign exchange gain of $1,988 (November 30, 2018 - $1,277); gain on modification of license agreements of $Nil (November 30, 2018 - $690,000); gain on sale of property and equipment of $320 (November 30, 2018 - $Nil): gain on sale of marketable securities of $916,335 (November 30, 2018 - $Nil) as the investments held at November 30, 2018 became shares in public companies in the current year; impairment of intangible assets of $32,111 (November 30, 2018 - $1,419,844); impairment of the private investment in Euro Asia Pay Holdings Inc. of $493,000 (November 30, 2018 - $Nil); interest income of $6,727 (November 30, 2018 - $25,791) reflecting the use of cash to sustain operations; loss of settlement of debt of $29,643 (November 30, 2018 - $Nil); other income of $177 (November 30, 2018 - $Nil); proportionate gain from The Yield Growth Corp. of $Nil (November 30, 2018 - $7,226); and unrealized loss of marketable securities of $1,535,960 (November 30, 2018 – a gain of $2,142,236) as the private company investments were in the process of going public by November 30, 2018 resulting in an increase in fair value and a reduction in fair value by November 30, 2019.

NON-IFRS EARNINGS MEASURE

The Company has reported "Adjusted EBITDA" as we believe that the disclosure of Adjusted EBITDA allows investors to evaluate the operational and financial performance of the Company's ongoing business, using the same evaluation that Management uses, and is therefore a useful indicator of the Company's performance or expected performance of recurring operations. "Adjusted EBITDA" is calculated based on EBITDA, or earnings before interest, income taxes, depreciation and amortization, and further adjusted to exclude asset impairment charges, share-based compensation, realized and unrealized gains and losses on assets, foreign exchange gains and losses and items of an unusual nature that do not reflect our ongoing operations. EBITDA and Adjusted EBITDA are commonly reported and widely used by investors and lenders as an indicator of a company's operating performance and ability to incur and service debt and as a valuation metric. EBITDA and Adjusted EBITDA do not have any standardized meaning prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies and should not be considered as an alternative to measures of performance prepared in accordance with IFRS.

(Expressed in Canadian Dollars)

		November 30 2019		November 30 2018
Net and comprehensive loss for the year	**$**	**(8,078,984)**	$	(13,015,699)
Add back				
Depreciation and amortization		**410,811**		428,954
EBITDA from continuing operations		**(7,668,173)**		(12,586,745)
Non-recurring and non-cash items				
Foreign exchange gain		**(1,163)**		(3,440)
Gain on sale of marketable securities		**(1,017,271)**		-
Gain on sale of property and equipment		**(1,674)**		-
Impairment of intangible assets		**32,111**		1,419,844
Impairment of investment		**493,000**		-
Proportionate loss from associate		**-**		608,904
Proxy contest expenses		**-**		1,451,712
Share-based compensation		**488,708**		1,372,170
Unrealized gain (loss) on marketable securities		**1,185,377**		(2,142,236)
Adjusted EBITDA	**$**	**(6,489,085)**	$	(9,879,791)

LIQUIDITY

Assets

Total assets decreased by 62% from $12,468,271 at November 30, 2018 to $4,730,632.

Cash at November 30, 2019 of $1,918,626 (November 30, 2018 - $5,646,214) comprises 41% (November 30, 2018 – 45%) of total assets.

Marketable securities have been split into current and non-current. This reflects The Yield Growth Corp. initial public offering in December 2018 and that the Company was able to sell shares pursuant to a restricted share sale agreement. The fair value of the Company's investment in The Yield Growth Corp. totals $2,444,483 (November 30, 2018 - $3,582,236). The Company also has marketable securities in Loop Insights Inc. with a fair value of $148,832 (November 30, 2018 - $250,000). As a result of these two investments becoming public companies during the year ended November 30, 2019, marketable securities have increased 100%.

The amounts receivables decreased 91% to $20,839 (November 30, 2018 - $226,439) during the year ended November 30, 2019 as amounts owed from customers were paid during the year. Customer receivables are $2,306 (November 30, 2018 – $65,116). The GST receivable of $18,117 (November 30, 2018 – $64,643) is due from the Canada Revenue Agency. There are other amounts receivable of $416 (November 30, 2018 – $96,680).

(Expressed in Canadian Dollars)

The prepaid expenses decreased 96% to $64,245 (November 30, 2018 - $1,690,042) as the Company completed its $1,500,000 agreement with Fobisuite Technologies Inc. from the prior year. Pursuant to the long form agreement, the Company was granted a non-exclusive license to use technology allowing for the digitization of receipts for data-collection and the ability to customize and append receipts with advertisements, deals and coupons for merchants in the hospitality industry. Included in prepaid expenses is $26,529 (November 30, 2018 - $107,491) which represents deposits on office premises rental and $37,716 (November 30, 2018 - $82,551) for other prepayments.

Liabilities

Total liabilities decreased by 27% from $503,227 at November 30, 2018 to $367,730 at November 30, 2019.

The accounts payable and accrued liabilities comprise 100% of the total liabilities. Accounts payable are $84,773 (November 30, 2018 - $172,234). Accrued liabilities are $151,519 (November 30, 2018 – $139,988). Accrued payroll liabilities are $39,969 (November 30, 2018 - $ 82,298). There are payments due to officers, directors and other related parties of $91,469 (November 30, 2018 - $108,707) for various consulting, marketing and management costs, as well as expense reimbursements.

At November 30, 2019, the Company's working capital was $3,346,510 (November 30, 2018 - $7,059,468).

OPERATING LEASE COMMITMENTS

On November 28, 2017, the Company entered into an agreement to sublease their premises located on the 4th Floor at 200 Granville Street, Vancouver, British Columbia, V6C 1S4. The term of the lease commenced on March 1, 2018 and expired on September 29, 2019. The sub-landlord was compensated with a monthly fee of $52,079 (plus applicable taxes).

On July 15, 2019, the Company entered into an agreement to sublease their premises located on the 17th floor at 555 Burrard Street, Vancouver, British Columbia, V7X 1M9. The term of the lease commenced on September 1, 2019 and expires on May 30, 2020. The sub-landlord is to be compensated with a monthly fee of $12,633 (plus applicable taxes).

On February 24, 2020, the Company signed a lease for its current office premises to begin on June 1, 2020 for three years. It is a triple net lease with the base rent $9,485 per month in Year 1; $9,716 per month in Year 2; and $9,947 per month in Year 3.

Year Ended	Amount
2020	$ 135,200
2021	135,200
2022	135,200
2023	13,867
	$ 419,467

(Expressed in Canadian Dollars)

PROPOSED TRANSACTIONS

There are no proposed asset or business acquisitions or dispositions, other than those in the ordinary course of business as disclosed herein, before the Board of Directors for consideration.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. Compensation provided to key management personnel is as follows:

		November 30 2019		November 30 2018
Director fees	**$**	**280,000**	$	140,000
Remuneration and fees		**842,113**		824,645
Share-based compensation		**307,307**		453,408
	$	**1,429,420**	$	1,418,053

At November 30, 2019, the Company owed $91,469 (November 30, 2018 - $86,327) to officers and directors which is included in accounts payable and accrued liabilities.

Amounts due to or from related parties are unsecured, do not bear interest, and are classified as a current asset or liability due to their nature and expected time of repayment.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (BC) ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial assets and liabilities that are measured at fair value on a recurring basis

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether the price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Under IFRS 13, Fair Value Measurement establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

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

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist.

Marketable securities and investments are carried at fair value, calculated in accordance with Level 1 for marketable securities and Level 2 for financial instruments where the Black-Scholes Pricing Model has been used to determine fair value.

The Company's cash, amounts receivable, and accounts payable and accrued liabilities, all approximate their fair values due the short-term nature of the financial instrument, or the market rates of interest attached thereto.

Market risk

Market risk is the risk of loss that the fair value of future cash flows of a financial instrument held by the Company will fluctuate because of changes in market prices. The Company faces market risk from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to fair value interest rate risk.

Current financial assets and financial liabilities are generally not exposed to significant cash flow interest rate risk because of their short-term nature, fixed interest rates, and maturity. The Company is not exposed to cash flow interest rate risk on cash balances as the rate of interest is currently very low.

The Company may be exposed to fair value interest rate risk if the prevailing market rates increase or decrease compared to the interest rates associated with its financial assets. Management does not believe this risk is significant.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in a foreign currency.

At November 30, 2019, the Company is exposed to foreign currency risk with respect to its US denominated bank account. A 10% change in foreign exchange rates is not expected to have a material impact on the consolidated financial statements.

At November 30, 2019, financial instruments were converted at a rate of $1 US dollar to $1.3289 Canadian.

The Company has not entered into any foreign currency contracts to mitigate foreign currency risk.

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. Financial instruments that potentially subject the Company to credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. For amounts receivable, the Company limits its exposure to credit risk by dealing with what management believes to be financially sound counter parties. At November 30, 2019, all amounts receivable are current.

The Company's financial assets are not subject to material credit risk as it does not anticipate significant loss for non-performance.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments, or the proposed transaction. The Company manages liquidity risk by maintaining adequate cash balances when possible.

The Company's expected source of cash flow in the upcoming year will be through sales and debt or equity financing. Cash on hand at November 30, 2019 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational and expansion needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through a suitable debt and equity balance appropriate for an entity of the Company's size and status. The Company's overall strategy remains unchanged from last year.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, reserves, and deficit. The availability of new capital will depend on many factors including positive stock market conditions, the Company's track record, and the experience of management. The Company is not subject to any external covenants on its capital and there was no material change from the prior year.

Price risk

Price risk is the risk that the fair value of investments will decline below the cost of the underlying investments. The Company's marketable securities is exposed to price risk.

COVID-19

The Company's business could be adversely affected by the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", which has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods. This COVID-19 outbreak may also cause staff shortages, reduced customer traffic and increased government regulation, all of which may negatively impact the business, financial condition and results of operations of the Company.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities, income, and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Significant areas requiring the use of estimates include revenue recognition, the collectability of amounts receivable, the useful lives and carrying values of property and equipment and intangible assets, the carrying value of marketable securities and investments, the measurement of share-based compensation, and unrecognized deferred income tax assets.

Judgments made by management in the application of IFRS that have significant effect on the consolidated financial statements include the factors that are used in determining the fair value of share-based compensation, the discount rates applied on marketable securities held in escrow, and the application of the going concern assumption which requires management to take into account all available information about the future, at least but not limited to twelve months from the year end of the reporting period.

(Expressed in Canadian Dollars)

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

IFRS 16 *Leases*

In January 2016, the IASB issued IFRS 16 *Leases* ("IFRS 16") and brings most leases onto the statement of financial position for lessees under a single model, eliminating the distinction between operating and finance leases. Under IFRS 16, a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is treated similarly to other non-financial assets and depreciated accordingly, and the liability accrues interest. The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease or an entity's incremental borrowing rate if the implicit rate cannot be readily determined. Lessees are permitted to make an election for leases with a term of 12 months or less, or where the underlying asset is of low value, and not recognize lease assets and lease liabilities. The expense associated with these leases can be recognized on a straight-line basis over the lease term or on another systematic basis.

IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019 and a lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. The Company implemented IFRS 16 for the year beginning December 1, 2019 using the election for short-term leases for their existing office premises lease which had a nine-month term at inception. As such, there was no impact on the consolidated statement of financial position at the date of initial application. This new standard will subsequently impact the consolidated statement of financial position by adding a lease liability and a right-of-use asset for its office premises.

CAPITAL RESOURCES

Common Shares

	Issued Number		Amount
Balance, November 30, 2018	136,737,783	$	32,899,790
Shares issued for debt	80,000		4,000
Balance, November 30, 2019	136,817,783		32,903,790
Shares issud for cash	3,836,845		176,495
Shares issued for debt	422,580		58,625
Stock options exercised	107,500		16,438
Balance, March 30, 2020	**141,184,708**	**$**	**33,155,348**

(Expressed in Canadian Dollars)

For the Year Ended November 30, 2019

Warrants

	Number of Warrants		Weighted Average Exercise Price
Balance, November 30, 2018	6,281,687	$	2.81
Expired	(6,274,190)	$	2.81
Balance, November 30, 2019	7,497	$	0.33
Expired	(7,497)	$	0.33
Issued	3,836,845	$	0.08
Balance, March 30, 2020	**3,836,845**	**$**	**0.08**

Expiry Date	Remaining Life (Years)	Number of Warrants		Exercise Price
January 31, 2022	1.67	3,836,845	$	0.08

Stock Options

	Number of Options		Weighted Average Exercise Price
Balance, November 30, 2018	8,540,250	$	0.85
Granted	5,350,000	$	0.16
Cancelled	(5,011,750)	$	0.79
Balance, November 30, 2019	8,878,500	$	0.23
Exercised	(107,500)	$	0.15
Granted	160,000	$	0.13
Cancelled	(610,000)	$	0.23
Balance, March 30, 2020	**8,321,000**	**$**	**0.23**

(Expressed in Canadian Dollars)

Date of Grant	Expiry Date	Remaining Life (Years)	Number of Options Vested	Number of Options Outstanding	Exercise Price
September 17, 2019	September 17, 2024	4.44	25,000	100,000	$ 0.10
October 1, 2019	October 1, 2024	4.51	18,750	150,000	$ 0.10
October 28, 2019	October 28, 2024	4.58	-	350,000	$ 0.10
January 31, 2020	January 31, 2025	4.84	-	100,000	$ 0.10
June 25, 2019,	June 25, 2024	4.24	262,500	400,000	$ 0.11
May 8, 2019	May 8, 2024	4.11	25,000	200,000	$ 0.14
May 3, 2019	May 3, 2021	1.09	50,000	100,000	$ 0.15
May 12, 2016	May 12, 2021	1.12	75,000	75,000	$ 0.15
June 15, 2016	June 15, 2021	1.21	50,000	50,000	$ 0.15
September 6, 2016	September 6, 2021	1.44	25,000	25,000	$ 0.15
May 3, 2019	May 3, 2024	3.09	555,000	1,205,000	$ 0.15
May 22, 2019	May 22, 2024	4.15	-	100,000	$ 0.15
April 23, 2019	April 23, 2024	3.84	2,896,000	4,456,000	$ 0.16
December 17, 2018	December 17, 2023	3.72	25,000	100,000	$ 0.18
March 3, 2020	March 3, 2025	4.93	10,000	60,000	$ 0.18
January 22, 2018	January 22, 2023	2.82	500,000	500,000	$ 1.46
			4,517,250	7,971,000	$ 0.23

Restricted Share Units

	Number of Units
Balance, November 30, 2018	-
Granted	1,126,000
Balance, November 30, 2019	1,126,000
Granted	2,210,960
Cancelled	(50,000)
Balance, March 30, 2020	**3,286,960**

Date of Grant	Expiry Date	Remaining Life (Years)	RSUs Vested	RSUs Outstanding
November 29, 2019	November 29, 2022	2.67	-	1,076,000
December 19, 2019	December 19, 2022	2.72	-	1,171,404
January 9, 2020	January 9, 2023	2.78	-	661,539
January 30, 2020	January 30, 2023	2.84	-	210,923
March 3, 2020	March 3, 2023	2.92	-	167,094
			-	3,286,960

OFFICERS AND DIRECTORS

Jonathan Hoyles	President, Chief Executive Officer, Director
Kirk Herrington	Independent Director
James Topham	Independent Director
Steve Cadigan	Independent Director
Larry Timlick	Independent Director
Tracey St. Denis	Chief Financial Officer
Gary Zhang	Chief Technology Officer

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.