nDatalyze Corp.

Management Discussion and Analysis

For the three months ended May 31, 2023

This management's discussion and analysis ("**MD&A**") of **nDatalyze Corp.** (the "Company" or the "Corporation" or "nDatalyze" or "NDAT") contains an analysis of the Company's operational and financial results for the three months ended May 31, 2023. This MD&A has been prepared by management as of July 24, 2023 and has been approved by the Company's Board of Directors. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended February 28, 2023 and the Company's unaudited interim condensed consolidated financial statements for the three months ended May 31, 2023 which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Additional information about nDatalyze is available on the Company's website (www.ndatalyze.com)

The Company's first public trading date was October 24, 2019, listed on the Canadian Securities Exchange (CSE:NDAT) (OTC:NDATF). The consolidated financial statements include the accounts of nDatalyze Corp. and its wholly-owned subsidiary, 2273670 Alberta Ltd.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. The Company's most recent filings are available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the internet at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation concerning the business, operations and financial performance and condition of the Company. Statements containing forward-looking information include, but are not limited to, statements with respect to anticipated developments in the Company's operations in future periods; planned activities; the adequacy of the Company's financial resources and other events or conditions that may occur in the future; the ability of the Company to create value for its shareholders; the ability of the Company to meet expected financing requirements. Generally, statements containing forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". Statements containing forward-looking information are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such statements, including but not limited to risks related to: current global financial conditions; the need for additional financing and its availability on acceptable terms; the speculative nature of the cannabis industry; the ability to satisfy the financial needs required to maintain the Company's status as a going concern; the early stage of the Company's operations; the Company's need to rely on technical experts, which may not be available; future dilution to existing shareholders; certain uninsured or uninsurable risks; adverse effects on share prices from factors beyond the Company's control; as well as other factors discussed herein. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those expected in statements containing forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information that is included herein, except in accordance with applicable securities laws.

The Business

nDatalyze Corp. generates technology-based solutions. It's machine-learning processed, online consumer mental health application known as "YMI" is based on the Corporation's proprietary Reference Database consisting of >1200 biometric records complete with associated electroencephalogram ("EEG") data. Created by doctors, psychotherapists, data scientists and other experts, YMI was designed to address one of the biggest problems currently facing the mental health system: Access to clinical resources. The predictive survey generates a population normal baseline and uses supervised artificial intelligence to generate insights on the degree of how individuals' genetic expressions, childhood and life experiences affect their mental wellbeing. It then provides resources to connect with qualified experts for treatment. A Clinical Study process has begun in collaboration with Mitacs who, for over 20 years, has assisted organizations in reaching their goals, has funded cutting-edge innovation, and has created job opportunities for students and postdocs. The Clinical Study is believed to be required in advance of adoption of YMI by healthcare systems and other commercial users.

CO2 and Alcohol Extractors (MedXtractor division)

With installations worldwide, its MedXtractor division manufactures and sells small-scale pressurized gas and alcohol extractors that are used to extract compounds from a variety of botanical biomasses. The Company's technologies are 100% owned by the Company and there are no royalties or payments of any kind payable to any party anywhere in the world. We have experienced reduced customer inquiries and demand, supply chain disruptions, and increased government regulations, all of which have negatively impacted the Company's business and tempered our sales growth curve.

US Federal Legalization - with greater than 50% of our extractor sales being to the U.S., the lack of US Federal legalization for cannabis-related operations causes significant obstacles for our Company. These obstacles include border delays, lack of credit/debit card acceptance, and lack of ability to use any cannabis-related keywords on the major online marketing platforms. The combined result is a significant reduction in sales and we do not expect a pickup in sales until these obstacles are removed by US Federal legalization.

The Company's presssurized gas-relatd knowledge base is expected to have application in new Business Initiative as set out below.

Corporate Developments, Business Initiative

On July 19, 2023 the Company (NDAT) entered a Non-Binding Letter of Intent (LOI) with Empire Hydrogen Energy Systems

Empire is a recipient of the Vancouver Island, Business Excellence "Green Business of the Year". This award recognizes Empire Hydrogen's contribution to reducing greenhouse gasses, smog causing diesel particulates and NOx. Empire Hydrogen's Fuel Enhancement System can be installed on any large diesel truck, bus or generator. Advanced electronics produce hydrogen and oxygen gasses from distilled water through electrolysis. When introduced to the air intake the mixture results in less fuel consumption, less greenhouse gas, dramatically less smog produced diesel particulates and NOx, more power, cleaner pistons and cleaner exhaust. Empire holds a number of patents and patents-pending on key technologies. Empire has more than 200 units installed over a variety of applications, including long haul trucks, marine drives and diesel generators. Empire's website is at https://empirehydrogen.com/

The LOI contemplates a combination of NDAT and Empire subject to numerous terms and conditions including:

a) a 30 day due-diligence period ("Period") that anticipates a definitive combination agreement and during which Period neither party will conduct any financings or other activities that would result in a change of control of either party;

b) NDAT will provide $1,000,000 at closing. NDAT currently has approximately $600,000 in cash and it is expected that a small financing will be required prior to closing. Terms and conditions of such financing will be determined during the Period;

c) NDAT will spinout its mental health operations to a private company owned by those NDAT shareholders who are NDAT shareholders immediately prior to closing. This would include those shareholders who participate in the financing referred to in clause b) above. Post-spinout, NDAT shareholders will hold the same percentage ownership as they held in NDAT immediately before the spinout;

d) NDAT's CO2-related operations will stay with the combined entity due to certain patent and trade secrets being applicable to pressurized hydrogen-related developments;

e) pre-combination NDAT shareholders are expected to hold approximately 30% of the post-combination entity and 100% of NDATs mental health operations;

f) current NDAT Directors will control the Board of Directors of the combined entity;

g) certain low cost-base shares may be subject to voluntary pooling and voting requirements;

h) both Empire and NDAT shareholder approvals are expected to be required.

All of the above is subject to change during the Period and there is no guarantee that a definitive combination agreement will be reached. While NDAT management believes that there is no change of control and no change of business, any combination will be subject to Regulatory approval.

Operating Performance and Outlook

For the three months ended May 31, 2023, the Company had a net loss of $46,462 (three months ended May 31, 2022 net loss $265,966) and cash flows used by operating activities of $67,204 (three months ended May 31, 2022 cash flows used in operating activities - $335,6333).

Results of Operations

The following table sets forth detailed financial information of the Company.

	May 31, 2023	May 31, 2022
Revenues		
Sales	13,540	62,725
Cost of Sales	6,549	32,737
Gross margin	**6,991**	**29,988**
Expenses		
Depreciation and amortization	475	552
Advertising and promotion	16,127	42,882
Warranty	83	538
Interest and bank charges	(124)	729
Contractors	6,667	15,250
Legal audit, and professional	5,888	17,726
Travel, meals and entertainment	1,453	1,805
Research and development	19,439	123,619
Insurance	2,000	1,796
Investor relations	2,361	82,505
Office expenses	665	6,050
Accounting	2,000	1,800
Rent	2,100	2,100
Utilities	319	319
Total expenses	**59,453**	**297,671**
Other Income		
Gain/(loss) on foreign exchange	374	0
Interest Income	5,626	1,717
Total other income (expense)	6,000	1,717
Net operating loss and comprehensive loss	**(46,462)**	**(265,966)**

Quarter ended May 31, 2023 revenue decline of 78% versus 2022 was experienced as the result of reduced advertising and no US Federal cannabis legalization which is expected to continue to dampen revenues going forward.

Research and development - 2022 research and development costs were considerably higher, largely costs associated with development of the Reference Database. The Company reported >1,250 fully-completed reference records. The Company's mental health guidance grid known as a Contextualizer is designed to be used in combination with associated EEG data to predict probabilities for seven underlying mental health conditions.

Advertising and promotion – includes costs for website development, development of YMI consumer advertising programs, digital and print advertising and promotion.

Investor relations – During 2022 the Company increased efforts to increase potential investor awareness and the Company achieved a US OTCQB quotation in order to facilitate trading in our shares by US investors. The Company has subsequently discontinued investor relations third party services.

Summary of Quarterly Results

	May 31, 2023	**Feb. 28, 2023**	**Nov. 30, 2022**	**Aug 31, 2022**	**May 31, 2022**	**Feb. 28, 2022**	**Nov. 30, 2021**
	$	$	$	$	$	$	$
Revenue	13,540	36,686	37,510	34,294	62,725	68,475	99,495
Cost of Sales	6,549	14,329	57,825	21,480	32,737	30,060	43,699
Gross Profit	6,991	22,357	(20,315)	12,814	29,988	38,415	55,796
Expenses (cash)	58,978	523,192	211,186	261,088	296,755	1,006,049	98,223
Expenses (non-cash)	475	475	598	671	463	717	415
Other income	6,000	5,496	6,022	4,246	1,717	1,195	1,137
Loss	(46,462)	(495,814)	(226,077)	(244,699)	(265,966)	(967,156)	(41,705)
Net loss per share	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.03)	(0.00)
Total assets	778,403	862,007	1,081,010	1,304,303	1,571,525	1,710,721	2,365,579
Total long term liabilities	-	-	-	-	-	-	-
Cash dividend per share	-	-	-	-	-	-	-
Shares outstanding	38,712,425	38,712,425	38,712,425	38,712,425	38,712,425	37,921,425	36,921,425

Liquidity and Capital Resources

At May 31, 2023, the company had working capital of $502,562 (February 28, 2023 - $550,723) including cash of $673,362.

The Company's objective when managing capital is to maintain the confidence of shareholders and investors in the implementation of its business plans by maintaining sufficient levels of liquidity to fund and support its development as well as other corporate activities. The Company's capital historically has been derived from the issuance of equity. Management monitors its financial position on an ongoing basis.

Financial statements have been prepared on a going concern basis which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is authorized to issue an unlimited number of common shares without par value.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies

None

Financial Instruments

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, and accounts payable and accruals. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments.

Other MD&A Requirements

Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares without par value.
Equity instruments issued and outstanding:

	July 24, 2023	May 31, 2023	February 28, 2023
Common shares	38,712,425	38,712,425	38,712,425
Warrants and Finders Warrants	-	-	571,380
Stock Options	500,000	500,000	3,150,000
Fully Diluted	39,212,425	39,212,425	42,433,805

Proposed Transactions

See earlier discussion of non-binding LOI.

Subsequent Events

See earlier discussion of non-binding LOI.

The Company has terminated its service agreement with a significant vendor and disputed $217,739 in unpaid invoices which was included in accounts payables and accruals as at February 28, 2023 and May 31, 2023. The final outcome of this dispute has not yet been determined. The Company will record the outcome of the dispute in the period in which it occurs.

Risk Factors

Industry Risks

The development of the YMI mental health diagnostic tool and Company's Reference Database is relatively recent corporate initiative and while in its early development stage has yet to achieve revenues and commercial application. The Reference Database represents for the Company new biomedical research, data collection and analysis. Commercialization of such biomedical research has its inherent risk factors. There can be no assurance that YMI will generate future revenues and Company profits.

Our success may be dependent on foreign markets

Foreign and ancillary markets are expected to generate the majority of our revenues Neither foreign nor ancillary markets provide a guarantee of revenue.

The Company's Risks

We have a limited history of operations and unless we are able to successfully execute our business plan, our business and operating results will suffer resulting in the complete failure of our business

Our operations are subject to all of the risks inherent in the establishment of a new business. The likelihood of our success must be considered in light of the risks, problems, expenses and delays frequently encountered in connection with the formation of a new business in general, as well as the highly competitive environment in which the business is operating. To address these risks, we must, among other things, continue to respond to competitive developments, product failure causing personal injury and property damage, attract, retain and motivate qualified personnel, commercialize products, and implement and successfully execute our marketing strategy and advertising sales strategy. There can be no assurance that we will be successful in addressing such risks.

We will incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could harm our operating results

As a public company, we incur significant additional legal, accounting and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements. We expect these rules and regulations to substantially increase our legal and financial compliance costs and to make some activities more time-consuming and costly.

We are currently dependent on our officers and directors for our success and our future operations may require that we can attract and retain qualified employees, which we may not be able to do

Our current operations are managed by our officers and directors, should our officers and directors resign, we would have no personnel to undertake the operations of the Company and therefore the Company would be adversely affected. We have no key-person insurance policy for our President or any other Officers and/or Directors and at this time we have no intention of acquiring same. Our future operations may depend, in part, on our ability to attract, employ and retain additional qualified employees. No assurance can be given that we will be able to attract or retain such personnel, if required.

We will rely on consultants and employees and if we are unable to retain these or other similarly qualified individuals, we may not be able to carry out our business operations

We expect to be dependent upon contract service providers and loss of their services could adversely affect our business and our ability to maintain our operations or develop new products. We have not entered into any employment or non-competition agreements with any individuals and do not plan to in the future. Our success will depend on our ability to attract and retain qualified personnel. If we cannot attract and retain the necessary individuals our operating results will suffer.

Insufficient Capital

The Company currently has revenue producing operations but may, from time to time, report a working capital deficit. To maintain its activities, the Company may require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing; failure to do so could result in failure of the Company and total loss of your investment.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since in Company and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares and there is no assurance that any such funds will be available on terms acceptable to the Company, or at all. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Foreign Currency Risk

Foreign currency fluctuations may affect the cash flow which the Company may realize from its operations, since most of its product sales are expected to occur in US dollars whereas the Company's costs are incurred primarily in Canadian dollars.

Conflicts of Interest

Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA. To the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a director or officer of the Company except as otherwise disclosed herein.

Insurance

Directors and Officers (D&O) liability insurance policy expired in April 2022 and the Company currently has no D&O insurance.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at www.ndatalyze.com.

Corporate Information

BOARD OF DIRECTORS:
James Durward
G. Steven Price (1)
Dusan Kuzma (1)
Gordon Crawford (1)

1) Member of Audit Committee

OFFICERS:

James Durward	-	President, Chief Executive Officer, Corporate Secretary
Dwayne A. Vinck	-	Chief Financial Officer

STOCK EXCHANGE LISTING:
CSE:NDAT
OTC:NDATF

AUDITORS:
KMSS LLP
Calgary, Alberta

LEGAL COUNSEL:
Heighington Law
Calgary, Alberta

REGISTRAR AND TRANSFER AGENT:
Odyssey Trust Company,
Calgary, Alberta