AMPD VENTURES INC.

Management's Discussion and Analysis

For the six months ended November 30, 2022 and November 30, 2021

GENERAL

This management discussion and analysis is dated January 24, 2023. The following is a discussion of the financial condition and operations of AMPD Ventures Inc. ("AMPD" or the "Company") for the six months ended November 30, 2022, and 2021, and of the Company's financial condition, cash flows and results of operations.

This discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes of the Company for the years ended May 31, 2022, and 2021.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended May 31, 2021, and 2020, together with the notes thereto, and unaudited condensed interim financial statements for the six months ended November 30, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited interim condensed financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of January 24, 2023, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines to ensure transparency and accountability to shareholders.

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

BUSINESS HIGHLIGHTS FOR THE THREE-MONTH PERIOD ENDING NOVMEBER 30, 2022

The Company reported its first revenue from technical consulting at $49,915 and from Departure Lounge operations at $89,758 in the three-month period ended November 30, 2022.

On September 1, 2022, the Company announced that it had closed the second and final tranche of the Company's non-brokered private placement originally announced on August 4, 2022. In conjunction with the closing, the Company issued an additional 8,454,999 Units at a price of CAN$0.14 per Unit for gross proceeds of CAN$1,183,700, resulting in a total issuance for the Private Placement of 13,053,571 Units for total gross proceeds of CAN$1,827,500. Each Unit is comprised of one common share of the Company (each a 'Share') and one common share purchase warrant (each a "Unit Warrant" and, collectively, the "Unit Warrants"), with each Unit Warrant entitling the holder to subscribe for one Common Share (each a "Warrant Share" and, collectively, the "Warrant Shares") in the capital of the Corporation at an exercise price of CAN$0.20 per Warrant Share for a period of 18 months following the date of the closing of the Private Placement. The Company closed tranche 1 of the Placement on August 17, 2022, issuing 4,598,572 Units for gross proceeds of $643,800.

On September 13, 2022, the Company announced that Tanya Woods had been appointed to its board of directors, effective September 12, 2022. On January 6, 2023, the Company announced that Tanya Woods resigned from its board of directors in order to take on a new full-time role that would prevent Ms. Woods from dedicating the necessary time to AMPD board duties.

On October 6, 2022, the Company announced that Tippett Studio Inc. had selected AMPD Virtual Studio to help power their growth and expansion in the North American market.

On October 18, 2022, the Company's Departure Lounge subsidiary announced that it had appointed Monica Morgan as Vice President of Real Estate and Projects. With almost thirty years of experience working in the public, private and non-profit sectors, including the past seven years as an entrepreneur running her own project management consulting company, it is expected that Monica will bring a unique blend of experience to leverage the technology and creative expertise of Departure Lounge into the planning and creation of blended spaces at the intersection of physical and virtual realities.

On October 24, 2022, the Company announced its intention to conduct a non-brokered private placement through the sale of up to 14,285,715 units (the "Units") of the Company's securities at a price of CAN$0.14 per Unit for aggregate proceeds up to CAN$2,000,000 (the "Private Placement"). Each Unit comprised of one common share of the Company (each a "Share") and one common share purchase warrant (each a "Unit Warrant" and, collectively, the "Unit Warrants"), with each Unit Warrant entitling the holder to subscribe for one Common Share (each a "Warrant Share" and, collectively, the "Warrant Shares") in the capital of the Company at an exercise price of CAN$0.20 per Warrant Share for a period of 24 months following the date of the closing of the Private Placement.

On November 11, 2022, the Company announced that it had closed the first tranche of the private placement. In conjunction with this first closing, the Company issued 2,657,142 Units at a price of CAN$0.14 per Unit for gross proceeds of CAN$372,000. In connection with the Private Placement, the Company paid certain finders CAN$12,250 in cash, and 87,500 Unit Warrants as finder's fees.

On November 29, 2022, the Company announced that it had closed its second tranche of the private placement. In conjunction with this second closing, the Company issued an additional 8,491,016 Units at a price of CAN$0.14 per Unit for gross proceeds of CAN$1,188,742. In connection with the Private Placement, the Company paid certain finders CAN$71,505 in cash, and 510,751 Unit Warrants as finder's fees.

On December 22, 2022, the Company announced it had closed its third tranche of the Company's non-brokered private placement. In conjunction with this third closing, the Company issued an additional 744,750 Units at a price of CAN$0.14 per Unit for gross proceeds of CAN$104,265. In connection with the Private Placement, the Company paid certain finders CAN$7,298 in cash, and 52,133 Unit Warrants as finder's fees.

On January 19, 2023, the Company announced it had closed its fourth and final tranche of the Company's non-brokered private placement. In conjunction with the closing, the Company issued an additional 4,248,211 Units at a price of CAN$0.14 per Unit for gross proceeds of CAN$594,750, resulting in a total issuance for the Private Placement of 16,141,119 Units for total gross proceeds of CAN$2,259,757. The Private Placement was issued for CAN$2,000,000 and closed as oversubscribed. In connection with the fourth and final tranche Private Placement, the Company paid certain finders CAN$20,699 in cash, and 147,850 Unit Warrants as finder's fees, resulting in total finder's consideration across the Private Placement of CAN$113,433 in cash and 810,234 Unit Warrants.

All securities issued under the private placement are subject to a four-month and one-day hold period, and completion of the financing is subject to conditions, including, without limitation, receipt of all regulatory approvals, including approval of the Canadian Securities Exchange ("CSE").

On October 31, 2022, the Company announced that it had signed an agreement with Magnolia Quality Development Corporation Limited ("**MQDC**"), a property development company in Thailand, to offer consulting services for their massive new next generation metaverse content production initiative, which is intended to be the largest in Asia. MQDC is building a new large-scale mixed-use project with retail, office, and hotel in the Sukhumvit Innovative District of Bangkok, Thailand. The project will include multiple amenities including a public park, a tech village, hotels and restaurants, a multi-function mini theatre, multipurpose halls for events, conferences or concerts, education hubs and eSport ecosystems. AMPD is consulting on the technical and studio infrastructure requirements to design and build a world-class Creator Studio utilizing the expertise of its subsidiaries AMPD Technologies Inc. and Departure Lounge Inc.

On January 5, 2023, the Company signed a non-binding letter of intent for the the acquisition of a full-service studio with world-leading capabilities that range from virtual cinematography to animation services. The acquisition is expected to bring a well-established, profitable industry leader who has consistently delivered several million dollars in annual revenue into the AMPD group and expand the AMPD group's offerings to the market with a range of complementary services. The expected acquisition will be funded through long-term low-cost debt and shares.

KEY PERFORMANCE INDICATORS

Key performance indicators that we use to manage our business and evaluate our financial results and operating performance include new customers, revenues, operating expenses, and net income. We evaluate our performance on these metrics by comparing our actual results and normalized results to management budgets, forecasts, and prior period performance. As our business matures, additional specific key performance indicators for the business will include the following:

AMPD Virtual Studio Suite

AMPD Virtual Studio Suite is suite of tools designed to shift the bulk of a studio's compute requirement from under the desk to the AMPD Cloud, hosted in enterprise-grade data centres.

For AMPD Virtual Studio Suite, we measure and estimate performance based on the following key metrics:

- For AMPD Virtual Workstations, our key metric is the number of seats of Virtual Workstations being utilized across our customer base.

- For AMPD Render, our key metric is the number of instances of render being utilized across our customer base.

- For AMPD Storage, our key metrics are the number of terabytes (TB) of tier 1 data storage being utilized across our customer base and the number of terabytes (TB) of tier 2 data storage being utilized across our customer base.

As an organization, we continue to see to maximize profit from these activities by increasing product / market fit and optimizing systems.

DESCRIPTION OF BUSINESS

AMPD Ventures Inc.

AMPD Ventures Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on June 27, 2018 as E-Gaming Ventures Corp ("E-Gaming Ventures").

On October 11, 2019, the Company completed a reverse takeover (the "RTO") of AMPD Holdings Corp., a private company incorporated under the Canada Business Corporations Act as AMPD Game Technologies on April 8, 2015, and its wholly owned subsidiary, AMPD Game Technologies US Inc., which was incorporated on May 15, 2017, under the Secretary of State of Washington. The Company acquired 100% of the issued and outstanding common shares of AMPD Holdings Corp, resulting in AMPD Holdings Corp becoming a wholly owned subsidiary of the Company.

The Company changed its name from E-Gaming Ventures Corp. to AMPD Ventures Inc. on October 11, 2019 and began trading on the Canadian Securities Exchange under the ticker symbol CSE:AMPD on October 24h, 2019 and on the Frankfurt Stock Exchange under the ticker symbol FSA: 2Q0 on November 4, 2019. The Company's shares became available for trading on the OTC marketplace on July 1, 2021.

The leadership at AMPD had been architecting high-performance computing ("HPC") infrastructure for nearly two decades. At their previous company, Seven Group, the team initially applied their expertise to solutions for banks, governments, and academia, and subsequently focused on building out technology infrastructure for digital media companies.

The world is now at the dawn of a new era of computing, referred to by many as The Metaverse. Venture capitalist, Matthew Ball, describes the Metaverse as "a functional, 3D spatial "successor" to the web — only this time with even greater reach, time spent, and commercial activity generating even greater economic upside than the current Internet."

In his keynote at the 2022 Augmented World Expo conference, John Riccitiello, CEO of Unity, stated that "Every single company with a 2D Internet homepage will have a 3D spatial Metaverse Hub by 2030."

This means that over the next decade, the world will entirely re-invent the Internet, turning it from 2D into 3D, and from flat screen into fully immersive virtual and mixed reality experiences.

This paradigm shift requires a new breed of computing infrastructure, new approaches to the vast amounts of 3D digital content that will need to be created, artificial intelligence and machine learning to process the vast amounts of data required, and ubiquitous high-speed computing to serve this next generation of content to billions of consumers around the globe.

As we reinvent the entire Internet, and digital technology continues to permeate every sector of society and our lives, researchers such as those at Citi say that "the Metaverse economy could be worth as much as $13 trillion by 2030."

Currently, AMPD Ventures is addressing the Metaverse opportunity through two primary subsidiary companies.

- **AMPD Technologies:** High performance cloud and computing infrastructure solutions required to develop and host the Metaverse, as well as other low-latency applications

- **Departure Lounge Inc.:** The development and provision of Metaverse-related tools, technologies, and creative services, all utilizing the compute infrastructure of AMPD Technologies wherever possible.

The Company will continue to seek strategic alliances and acquisitions that bolster its mission to become a global player in the rapidly burgeoning Metaverse era.

AMPD Technologies

The Company is developing three wholly owned subsidiaries (AMPD Technologies (Canada) Inc., AMPD Technologies (US) Inc., and AMPD Technologies (Europe) Limited through which to focus on leading the transition to the next generation of computing infrastructure required for the Metaverse era with state-of-the-art, high-performance computing ("HPC") solutions.

AMPD Technologies is meeting the low-latency requirements of companies developing applications in the multiplayer video games and eSports, computer graphics rendering, machine learning and AI, mixed reality, and big data processing fields through a mix of bare metal infrastructure and an upgraded, high-performance cloud offering. AMPD expects this trend will continue to grow into as-yet-uncharted technological developments of the coming decades.

AMPD Technologies has partnered with some of the top technology companies in the industry to provide customers with the advanced Cloud and IT Infrastructure solutions.

AMPD continues to address the needs of these sectors and is also applying high-performance computing principles to the low-latency requirements of multiplayer video game publishing, as well as the intense computation requirements of digital media production and distribution, where massive amounts of high-performance computing resources are required for the development, rendering and distribution of products. As gaming continues to transition from the basement to the sports arena, AMPD intends to increase its focus on providing infrastructure for latency-sensitive eSports games across North America and Europe.

Principal Products & Solutions

AMPD Technologies supplies high-performance computing solutions for both the development of cutting-edge digital content, as well as the deployment and distribution of cutting-edge digital content.

Based on decades of experience in high-performance computing, AMPD Technologies has developed ‘AMPD Cloud Plus’, a platform combining the power of high-performance computing architecture with the convenience of the cloud business model. To date, AMPD Cloud Plus has been deployed on ‘AMPD Pods’ in three major markets, both in our own AMPD Data Centre in Vancouver, BC, Canada, and in partner data centres in Los Angeles and Amsterdam.

AMPD Cloud Plus blends the flexibility and elasticity of public cloud deployment with AMPD's approach to high-performance computing. The result is a radically simplified and automated cloud infrastructure at exceptionally competitive pricing without any compromise on performance; Entire rack virtualization for virtual management of routers, networks, VLANs, VPNs, firewalls, servers, and software delivery automation as a complete solution, from a consolidated dashboard; Application hosting, big data management, backup and disaster recovery, managed cloud security.

It is expected that additional AMPD Pods will be deployed in key markets over the coming months.

The majority of AMPD Technologies’ solutions are hosted on the AMPD Cloud Plus platform, and can be broadly divided into two key categories:

- **AMPD Create:** products and solutions for customers creating cutting-edge digital content and applications.
- **AMPD Deploy:** products and solutions for customers deploying and distributing cutting-edge digital content and applications to end users and consumers.

AMPD CREATE	
AMPD Virtual Studio Suite	The AMPD Virtual Studio Suite is the result of the AMPD team’s decades of experience working with digital content creators and offers an integrated suite of private cloud-based solutions designed to create the ultimate 'infrastructure-less’ studio. AMPD Virtual Studio is comprised of three key components: AMPD Virtual Workstations, AMPD Render, and AMPD Storage. By moving the bulk of a studio’s compute requirements offsite into secure, enterprise-grade AMPD hosting environments, studios gain the advantage of a fully composable, flexible compute environment with the convenience of the cloud’s right-scaled business model.
AMPD Virtual Workstations	AMPD’s Virtual Workstation offering is a tailored, high-performance VDI solution designed specifically for digital media workloads and pipelines, presented as an orchestrate-able pool of resources that can be reallocated as demands shift.
AMPD Render	AMPD Render provides significant performance improvements and cost savings compared with other

	render solutions. AMPD Render provides the performance and attractive economics of bare metal with the flexibility of Cloud-based solutions. We offer both CPU-based and GPU-based solutions.
AMPD Storage	AMPD Storage represents a tiered approach to data storage, including tier 1 ultra-high speed NVMe-based storage fronted by a parallel file system that enables thousands of compute cores to access the data simultaneously, cost-effective, tier 2 SSD flash-based storage, and tier 3 spinning disk storage for archive. All tiers are being made available to customers under a right-scaled, 'op-ex' business model through which they only pay for the storage they need. AMPD Storage will be part of the recently announced AMPD Virtual Studio Suite and be collocated alongside AMPD Virtual Workstation and AMPD Render solutions in urban data centres in keeping with AMPD's development of the High-Performance Edge.
AMPD DEPLOY	
AMPD Ultimate Edge	AMPD's Flexible Edge computing system enables customers to deploy opex infrastructure in studio or on set with secure, ready-to-go, self-contained racks shipped directly from our DC.
AMPD Virtual Production Services	End-to-end, integrated solutions for the new era of real-time and virtual production workflows, including LED volumes, camera tracking and the associated compute infrastructure.
AMPD Machine Learning Platform	AMPD is in the process of developing a Machine Learning / AI private and public cloud initiative designed to cater to the requirements of academic institutions and companies in the artificial intelligence ("AI"), machine learning and deep learning sectors.
AMPD Custom Shop	Where on-premises equipment is still the optimal solution, AMPD Studio is underpinned by our understanding of the industry and allows AMPD to provide customized technology infrastructure specifically for game developers and publishers. From workstations to servers, storage, and security infrastructure, AMPD works with developers to design and deploy technology specific to their studio's exact needs.

Cloud A Computing Inc.

Continues to be integrated into the day-to-day operations of AMPD Technologies.

Departure Lounge Inc.

Departure Lounge brings together the experience and expertise of its founding team to develop a cohesive range of Metaverse-focused technology and content opportunities, including a joint venture with holographic capture pioneers, Metastage Inc., to bring their world-leading holographic capture platform to Canada.

Departure Lounge was acquired by AMPD Ventures Inc. (CSE: AMPD) in December 2021. It operates as an independent business unit while taking full advantage of the high-performance cloud and compute solutions being offered by AMPD Technologies Inc.

Principal Products & Solutions

STUDIO	
Metastage Volumetric Capture	Departure Lounge signed a definitive agreement with holographic capture pioneers, Metastage Inc., in August 2021, through which Departure Lounge has brought Metastage's world-leading holographic capture solution to Canada. 4D holographic capture is the process of turning human performances into 3D 'volumetric' digital models, ready for use across a range of applications. The Vancouver stage is now fully certified and operational, with significant interest being generated among local companies.
Move.ai Markerless Motion Capture	The Move.ai platform extracts natural human motion from video using advanced AI, Computer Vision, Biomechanics and Physics, automatically retargeting the data to character rigs. The platform removes the need for traditional motion capture suits which can be restrictive and uncomfortable, resulting in sensor drift, interference and extensive data clean up.
ARwall LED Production Wall	AR Wall combines award-winning tech with the top AR/XR platforms in the world to deliver turnkey solutions for mass audiences in venues, immersive kiosks, interactive XR walls, and more. ARwall's touch-free technology integrates with industry-leading computer vision, body tracking, and immersive XR interaction with data capture driven by ARwall's camera array. Departure Lounge recently acquired a 10.5' x 20.5' AR Wall that was used in the recent production of the Muppets Haunted Mansion movie.
CREATIVE	
Creative Services Team	Departure Lounge hired immersive content industry veteran, Adam Rogers, as Vice President of Creative & Head of Studio. Adam is leading the development of our own creative services team that will utilize the output of our technology platforms to help build 3D spatial applications. The team is now working with customers requiring both linear and interactive experiences across a range of applications including entertainment, education, training, and simulation, and across a range of devices, from high-end VR headsets through mobile devices, and the latest AR wearable technologies.
Web3 Team	The emergence of the blockchain enabled 'Web3' has opened the door to entirely new business models, methods of user acquisition and community engagement, and IP monetization. The speed and scale of growth experienced by many companies in the space is without precedent.

(Expressed in Canadian dollars)

	Departure Lounge is taking a multi-pronged approach to earning its place in this new and rapidly advancing ecosystem. While the team is developing in-house and work-for-hire projects leveraging current Web3 best practices, the internal 'brain trust' is laying the foundation for rapidly scalable, technology-driven content distribution and monetization models.

SUMMARY OF KEY EVENTS AND FUTURE PLANS

During the six-month period ended November, 2022, the Company granted 1,065,000 stock options and 370,000 stock options were either cancelled or forfeited, resulting in 9,195,000 stock options outstanding at November 30, 2022. During the year ended May 31, 2022, 2,975,000 stock options were awarded, leaving 8,500,000 options outstanding at May 31, 2022.

During the year ended May 31, 2022:

- on June 2, 2021, the Company completed the Share Purchase Agreement with Cloud-A Computing Inc. ("Cloud-A") and its shareholders to acquire all of the issued and outstanding shares of Cloud-A for a consideration of $311,247 cash and 1,760,001 common shares of the Company at a fair value of $267,300 ("Cloud-A Purchase Shares"). The Cloud-A Purchase Shares are subject to contractual resale restrictions for two years from the date of issuance and will be released in four equal instalments every six months following the closing of the Acquisition Further, the Company assumed repayment of a loan between Cloud A and its shareholders of $74,757, which has been repaid.
- on December 16, 2021, the Company completed the Share Purchase Agreement with Departure Lounge Inc. ("Departure Lounge") and its shareholders to acquire all of the issued and outstanding shares of Departure Lounge for a consideration of 3,598,195 common shares of the Company at a fair value of $1,344,617 ("DL Purchase Shares"). 50% of the DL Purchase Shares are subject to contractual resale restrictions for two years from the date of issuance and will be released in four equal instalments every six months following the closing of the Acquisition. The Parties also established a performance-based profit-sharing plan as part of the Acquisition.
- issued an aggregate of 3,442,654 common shares on the exercise of 3,442,654 warrants at an exercise price between $0.0006 and $0.40 for gross proceeds of $564,179.
- completed a non-brokered private placement of 23,139,663 units at a price of $0.30 per Unit, for gross proceeds of $6,941,900. Each Unit is comprised of one common share of the Company (each a 'Share') and one common share purchase warrant (each a "Unit Warrant" and, collectively, the "Unit Warrants"), with each Unit Warrant entitling the holder to subscribe for one Share (each a "Warrant Share" and, collectively, the "Warrant Shares") at an exercise price of $0.50 per Warrant Share for a period of 24 months. The expiry date of the Unit Warrants may be accelerated at the option of the Company if, at any time prior to the expiry of the Unit Warrants, the volume weighted average trading price of the underlying Shares on the CSE (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is or exceeds $0.80 for a period of ten consecutive trading days. Later, 500,000 common shares with a value of $150,000 were returned to treasury.
- issued 2,975,000 stock options, resulting in 8,500,000 stock options outstanding as at May 31, 2022.

During the six-month period ended November 30, 2022, the Company:

- completed a non-brokered private placement, in two tranches. A total of 13,053,571 units, at a price of $0.14 per Unit were issued, across both the tranches for gross proceeds of $1,827,500. Each Unit is comprised of one common share of the Company (each a 'Share') and one common share purchase warrant (each a "Unit Warrant" and, collectively, the "Unit Warrants"), with each Unit Warrant entitling the holder to subscribe for one Share (each a "Warrant Share" and, collectively, the "Warrant Shares") at an exercise price of $0.20 per Warrant Share for a period of 18 months. The Company paid total finder's consideration across the Private Placement of CAN$92,630 in cash and 661,640 Unit Warrants.

(Expressed in Canadian dollars)

- completed a non-brokered private placement, in two tranches. A total of 11,148,158 units at a price of $0.14 per Unit were issued, across both the tranches for aggregate proceeds of $1,560,742.

CHANGES TO BOARD OF DIRECTORS AND MANAGEMENT

On December 16, 2021, the Company announced that James Hursthouse was appointed as a Director of the Company. Mr. Hursthouse will continue in his position as Chief Strategy Officer of AMPD and assumes the role of CEO of Departure Lounge, a subsidiary of the Company. On April 19, 2022, the Company announced that Robert Kang resigned as a Director of the Company. On September 12, 2022, the Company announced that Tanya Woods was appointed as a Director of the Company. Ms. Woods resigned from the Board on December 23, 2023, to assume a full-time role.

SELECTED ANNUAL INFORMATION

Year ended May 31,	2022	2021	2020
Revenue	$ 3,229,702	$ 1,549,741	$ 1,173,638
Operating expenses	6,601,673	4,016,366	5,360,355
Interest expense and finance costs	(163,768)	(107,861)	(118,221)
Acquisition expense	(1,399,086)	-	-
Other income (expenses)	(43,468)	(132,036)	(3,230,527)
Net income (loss)	(7,115,246)	(3,279,193)	(8,236,529)
Loss per share, basic and fully diluted	(0.09)	(0.07)	(0.26)
Cash	1,134,157	1,608,342	938,661
Working capital (deficiency)	255,611	966,829	(3,714)
Total assets	7,279,933	2,939,071	2,771,022
Total liabilities	3,096,599	1,192,833	1,763,996
Shareholders' equity (deficiency)	$ 4,183,334	$ 1,746,238	$ 1,007,026

The Company presently does not pay and does not anticipate paying any dividends on its common shares, as all available funds will be used to develop the Company's business for the foreseeable future. Operating expenses have increased each year as the Company increases staff in expectation of increased sales, and as the Company expands, with the acquisition and expansion of the Departure Lounge. See Discussion of Operations below for a discussion of factors which have contributed to period-to-period variations.

SUMMARY OF QUARTERLY RESULTS

The following table presents unaudited selected financial information for each of the last eight quarters.

Quarter ended	Revenues	Operating Expenses	Net Loss for the Period	Earnings (Loss) per share *
November 30, 2022	$ 424,214	$ 2,723,221	$ (2,467,429)	$ (0.02)
August 31, 2022	684,199	2,515,983	(2,307,767)	(0.03)
May 31, 2022	928,446	1,841,676	(3,316,552)	(0.04)
February 28, 2022	1,671,915	2,112,749	(1,630,977)	(0.02)
November 30, 2021	295,867	1,349,924	(1,076,831)	(0.02)
August 31, 2021	333,474	1,297,324	(1,090,866)	(0.02)
May 31, 2021	423,614	1,345,946	(1,238,737)	(0.02)
February 28, 2021	445,483	839,150	(636,203)	(0.01)

(Expressed in Canadian dollars)

Individual sales to the Company's major customers may represent a significant portion of the Company's revenues in a quarter and the timing of closing these sales may cause variation in revenues from quarter to quarter. The Company intends to continue to expand its services which generate recurring revenue in the form of monthly fees for multi-year contracts or utilization-based billing which it expects will smooth variations in quarterly revenues. The May 2022 quarter reflects a $1.4 million non-cash acquisition expense related to the Departure Lounge purchase. The May 2021 quarter reflects a share-based valuation expense related to stock options issued of $0.5 million.

THREE MONTHS ENDED NOVEMBER 30, 2022

The net loss during the three months ended November 30, 2022 increased to $2,467,429 ($0.03 per share) from $1,076,831 ($0.02 per share) in the three months ended November 30, 2021. Increased salary expense and associated office costs, amortization expense from more assets in service, public company costs related to reaching a greater investor audience, and professional fees related to corporate activity created most of the increase in the November 2022 expenses.

Operating expenses increased in the November 2022 period as the Company continued to expand and pursue new business lines. Salaries were increased as the Company enhanced the depth and breadth of its product line and provided sales and support staff in advance of sales. The acquisitions of Departure Lounge contributed to the salaries increase. Data centre costs increased mostly due to additional infrastructure investments.

Following is a discussion of the Company's financial results for the three-month period ended November 30, 2022, compared to the same period in the prior fiscal year.

Revenue

	Three months ended November 30,		Variance from 2022 to 2021	
	2022	2021		
Hardware sales	$ 101,680	$ 54,106	$ 47,574	88%
Software licensing fees	-	386	(386)	(100)%
Platform fees	180,994	234,936	(53,942)	(23)%
Consulting	103,743	-	103,743	100%
Support and maintenance and other	77,433	6,439	70,994	1,103%
Total	$ 424,214	$ 295,867	$ 128,347	43%

Consolidated revenues for the three-month period ended November 30, 2022 increased by $128,347 (43%) compared to the three-month period ended November 30, 2021. Most of the increase was created by the initial revenue from the consulting and Departure Lounge business segments. The Company is strategically focused on increased platform sales and fewer hardware sales. However, hardware sales are intermittent, generally not attracting large margins, but can influence quarterly sales. Platform fees generate stronger gross margins. The rate of increase in revenues has begun to accelerate and is within expectations at this time. Management expects that the rate of revenue increases will continue to accelerate through the 2023 fiscal year.

Revenues and Cost of Sales

	Three months ended November 30,		Variance from 2022 to 2021	
	2022	2021		
Revenue	$ 424,214	$ 295,867	$ 128,347	43%
Cost of sales	168,422	93,736	(74,686)	(80%)
Gross profit	$ 255,792	$ 202,131	$ 53,661	27%

Total sales and gross margin increased in the November 2022 quarter, as compared to 2021. While revenue increased, more expenses reported as cost of sales in 2022. The Company has not yet achieved critical mass in its product offering. The November 2022 period reported the initial consulting sales from Departure Lounge and the Company's consulting contract with MQDC in Thailand. Significant resources were deployed to expand the depth and breadth of the product offering available to MRR customers. The Company has seen a recent increase in interest and recently signed an agreement which will result in significantly increased future revenue. The

(Expressed in Canadian dollars)

Company is discussing its services offerings with several customers, large and small. The sales process takes time to make sure the proper product and cost structure is matched with the client.

Non-cash and One-time Charges

	Three months ended November 30,		Variance
	2022	2021	
Share-based payments	$ 105,429	$ 191,855	$ 86,426
Amortization	536,062	159,585	(376,477)
Total	$ 641,491	$ 351,440	$ (290,051)

During the three months ended November 30, 2022, non-cash and one-time charges continue to be significant expense items. Share-based payments of $105,429 in the three months ended November 30, 2022, mostly related to the award of stock options in the year ended May 31, 2022, and in the six months ended November 30, 2022. Amortization increased due mostly to more assets being deployed in the November 2022 period.

Operating, General and Administrative ("G&A") Expenses

	Three months ended November 30,		Variance from 2022 to 2021
	2022	2021	
Data centre costs	$ 144,945	$ 131,439	$ (13,506)
General and administration	246,853	70,570	(176,283)
Professional fees	280,645	88,610	(192,035)
Public company costs	197,197	34,116	(163,081)
Salaries & consulting fees	1,212,090	570,650	(641,440)
Total G&A expenses	$ 2,081,730	$ 856,984	$ (1,186,345)

During the three months ended November 30, 2022, G&A expenses increased by $1,186,345 as compared to the three months ended November 30, 2021. The increase in G&A expenses is primarily due to an increase in salaries, and expansion of the scope of business into the Departure Lounge. Salaries and consulting fees increased as new staff were hired to help win and support the anticipated sales increases. General and administration costs increased with increased staff. Data centre costs related to new data centres opened in the fiscal year. Professional fees increased with additional expenses for corporate activity in 2022. Public company costs were up in the November 2022 period as the Company contracted with investor relations firms to increase awareness among potential investors.

Interest and financing costs

	Three months ended November 30,		Variance
	2022	2021	
Interest expense	$ 87,656	$ 31,283	$ (56,373)
Total	$ 87,656	$ 31,283	$ (56,373)

Interest and financing costs for the three months ended November 30, 2022, increased by $56,373. The Company increased its lease debt over the comparable quarters.

SIX MONTHS ENDED NOVEMBER 30, 2022

The net loss during the six months ended November 30, 2022 increased to $4,471,512 ($0.05 per share) from $2,167,697 ($0.04 per share) in the six months ended November 30, 2021. While increased salaries created a lot of the loss, all expense categories increased as compared to the prior period.

Revenue in the six months to November 2022 increased to $1,108,413, from $629,341 in the November 2021 period. Gross margins also increased in the November 2022 period due to increased revenue.

LIQUIDITY

As of November 30, 2022, the Company had a working capital deficiency of $988,361 (May 31, 2022 – $255,611). The Company expects to continue to report operating losses for the immediate future.

Cash of $2,725,120 was used in operations, as working capital items contributed $744,295 to operating cash flows. Equipment of $237,618 was purchased in the six-month period ended November 30, 2022, and cash from equipment disposals provided $271,411 of cash.

Net cash of $2,414,608 was provided by financing activities. The Company raised $3,199,057, net of costs, via a private placement, in the six-month period ended November 30, August 2022. The Company made $794,692 of lease payments, and loan repayments were $28,144 in the six months ended November 30, 2022.

The Company experiences significant fluctuations in liquidity due to the timing of sales to major customers whereas operating expenses are generally incurred evenly throughout the fiscal year. The Company does not have significant levels of inventory or constraints on its working capital other than regular operating expenses.

The Company expects to continue to raise cash in future private placements to fund its expansion and fund future operations until it can become self-sufficient.

COMMON SHARES

The Company acquired capital resources to expand operations through the issuance of shares as follows:

On February 7, 2020, the Company closed its private placement financing of 4,119,000 Units for total gross proceeds of $978,263. Each Unit was comprised of one common share and one-half of one common share purchase warrant having an exercise price of CAD $0.50 per whole warrant expiring February 7, 2021.

On June 1, 2020, the Company completed a private placement of 600,000 units at a price of $0.20 per unit for gross proceeds of $120,000. Each unit included one common share and one-half share purchase warrant. Each whole warrant was exercisable at a price of $0.30 per share for a period of one year. The CEO and director of the Company was the sole subscriber for this private placement. The Company incurred $200 in share issuance costs in connection to this private placement.

On June 1, 2020, the Company completed an arrangement through which the Company settled $308,000 of future transactions with a third party in exchange for 1,540,000 units. Each unit was comprised of one common share and one common share purchase warrant having an exercise price of $0.30 and a term of 24 months from the date of closing. The Company recorded a fair value of $277,200 on 1,540,000 common shares and $174,288 on 1,540,000 share purchase warrants. As a result, the Company recorded a loss of $143,488 in connection to this settlement.

On December 14, 2020, the Company closed a private placement through the issuance of 4,735,000 units for proceeds of $473,550. Each unit comprised one common share and one-half common share warrant. Each full warrant could be converted to a common share at a price of $0.15 per share for 12 months. Insiders purchased 2,745,500 of these units. The Company incurred $900 in share issuance costs in connection to this private placement.

On March 9, 2021, the Company completed a non-brokered private placement of 5,666,666 units at a price of $0.15 per unit for gross proceeds of $850,000. Each unit included one common share and one share purchase warrant exercisable at a price of $0.25 per share for a period of three years. The Company incurred $700 in share issuance costs in connection to this private placement.

On April 29, 2021, the Company completed a non-brokered private placement totaling 4,906,000 units at a price of $0.25 per unit for aggregate proceeds of $1,226,500. Each unit consisted of one common share and one share purchase warrant exercisable at a price of $0.40 per warrant for a period of 24 months. The expiry date of the warrants may be accelerated at the option of the Company if, at any time prior to the expiry of the warrants, the volume weighted average trading price of the underlying Common Shares on the CSE (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is or exceeds $0.75 for a period of ten (10) consecutive trading days.

On June 3, 2021, issued 1,760,001 common shares at a fair market value of $267,300 to the shareholders of Cloud-A to acquire 100% of Cloud-A.

On December 16, 2021, the Company issued 3,598,195 common shares at a fair market value of $1,344,617 to acquire 100% of Departure Lounge.

Issued an aggregate of 3,442,654 common shares on the exercise of 3,442,654 warrants at an exercise price between $0.0006 and $0.40 for gross proceeds of $564,179.

On November 25, 2021, the Company completed a non-brokered private placement totaling 23,139,663 units at a price of $0.30 per unit for aggregate proceeds of $6,941,900. Each unit consisted of one common share and one share purchase warrant exercisable at a price of $0.50 per warrant for a period of 24 months. The expiry date of the warrants may be accelerated at the option of the Company if, at any time prior to the expiry of the warrants, the volume weighted average trading price of the underlying Common Shares on the CSE (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is or exceeds $0.80 for a period of ten (10) consecutive trading days. Later, 500,000 common shares with a value of $150,000 were returned to treasury.

Issued 2,975,000 stock options, resulting in 8,500,000 stock options outstanding as at May 31, 2022.

On August 17, 2022 and August 31, 2022, the Company completed two tranches of a non-brokered private placement. A total of 13,053,571 units at a price of $0.14 per Unit, were issued for gross proceeds of $1,827,500. Each Unit was comprised of one common share of the Company (each a 'Share') and one common share purchase warrant (each a "Warrant"), with each Warrant entitling the holder to subscribe for one Share at an exercise price of $0.20 per Share for a period of 18 months. The Company paid total finder's consideration across the Private Placement of CAN$92,630 in cash and 661,640 Unit Warrants.

On November 10, 2022 and November 29, 2022, the Company closed two tranches of a non-brokered private placement totaling 11,148,158 units at a price of $0.14 per Unit for aggregate proceeds of $1,560,742. Each Unit was comprised of one common share of the Company and one common share purchase warrant with each Warrant entitling the holder to subscribe for one common shares in the capital of the Company at an exercise price of $0.20 per Share for a period of 24 months following the date of the private placement closing. As part of this transaction, the Company paid total cash of $83,755 and issued 598,251 Unit Warrants as finder's fees on a portion of the private placement raised and recorded a fair value of $36,352 on the agent's warrants. The Company incurred $700 in other share issuance costs in connection to this private placement.

During the six-month period ended November 30, 2022, 1,065,000 stock options were granted at an average price of $0.15 and 370,000 of stock options were forfeited, resulting in 9,165,000 stock options outstanding as at November 30, 2022.

On October 24, 2022, the Company announced its intention to conduct a non-brokered private placement through the sale of up to 14,285,715 units (the "Units") of the Company's securities at a price of CAN$0.14 per Unit for aggregate proceeds up to CAN$2,000,000 (the "Private Placement"). Each Unit would be comprised of one common share of the Company (each a "Share") and one common share purchase warrant (each a "Warrant"), with each Warrant entitling the holder to subscribe for one Common Share in the capital of the Company at an exercise price of CAN$0.20 per Share for a period of 24 months following the date of the closing of the Private Placement. The placement was over-subscribed and closed in four tranches. All securities issued under the private placement are subject to a four-month and one-day hold period, and completion of the financing is subject to conditions, including, without limitation, receipt of all regulatory approvals, including approval of the Canadian Securities Exchange ("CSE").

(Expressed in Canadian dollars)

Tranche one closed on November 11, 2022. The Company issued 2,657,142 Units for gross proceeds of CAN$372,000. In connection with the tranche, the Company paid certain finders CAN$12,250 in cash, and 87,500 Unit Warrants as finder's fees.

Tranche two closed on November 29, 2022. The Company issued an additional 8,491,016 Units for gross proceeds of CAN$1,188,742. In connection with the tranche, the Company paid certain finders CAN$71,505 in cash, and 510,751 Unit Warrants as finder's fees.

Tranche three closed on December 22, 2022. The Company issued an additional 744,750 Units for gross proceeds of CAN$104,265. In connection with the tranche, the Company paid certain finders CAN$7,298 in cash, and 52,133 Unit Warrants as finder's fees.

Tranche four closed on January 19, 2023. The Company issued an additional 4,248,211 Units for gross proceeds of CAN$594,750, resulting in a total issuance for the Private Placement of 16,141,119 Units for total gross proceeds of CAN$2,259,757. Total finder's consideration across the Private Placement was CAN$113,433 in cash and 810,234 Unit Warrants.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A, November 30, 2022 and May 31, 2022, the Company's issued and outstanding common shares were:

	January 24, 2022	November 30, 2022	May 31, 2022
Common shares issued and outstanding	119,849,709	114,856,748	90,655,019

Two tranches of the Private Placement announced October 24, 2022 closed after November 30, 2022.

OFF-BALANCE SHEET AND OTHER ARRANGEMENTS

During the year ended May 31, 2017, the Company issued 500,000 (849,800 units at the conversion ratio) royalty units at $0.50 per unit for gross proceeds of $250,000. Each royalty unit is comprised of one common share and one non-transferrable special warrant. Holders of the special warrants are entitled to receive a pro-rata share of 0.83% of the Company's annualized gross sales, to a maximum of 80% of net profit for that year, so long as the Company maintains a positive annual EBITDA. Once holders of the special warrants have received an amount equal to the aggregate purchase price of the royalty units, the Company may at its sole discretion convert each special warrant to one-half of one share purchase warrant, being 424,904 half warrants. Each whole share purchase warrant issued on conversion of the special warrants will entitle the holder to purchase one common share at $0.35 per share for a period of 12 months following conversion.

RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers, as follows:

- During the period – Anthony Brown, Don Bustin, Markus Windelen, Howard Donaldson, James Hursthouse, John Ross, Paul Mari.
- Period to April 19, 2022 – Rob Kang.
- Period from September 12, 2022 to December 23, 2022 – Tanya Woods.

During the six months ended November 30, 2022, and November 30, 2021, the remuneration of the key management personnel were as follows:

(Expressed in Canadian dollars)

Six months ended November 30,	2022	2021
Chief Executive Officer	$ 60,000	$ 58,154
Chief Financial Officer	15,300	19,000
Chief Strategy Officer	120,000	73,333
Chief Technology Officer	60,000	54,077
Vice President of Operations	60,000	53,154
Director Fees	17,433	6,000
Total	$ 332,743	263,718

Other related party transactions and balances

The Company recognized an aggregate of $54,813 (November 30, 2021 - $326,499) in share-based compensation on the vested portion of stock options and performance-based warrants granted to directors and officers of the Company.

During the year ended May 31, 2022, the Company repaid the convertible debt of $250,000 and interest earned of $122,218 to the CEO of the Company.

During the period ended November 30, 2022, the Company paid or accrued $18,151 in director's fees (November 30, 2021 - $6,000) to directors of the Company. As at November 30, 2022, $50,151 (May 31, 2022 - $32,000) was included in trade payables and accrued liabilities in director fees owed to a director of the Company.

As at November 30, 2022, $82,720 (May 31, 2022 - $46,080) was included in trade payables and accrued liabilities for accrued vacation salary to four executives of the Company.

As at November 30, 2022, $12,543 (May 31, 2022 - $1,921) was owed to the CFO of the Company for services rendered. The amount is included in trade payables and accrued liabilities.

The CSO of the Company was one of the Vendors in the Departure Lounge acquisition. In conducting their review and approval process with respect to the Acquisition, disinterested directors of the Company approved the Acquisition, which is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as, among other things, the fair market value of the Purchase Shares does not exceed 25% of the Company's market capitalization.

During the year ended May 31, 2022, the Company entered into a leasing arrangement with Rabid Publishing Inc., a company partially owned by three directors and officers of the Company to lease an LED wall totaling USD$150,000 (or CAD$190,882) for a period of 36 months at 12% per annum. As at November 30, 2022, $201,718 (May 31, 2021 - $190,882) remains outstanding on the lease.

CRITICAL ACCOUNTING ESTIMATES AND CHANGES IN ACCOUNTING POLICIES

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Management's assessment of going concern and uncertainties of the Company's ability to raise additional capital and/or obtain financing to advance the business;
- Management applied judgment in determining the functional currency of the Company as Canadian Dollars and the functional currency of its subsidiaries, based on the facts and circumstances that existed during the period;
- Management's determination of revenue recognition during the period;
- The measurement of income taxes payable and deferred income tax assets and liabilities requires Management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements; and
- The fair value and measurement of share-based compensation during the period.

Recent accounting pronouncements

The adoption of the following standards and interpretations, are not expected to have a material effect on the Company's future results and financial position:

Onerous Contracts—Cost of Fulfilling a Contract (Amendments to IAS 37)

The amendments to IAS 37 specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). These amendments are effective for reporting periods beginning on or after January 1, 2022.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023.

FINANCIAL INSTRUMENT RISKS

The Company's financial instruments consist of cash, receivables, trade payables, convertible debt, lease liabilities, finance loans and government loan. These financial instruments are exposed to certain risks, including credit risk, interest rate risk, liquidity risk and other market risk.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held through large Canadian financial institutions. The Company considers credit risk on its cash to be minimal.

The Company's accounts receivable consists of Goods and Services Tax due from the Federal Government of Canada and amounts receivable from customers. The Company's maximum exposure to credit risk as at November 30, 2022 is $282,113 (May 31, 2022 - $655,799), representing trade accounts receivable.

For amounts due from customers, the Company performs ongoing credit evaluations of its customers and monitors the receivable balance and the payments made in order to determine if an allowance for estimated credit losses is required.

When determining the allowance for estimated credit losses the Company will consider historical experience with the customer, current market and industry conditions and any specific collection issues. As at November 30, 2022 and May 31, 2022, the Company did not have any material overdue accounts.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accounts payable and accrued liabilities are due within the current operating period, as is the debt. The Company manages its liquidity risk through its operating budgets and financing activities.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk from its secured loans and convertible debentures. The Company's interest rates on these loans are fixed and the sensitivity of the Company's loss before tax to a reasonably possible change in market interest rates is considered minimal.

Other Market Risk

Other market risk that the Company is exposed to includes currency risk. Currency risk is the risk of loss due to fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. The Company is not exposed to significant currency risk as the parent entity and subsidiaries primarily transact in their functional currencies.

Price risk

The Company is not exposed to price risk.

BUSINESS RISK FACTORS

The Company is exposed to a number of "Risk Factors", which are summarized below:

- The Company is a development stage company with little operating history, a history of losses and the Company cannot assure profitability.
- No guarantee on the use of available funds by the Company.
- Uncertainty about the Company's ability to continue as a going concern.
- The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.
- There are factors which may prevent the Company from the realization of growth targets. The Company is currently in the expansion from early development stage.
- The Company may face significant competition.
- The Company may be subject to additional regulatory burden resulting from its public listing on the CSE.
- There is no assurance that the Company will turn a profit or generate immediate revenues.
- The Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business.
- The Company may fail to successfully market and develop its brand.
- Failure to Innovate.
- The Company may be unable to adequately protect its proprietary and intellectual property rights.
- Intellectual Property Infringement.
- The Company may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Company relating to intellectual property rights.
- The Company may become subject to litigation, which may have a material adverse effect on the Company's reputation, business, results from operations, and financial condition.
- Reliance on Third Party Software.
- Use of Open-source Software.
- Disruption of Information Technology Systems.
- Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change.

- If the Company is unable to attract and retain key personnel, it may not be able to compete effectively in the technology, cloud storage/computing and gaming sectors.
- There is no assurance that the Company will secure strategic partnerships jurisdictions in which the Company considers important.
- The Company may make investments in other company's which use the Company's technology. There is no guarantee that the asset value of these investments will be recovered or recoverable by the Company.
- The Company, through its wholly owned subsidiary, Departure Lounge, purchased assets denominated in digital currencies, for testing the potential use of digital currencies in future transactions, such as NFT and block chain functionality, which is important operationally for the Company. Digital currencies are volatile and there is no guarantee that the asset value of these digital currencies will be recovered or recoverable by the Company.
- Failure to successfully integrate acquired businesses, its products and other assets into the Company, or if integrated, failure to further the Company's business strategy, may result in the Company's inability to realize any benefit from such acquisition.
- The Company will be reliant on information technology systems and may be subject to damaging cyberattacks.
- The Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest.
- In certain circumstances, the Company's reputation could be damaged.
- Risks Related to the Company's Securities.
- The Company does not anticipate paying dividends to common shareholders in the foreseeable future.
- Future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.
- The Company's shares are currently thinly traded. The Company has a significant number of warrants outstanding. In the event that a significant number of shareholders wish to sell during a specific period, the share price could decrease.

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 Company's future plans and management's belief as to the Company's potential involve known and unknown risks, uncertainties 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. Forward looking information involves significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks 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.