Plank Ventures Ltd.

Management Discussion and Analysis

(Expressed in Canadian Dollars)

For years ended July 31, 2023 and 2022

TO OUR SHAREHOLDERS

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is management's discussion and analysis ("MD&A") of Plank Ventures Ltd.'s ("Plank" or the "Company") operating and financial results for the year ended July 31, 2023, and 2022 as well as information and expectations concerning the Company's outlook based on currently available information. This report is dated November 28, 2023.

This MD&A should be read in conjunction with the Company's consolidated financial statements for the years ended July 31, 2023, and 2022. Additional information is available at www.sedarplus.ca.

Management is responsible for the preparation and integrity of the 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 consolidated financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's audit committee meets with management no less than quarterly to review the financial statements including the MD&A and to discuss other financial, operating, and internal control matters.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information including the Company's future plans. The use of any of the words "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to the Company's future plans and management's belief as to the Company's potential involve known and unknown risks uncertainties, which could be significant, and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital and other expenditures (including the amount, nature and sources of funding for such expenditures), business prospects and opportunities. These risks related to forward looking information include, but are not limited to: the risks associated with the commercial viability of any technologies the Company is in the process of developing or deploying, delays or changes in plans with respect to any technologies, costs and expenses, the risk of foreign exchange rate fluctuations, risks associated with securing the necessary regulatory approvals and financing to proceed with any planned business venture, product development or deployment, and risks and uncertainties regarding the potential to economically scale and bring to profitability any of the Company's current or planned endeavors. Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to 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. See the Risk Management section of this MD&A for a further description of these risks. The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

1. SUMMARY OF OPERATIONS AND EVENTS

Plank Ventures Ltd. (the "Company") was incorporated on May 1, 2013, under the Business Corporations Act.

The Company invests in business opportunities in the technology arena. The target investments are early-stage start-ups that have already developed a customer and revenue base and are seeking funding for expansion.

Investment in Votigo, Inc. ("Votigo")

On November 12, 2019, the Company acquired 29.11% ownership interest in Votigo via a purchase of 834,349 Series A and 333,334 Series B Convertible Preferred Shares. The Company also had an option to acquire a further 834,349 Series A Shares for a two-year period. The option expired unexercised.

In connection with the transaction, the Company issued 50,000 stock options to management of Votigo. The options are exercisable at a price of $0.60 per share for a period of 10 years. The options vest over a four-year period, with one quarter of the options vesting in one year, and thereafter vesting monthly.

On October 29, 2020, the Company purchased an additional 777,777 Series B Shares. The Company is the only holder of Series B Shares. The holders of Series B Shares have certain protective provisions whereby Votigo must obtain the consent from a majority of the holders of Series B Shares prior to entering into certain transactions. In addition, the Company entered into a voting agreement which gives the Company the right to appoint the majority of the directors of Votigo.

As at the date of this report, the Company owns 40.62% of Votigo's total outstanding issued shares and is the sole owner of Series B Shares. In accordance with IFRS 10, the Company has control over Votigo due to the special rights provided to holders of Series B Shares.

In connection with the receipt of funds from the sale of the 777,777 Series B Shares, Votigo has acquired Laughton Marketing Communications, Inc. dba US Sweepstakes and Fulfillment Company ("US Sweeps"), a Rochester, NY based sweepstakes and fulfilment company for US$750,000 payable as follows: US$250,000 at closing (October 29, 2020), a further US$250,000 not later than 12 months after the closing date, and the final US$250,000 not later than 24 months after the closing date. On October 28, 2021, Votigo paid the first instalment of US$250,000 to the previous shareholders of US Sweeps in cash. On October 28, 2022, Votigo paid the remaining instalment of US$250,000 to the previous shareholders of US Sweeps in cash.

On April 1, 2022, Votigo acquired 100% of Promotions Activators Management, LLC ("Promotion Activators"), a company in the sweepstakes and contest administration space, for US$1,650,000. US$990,000 (CDN$1,238,688) was paid in cash at closing and the remaining US$660,000 is payable in four equal instalments of US$165,000, on the anniversary of the transaction. The fair value of the deferred payments was US$510,345 (CDN$638,544), calculated by discounting the future cash payments at a market rate of interest of 11%. The Company provided Votigo with US$500,000 in the form of an unsecured promissory note to finance the acquisition. On March 30, 2023, Votigo paid the first instalment of US$165,000 to the previous shareholders of Promotion Activators in cash.

The investment in Votigo, US Sweeps, and Promotion Activators were accounted for as a business combination. In accordance with IFRS 3 "Business Combinations", the assets acquired and liabilities assumed are measured at their fair value at the acquisition date and the excess value of the consideration above the fair value of the net assets acquired is recognized as goodwill.

Investment in ThinkCX Technologies Inc. ("ThinkCX")

On August 30, 2018, the Company purchased 945,945 units of ThinkCX for $350,000. Each unit consisted of one Series 1 Class A preferred share and one Series 1 Class A preferred share purchase warrant. The warrants have expired unexercised.

As at July 31, 2023, the fair value of the ThinkCX Series 1 Class A preferred shares is $392,527 (2022 - $385,345).

During the year ended July 31, 2023, the Company recorded a fair value gain of $7,182 (2022 –$35,345) on its investment in ThinkCX.

Investment in SiteMax Systems Inc. ("SiteMax")

On January 19, 2019, the Company received 333,140 Series 1 seed preferred shares of SiteMax with a fair value of $276,507 from Mobio in connection with the Plan of Arrangement between the Company and Mobio with a corresponding increase in the loan due to Mobio. The Company also received warrants to purchase up to 166,570 Class 1 common shares of SiteMax at an exercise price of $0.83 per share.

On January 29, 2019, the Company entered into an agreement to purchase up to 476,189 Series 2 seed preferred shares and warrants to purchase up to 238,094 Class 1 common shares of SiteMax at an exercise price of $1.26 per share, for $600,000. The Company paid $425,000 initially and advanced an additional amount of $175,000 upon SiteMax achieving $80,000 in monthly recurring revenue. During the year ended July 31, 2020, the Company advanced an additional amount of $175,000 to SiteMax.

During the year ended July 31, 2020, the Company exercised 150,601 SiteMax warrants at an exercise price of $0.83 per share and 79,365 SiteMax warrants at an exercise price of $1.26 per share to purchase an aggregate of 229,966 common shares of SiteMax.

During the year ended July 31, 2021, the Company exercised 325,299 warrants at an exercise price of $1.26 per share to purchase an additional 325,299 common shares of SiteMax.

On February 1, 2022, SiteMax converted 333,140 Series 1 seed preferred shares and 476,189 Series 2 seed preferred shares owned by Plank into 809,329 Class 1 common shares. There was no change to the Company's share of equity ownership of SiteMax as a result of this transaction.

On October 27, 2022, the Company exchanged its loans receivable with SiteMax for $177,200 convertible promissory note. The note carries a simple interest rate of 8% per annum and matures two years from initial closing on October 27, 2024. As a result of the exchange, the Company recognized a loss on debt extinguishment of $25,830. As at July 31, 2023, the fair value of the convertible note is $170,441.

As at July 31, 2023 and 2022, the Company holds an aggregate of 1,364,594 SiteMax common shares, which represents 35.30% ownership interest. The Company determined that it does not have significant influence over SiteMax due to the fact that investee is controlled by its management who hold majority ownership of SiteMax. As at July 31, 2023, the fair value of the SiteMax common shares is $1,391,264 (2022 - $1,628,000).

During the year ended July 31, 2023, the Company recorded a fair value loss of $215,965 (2022 – $688,000) on its investment in SiteMax.

Investment in 500 Startups Canada, L.P. ("500 Startups")

On February 22, 2019, the Company completed a plan of arrangement with its former parent, Mobio Technologies Inc. ("Mobio"). In accordance with the plan of arrangement, Mobio transferred various investments to the Company including 500 Startups. On March 1, 2023, the Company received cash distribution of $4,904 from 500 Startups which was recognized as dividend income on the consolidated statements of income (loss) and comprehensive income (loss).

As at July 31, 2023, the fair value of the 500 Startups is $530,344 (2022 - $402,987).

During the year ended July 31, 2023, the Company recorded a fair value gain of $127,357 (2022 – gain of $63,487) on its investment in 500 Startups.

Investment in Shop and Shout Ltd. (DBA "Creator")

On March 5, 2021, the Company subscribed for 117,647 common shares of Creator by way of participating in a non-brokered private placement financing at a price of $0.85 per common share for the total consideration of $100,000.

On September 10, 2021, the Company subscribed to an additional 200,000 common shares of Creator by participating in a non-brokered private placement financing at a price of $1.00 per common share for total consideration of $200,000.

As of July 31, 2023 and 2022, the Company owns 317,647 Class A common shares of Creator with a fair value of $838,588 (2022 - $248,000).

On August 30, 2022, the Company invested $300,000 in Creator in the form of a convertible promissory note carrying a 10% annual interest rate and due on August 30, 2023, and 100,000 share purchase warrants, where each warrant provides the right to purchase 1 Class A common share of Creator at $0.50 per for a period of two years from the date of issuance. On December 5, 2022, the Company made a follow-on investment of $200,000 into Creator in the form of a convertible promissory note carrying a 10% annual interest rate and due on August 30, 2023.

As at July 31, 2023, the fair value of the convertible notes is $1,873,898 based on the subsequent conversion price and the fair value of the warrants is $216,190 using a Black Scholes Option Pricing Model with the following assumptions: volatility of 100%, expected life of 1.08 years, risk-free interest rate of 5.16% and expected dividends of Nil.

During the year ended July 31, 2023, the Company recorded a fair value gain of $2,182,884 (2022 – loss of $52,000) on its investment.

Investment in Karve IT Ltd. ("Karve")

On April 30, 2021, the Company subscribed to 310,000 common shares of Karve IT Ltd. at the price of $1 per common share, for an aggregate subscription price of $310,000.

On March 29, 2022, the Company entered into a Simple Agreement for Future Equity subscription agreement (the "SAFE") for an aggregate subscription price of $300,000.

The SAFE provides that the investment will be converted into common shares of Karve at a price equal to $3,000,000 divided by the capitalization of Karve no later than two years after the date of the SAFE. As at July 31, 2023, the fair value of the Company's SAFE investment is $300,000 (2022 - $300,000).

As a result of the additional investment pursuant to the original share subscription agreement, the Company obtained significant influence over Karve on April 1, 2022, and accordingly, equity method accounting was applied from that date forward. As at July 31, 2023, the Company owns 310,000 shares of Karve, representing approximately 34.44% ownership of the investee.

For the year ended July 31, 2023, the Company recognized its share of Karve's net loss of $109,915 (2022 - $65,597) in the consolidated statements of income (loss) and comprehensive income (loss). As at July 31, 2023, the Company's equity investment in Karve is $134,488 (2022 – 369,403).

Investment in East Side Games Group ("ESGG"), formerly Leaf Mobile Inc. ("Leaf")

On February 5, 2021, the Company received a cash dividend of $19,202, cash proceeds of $62,249, and 153,378 post-consolidation common shares of ESGG, a publicly traded company on the Toronto Stock Exchange, in consideration of its previously impaired investment in Eastside Games Inc. The shares were recorded at fair value of $345,101 based on the market price at the time. As a result, the Company recognized $407,349 as a recovery during the year ended July 31, 2021.

On December 7, 2021, ESGG announced the change of its trade name from Leaf Mobile Inc. to East Side Games Group.

On March 14, 2022, the Company recognized a gain on investment of $70,863 as a result of receipt of $31,573 in cash and an additional 14,032 common shares of ESGG due to an earnout milestone achievement previously set under the terms of the acquisition. The fair value of the additional shares received was $39,290 measured based on the market price at the time.

As at July 31, 2023, the Company holds 167,409 shares of ESGG, of which 120,730 are unrestricted. The fair value of the unrestricted shares is determined by taking the number of unrestricted shares and multiplying by price per share prevailing on the market at the date closest to date of the financial statements. The fair value of the restricted shares is based on the number of restricted shares multiplied by the price per share prevailing on the market at the date closest to date of the financial statements with a discount applied for lack of marketability ("DLOM"). The DLOM reflects the impact of the restriction period on the fair value of the shares due to the time value of money, the risk of trading price fluctuation, and the opportunity cost of not being permitted to liquidate the restricted shares and use the proceeds in an alternative investment. As at July 31, 2023, the fair value of the ESGG common shares is $86,940 (2022 - $242,036).

On May 04, 2023, the Company received cash distribution of $3,473 from ESGG which was recognized as dividend income on the consolidated statements of income (loss) and comprehensive income (loss).

During the year ended July 31, 2023, the Company recognized a fair value loss of $189,172 (2022 –$218,177) due to change in share price of ESGG and recognized a fair value gain of $34,076 (2022 –$134,680) due to the DLOM discount in the consolidated statements of income (loss) and comprehensive income (loss).

Investment in CodeZero Technologies Inc. ("CodeZero")

On September 15, 2021, the Company invested $300,000 in a convertible promissory note issued by CodeZero. The note was originally due on November 15, 2022 and subsequently amended to October 1, 2023 and carries a 6% annual interest rate. The note is eligible to be converted into equity of CodeZero at a 20% discount to the next round of financing by CodeZero. As of the date of these consolidated financial statements, the Company is in negotiation with CodeZero with respect to repayment and conversion of the note. As at July 31, 2023, the fair value of the convertible note is $328,270 (2022 - $340,760).

During the year ended July 31, 2023, the Company recognized a fair value loss of $12,490 (2022 – gain of $40,760) on the note.

2. EARNINGS AND EXPENSES

Following is a discussion of the Company's consolidated financial results for the years ended July 31, 2023, and 2022. The consolidated financial statements of the Company for the years ended July 31, 2023, and 2022, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All inter-company balances and transactions have been eliminated upon consolidation.

Three Months Ended July 31, 2023, and 2022

Revenue

The Company's revenues are mainly from social promotions carried out by its controlled subsidiaries Votigo (acquired on November 12, 2019), US Sweeps (acquired October 29, 2020), and Promotion Activators (acquired April 1, 2022). The revenues for the three months ended July 31, 2023, were $1,325,893 compared to $1,163,070 in the three months ended July 31, 2022. The increase is attributed to the timing of the acquisition of Promotion Activators part way through the prior year comparative period as well as increased contest development and services revenues.

Expenses

The Company's expenses for the three months ended July 31, 2023 were $1,213,297 compared to $ 1,275,936 for the three months ended July 31, 2022. Major variances are as follows:

- Personnel of $722,012 for the three months ended July 31, 2023, compared to $659,224 for the three months ended July 31, 2022. The increase is primarily related to the additional salaries and related employment costs incurred in the operations of Promotion Activators.

- Office and administration of $179,528 for the three months ended July 31, 2023, compared to $287,760 for the three months ended July 31, 2022. The decrease is related to a decrease in administration and IT expenses, as well as additional costs of Promotion Activators' operations which occurred in 2022.

- Share-based payments of $20,874 for the three months ended July 31, 2023, compared to $44,269 for the three months ended July 31, 2022. The decrease is related to a decrease in vesting percentage in the three months ended July 31, 2023.

Other items for the three months ended July 31, 2023 came to a net gain of $1,755,809 compared to a net loss of $939,097 for the three months ended July 31, 2022. The variance is mainly related to:

- Interest expense of $229,731 for the three months ended July 31, 2023, compared to $179,525 for the three months ended July 31, 2022. The increase is related to interest and accretion on term loans payable by Plank which increased in the year. This is in addition to interest on deferred payments in connection with the acquisition of Promotion Activators.

- Loss on early loan repayment of $Nil for the three months ended July 31, 2023, compared to $50,892 for the three months ended July 31, 2022. The loss in the prior year was associated with an early repayment of related party loans on July 14, 2022, specifically a $200,000 loan issued on April 6, 2020 and a US$700,000 loan issued on October 15, 2020.

- Gain on equity investment of $12,704 for the three months ended July 31, 2023, compared to loss of $53,634 for the three months ended July 31, 2022. The gain/loss is related to the Company recognizing its share of net gain/loss on its investment in Karve.

- Fair value gain on investments of $1,982,815 for the three months ended July 31, 2023, compared to fair value loss of $672,931 for the three months ended July 31, 2022. The difference is primarily attributed to unrealized gains on the revaluation of convertible notes of Creator, the smaller unrealized gain on investments in 500 Startups and Think CX that are offset by a fair value loss on investments in Sitemax and CodeZero, as well as a decrease in value of the publicly traded shares of ESGG.

Years Ended July 31, 2023, and 2022

Revenue

The Company's revenues are mainly from social promotions carried out by its controlled subsidiaries Votigo (acquired November 12, 2019), US Sweeps (acquired October 29, 2020), and Promotion Activators (acquired April 1, 2022). The revenues for the year ended July 31, 2023, were $5,383,192 compared to $4,196,725 for the year ended July 31, 2022. The increase is attributed to the timing of the acquisition of Promotion Activators part way through the prior year comparative period. In addition to this, there was increased sweepstakes fees and prize-fulfillment revenues.

Expenses

The Company's expenses for the year ended July 31, 2023 were $4,970,134 compared to $4,175,965 for the year ended July 31, 2022. Major variances are as follows:

- Amortization of $376,231 for the year ended July 31, 2023, compared to $291,120 for the year ended July 31, 2022. The increase is due to the additional amortization of intangibles related to the acquisition of Promotion Activators.

- Management and consulting fees of $336,000 for the year ended July 31, 2023, compared to $320,933 for the year ended July 31, 2022. The increase is due to the additional management required with the acquisitions and an increase in investment activity by the Company.

- Personnel of $2,826,613 for the year ended July 31, 2023, compared to $2,357,318 for the year ended July 31, 2022. The increase is primarily related to the additional salaries and related employment costs incurred in the operations of Promotion Activators as well as additional administrative and account services salaries for the Votigo group of companies.

- Professional fees of $490,717 for the year ended July 31, 2023, compared to $337,101 for the year ended July 31, 2022. The increase is primarily related to the additional legal, accounting, and audit fees.

- Share-based payments of $135,837 for the year ended July 31, 2023, compared to $50,583 for the year ended July 31, 2022. The increase is related to the issuance of 1,212,500 stock options to its directors, officers, employees, and consultants on April 14, 2022.

- Foreign exchange loss of $19,821 for the year ended July 31, 2023, compared to a loss of $28,087 for the year ended July 31, 2022. The difference is due to a favorable movement of the Canadian dollar foreign exchange rate.

Other items for the year ended July 31, 2023 came to a net gain of $957,712 compared to a net loss of $1,310,163 for the year ended July 31, 2022. The variance is mainly related to:

- Interest expense of $898,395 for the year ended July 31, 2023, compared to $639,135 for the year ended July 31, 2022. The increase is related to interest and accretion on term loans payable by Plank which increased in the year. This is in addition to interest on deferred payments in connection with the acquisition of Promotion Activators.

- Loss on early loan repayment of $Nil for the year ended July 31, 2023, compared to $50,892 for the year ended July 31, 2022. The loss in the prior year was associated with an early repayment of a $200,000 loan issued on April 6, 2020 and a US$700,000 loan issued on October 15, 2020.

- Loss on equity investment of $109,915 for the year ended July 31, 2023, compared to $65,597 for the year ended July 31, 2022. The loss is related to the Company recognizing its share of net loss on its investment in Karve.

- Gain on sale of investments of $Nil for the year ended July 31, 2023, compared to $70,863 for the year ended July 31, 2022. The comparative gain was related to the earnout achievement of publicly traded shares of ESGG.

- Gain on government grant of $Nil for the year ended July 31, 2023, compared to a gain of $34,539 for the year ended July 31, 2022. The difference is due to recognizing the gain on the deferred government grant amount in full in 2022.

- Fair value gain on investments of $1,933,872 for the year ended July 31, 2023, compared to a fair value loss of $683,905 for the year ended July 31, 2022. The difference is primarily attributed to unrealized gains on revaluation of convertible notes of Creator, the smaller unrealized gain on investments in 500 Startups and Think CX that are offset by a fair value loss on investments in Sitemax and CodeZero, as well as a decrease in value of the publicly traded shares of ESGG.

3. LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2023, the Company had a working capital deficiency of $4,452,683, compared to a working capital of $93,129 at July 31, 2022.

During the year ended July 31, 2023, the Company received loans totalling $1,150,000 from a company controlled by a significant shareholder and loans totalling $200,000 from a company controlled by an officer. The Company had also combined loans from a company controlled by a significant shareholder for a total of $3,835,688 and extended the maturity until December 31, 2023.

The Company's continued activities over the long term are dependent upon the Company's ability to raise additional capital in the future, achieve profitability, monetize one or more of its proprietary technologies, or reduce discretionary expenditures.

4. SELECTED QUARTERLY INFORMATION

The following table provides a brief summary of the Company's financial results for each of the eight most recent quarters. For additional information pertaining to the Company's quarterly results, please refer to the Company's audited annual consolidated financial statements for the years ended July 31, 2023 and 2022, to the Company's condensed consolidated interim financial statements for corresponding periods, and to the MD&A for each period presented, which are available at www.sedarplus.ca.

SUMMARY OF QUARTERLY RESULTS								
Quarter ended	**Jul. 31 2023**	**Apr. 30 2023**	**Jan. 31 2023**	**Oct. 31 2022**	**Jul. 31 2022**	**Apr. 31 2022**	**Jan. 31 2022**	**Oct. 31 2021**
Revenue	$1,325,893	$1,220,943	$1,360,175	$1,476,181	$1,163,070	$1,035,937	$1,064,939	$ 932,779
Cost of revenue	137,484	112,246	142,562	132,304	143,123	85,576	112,810	133,006
Expenses	1,213,297	1,263,084	1,349,124	1,144,629	1,275,936	1,030,218	1,054,802	815,009
Net income (loss)	1,737,139	(434,174)	(363,408)	(87,165)	(897,292)	(341,115)	(32,323)	(195,394)
Income (loss) per share, basic	0.09	(0.02)	(0.03)	(0.03)	(0.05)	(0.02)	0.00	0.01
diluted	0.09	(0.02)	(0.03)	(0.03)	(0.05)	(0.02)	0.00	0.01

5. SELECTED ANNUAL INFORMATION

SELECTED ANNUAL INFORMATION			
Year ended July 31,	**2023**	**2022**	**2021**
Revenue	$ 5,383,192	$ 4,196,725	$ 2,811,740
Cost of revenue	$ 524,596	$ 474,515	$ 628,917
Expenses	$ 4,970,134	$ 4,175,965	$ 3,178,364
Other expenses (income)	$ (957,712)	$ 1,310,163	$ (63,606)
Net and comprehensive income (loss)	$ 890,059	$ (1,474,176)	$ (1,188,907)
Income (loss) per share, basic	$ 0.03	$ (0.08)	$ (0.12)
Income (loss) per share, fully diluted	$ 0.03	$ (0.08)	$ (0.12)
Cash	$ 2,085,652	$ 2,667,851	$ 4,118,800
Working capital (deficiency)	$ (4,452,683)	$ 93,129	$ 2,755,648
Total assets	$ 14,168,687	$ 11,867,744	$ 11,120,762
Shareholders' equity	$ 5,014,142	$ 3,685,584	$ 5,058,367

6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and include both executives and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the year ended July 31, 2023, the Company received loans totalling $1,150,000 from a company controlled by a significant shareholder and loans totalling $200,000 from a company controlled by an officer. The Company had also combined loans from a company controlled by a significant shareholder for a total of $3,835,688 and extended the maturity until September 30, 2023.

Interest and accretion recorded on related party loans to companies with a common director and officer or to companies controlled by directors and/or officers or by a director of a related company were as $799,815 during the year ended July 31, 2023 (2022 - $553,826).

During the year ended July 31, 2023 and 2022, the Company recorded $412,568 and $380,226 in key management compensation to the Company's CEO and CFO.

Out of the total:

$336,000 is included in management and consulting fees (2022 - $320,875)

$70,919 is included in professional fees (2022 - $52,427)

$5,649 is included in office and administration (2022 - $6,924)

In addition, share-based payments of $123,395 (2022 - $49,279) was earned by key management and directors.

Included in accounts payable and accrued liabilities is $483,956 (July 31, 2022- $351,239) owing to companies controlled by directors and officers of the Company. Amounts payable to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

7. FINANCIAL INSTRUMENTS

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

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumption that market participants would use in pricing.

The fair value of the Company's cash and restricted cash, trade and other receivables, loan receivable, accounts payable and accrued liabilities approximates their carrying values. The carrying value of the Company's lease liability, term loans payable and long-term note are measured at the present value of the discounted future cash flows. The Company's listed company investments are measured at fair value using Level 1 inputs. The Company's private company investments are measured at fair value using Level 3 inputs.

Specific valuation techniques are used to fair value financial instruments, specifically those that are not quoted in an active market. These are development stage companies, as such the Company utilized a market approach:

- The use of quoted market prices in active or other public markets
- The use of most recent transactions
- Black-Scholes Option Pricing Models

There were no transfers between levels during the year ended July 31, 2023 and 2022.

Financial Risk Factors

The Company has exposure to the following risks from its use of financial instruments:

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All of the Company's loans payable, note payable and investments have a fixed interest rate therefore the Company is not currently exposed to interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist of trade receivables, loan receivable and government sales tax receivable. Based on the evaluation of receivables as of July 31, 2023, the Company believes that its receivables are collectable and management has determined that the credit risk is low. Credit risk of cash and restricted cash is low as cash balances are held at a reputable financial institutions.

Liquidity Risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Market Risk
Market risk is the risk that investments in shares of publicly traded companies will decline in value as a result of a decline in prices quoted in open markets. The Company is exposed to market risk as it owns shares in ESGG.

Currency Risk
Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has sales and contracts denominated in currencies other than the functional currency of the Company and its subsidiaries.

The Company's reporting currency is the Canadian dollar and as such the Company is exposed to foreign currency fluctuations on its US dollar denominated financial instruments. As at July 31, 2023, the Company had US dollar denominated cash of US$5,444 (July 31, 2022 – US$6,955), loan receivable of US$564,137 (July 31, 2022 – US$512,603) and loans payable of US$474,310 (July 31, 2022 – US$700,000). As at July 31, 2023, a 10% change in exchange rates between US dollars and Canadian dollars would impact the Company's net income by approximately $12,554 (2022 – $46,820).

8. RISK MANAGEMENT

Early-stage technology companies face many risks. While management is unable to eliminate risks, the Company is intent on identifying and mitigating such risks as much as is reasonably possible.

In evaluating an investment in Plank, in addition to other information contained in this MD&A, investors should consider the following risk factors associated with Plank's business of investing in startup companies. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

Risk of Loss of Entire Investment
Investing in startup companies involves a high level of risk. Startup companies may fail completely, or the Company may be unable to resell the shares it owns in the startups or collect upon the debt instrument that the Company has purchased from the startups. In these situations, the Company may lose the entire amount of the investment.

Return on Investment is Not Guaranteed
The amount of return on investment, if any, is highly variable and not guaranteed. Some startups may be successful and generate significant returns, but many will not be successful and will only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Delay in Return on Investment
Any returns generated by startup companies may take several years to materialize. Most startups take five to seven years to generate any investment return, if at all.

Liquidity Risk
It may be difficult to resell the investment in a startup. Startup investments are privately held companies and are not traded on a public stock exchange. Also, there is currently no readily available secondary market for private buyers to purchase securities of startups. Furthermore, there may be restrictions on the resale of the shares of the startup and the ability to transfer those shares.

Dilution Risk of the Investment
Startup companies may need to raise additional capital in the future through the issue of additional shares. This will dilute the percentage of ownership that Plank has in the company.

Risk of Inaccurate Valuation of the Investment
Unlike publicly traded companies that are valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess. The issuer will set the share price of the investment and there is a risk of overpaying for that investment.

Risk of Failure of the Startup
Investments in startups are speculative and these companies often fail. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup often relies on the development of a new product or service that may or may not find a market.

Risk of Profitability of Startup Companies
A startup company is still in an early phase and may be just beginning to implement its business plan. There can be no assurance that it will ever operate profitably. The likelihood of achieving profitability should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by companies in their early stages of development. The startup company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Funding risk
A startup company may require funds in excess of its existing cash resources to fund operating expenses, develop new products, expand its marketing capabilities, and finance general and administrative activities. Due to market conditions at the time the startup company needs additional funding, it is possible that the company will be unable to obtain additional funding when it needs it, or the terms of any available funding may be unfavorable. If the company is unable to obtain additional funding, it may not be able to repay debts when they are due, or the new funding may excessively dilute existing investors. If the company is unable to obtain additional funding as and when needed, it could be forced to delay its development, marketing and expansion efforts and, if it continues to experience losses, potentially cease operations.

Disclosure risks
The startup company is at an early stage and may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long trading history. The company is also only obligated to provide limited information regarding its business and financial affairs to investors.

Personnel risks
An investment in a startup is also an investment in the management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. The

startup company's management may not have the necessary expertise and experience to deliver on the company's business plan.

Competition risk
The startup may face competition from other companies, some of which might have received more funding than the startup has. One or more of the company's competitors could offer services similar to those offered by the company at significantly lower prices, which would cause downward pressure on the prices the company would be able to charge for its services. If the company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the company's results of operations and financial condition.

Market demand risk
While a startup company believes that there will be customer demand for its products, there is no assurance that there will be broad market acceptance of the company's offerings. There also may not be broad market acceptance of the company's offerings if its competitors offer products which are preferred by prospective customers. In such event, there may be a material adverse effect on the company's results of operations and financial condition, and the company may not be able to achieve its goals.

Growth risk
For a startup to succeed, it will need to expand significantly. There can be no assurance that it will achieve this expansion. Expansion may place a significant strain on the company's management, operational and financial resources. To manage growth, the company will be required to implement operational and financial systems, procedures and controls. It also will be required to expand its finance, administrative and operations staff. There can be no assurance that the company's current and planned personnel, systems, procedures and controls will be adequate to support its future operations. The company's failure to manage growth effectively could have a material adverse effect on its business, results of operations, and financial condition.

Control risks
Because the startup company's founders, directors and executive officers may be among the company's largest stockholders, they can exert significant control over the company's business and affairs and have actual or potential interests that may depart from Plank's. The company's founders, directors and executive officers may own or control a significant percentage of the startup company. In addition to their board seats, such persons will have significant influence over corporate actions requiring stockholder approval, irrespective of how the company's other shareholders, including Plank, may vote.

Cyber Security Risks
As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results, Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Company believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security

events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

9. ACCOUNTING POLICIES & USE OF CRITICAL ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results could differ from those estimates.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Business combinations

The determination of whether a set of assets acquired, and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The acquisition of Promotion Activators Management, LLC during the year ended July 31, 2022, was assessed as a business combination.

Level of control or influence over companies

The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management is required to assess at each reporting date the Company's control and influence over these other companies. Management has used its judgment to determine which companies are controlled and require consolidation and those which are significantly influenced and require equity accounting.

Intangible assets and goodwill

Management has determined that capitalized intangible asset costs may have future economic benefits and may be economically recoverable. Management uses estimates in determining the recoverable amount of intangible assets and goodwill. Intangible assets are assessed for impairment indicators at each reporting date and goodwill is tested for impairment annually. The determination of the recoverable amount for the purposes of impairment testing requires the use of estimates, such as anticipated future cash flows and discount rates.

The amortization expense related to intangible assets is determined using estimates relating to the useful lives of the intangible assets.

Valuation techniques of certain investments (Level 3)

The fair value of investments is measured using a market approach. The determination of the fair value requires significant judgement by the Company and includes the use of market multiples of comparable companies and other valuation techniques.

The fair value of financial instruments that are not traded in an active market are determined using valuation techniques. The Company uses an independent valuation expert to assess non-public investment values as the basis for any adjustment to the carrying value and to assess goodwill for impairment. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Revenue recognition

Revenue from contracts with customers is recognized according to the five-step process: when a contractual arrangement is in place, each performance obligation is identified, the fee is determined and allocated to each performance obligation, and the services have been provided to the customer. The Company derives revenue from the development, administration, and hosting of contests and sweepstakes on social media platforms.

The Group's principal sources of revenue and recognition of these revenues are set out in Note 3 of the Company's audited annual consolidated financial statements for the years ended July 31, 2023 and 2022.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

10. UPCOMING ACCOUNTING AND POLICIES EXPECTED

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended July 31, 2023.

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.
- Definition of Accounting Estimates (Amendments to IAS 8) – the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.
- The Company anticipates that these amendments will not have a material impact on the results of operations and financial position of the Company.

11. BALANCE SHEET ARRANGEMENT

At July 31, 2023, the company had no material off balance sheet arrangement.

12. PROPOSED TRANSACTIONS

Other than as disclosed elsewhere in this document, the company does not have any proposed transactions.

13. OUTSTANDING SHARE DATA

As at July 31, 2023 and the date of this report, the Company had 17,740,019 common shares issued and outstanding (July 31, 2022 – 17,740,019), out of which 4,486,848 are held in escrow with 2,243,424 shares to be released on January 2, 2024 and same amount every 6 months after until July 2, 2024.

As of July 31, 2023, and the date of this report, the Company has 1,262,500 stock options and no warrants outstanding.

14. SUBSEQUENT EVENTS

- On September 30, 2023, the Company announced that it plans to combine and extend the maturity of loans payable to a company controlled by a significant shareholder and combine and extend the loans payable to a company controlled by an officer effective September 30, 2023 (Note 15).

  Combination and extension of maturity date on loans payable to a company controlled by a significant shareholder:

  - Loan with the principal amount of $3,673,028 carrying 10% interest originally entered on December 31, 2022;
  - Loan with the principal amount of $350,000 carrying 12% interest originally entered on June 22, 2023.

  The maturity date of these two loans was September 30, 2023. The due date of the new combined loan is December 31, 2023 carrying a 12% interest rate.

  The Company has also extended the $200,000 loan which was originally entered into on December 14, 2022 and carried an interest rate of 10%. The due date of the loan has been extended from its original maturity date of September 30, 2023 to December 31, 2023. The interest rate of the loan will increase to 12%.

  Combination and extension of maturity date on loans payable to a company controlled by an officer:

  - Loan with the principal amount of $100,000 carrying 10% interest originally entered on September 2, 2022;
  - Loan with the principal amount of $50,000 carrying 10% interest originally entered on December 14, 2022;
  - Loan with the principal amount of $50,000 carrying 10% interest originally entered on June 21, 2023;

  The maturity date of the three loans was September 30, 2023. The due date of the new combined loan is December 31, 2023 carrying a 12% interest rate.

  The Company has extended the US$300,000 loan which was originally entered into on August 30, 2018 and carried an interest rate of 10%. The due date of the loan has been extended from its original maturity date of September 30, 2023 to December 31, 2023. The interest rate of the loan will increase to 12%.

- The Company's convertible promissory notes of Creator (Note 11) of $500,000 plus accrued were converted into 709,825 Class A common shares.