LYNX GLOBAL DIGITAL FINANCE CORPORATION

(formerly CannaOne Technologies Inc.)
Management Discussion and Analysis
For the quarter ended October 31, 2021
Prepared as of December 30, 2021

BACKGROUND

This discussion and analysis of financial position and results of operations is prepared as at December 30, 2021 and should be read in conjunction with the audited financial statements for the year ended October 31, 2020 and the interim condensed consolidated unaudited financial statements of Lynx Global Digital Finance Corporation (formerly CannaOne Technologies Inc.) ("Lynx" or the "Company"). The audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company's trading symbol on the Canadian Securities Exchange is "LYNX". The content of this MD&A has been approved by the board of directors of the Company (the "Board" or "Board of Directors"), on the recommendation of its Audit Committee.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) the uncertainty as to on-going product development or future new technologies, (3) the uncertainty as to regulatory conditions and developments in the target industry sectors, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, and (7) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements set out in this MD&A and, subject to applicable securities laws, does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. The forward-looking statements contained herein are expressly qualified by this cautionary statement

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Corporate Overview

The Company was incorporated on October 19, 2016 under the Business Corporations Act (British Columbia) to engage in the business of developing and marketing a software technology platform initially for use by the cannabis industry. The head office of the Company is located at Suite 303 – 595 Howe Street, Vancouver, British Columbia V6C 2T5. The registered and records office of the Company is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

In 2021 Lynx Global Digital Finance Corporation ("Lynx" or "the Company") focused its corporate strategy to become an integrated digital payment provider initially focused on the fast-growing markets of the Asia Pacific region. Recent global conditions have created a need for these cash-based economies to digitize their payments and financial services quickly in order to participate in both the digital economy and virtual economies that are rapidly becoming the norm across the world. The Company feels that there are several unique characteristics in these markets that will drive the digitization of financial services in these markets creating an opportunity for Lynx. These include a high mobile smartphone penetration rate (approximately 70%) with roughly the same number of people who are unbanked or underbanked. With a population of over 650 million the economies of Southeast Asia are now seen as having a large consumer market opportunity for global e-commerce and financial technology companies. However, the financial services market in these countries are very fragmented with varying regulatory environments and few regional interconnections.

This is the market opportunity that Lynx is addressing. By working with selected banking and/or licensed EMI (electronic money issuers) partners, the Company will be able to offer a digital payment platform with a full suite of payment solutions, which may include merchant acquiring solutions; card issuing; remittance and forex; and custodial digital asset services, including digital wallet services. The Company seeks organic growth while investigating potential strategic acquisitions that may contribute critical technology applications, additional services, and revenue streams that can complement or enhance existing offerings and potentially increase or expedite the path to future profitability. While Lynx believes that significant near-term opportunities exist for the Company's strategic initiatives, there can be no assurance that goals and objectives will be reached or that any such underlying efforts or agreements will provide successful or positive outcomes should they be implemented.

The Company is building a digital payment infrastructure that will serve as the bridge between global digital and financial businesses and the local businesses creating a financial payments infrastructure that will provide financial connectivity to the 70 percent of the Southeast Asia-Pacific population that does not have access to bank accounts and other financial services. This infrastructure will be a Comprehensive suite of APIs allowing FinTech companies to easily provide Card Issuing, Merchant Acquiring, Deposit Accounts, Remittance and Digital Asset Management. The Lynx platform provides a white label solution that reduces the barriers to entry and bridges the gaps in the fragmented Southeast Asia Pacific market

Growth Strategy

The Company's growth plan for the 2021 and 2022 has been to:

- Invest and acquire financial licensed operations and assets in Asia Pacific to establish a strong regional base of operations.
- Organize the operations and assets into a regional service platform
- Build and launch a complete digital payment infrastructure that offers a full suite of payment and financial services that enables any business anywhere easy access to our ecosystem countries.

Operations

The company currently has offices and operations in the Philippines, Singapore and Australia. During the period from February 2021 to October 2021 the Company completed five investments and acquisition in businesses in these markets that provide Lynx with a footprint across the region and providing the Company with a portfolio of banking, electronic money issuer, remittance and cryptocurrency licenses in the region.

The core investment and asset to the Lynx Digital Payment Infrastructure is Binangonan Rural Bank (BRB) in the Philippines. BRB is a licensed rural bank in the Philippines with an Electronic Money Issuer license (EMI). The EMI license authorises BRB to deliver e-wallet services through their mobile apps. The accreditation allows the companies to convert consumers' cash into electronic money which they can use to transact online to pay bills, remit money, purchase mobile load, and shop for products and services in partner merchant stores. By owning a bank in the Philippines Lynx is able to offer its global and local customers with a fully vertically integrated payment infrastructure.

Products, Services and Revenue

In the quarter ending October 31 the Company began the assessment of its operations, developing its products and services and adding key partnerships. In August BRB entered into a partnership with Union Pay, a Philippine card issuer which, according to Nilson, is the leader in card purchase transactions in Asia Pacific. With this partnership BRB will be able to offer any business the ability to issue their own branded Union Pay cards that can be used for bill payment, payroll accounts, loyalty programs, etc.

The Company is also completing its Point of Sale terminal service that will initially be used for cash in and cash out transactions for remittance shops and other points of presence and then continuing with its payment gateway partner with global payment processing. All of these services are expected to be launched commencing in the first quarter of 2022.

The Company will earn revenue on transaction fee for all of the payment transactions that are generated using its products and services, these will include transaction fees on cash in/cash out and remittance services, fees as a percentage of transaction value for merchant acquiring transactions, interchange and transaction fees on cards issued, and fees as a percentage of value for digital currency to fiat pay in and payout transactions.

SUMMARY OF QUARTERLY RESULTS

Change of Year-End

In order to better align its reporting periods with those of its subsidiaries, the British Columbia Securities Commission has approved Lynx's application to change its fiscal year end to December 31, 2021.
For the 2021 fiscal year, ending December 31, 2021, Lynx will report for a fourteen (14) month period. This current quarterly report is for the three and twelve months ended October 31, 2021.

The following is selected financial information from the Company's fiscal quarters ended:

	Qtr. Ended October 31, 2021	**Qtr. Ended October 31, 2020**
Total Revenues	-	-
Loss from Operations and Comprehensive Loss	(4,895,163)	(156,544)
Total Net Income (Loss) Per Share	(0.05)	(0.01)

	3rd Qtr. Ended July 31, 2021	**3rd Qtr. Ended July 31, 2020**
Total Revenues	-	-
Loss from Operations and Comprehensive Loss	(2,304,608)	(216,621)
Total Net Income (Loss) Per Share	(0.027)	(0.01)

	2nd Qtr. Ended April 30, 2021	**2nd Qtr. Ended April 30, 2020**
Total Revenues	-	-
Loss from Operations and Comprehensive Loss	(10,148,668)	(312,547)

Total Net Income (Loss) Per Share	(0.17)	(0.014)

	1st Qtr. Ended January 31, 2021	**1st Qtr. Ended January 31, 2020**
Total Revenues	-	-
Loss from Operations and Comprehensive Loss	(24,702)	(251,894)
Total Net Income (Loss) Per Share	(0.00)	(0.012)

Quarter Results

During the three months ended October 31, 2021, the Company recorded a loss from operations and comprehensive loss of $4,895,163 (October 31, 2020- 156,544). The increase from the loss was a result of the acquisitions and expansion of the business as discussed above. The Company had an increase in consulting fees of $875,958 as a result of increased business requirements with the above acquisitions. The Company also increased marketing and advertising from $Nil to $925,000during the three months ended October 31, 2021.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares and special warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt. The Company maintained cash at October 31, 2021 in the amount of $420,358 in order to meet short-term business requirements. As at October 31, 2021, the Company had current liabilities in the amount of $192,064. The Company's continuation as a going concern is dependent upon, its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

MANAGEMENT AND RELATED PARTY TRANSACTIONS

The Company's Board of Directors consists of Solomon Riby-Williams, Christopher Cherry, Michael Penner and Christopher Aldaba. Mr. Penner acts as President and Chief Executive Officer, and Christopher Cherry acts as Chief Financial Officer.

Included in the Loss from Operations and Comprehensive Loss for the three months ended October 31, 2021 and 2020, are the following amounts, which arose due to transactions with related parties:

	October 31, 2021	**October 31, 2020**
	$	**$**
Management fees to directors and key management	58,500	107,000

The Company had the following outstanding amounts as at October 31, 2021 and 2020 due to related parties:

	October 31, 2021	October 31, 2020
	$	$
Due to directors for management fees	-	236,652
Due to key management personnel for management fees	-	725,000
Principal	**-**	**961,652**
Debt discount reserve	-	(86,114)
Accretion interest expense	-	93,084
Total	**-**	**968,623**

Amounts due to directors and key management personnel are unsecured without interest and due on demand.

On June 1, 2018, the Company entered into an agreement with 0714556 BC Limited, a shareholder of the Company, for a loan of $100,000. The loan is unsecured, non-interest bearing until July 31, 2021 after which interest of 0.5% per month is to be accrued and paid, together with the outstanding principal, at the loan maturity date of July 31, 2023. Paul Guterres has voting and dispositive control over securities held by 0714556 BC Ltd.

During the three months ended October 31, 2021, the Company was charged $Nil (year ended October 31, 2020: $17,100) for development services by Inspired Networks Inc. a company owned by a key management member. Included in accounts payable as at October 31, 2021 is $7,312 (October 31, 2020: $7,312) owing to Inspired Networks Inc. and $11,047 owing to directors of the Company.

SHARE DATA

Authorized share capital consists of unlimited number of common shares without par value.

As at the date of this MD&A, the Company had 107,109,756 common shares issued and outstanding.

Number of options: 8,550,000 with an exercise price ranging from $0.35 to $1.25 expiring to September 3, 2026

Number of warrants: 26,765,753 with an exercise price ranging from $0.25 to $0.50 expiring to September 23, 2023.

Number of special warrants: 4,400,000 with an exercise price of $0.22 expiring to April 9, 2023.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with International Financial Reporting Standards and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility. Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

INDUSTRY CONDITIONS AND RISKS

The Company has identified certain risks and uncertainties that may have a material adverse effect on its business, results of operations, or financial condition. In any such case, the market price of its common shares could decline, and investors may lose all or part of their investment. Only potential investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider an investment in the Company.

The following list of risk factors is not exhaustive. Investors should carefully consider these and other risks, one or all of which may be material, before purchasing securities of the Company. The Company will, on occasion, make forward looking statements about its expectations, its business and industry, and operations. These forward-looking statements are made at a point in time, based on certain assumptions. They are subject to change without notice as a result of the risks described herein and other risks. Investors or potential investors in the Company should not rely on forward-looking statements or the Company's historical operating performance as a prediction of actual results, and the Company undertakes no obligation to update forward looking information. In addition, the Company operates in a rapidly changing business, economic and regulated environment, and new potentially material risk factors emerge from time to time.

Operations Dependent on Revenues and Financing

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Dividend Record and Policy

The Company has not paid any dividends since incorporation and does not anticipate declaring any dividends on the Common Shares in the foreseeable future. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time.

Risk Factors Associated with Lynx’s Business

Limited Operating History

Lynx has limited operating history. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the market for software related to financial technology and payments industry. There is no certainty that the Company will operate profitably.

No Profits to Date

Lynx has not made profits since its incorporation, and it is expected that it will not be profitable for next foreseeable future. Its future profitability will, in particular, depend upon its success in developing and growing the revenues of the businesses that it has acquired. Because of the limited operating history, and the uncertainties regarding the development of the Southeast Asia market, management does not believe that the operating results to date should be regarded as indicators for Lynx’s future performance.

Additional Requirements for Capital

Substantial additional financing may be required for the Company successfully develop its software business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Negative Operating Cash Flow

The Company has not generated operating revenue and has incurred negative cash flow from operating activities. It is anticipated that the Company will continue to have negative cash flow in the foreseeable future. Continued losses may have the following consequences:

(a) increasing the Company's vulnerability to general adverse economic and industry conditions;
(b) limiting the Company's ability to obtain additional financing to fund future working capital, capital expenditures, operating costs and other general corporate requirements; and
(c) limiting the Company's flexibility in planning for, or reacting to, changes in its business and industry.

Expenses May Not Align With Revenues

Unexpected events may materially harm the Company’s ability to align incurred expenses with recognized revenues. The Company incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, the Company’s business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If the Company’s payment platform infrastructure service does not gain widespread market acceptance, its operating results may be negatively affected. The Company intends to continue with on-going development and marketing and sales of, the Company’s services. If the markets for the Lynx payment platform develop more slowly than expected, or become subject to increased competition, the Company’s business may suffer.

Management Experience and Dependence on Key Personnel and Employees

The Company’s success is currently largely dependent on the performance of its directors and officers. Certain members of the Company’s management team have experience in the software development and information technology industries, while others have experience in areas including financial management, corporate finance and sales and marketing. The experience of these individuals is a factor which will contribute to the Company’s continued success and growth. The Company will initially be relying on its board members, as well as on independent consultants, for certain aspects of its business. The amount of time and expertise expended on the Company’s affairs by each of the Company’s management team and the Company’s directors will vary according to the Company’s needs. The Company does not intend to acquire any key man insurance policies and there is therefore a risk that the death or departure of any member of management, the Company’s board, or any key employee or consultant, could have a material adverse effect on the Company’s performance, including the continuity or quality of its business. Investors who are not prepared to rely on the Company’s management team should not invest in the Company’s securities.

Limited Intellectual Property Protection.

The Company intends to rely in part on technological barriers, and on the protections afforded by copyright and common law trademark rights to reduce potential duplication or imitation of its products and services by future competitors. As its business and products develop, the Company may seek additional protection of its intellectual property assets through the registration of trademarks or, if warranted by unanticipated product innovations, the prosecution of patents. However, even if the Company is successful in obtaining such protections, which is not guaranteed, those protections alone will be insufficient to prevent copying or passing off by third parties of similar products and services. The Company may be unable to devote sufficient legal resources to the enforcement of any intellectual property rights it may hold from time to time and may therefore lose market share to competitors who may produce similar or identical products at a lower cost. If the Company is in unable to protect its intellectual property, its vulnerability to third party imitators will increase significantly, which would make its business uncompetitive.

General Cyber Security Risk,

The Company's dependence on information technology systems to deliver the Lynx payment platform service, and to otherwise administer its business, places it at significant risk for cyber security breaches, either directly or through its third-party service providers (such as internet service providers, or data storage providers). Hackers or other groups or organizations may attempt to interfere with the Company's network software or its availability any number of ways, including but not limited to denial of service attacks (flooding the bandwidth or resources of a web server, triggering a system crash), spoofing (masquerading as another by falsifying data for the purposes of theft or disruption), malware attacks (the introduction of software intended to damage or disable computers and computer systems), or consensus- based attacks (the injection of random false data into the communication links so as to degrade the network performance). While the Company intends to employ customary measures to maintain the security of its networks (including, without limitation, the use access controls, firewalls, intrusion detection products, regular security audits, and security updates), there is no guarantee that it will not suffer incidence of cyber security interference. Incidence of such interference may result in a number of adverse impacts to Lynx's business including but not limited to:

- the misuse, theft, corruption or loss of confidential customer or employee information, or other data;
- lost revenues due to a disruption of activities;
- incurring unanticipated remediation costs;
- litigation, fines and liability for failure to comply with privacy and information securitylaws;
- reputational harm affecting customer and investor confidence; and
- diminished competitive advantage and negative impacts on future opportunities.

Dependence on Third Party Relationships.

The Company is highly dependent on a number of third-party relationships to develop its products and implement its business plan, and it cannot be assured that all such relationships will be successful, advantageous or optimal. In addition, there is no guarantee that relevant third parties will fulfill their contractual obligations or, in the event of contractual breach, that the Company may legally compel performance of such agreements or identify or secure alternative assistance.

Absence of Non-Compete and Confidentiality Agreements with Directors, Officers, Employees, and Consultants

The directors, executive officers, and consultants of the Company have not entered into non-competition or non-disclosure agreements with the Company, and they are not expected to be a party to any such agreement upon completion of the Offering. Accordingly, the Company may have limited recourse (such as the inability to seek injunctive relief) to prevent its directors, officers, employees or consultants from entering into competition with the Company, or from misappropriating or otherwise utilizing information related to the Company's business or technology in a manner detrimental to the Company.

COVID-19

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. This has resulted in governments worldwide, including the Canadian and Ontario governments, 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 and in Canada, resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions however the success of these interventions is not currently determinable. The COVID-19 pandemic has negatively impacted the global economy, disrupted the global ride hailing industry and created significant economic uncertainty and disruption to the financial markets. Further, the current challenging economic climate and events around the COVID-19 outbreak may lead to adverse changes in revenue, cash flows and working capital levels, which may also have a direct impact on the Company's operating results and financial position in the future. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Company's business is not known at this time

RECENT ACCOUNTING PRONOUNCEMENTS

The financial statements of the Company for the three and twelve months ended October 31, 2021 and 2020, were prepared in accordance with IFRS applicable to a going concern which assumes that the Company will realize its assets and discharge its liabilities and meet its future obligations in the normal course of business. Accordingly, the financial statements do not include any adjustments for the recoverability and reclassification of recorded assets, or the amounts or classification of liabilities, that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material. However, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that the Company's funding initiatives will continue to be successful.

The critical sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Fair Value of Financial Instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Share-Based Payment Transactions

The Company measures the cost of share-based payment transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate of the share option. The assumptions and models used for estimating fair value for share-based payment transactions are determined at the time of the granting of such share-based compensation.

Income Taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determinations are made.

ADDITIONAL INFORMATION

Additional information relating to Lynx Technologies Inc. is located at www.sedar.com.