

SQID TECHNOLOGIES LIMITED
Management Discussion and Analysis
For the three months ended March 31, 2021

DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this Management Discussion and Analysis are forward-looking statements or information (collectively “forward-looking statements”). The Company is providing cautionary statements identifying important factors that could cause the Company’s actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “may”, “anticipates”, “is expected to”, “estimates”, “intends”, “plans”, “projection”, “could”, “vision”, “objective”, “goals” and “outlook”) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the Company. These forward-looking statements include, among other things, statements relating to the ability of the Company to generate revenue; use of funds; intentions to further develop, market and promote its operations by expansion of its merchant base and industries served in Australia; strategy for customer retention, growth, service development, market position and financial results; the success of marketing and sales efforts of the Company; the Company’s efforts to continuously update its software to meet business requirements; future sales plans and strategies; the economy and other future conditions; the timeline to further develop and market future enhancements; unanticipated cash needs and the possible need for additional financing and the adoption of governance policies, committees and practices.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to: a downturn in general economic conditions; the ability of the Company to continue to generate revenue adequate to fund its business plans and operations; the ability of the Company to expand its operations in Australia; competitive conditions in the industry which could prevent the Company from continuing to be profitable; competition from other payment process providers who are well established with the financial capacity to overwhelm the ability of the Company to operate in Australia, security risks; increasing costs of being a publicly traded company, the possibility that our services may become further regulated; the effectiveness and efficiency of advertising and promotional expenditures to generate market interest in the Company’s products and services; the inability to list on a public market; volatility of the Company’s share price following listing; liquidity and the inability to secure additional financing; the Company’s intention not to pay dividends in the near future; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management and other factors beyond the Company’s control.

These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of March 31, 2021, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See “*Risk Factors and Uncertainties*”.

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1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis (“MD&A”) is dated April 13 2021 and should be read in conjunction with the audited financial statements of SQID Technologies Limited for the fiscal three months ended March 31, 2021 (“the Financial Statements”). The Financial Statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). Unless expressly stated otherwise, all financial information is presented in Australian dollars.

1.2 – Overall Performance

Nature of Business

A merchant must work with an acquiring bank, which is a bank or financial institution that accepts credit or debit card transactions for a cardholder (“*Acquiring Bank*”). The *Acquiring Bank* issues a specific merchant account number to a merchant enabling the merchant to accept credit and debit cards from shoppers. An *Acquiring Bank* is a registered member of a card network such as Visa or MasterCard (“*Card Network*”). The *Acquiring Bank* accepts transactions on behalf of a *Card Network* for a merchant.

Payment processors enable merchants to receive debit or credit card payments online by providing a connection to an *Acquiring Bank* (“*Payment Processors*”). The *Card Network* connects *Acquiring Banks* to the customer’s issuing bank so that a customer transaction can be verified. When a customer uses a debit or credit card for a purchase, the *Acquiring Bank* will approve or decline the transactions based on the information on the *Card Network* and issuing bank have on record about that cardholder’s account. The merchant submits the purchase transaction information to SQID, the *Payment Processor*, used by its acquiring bank, via a payment gateway (SQID’s software that facilitates the communication of transaction information). Assuming approval, the amount of the transaction is deducted from the cardholder’s account and the cardholder is given a receipt.

SQID’s technology is structured to allow layered access to payment and merchant transactions data such as payments through franchisees (referred merchants) under a franchisor (referring merchant). The business model integrates these retail and wholesale layers and provides split settlements between each layer. This allows the franchisor to receive settlements in parallel to the franchisee. This provides a platform for commission structures and transaction-based rewards that are settled at the same time as the underlying transaction is settled. The model is applicable to affiliate marketing, rewards programs, franchises, marketplace apps, agencies, etc.

Dynamic Onboarding also allows the referring merchant (like a franchisor) to onboard the merchant (referred merchant) applicant data to SQID at the same time as enrolling to their own system, to reduce friction in the sign on process and loss of control of the sales channel to third parties like payment gateways.

The Company deploys industry standard fraud management tools to minimize the occurrence of cardholder and merchant fraud. SQID also carries a bond or security reserve from the merchant to cover any potential fraud loss.

As a *Payment Processor* SQID has contracts with merchants to handle transactions from various channels such as credit and debit card for merchant *Acquiring Banks*.

SQID provide merchant services and transaction processing to business merchants, ecommerce platforms, charities and community organizations. The Company receives a merchant fee, which is a percentage of the transaction value and also in some cases, a fee per transaction.

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1.2 – Overall Performance (continued)

Nature of Business (continued)

The Company may also generate revenue for SMS related services such as payment reminder notifications and marketing services. The Company is able to provide ecommerce, payment links, virtual point of sale (POS) terminal access for use on desktop computers or mobile phones.

All merchants have a direct relationship with SQID, which with its software and services provides payment transactions seamlessly.

SQID enables all parties to benefit through our split settlement scheme, dynamic onboarding (onboarding for the business and merchant account in parallel) and our responsive API payment technology that talks to innovative platforms including, but not inclusive only of, SaaS, Mobile applications, mobile franchise business models and other disruptive technologies. The end result is delivery of smarter conversion of business products and services in card-not-present environments.

(1) “SMS” means a “Short Messaging Service” and is centred around cell phone texting and allows businesses to text customers with payment reminders and accept payment via cell phone.

(2) “Split Settlement Scheme” enables a single transaction to be simultaneously settled to both the referring merchant and the referred merchant’s banks by the Company.

(3) “Dynamic Onboarding” provided by the Company to merchants enables easy sign-up, banking integration, pre population of customer information, risk mitigation, onboarding APIs and customization options and immediate set up to begin transactions. A referring merchant is also able to onboard a referred merchant to their own business model and as a SQID merchant as well.

Onboarding is the process of getting a customer up to speed with an API, (Application of Programming Interface) and is a technical communication through which a merchant can sign up for an account.

It is currently operating only in Australia and focuses on online training, social media marketing, SaaS developers and e-commerce developers. High availability hosted servers are located in Sydney with Amazon Web Services, Australia and development servers in Sydney and Brisbane, Australia. This technology can easily be replicated in other jurisdictions that have Amazon Web Services available.

SQID sees an opportunity to reconnect to our merchant customers in the payment cycle and enable them to benefit in the transactional processing, not just the value of the transaction. SQID’s current approach is a move from a referral sales model only to a more proactive direct sales mode with existing merchant clients and new merchants. It allows more than one transaction point to deliver split settlements, and incentivizes referring merchants with a referral fee, to scale this service by onboarding new referred merchants. This is very attractive for high volume card-not-present business models that are tiered, hosts or provide services to e-commerce businesses. To facilitate this new focus, SQID is reviewing how we can value add to our ‘relationship payment’ business model through strategic partnerships with key referrers such as e-commerce web developers, franchisors, and SaaS developers and with merchant referrals. SaaS (software as a service) is a software distribution model where third-party providers host applications and makes them available).

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1.2 – Overall Performance (continued)

Nature of Business (continued)

Process Payment Agreements

The Company's active subsidiary, SQID Payments Pty Ltd. has an agreement with payment acquirer, *Merchant Warrior*. The Company has established settings in its software to determine which of the acquiring banks is chosen for each merchant.

Practices that have evolved:

- (i) SQID operates one merchant facility covering all sub-merchants within a sub-industry
- (ii) onboarding of new sub-merchants is governed by categories of prohibited merchants, merchants requiring Westpac consent and merchants which do not require Westpac consent,
- (iii) Credit card authorizations do not always take place prior to a sale,
- (iv) Verification of the identities of the sub-merchants rather than cardholders,
- (v) Storage by SQID and each sub-merchant of encrypted cardholder data rather than names, and
- (vi) Westpac charges a fixed base percentage fee and additional interchange and scheme fees.

Merchant Warrior is located in the city of Brisbane, Queensland, Australia and is a provider of electronic commerce transactions services for fixed fees. SQID Payments Pty. Ltd. signed an agreement dated August 29, 2019 with *Merchant Warrior* called the Settlement Agent Agreement, the *Merchant Warrior Agreement*. The following is a brief summary of the Company's obligations and liabilities:

- 1) responsible for vetting the sub-merchants who will utilize the services,
- 2) the sole point of contact for all matters regarding the services and ensure all necessary contracts are in place,
- 3) subject to *Merchant Warrior* amending any policy in relation to the services to improve security, efficiency or performance in delivery of the services,
- 4) responsibility for maintaining security of all information and compliance by it and its sub-merchants with the *Card Scheme Rules*,
- 5) termination by *Merchant Warrior* of the *Merchant Warrior Agreement* on 30 days if SQID is in non-compliance with any material terms of the *Merchant Warrior Agreement*, on 90 days for specified reasons, insolvency, non-compliance with the *Card Scheme Rules* and security requirements, change in the holder of the controlling interest in *Merchant Warrior*,
- 6) maintaining the security of all confidential information,
- 7) provide reasonable access to SQID personnel and equipment to discuss and assess any problems or request for assistance,
- 8) indemnifying *Merchant Warrior* against all liabilities and expenses of any kind as a result of breach of the *Merchant Warrior Agreement*,

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9) provide a security deposit of \$50,000 which must be maintained at that level at all times or a bank guarantee or deposit bond for the same amount payable on demand, and

10) achieve at least 80% of minimum transactional volumes as follows: Forecast Volume per Day

Milestone periods	At 6 months	At 12 months	At 18 months
Total sales volume achieved	\$500,000	\$1,000,000	\$1,500,000

1.2 – Overall Performance (continued)

Nature of Business (continued)

If the Company fails to meet the required threshold, *Merchant Warrior* may review the performance, subject to Force Majeure event.

Merchant Warrior's aggregate liability is limited, in its discretion to replacement or repair of the services, refunding payments made by clients for services. Neither party is responsible for consequential losses. Dispute resolution is by arbitration of the courts.

On April 16 2021, SQID signed a new agreement with Merchant Warrior to provide a range of new payment solutions to its customers including the ability to offer ApplePay, GooglePay, BPAY and Electronic Fund Transfer. SQID will also offer a range of new payment services including Unified Payments to allow eCommerce and in-store POS and also Smart IVR for payments by voice commands. The agreement with Merchant Warrior will see SQID build upon their platform offering whilst removing the need to maintain and develop its existing platform and legacy systems. The Company will be able to focus on new Sales and Marketing opportunities in the pipeline and reduce backend operations.

The company fully migrated to Merchant Warrior from Westpac in the week ended March 21 2021.

1.3 – Selected Annual Information - N/A

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1.4 – Results of Operations

During the three months ended March 31, 2021, the Company recorded transaction revenue of \$158,997 (2019: \$2,069,179), a decrease of 92%. Gross margin decreased by \$723,785 (89%), whilst gross margin percentage increased by 17.7%.

During the three months ended March 31, 2021, the Company incurred operating expenses of \$480,293 (2019: \$539,002).

1.5 – Summary of Quarterly Results (Unaudited)

Consolidated Balance Sheet as at	31 Mar 21	31 Dec 20	30 Sep 20	30 Jun 20	31 Mar 20	31 Dec 19	30 Sep 19	30 Jun 19
Assets								
Current Assets								
Bank	1,091,144	2,998,162	4,620,126	4,075,760	1,597,145	1,678,713	3,445,576	1,848,810
Accounts Receivable	205,145	285,483	236,005	12,386	20,535	186,741	209,299	209,452
Other Current Assets	218,393	593,180	24,589	42,360	2,485,410	1,930,646	1,916,304	1,405,825
Total Current Assets	1,514,682	3,876,825	4,880,720	4,130,506	4,103,090	3,796,100	5,571,179	3,464,087
Non-Current Assets								
Fixed Assets	-	-	266	544	821	1,099	1,376	1,654
Intangible Assets	-	-	136,856	149,676	162,498	175,318	188,906	202,496
Security Bonds	50,000	50,000	236,963	236,940	236,917	236,874	50,000	-
Other Financial Assets	2,552,859	553,931	-	-	-	-	-	-
Deferred Tax Asset	121,442	121,442	446,485	504,625	499,751	583,825	559,697	581,064
Total Non-Current Assets	2,724,301	725,373	820,570	891,785	899,987	997,116	799,979	785,214
Total Assets	4,238,983	4,602,198	5,701,290	5,022,291	5,003,077	4,793,216	6,371,158	4,249,301
Liabilities								
Current Liabilities								
Accounts Payable	153,157	213,525	1,433,455	975,251	1,019,106	1,054,310	2,600,762	559,746
Other Liabilities	1,104,414	1,093,082	665,226	643,173	637,094	636,751	641,717	639,215
Other Payables	70,782	69,685	72,592	74,037	55,901	42,558	486,424	464,415
Total Current Liabilities	1,328,353	1,376,292	2,171,273	1,692,461	1,712,101	1,733,619	3,728,903	1,663,376
Non-Current Liabilities								
Other Payables	15,868	15,413	14,112	-	-	-	-	-
Total Non-Current Liabilities	15,868	15,413	14,112	-	-	-	-	-
Total Liabilities	1,344,221	1,391,705	2,185,385	1,692,461	1,712,101	1,733,619	3,728,903	1,663,376
Net Assets	2,894,762	3,210,493	3,515,905	3,329,830	3,290,976	3,059,597	2,642,255	2,585,925
Equity								
Share Capital	6,855,020	6,855,020	6,855,020	6,855,020	6,838,595	6,822,170	6,544,627	6,544,627
Options Reserves	45,639	45,639	-	-	-	-	-	-
Retained Earnings	(4,005,897)	(3,690,166)	(3,339,115)	(3,525,190)	(3,547,619)	(3,762,573)	(3,902,372)	(3,958,702)
Total Equity	2,894,762	3,210,493	3,515,905	3,329,830	3,290,976	3,059,597	2,642,255	2,585,925

The investment account was categorised under “Other Current Assets” effective December 2019 for statutory accounting purposes. It had previously been included in “Bank”. This has been reflected in all quarters in the summary.

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1.5 – Summary of Quarterly Results (Unaudited) (continued)

- Funds to be settled to merchants was categorised under “Accounts Payable” effective December 2019 for statutory accounting purposes. It had previously been included under “Other Payables”. This has been reflected in all quarters in the summary.
- A 2:1 share consolidation was done 5th September 2019.
- From December 2019, the security bond held in a term deposit with WBC at the direction of WBC is categorised as “Security Bonds” instead of being included with “Bank”.
- In May 2020, the Australian Taxation Office (ATO) deemed a large portion of SQID’s revenue to be exports and therefore not subject to Goods and Services Tax (GST), the consumption tax in Australia. This means that SQID has since been in a GST refund position which has consequently increased receivables and payables.
- From July 2020, long service leave was recognised on a pro rata years’ service basis instead of when an employee has accumulated 10 years’ service, at which point there is a legal liability for the long service leave. The liability for employees who have served 10 years or more is a current liability, and all other long service leave is recognised as a non-current liability.
- On 27 January 2021, half (4,000,000) of the shares in Cirralto were sold resulting in proceeds of \$287,182 and a profit on sale of \$168,133.
- On 28 January 2021, half (4,000,000) of the shares in Cirralto were sold resulting in proceeds of \$281,831 and a profit on sale of \$162,764.
- “Other Financial Assets” contains the investments:
 - Vello Pty Ltd, 11% holding acquired 2 October 2020: \$402,859
 - ICON Esports Pty Ltd, 50% holding acquired 1 February, 2021: \$2,150,000.
- During 2020, some consultants were remunerated by way of options, hence the balance of \$45,639 in “Options Reserves”.
- In April 2021, On 7 April 2021, the group sold options in Cirralto for a gain of \$119,996 in April 2021, \$64,000 of which was recognised in 2020 as an unrealised gain. Refer “Subsequent Events”.

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1.5 – Summary of Quarterly Results (Unaudited) (continued)

Profit & Loss Quarters ended	31 Mar 21	31 Dec 20	30 Sep 20	30 Jun 20	31 Mar 20	31 Dec 19	30 Sep 19	30 Jun 19
Revenue								
Transaction Revenue	158,997	1,213,568	2,047,333	1,868,600	2,069,179	1,764,839	1,692,648	1,538,380
	158,997	1,213,568	2,047,333	1,868,600	2,069,179	1,764,839	1,692,648	1,538,380
Direct Transaction Costs	68,269	700,285	1,212,895	1,151,273	1,254,666	1,043,644	1,004,984	908,144
Gross Profit	90,728	513,283	834,438	717,327	814,513	721,195	687,664	630,236
	57.1%	42.3%	40.8%	38.4%	39.4%	40.9%	40.6%	41.0%
Interest Income	9	24	24	11,160	11,160	17,389	26,613	17,658
Other Income	73,825	315,984	32,793	28,589	-	-	-	-
Expenses								
Employee Benefits	57,912	135,162	121,190	159,957	120,898	109,228	109,918	54,807
Depreciation & Amortisation	-	137,122	13,098	13,100	19,062	13,866	19,006	18,352
Consultancy Fees	137,799	134,296	136,237	136,441	150,240	125,142	131,230	96,548
Director Fees	30,000	30,000	30,000	30,000	33,333	46,129	24,301	20,000
Professional Fees	94,624	248,820	268,436	268,868	145,552	43,907	40,093	42,666
Listing Expenses	-	-	-	-	11,765	102,497	269,003	33,093
IT & Hosting Costs	71,051	43,072	20,008	32,556	19,621	20,198	19,465	24,578
Other Expenses	88,907	126,828	34,071	86,241	38,531	161,946	23,564	7,500
Total Expenses	480,293	855,300	623,040	727,163	539,002	622,913	636,580	297,544
Profit before Tax	(315,731)	(26,009)	244,215	29,913	286,671	115,671	77,697	350,350
Income Tax	-	325,042	58,141	7,483	71,717	(24,128)	21,367	96,346
Profit for the Quarter	(315,731)	(351,051)	186,074	22,430	214,954	139,799	56,330	254,004
Basic & Diluted Earnings per Share	(0.04)	(0.04)	0.02	0.00	0.03	0.02	0.01	0.031
Weighted Average Ordinary Shares	7,973,456	7,947,876	7,973,456	7,928,934	7,892,835	8,211,272	8,237,676	8,237,676
Weighted Average Options	100,000	77,049	-	-	-	-	-	-

1.6 – Liquidity and Capital Resources

The Company's sole source of funding in the past three years has been from profitable operations. The Company is planning to grow into new markets as evidenced by the investments made in Vello Pty Ltd & ICON Esports Pty Ltd (refer "Subsequent Events") and to increase sales in existing markets and therefore may require additional cash flows. The Company's ability to raise cash depends on various capital market conditions. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company.

As at March 31, 2021, the Company had cash and cash equivalents on hand of \$1,091,144. (2019: \$1,597,145).

1.6 – Liquidity and Capital Resources (continued)

Shareholder's equity as at March 31, 2021 was \$2,894,762 (2019: \$3,290,976).

1.7 – Capital Resources – N/A

1.8 – Off Balance Sheet Arrangements

As at March 31, 2021, there were no off-balance sheet arrangements to which the Company was committed.

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1.9 – Transactions with Related Parties

The Company had the following balances and transactions with directors and executive officers, or companies controlled by these persons and other related parties for the three months ended March 31, 2021 and December 31, 2019 and outstanding payables as at March 31, 2021 and December 31, 2019:

Transactions	March 31, 2021	March 31, 2020
Consultancy Fees⁽¹⁾		
Peter Hall – CEO & Chair	-	33,333
Athan Lekkas – CEO & Chair	60,000	18,391
Lee Horobin - CFO	32,799	43,515
Robyn Gunnis - COO	45,000	55,000
Director Fees⁽¹⁾		
Andrew Sterling - Director	30,000	13,333
John O'Connor - Director	30,000	10,000
Michael Clarke - Director	20,000	10,000
Other Expenses		
John O'Connor – Consultancy ⁽³⁾	10,000	20,000
Shape Capital Pty Ltd – Consultancy ⁽⁴⁾	30,000	
Balances – Accounts Payable		
Athan Lekkas	22,000	20,230
Andrew Sterling	3,333	3,333
John O'Connor	3,666	25,666
Michael Clarke	3,666	3,666
Lee Horobin	12,313	15,791
Robyn Gunnis	16,500	22,000
Sigrist Design Pty Ltd ⁽²⁾	-	2,750
Shape Capital Pty Ltd	11,000	

⁽¹⁾ All executives and directors invoice SQID for their services monthly in arrears. The invoices are paid in full in the following month.

⁽²⁾ Former director Peter Hall has a beneficial interest in Sigrist Design Pty Ltd which rents out office space as well as being the registered office for the Group. This arrangement commenced January 2019 and ceased March 2020.

⁽³⁾ John O'Connor had a consulting contract to the board spanning February 2020 – February 2021 for to provide advisory services around KPIs, revenue targets, financial analysis, technology and staffing. In August 2020, this agreement was extended on a month-to-month basis as required.

⁽⁴⁾ Shape Capital Pty Ltd had a six-month consulting contract to the board spanning May – October 2020 for \$60,000 to provide corporate advisory services. The CEO of Shape Capital Pty Ltd is Anoosh Manzoori, who is also CEO / Chair of SQID's largest shareholder, First Growth Funds Limited. In November 2020, this agreement was extended on a month-to-month basis as required.

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Subsequent Events

1. On 7 April 2021, the group sold the options for a gain of \$119,996 in April 2021, \$64,000 of which was recognised in 2020 as an unrealised gain.
2. On 16 April 2021, the Group signed a new agreement with Merchant Warrior to provide a range of new payment solutions to its customers including the ability to offer ApplePay, GooglePay, BPAY and Electronic Funds Transfer.

1.10 – Fourth Quarter – N/A

1.11 – Proposed Transactions

The Company has no proposed transactions as at the date of this document.

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 2 of the March 31, 2021 Financial Statements.

1.13 – Changes in Accounting Policies – International Financial Reporting Standards (“IFRS”)

The group has applied all new and revised Australian Accounting Standards and Accounting Standards and Interpretations issued by IASB that apply to annual reporting periods beginning on or after 1 July 2019, including IFRS 16 *Leases* (IFRS 16), the equivalent of AASB 16 *Leases* in Australia. IFRS 16 replaces IAS 17 *Leases* (IAS 17), the equivalent of AASB 117 *Leases* in Australia, and introduces a single lessee accounting model that requires a lessee to recognise right-of-use assets and lease liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Right-of-use assets are initially measured at cost and lease liabilities are initially measured on a present value basis. Subsequent to initial recognition:

- (a) right-of-use assets are accounted for on a similar basis to non-financial assets, whereby the right-of-use asset is accounted for on a cost basis unless the underlying asset is accounted for on a revaluation basis, in which case if the underlying asset is:
 - i. investment property, the lessee applies the fair value model in IAS 40 *Investment Property*, the equivalent of AASB 140 *Investment Property* in Australia, the to the right-of-use asset; or
 - ii. property, plant or equipment, the applies the revaluation model in IAS 16 *Property, Plant and Equipment*, the equivalent of AASB 116 *Property, Plant and Equipment* in Australia, to all of the right-of-use assets that relate to that class of property, plant and equipment; and
- (b) lease liabilities are accounted for on a similar basis to other financial liabilities, whereby interest expense is recognised in respect of the lease liability and the carrying amount of the lease liability is reduced to reflect the principal portion of lease payments made.

IFRS 16 substantially carries forward the lessor accounting requirements of the predecessor standard, IAS 17. Accordingly, under IFRS 16 a lessor continues to classify its leases as operating leases or finance leases subject to whether the lease transfers to the lessee substantially all of the risks and rewards incidental to ownership of the underlying asset, and accounts for each type of lease in a manner consistent with the current approach under IAS 17.

The application of IFRS 16 did not have a material impact in these financial statements as the group only has one operating lease for its office premises which is on a month-to-month term (short-term lease).

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1.14 – Financial Instruments and Other Instruments

The Company's financial instruments include cash, accounts receivable, equity investments, and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's expenses are denominated in Australian dollars. The Company's corporate office and current operations are based in Australia and current exposure to exchange rate fluctuations is minimal. This will change if the Company expands its business outside of Australia.

(ii) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) 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. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk on cash the Company places the instrument with financial institution.

(iv) Liquidity risk

In the management of liquidity risk, the Company maintains a balance between continuity of funding and exploration activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

1.15 – Other MD&A Requirements

Share Capital

The authorized share capital consists Ordinary Shares without par value.

On September 5, 2019, the Company consolidated the ordinary shares on the basis of two old ordinary shares for one new ordinary share.

The total number of ordinary shares issued and outstanding as at the date of this report was 7,973,456.

On August 14 2020, the Company issued options as detailed below.

- Agile Investor Relations Inc. 100,000 options with an exercise price of C\$0.80 per share with a 12-month term. The options are cancelled 30 days from Agreement termination and any shares issued on the exercise of the options will have a hold period of four months and one day.
- Gale Capital Corporation. 100,000 options with an exercise price of C\$0.80 per share with a 12-month term. The options are cancelled 30 days from Agreement termination and any shares issued on the exercise of the options will have a hold period of four months and one day.

As at March 31, 2021, December 31, 2019 and at the date of this report there were no warrants outstanding.

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RISK FACTORS AND UNCERTAINTIES

The Company is in the business of electronic payment processing under contract. Due to the nature of the Company's business and the present stage of its activities, many risk factors will apply. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair the business operations.

Risk of No Return on Investment

There is no assurance that the business of the Issuer will continue to be operated successfully, or that the business will continue to generate sufficient or any income to meet its obligations. There is no assurance that an investment in the Ordinary Shares will earn a specified rate of return or any return over the life of the Issuer.

Dilution to the Company's Existing Shareholders

The Company may require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into Ordinary Shares would result in dilution, possibly substantial, to present and prospective holders of Ordinary Shares.

Uncertainty of Additional Financing

There are no assurances that the Issuer's future working capital will be adequate to execute its business plan or objectives as contemplated herein. The Issuer does not have any commitments to obtain additional financing and if required in future, there is no assurance that the Issuer will be able to arrange for such financing, or that such financing will be available on commercially reasonable terms. The failure to obtain such financing on a timely basis could have a material adverse effect on the Issuer. Equity financing and the additional issuance of equity securities will result in the substantial dilution to the Issuer's shareholders.

General Economic Conditions

The recent events in global financial markets have had a profound impact on the global economy. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Share Price Volatility

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of our Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Reliance on the Directors and Officers and Other Key Personnel

The Issuer has a small management team and the unexpected loss of any of these individuals would have a serious impact on the business. Specifically, the Issuer is dependent upon the skills of the management team listed in items "*Directors and Executive Officers*" for the successful operation of its business. At present, there is no key-man insurance in place for any members of the management team. The loss of services of any of these personnel to develop the business and make

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RISK FACTORS AND UNCERTAINTIES (continued)

appropriate decisions in respect of the management thereof could have a material adverse effect on the business of the Issuer. The Issuer also relies on consultants to carry out its business objectives and the unexpected loss of any of these consultants could have a serious impact on the business.

Conflicts of Interest

The directors and officers of the Issuer are not in any way limited or affected in their ability to carry on other transactions or business ventures for their own account or for the account of others, and may be engaged in the ownership, acquisition and operation of businesses, which compete with the Issuer. Investment in the Issuer will not carry with it the right for either the Issuer or any subscriber to invest in any other property or venture of the directors and officers of the Issuer, or to any profit therefrom or to any interest therein. The directors and officers have a responsibility to identify and acquire suitable acquisition targets on behalf of the Issuer. To the extent that an opportunity arises to enter into such an agreement, the directors of the Issuer have the discretion to determine whether the Issuer will avail itself of the investment opportunity and, if it does not, any of the directors and officers of the Issuer shall be able to decide amongst themselves whether to pursue the opportunity for their respective accounts. If the investment opportunity did not arise solely from their activities on behalf of the Issuer, the directors and officers of the Issuer have no obligation to offer an investment opportunity to the Issuer. Future conflicts of interest will be dealt with in accordance with applicable laws, statutes and regulations.

Employee Recruitment Risk

The successful operation of SQID also relies on SQID's ability to attract and retain a small team of experienced employees with specialist skills, including relationship managers, qualified software developers, key programming staff, sales staff, operational staff and the management team. These persons possess intimate knowledge of the SQID technology through extensive experience applying the technology.

Although the SQID technology has been documented, the loss of these key personnel may adversely affect the Company's prospects of pursuing its development programs within timeframes expected in the industry. If the business expands and grows, failure to appropriately recruit and retain employees may adversely affect SQID's ability to develop and implement its business strategies.

Relationship with Merchant Warrior

The agreements with Merchant Warrior is essential to the Company's operations and without them the Company cannot operate. The Company's payment processes services require acquirers like Merchant Warrior, which is a registered member of a card network such as Visa or MasterCard ("Network").

Relationships with Key Third Party Suppliers and Service Providers

SQID's business is dependent upon maintaining successful relationships with a limited number of key third-party suppliers and service providers, who provide a number of services that are key to SQID's service offering, including hosting, certain software applications, data providers and the provision of insurance. Contracts with these suppliers and service providers are typically terminable without cause, in some cases on short notice.

Any loss of a key third-party supplier or service provider, a material limitation of the services provided, a deterioration in the level of service provided, or a material alteration of the terms on which they are provided, could result in a disruption to its business and may negatively impact SQID's ability to win and retain contracts, each of which could materially adversely affect SQID's business, operating and financial performance.

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RISK FACTORS AND UNCERTAINTIES (continued)

Where SQID relies on third party systems, SQID always seek to have service level agreements with minimum performance criteria set. Payment to the service providers is dependent on their continuity of their services. SQID will actively seek alternative supply channels to mitigate the impact should there occur a "no fault" termination of a supply agreement. There is no assurance that SQID can always maintain or replace its third-party systems in a timely manner and prevent loss of service.

Loss of Customer Contracts

The Company's contracts, including with key customers, may generally be terminated without cause by a customer, in some cases on short notice. SQID could lose key customers or material contracts, due to a range of events including, because of failure to renew a contract, a loss of a tender, a deterioration in customer service levels or relationships, or disputes with customers. Any of these factors could materially adversely affect SQID's business, operating and financial performance. This was maintained until November 18 2020, when a group of merchants comprising 94% of revenue ceased trading. As at the date of this report, this volume has not as yet been replaced.

SQID, like all service providers, must deliver services that continue to meet the needs of its customers. SQID is dependent on retaining in-house software development capability to ensure its business continues to evolve and service the needs of its customers. There is no assurance that it will be successful in recruiting and keeping the personnel required for delivery of its services.

Profit Margins

Margins vary considerably across the range of products and services that SQID provides and a change in the mix of products and services that SQID sells to its customers could have a material adverse impact on SQID's financial performance.

Operational Risks

The Company will be affected by several operational risks against which it may not be adequately insured or for which insurance is not available, including: catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labour disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's premises, personal injury or death, environmental damage, resulting in adverse impacts on the Company's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. The Company may also be subject to or affected by liability or sustain loss risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Technology Risk

The Company's products and services are dependent upon advanced technologies, which are susceptible to rapid technological change. There can be no assurance that the Company's products and services will not be seriously affected by, or become obsolete because of, such technological changes. There can be no assurance that the Company can respond in a timely manner so that its response will be adequate to successfully overcome the technological change.

Unforeseen Competition

There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by the Company. Such competition could have a significant adverse effect on the growth potential of the Company's business by effectively dividing the existing market for such products and services.

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RISK FACTORS AND UNCERTAINTIES (continued)

Disruption of Technology Platforms

SQID's ability to provide reliable services, effective payment and transaction processing and accurate and timely reporting for its customers is a key aspect of its business. This depends on the efficient and uninterrupted operation of its core technologies, which include specialised and proprietary software systems, IT infrastructure and back-end data processing systems.

SQID's core technologies and other systems could be exposed to damage or interruption from systems failures, computer viruses, cyber-attacks or other events. Any systemic failure or sustained disruption to the effective operation of SQID's technology platform could severely damage SQID's reputation and its ability to generate new business or retain existing business, directly impair SQID's operations and customer service levels or necessitate increased expenditure on technology or generally across the business. Any of these outcomes could materially adversely affect SQID's business, operating and financial performance.

Data Security Risks

The Company will utilize servers with significant amounts of data stored in via third party companies being AWS. Should the Company be responsible for the loss of any or all the data stored by it, the liability could materially undermine the financial stability of the Company. Also, much of the data stored will be confidential. The company does not store full card data. If the company's data is ever compromised, then customer card data will not be accessible to those in possession of the data. Anyone who can circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations.

Cybersecurity. SQID is subject to Australian Privacy legislation which includes the requirement to advise an entity if their identity has been compromised. SQID is also required to comply with the Payment Card Industry (PCI) standard, which sees us adhere to very strict rules in the use of the software and hardware we implement in our hosting environment. All our data is hosted remotely by Amazon Web Services (AWS), which also complies with the PCI standard. The Company relies on AWS cybersecurity arrangements. The Payment Card Industry Data Security Standard (PCI DSS) is a set of security standards designed to ensure that all companies that accept, process, store or transmit credit card information maintain a secure environment. The AWS/SQID secure environment incorporates firewalls, routing rules, authorized access only and encryption.

Internet Fraud. SQID has detailed merchant vetting / KYC procedures used to detect or mitigate fraud. Merchant accounts all have transaction limits, in line with the industry they are in, and all transactions are monitored and assigned a risk score. SQID also has transaction monitoring including the flagging of chargeback activity; SQID has the ability to withhold settlements pending an investigation into transactions. SQID also takes bonds from merchants as security in case the need to recover chargebacks arises. Bonds also act as a deterrent to fraudsters from even commencing the merchant onboarding process.

Money Laundering. This is a significant risk for all businesses. SQID is governed by the Australian Anti-Money Laundering legislation and is required to operate in a PCI (Payment Card Industry) compliant manner when dealing with credit card information and payments.

Management of Growth

The Company may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and

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RISK FACTORS AND UNCERTAINTIES (continued)

manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Increases in Competition

The payment processing industry is highly competitive and SQID may face increased competition from actions by existing competitors, the entry of new competitors, consolidation between existing competitors or from major customers bypassing payment processing and transactions switching companies and transacting directly with end customers.

SQID's competitive position may deteriorate because of these factors, or a failure by SQID to continue to position itself successfully to meet changing market conditions, customer demands and technology. Any material deterioration in SQID's competitive position could materially adversely affect SQID's business, operating and financial performance.

Damage to Reputation or Brand

SQID's reputation and brand is important in winning and retaining contracts, maintaining its relationship with third-party suppliers and service providers and attracting employees. Reputational damage could arise due to a number of circumstances, including inadequate or deteriorating service levels, improper conduct, adverse media coverage or underperformance of customer-facing third-party suppliers and service providers. Reputational damage may potentially result in a failure to win new contracts and impinge on SQID's ability to maintain relationships with existing customers, suppliers and service providers and impede its ability to compete successfully in the payment transactions industry and to attract key employees. If any of these occur, this could materially adversely affect SQID's business, operating and financial performance.

The Company is proactive in dealing with these risks by regular reporting to customers about service levels, which allows the Company's representatives to be proactive in identifying and mitigating any service level deterioration. Regular systems maintenance is also important to ensure optimum services levels and minimum disruption to customers. There is no assurance that the Company's efforts to mitigate these risks will always be successful.

Exposure to Adverse Macroeconomic Conditions

SQID is exposed to changes in general economic conditions in Australia and internationally and is affected by macroeconomic conditions such as tariffs and other trade barriers, economic recessions, downturns or extended periods of uncertainty or volatility, which may influence customer decisions in relation to whether to enter into transaction processing arrangements. These macroeconomic conditions may materially adversely affect SQID's business, operating and financial performance. Payment transactions are the core of most commercial activity. Unless there is a catastrophic event, payment processing will occur.

Protection of Intellectual Property

SQID relies on laws relating to patents, trade secrets, copyright and trademarks to assist in protecting its proprietary customer-facing technology platform. There is a risk that unauthorized use and copying of SQID customer-facing technology platform will occur, or third parties will successfully challenge the validity, ownership or authorized use of intellectual property. This could involve significant expense and potentially the inability to use the intellectual property,

which could materially adversely affect SQID's business, operating and financial performance. SQID does not currently have insurance for this possibility.

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RISK FACTORS AND UNCERTAINTIES (continued)

The Company is considering insurance (if available on economic terms) to fund possible future enforcement action against any potential infringer. There is no assurance that the Company's efforts to prevent unauthorized use or copying of its technology will always be successful.

Acquisition Risk and Associated Risk of Dilution

SQID's possible expansion strategy includes pursuing acquisitions. The successful implementation of acquisitions will depend on a range of factors including acquisition costs, funding arrangements, business cultural compatibility and operational integration. To the extent acquisitions are not successfully integrated with SQID's existing business, the financial performance of SQID could be materially adversely affected. Future acquisitions may involve the issue of Ordinary Shares for consideration. In this event, Shareholders' interests will be diluted. Ordinary Shares may also be issued for other purposes such as debt reduction. Effective due diligence by the Company is ongoing to minimize the risk in integrating acquisition targets although this cannot be guaranteed.

Expansion of its Merchant Base and Industries Serviced

There is no assurance that the Company's plans to expand its Merchant Base and to expand the industry sectors in which it currently operates.

Credit Card Prepayment Risk

SQID Payments provides merchant services, under the Merchant *Westpac Agreement* with *Westpac* and under the *Merchant Warrior Agreement* with *Merchant Warrior*. SQID is at risk if merchants fail to deliver goods to their customers that were purchased using credit cards. SQID may be liable for charge backs from the card schemes or card issuing banks. Further if the number of charge backs in a given period is considered excessively high, SQID is at risk of incurring levy fines or even exclude SQID from participation in their networks.

SQID attempts to mitigate these risks by withholding the chargeback value from settlements to merchants and holds direct debit authority with merchants to recover unfunded charge backs. SQID may request security deposits from merchants at risk of prepayment default. SQID is also seeking insurance if this is available at economic rates.

Insurance Risk

SQID's only insurance is mandatory worker's compensation insurance. SQID does not currently hold insurances against the identified risks of its operations. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of SQID. There are uninsurable risks such as cardholder fraud, merchant fraud, merchant business failure and adverse regulatory changes.

Exchange Rate Risk

SQID currently operates in Australia. The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Australian dollar.

Unforeseen Expenses

All expenses that SQID is aware of are taken into account. There is a risk that unforeseen expenses may develop which could materially negatively affect the business operations.

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RISK FACTORS AND UNCERTAINTIES (continued)

Permits and Government Regulations

There are no permits or government regulations in Australia that affect the Company's operations beyond business license requirement and employment standards.

Environmental and Safety Regulations and Risks, Climate Change

There are currently no environmental laws and regulations affect the operations of the Company. None are anticipated as the Company's does not have physical operations other than business offices. SQID, like all other businesses and persons in the world is exposed to the effects of climate change. The direct effects on SQID's business is not foreseeable at this time.

APPROVAL

The Board of Directors of the Company approved the disclosure contained in this MD&A on April 27 2021.