



**Plank Ventures Ltd.**

Management Discussion and Analysis

*(Expressed in Canadian Dollars)*

**For the six months ended January 31, 2024 and 2023**

## **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 six months ended January 31, 2024, and 2023 as well as information and expectations concerning the Company's outlook based on currently available information. This report is dated March 28, 2024.

This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements for the six months ended January 31, 2024, and 2023. Additional information is available at [www.sedarplus.ca](http://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 condensed consolidated interim 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 Fulfilment 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 since expired unexercised.

**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 ("SiteMax common shares") 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 SiteMax common shares 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 SiteMax common shares.

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 SiteMax common shares.

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 SiteMax 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 (Note 8). 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 January 31, 2024, the Company holds an aggregate of 1,364,594 SiteMax common shares (January 31, 2024 – 1,364,594 Class 1 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.

During the period ended January 31, 2024, the Company recorded a fair value gain of \$14,221 (January 31, 2023 – Loss of \$24,645) 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.

**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.

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.

On August 31, 2023, The Company's convertible promissory notes of \$500,000 plus accrued interest were converted into 709,825 Class A common shares at price of \$2.95 per common share.

As of January 31, 2024, the Company owns 1,027,472 Class A common shares of Creator.

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.

#### **Investment in Karve IT Ltd. ("Karve")**

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 January 31, 2024, the fair value of the Company's SAFE investment is \$300,000 (July 31, 2023 - \$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 January 31, 2024, the Company owns 310,000 shares of Karve, representing approximately 34.44% ownership of the investee.

For the period ended January 31, 2024, the Company recognized its share of Karve's net loss of \$59,989 (January 31, 2023- \$80,517) in the condensed consolidated interim statements of income (loss) and comprehensive income (loss).

#### **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 January 31, 2024, 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 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.

During the period ended January 31, 2024, the Company recognized a fair value gain of \$3,081 (January 31, 2023 – loss of \$165,644) due to change in share price of ESGG and recognized a fair value gain of \$1,027 (January 31, 2023 – loss of \$22,075) 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 condensed consolidated interim financial statements, the Company is in negotiation with CodeZero with respect to repayment and conversion of the note.

During the period ended January 31, 2024, the Company recognized a fair value gain of \$9,672 (January 31, 2023 – loss of \$15,623) on the convertible promissory note.

## **2. EARNINGS AND EXPENSES**

Following is a discussion of the Company's consolidated financial results for the six months ended January 31, 2024, and 2023. The condensed consolidated interim financial statements of the Company for the six months ended January 31, 2024, and 2023, 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 January 31, 2024, and 2023**

#### **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 January 31, 2024, were \$1,042,848 compared to \$1,360,175 in the three months ended January 31, 2023.

#### **Expenses**

The Company's expenses for the three months ended January 31, 2024 were \$1,452,159 compared to \$ 1,349,124 for the three months ended January 31, 2023. Major variances are as follows:

- Personnel of \$871,804 for the three months ended January 31, 2024, compared to \$733,828 for the three months ended January 31, 2023. The increase is primarily related to the additional salaries and related employment costs incurred in the operations of US Sweeps.

- Share-based payments of \$14,711 for the three months ended January 31, 2024, compared to \$39,712 for the three months ended January 31, 2023. The decrease is related to a decrease in vesting percentage in the three months ended January 31, 2024.

Other items for the three months ended January 31, 2024 came to a net loss of \$200,718 compared to a net loss of \$286,413 for the three months ended January 31, 2023. The variance is mainly related to:

- Interest expense of \$243,442 for the three months ended January 31, 2024, compared to \$225,408 for the three months ended January 31, 2023. 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 equity investment of \$25,655 for the three months ended January 31, 2024, compared to loss of \$59,176 for the three months ended January 31, 2023. The loss is related to the Company recognizing its share of net gain/loss on its investment in Karve.
- Fair value gain on investments of \$51,289 for the three months ended January 31, 2024, compared to fair value gain of \$31,320 for the three months ended January 31, 2023. The difference is primarily attributed to unrealized fair value gain on investments in Sitemax and CodeZero, and decrease in value of the publicly traded shares of ESGG.

### **Six Months Ended January 31, 2024, and 2023**

#### **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 six months ended January 31, 2024, were \$2,504,894 compared to \$2,836,356 in the six months ended January 31, 2023. The decrease is attributed to the decrease in contest development, services, and prize-fulfillment revenues.

#### **Expenses**

The Company's expenses for the six months ended January 31, 2024, were \$2,614,360 compared to \$2,493,753 for the six months ended January 31, 2023. Major variances are as follows:

- Personnel of \$1,556,805 for the six months ended January 31, 2024, compared to \$1,379,930 for the six months ended January 31, 2023. 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.
- Share-based payments of \$32,224 for the six months ended January 31, 2024, compared to \$79,584 for the six months ended January 31, 2023. The decrease is related to a decrease in vesting percentage in the six months ended January 31, 2024.

Other items for the six months ended January 31, 2024, came to a net loss of \$477,775 compared to a net loss of \$518,310 for the six months ended January 31, 2023. The variance is mainly related to:

- Loss on equity investment of \$59,989 for the six months ended January 31, 2024, compared to \$80,517 for the six months ended January 31, 2023. The loss is related to the Company recognizing its share of net gain/loss on its investment in Karve.

- Fair value gain on investments of \$28,001 for the six months ended January 31, 2024, compared to a net loss of \$26,572 for the six months ended January 31, 2023. The difference is primarily attributed to unrealized fair value gain on investments in Sitemax and CodeZero, and decrease in value of the publicly traded shares of ESGG.
- Interest expense of \$488,157 for the six months ended January 31, 2024, compared to \$440,427 for the six months ended January 31, 2023. 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.

### 3. LIQUIDITY AND CAPITAL RESOURCES

At January 31, 2024, the Company had a working capital deficiency of \$4,797,688, compared to a working capital of \$4,452,683 at July 31, 2023.

During the period ended January 31, 2024, the Company extended its loans totalling \$5,143,582 from a company controlled by a significant shareholder and loans totalling \$216,232 from a company controlled by an officer until June 30, 2024. The Company had also received loans from a company controlled by a significant shareholder for a total of \$250,000 and from a company controlled by an officer for a total of \$50,000.

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 condensed consolidated interim financial statements for the period January 31, 2024 and 2023, 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](http://www.sedarplus.ca).

SUMMARY OF QUARTERLY RESULTS								
Quarter ended	Jan. 31 2024	Oct. 31 2023	Jul. 31 2023	Apr. 30 2023	Jan. 31 2023	Oct. 31 2022	Jul. 31 2022	Apr. 31 2022
Revenue	\$1,042,848	\$1,462,046	\$1,325,893	\$1,220,943	\$1,360,175	\$1,476,181	\$1,163,070	\$1,035,937
Cost of revenue	130,894	160,136	137,484	112,246	142,562	132,304	143,123	85,576
Expenses	1,452,159	1,162,201	1,213,297	1,263,084	1,349,124	1,144,629	1,275,936	1,030,218
Net income (loss)	(740,923)	(137,348)	1,737,139	(434,174)	(363,408)	(87,165)	(897,292)	(341,115)
Income (loss) per share, basic	(0.04)	0.00	0.09	(0.02)	(0.03)	(0.03)	(0.05)	(0.02)
diluted	(0.04)	0.00	0.09	(0.02)	(0.03)	(0.03)	(0.05)	(0.02)



## **5. 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. Fees charged by key management during January 31, 2024 and 2023 were as follows:

Out of the total:

\$168,000 is included in management and consulting fees (2023 - \$168,000)

\$41,312 is included in professional fees (2023 - \$32,947)

\$1,469 is included in office and administration (2023 - \$3,649)

In addition, share-based payments of \$32,223 (2023 - \$79,584) was earned by key management and directors.

Included in accounts payable and accrued liabilities is \$530,567 (January 31, 2023 - \$411,567) 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.

## **6. 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 periods ended January 31, 2024 and 2023.

#### 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 January 31, 2024, 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 January 31, 2024, the Company had US dollar denominated cash of US\$5,408 (July 31, 2023 – US\$5,444), loan receivable of US\$591,656 (July 31, 2023 – US\$564,137) and loans payable of US\$516,707 (July 31, 2023 – US\$474,310). As at January 31, 2024, a 10% change in exchange rates between US dollars and Canadian dollars would impact the Company's net income by approximately \$10,765 (July 31, 2023 – \$12,554).

## **7. 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.

## **8. ACCOUNTING POLICIES & USE OF CRITICAL ESTIMATES**

The preparation of the condensed consolidated interim 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 condensed consolidated interim 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 condensed consolidated interim financial statements for the periods ended January 31, 2024 and 2023.

#### 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.

## **9. UPCOMING ACCOUNTING AND POLICIES EXPECTED**

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ended January 31, 2024.

- 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.

## **10. BALANCE SHEET ARRANGEMENT**

At January 31, 2024, the company had no material off balance sheet arrangement.

## **11. PROPOSED TRANSACTIONS**

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

## **12. OUTSTANDING SHARE DATA**

As at January 31, 2024 and the date of this report, the Company had 17,740,019 common shares issued and outstanding (January 31, 2023 – 17,740,019), out of which 2,191,017 are held in escrow to be released on July 2, 2024.

As of January 31, 2024, and the date of this report, the Company has 1,262,500 stock options and no warrants outstanding.