

CREDISSENTIAL INC.

(FORMERLY IMPACT ANALYTICS INC.)

Management's Discussion and Analysis

For the three months ended September 30, 2024

CREDISSENTIAL INC. (FORMERLY IMPACT ANALYTICS INC.)

Management's Discussion and Analysis of Financial Results

For the three months ended September 30, 2024

The following management discussion and analysis ("MD&A") should be read in conjunction with the condensed interim consolidated financial statements and accompanying notes ("Financial Statements") of Credissential Inc. (Formerly Impact Analytics Inc.) (the "Company") for the period ended September 30, 2024. Results have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All monetary amounts are reported in Canadian dollars unless otherwise indicated.

For further information on the Company reference should be made to the Company's public filings which are available on SEDAR.

This MD&A contains forward-looking information. See "Forward-Looking Information" and "Risks and Uncertainties" for a discussion of the risks, uncertainties and assumptions relating to such information.

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INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is provided to enable a reader to assess the financial position and results of operations of Credissential Inc. (formerly *Impact Analytics Inc.* or the "Company") for the three months ended September 30, 2024.

This MD&A should be read in conjunction with the Company's financial statements for the three months ended September 30, 2024, together with the accompanying notes found therein.

This document presents the views of management as at November 29, 2024. Additional information on the Company can be found on SEDAR at www.sedar.com.

Information contained in the Management Discussion and Analysis ("MD&A") is presented on the same basis as the financial statements and was prepared in accordance with International Financial Reporting Standards ("IFRS") and is presented in Canadian dollars, the Company's functional currency.

FORWARD-LOOKING STATEMENTS

The MD&A contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the Company's financial condition, growth, results of operations, performance, financial needs, business prospects and opportunities. Forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology intended to identify forward-looking statements.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this MD&A, the Company has made various material assumptions, including but not limited to ongoing CRA policies that are favorable to the Company's business model, current market competition, general business and economic conditions, and the Company's ability to successfully execute its plans and intentions. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including, among other things, changes in government monetary, fiscal and economic policies; changes in general economic conditions; legislative and regulatory developments; competition.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

There have been no events or circumstances that have occurred during the year to which the MD&A relates, or to a period that is not yet complete, that are reasonably likely to cause actual results to differ materially from the forward-looking information identified in this MD&A.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made).

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is 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. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

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COMPANY BACKGROUND AND DESCRIPTION OF THE BUSINESS

Credissential Inc. (formerly Impact Analytics Inc.) (the "Company") was incorporated on January 28, 2020, pursuant to the provisions of the Business Corporations Act (Alberta), with its head office and registered office located at 210, 2020 – 4 Street SW, Calgary, Alberta, T2S 1W3. The Company's first fiscal year end was June 30, 2020.

The Company listed its shares on the Canadian Securities Exchange (CSE) on August 13, 2020 (Symbol "ACA"), it then changed its name on October 20, 2023 to Impact Analytics Inc. (Symbol "PACT") and is now identified by the symbol "CRED" following its name change to Credissential Inc. on September 18, 2024.

The Company's subsidiary business is to sell minority interests in the subsidiaries it forms to arms-length purchasers ("Purchasers"), which allows debt securities of the subsidiaries to be eligible for registered savings plans. A registered savings plan is a registered retirement savings plan, registered education savings plan, registered retirement income fund, a tax-free savings account or other similar registered savings plan. The Purchasers use the capital raised at their own discretion, without reliance on the management or resources of the Company. The Company's management and capital are not committed to these subsidiaries, nor does the Company receive any economic benefit from the operations of the subsidiaries.

Agreements with the subsidiaries define the permissible fees that the Company may charge and prohibit the Company from receiving additional compensation from the subsidiaries, such as dividends. Any change to these agreements would require approval by the minority shareholders of the subsidiaries. The Company does not raise capital for the subsidiaries. The Company charges a base fee for setting up each subsidiary, a further percentage of all raised funds, and an annual fee.

On March 18, 2024, the Company described its change of business being to provide risk assessment, data intelligence and financial services platforms powered by AI (artificial intelligence). To this end, the Company is engaged in building a proprietary product stack to optimize and streamline financial decision making for enterprises and individuals. The Company is currently focused on developing Credissential, the Company's flagship product offering.

Significant Highlights

The following highlights and developments for the three months September 30, 2024 and year ended June 30, 2024 and to the date of this management discussion and analysis:

- Launched Credissentail enterprise on the App Store for iPad
- Expanded enterprise solution under Credissential to expand Dealerflow
- Changed its name to Credissential Inc.
- Closed transaction with Antenna Transfer Inc.
- Hired David Marod as conversational AI consultant
- Signed LOI to acquire Antenna
- Arranged and closed \$5.35-million note offering
- Joined NVIDIA Developer Program to enhance AI abilities
- Signed beta testing deal with ApexSubmitted Credissential app to the Apple App Store
- Engaged Tri Nguyen as a scalable AI (artificial intelligence consultant) effective July 8, 2024
- Launched Credissential website
- Hired Milestone Capital for marketing
- Private beta launched its previously announced software, Credissential.

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- Subsidiary PACT Cloud Ltd. has entered into a reseller agreement dated May 27, 2024, with Virtuozzo Inc.
- Launching of "Cloud for Clunkers" program aimed at upgrading outdated servers to more advanced cloud technologies.
- Expanding capacity by installing hardware at Hurricane centre in Calif, for improved device delivery.
- Incorporated a subsidiary, PACT Cloud Ltd.
- Joining the Open Infrastructure Foundation (OpenInfra) to support the development and adoption of open infrastructure on a global scale.
- Completing its minimum viable product - "Lana cash" project.
- Launching its Secure Data Vault product offering, intended for enterprise users
- Appointing Colin Frost as the new Chief Executive Officer (CEO) following the resignation of Eric Entz.
- Acquiring provisional patent rights to promote its Artificial Intelligence (AI) for its three commercial projects.
- Including four enterprise participants across industries such as financial services, environmental, social and governance and, auto lending advisory, to the "Pulse" program.
- Reengaging "Fairfax partners Inc." to provide social media services with a monthly budget of \$10,000 plus approved expenses for the engagement.
- Entering a letter of intent with "Darkflow" joint venture partnership, aimed at integrating its technology for risk management and compliance.
- Commencing trading on a global securities app called "upstream," to enable investors access the Company's shares, and transact in real-time.
- Launching of an intelligent software pilot program called "Pulse" to enable partners to be able to gain early access to the company's current product suite and also to develop complementary products.
- Development of "Lana cash" risk assessment tool for risk profile checks and, intelligent data solutions.
- Launching of "Credissential" data storage and management product, further promoting its Artificial Intelligence (AI) initiative.
- Appointment of Dato Mawani as strategic advisor to expand reach in the Asia pacific region.
- Appointment of Mitch Johnstone as strategic advisor to enhance risk AI capabilities.
- Acquisition of AI hosting service and engagement of "Global One" to manage its social media channels.
- Partnering with Takada Asset Management to further the utilization and distribution of Impact Analytics' AI product offerings in the Asia Pacific region.
- Entered into a development service agreement with Research Laundry to advance its AI product development.

PRODUCTS UNDER DEVELOPMENT

The Company continues to advance its artificial intelligence product development initiatives with the goal of launching a stack of patentable technologies for commercialization in 2024.

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Credissential

Credissential aims to disrupt current methods of credit data storage, management and application via the transition of retail and commercial credit application systems into the digital realm. Credissential is being developed to provide a credit lock box or credit vault to users, whereby data, information and pertinent credit-related co-ordinates are securely stored, managed and seamlessly shared. It is expected that Credissential will actively update and aggregate data into one centralized application easily accessible by users, allowing users to:

- Apply for credit with the tap of the phone at participating institutions/vendors;
- Distribute a user's credit package to third parties for various credit centric applications.

Credissential expects to remove the manual process for credit seekers of aggregating pay stubs, asset statements, tax returns and other documents required to apply for a new credit product. Further, Credissential is being developed to reduce the requirement for potentially harmful credit checks, native to the traditional credit process. Credissential is being developed for all stages of a user's respective credit life cycles and financial objectives.

Credissential is in closed test beta development, and the company expects to submit the first iteration of the public app to the apple/google/amazon app stores by the end of July. From there, development and additions of additional features will continue to be launched. There are about 20 main targets for features to be added and the cost of launching the entire Credissential platform is estimated to be about \$140,000, with expected completion to be within 6 months.

Lana Cash

The Company developed another risk assessment tool to complement its existing product stack with the objective of providing enterprises with intelligent data solutions.

The company is pleased to introduce its latest artificial-intelligence-driven risk assessment infrastructure product under development, the Lana platform, featuring its first application (Lana Cash). The Lana platform is being developed as a widely compatible software layer, easily adaptable by enterprise and small and medium businesses (SMB) to enhance traditional risk assessment overlays. Developed as a stand-alone technology demonstration, the Lana Cash application will test users' risk profiles and provide a recommendation based on unique, AI-powered analysis.

It is anticipated that the complete Lana platform will enable enterprises and SMBs to evolve into an adaptable software suite and will generate improved real-time risk assessment results by leveraging:

- Unique risk markers: Using telemetric and other proprietary data collection and analysis;
- Know your client (KYC): Validating user identities with precision, safeguarding against nefarious impersonations and fraud;
- Anti-money laundering (AML): Analyzing context, sentiment as well as financial crime risk with near-immediate AI-driven analysis;
- Banking analytics: Accessing real-time financial data for deeper user insights, enhancing transparency and more accurate financial health assessment scores;
- Corporate compliance: Assessing available business records to reveal stakeholders and potential conflicts;
- eIDs: Authenticating user identities with recognized and secure electronic identification solutions, enhancing trust and security.

Lana Cash is offered as a white label service. Due to budget constraints, other products have been prioritized over Lana Cash, and any further development would be funded by a white label partner. The Company's business development team is current in search of a suitable partner.

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PACT Platform

The PACT platform was rebranded and launched as the Secure Data Vault (SDV) to give the Company a commercially viable product that could generate cashflow in a short period of time. Features continue to be developed onto the SDV, and it may eventually be renamed the "PACT Platform" as these features are launched. Due to current consumer and budget demands, most efforts have been directed towards the Credissential Project.

SDV costs approximately \$2,000 USD a month to manage and is currently testing with a few large clients. Updates to the platform are expected but not significant in cost. However, if the Company gets an influx of clients, the Company will need to purchase additional hardware, costing an estimated \$50,000 USD, to support the additional revenue. This is estimated to be approximately \$600,000 annually.

SDV expenses over the next 6 months is estimated at \$40,000 due to some hardware upgrades for the Credissential product and increased bandwidth and space rental charges as the company expands.

During the three months ended September 30, 2024, the Company incurred development expenses as follows:

Three months ended September 30, 2024				
	Credissential	Lana Cash	PACT platform	Total
Balance, September, 2023	-	-	-	-
Balance, September 30, 2024	64,747	-	-	64,747

MATERIAL ACCOUNTING POLICIES

A complete summary of the Company's material accounting policies is provided in the audited financial statements for the year ended June 30, 2024 and the condensed interim consolidated financial statements for the three months ended September 30, 2024.

CRITICAL JUDGEMENTS AND ESTIMATES

The preparation of the condensed interim financial statements requires that the Company's Management make assumptions and estimates of uncertain future events on carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The Company is also required to make critical judgements in applying certain accounting policies.

SELECTED FINANCIAL INFORMATION

The following selected financial information is derived from the financial statements of the Company for the three months ended September 30, 2024 (unaudited) and year ended June 30, 2024 (audited).

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FINANCIAL POSITION HIGHLIGHTS

(in \$)	As at September 30, 2024	As at June 30, 2024
Net working capital (deficiency)	\$(1,203,349)	110,891
Total current assets	803,476	977,703
Total assets	2,171,657	977,884
Total current liabilities	2,006,321	866,903
Total shareholders' equity	165,336	110,981

The current liabilities are primarily from payables to vendors that rendered services to the Company to further finance working capital and expand the business.

The following unaudited tables set out selected financial information for the Company over the last eight quarters of operations:

STATEMENT OF COMPREHENSIVE INCOME (LOSS) HIGHLIGHTS

	Quarter 1 September 30, 2024	Quarter 4 June 30, 2024	Quarter 3 March 31, 2024	Quarter 2 December 31, 2023
Revenue	-	\$ 2,500	\$ 3,750	\$ 7,666
Other income (loss)	-	\$ 5,009	\$ (5,041)	-
Expenses	\$ 6,516,399	\$ 1,092,501	\$ 1,320,722	\$ 343,113
Net income and comprehensive (loss)	\$(8,393,870)	\$ (1,096,287)	\$ (1,322,013)	\$ (335,447)
Loss per share basic and diluted	\$(0.28)	\$ (0.06)	\$ (0.048)	\$ (0.013)
	Quarter 1 September 30, 2023	Quarter 4 June 30, 2023	Quarter 3 March 31, 2023	Quarter 2 December 31, 2022
Revenue	\$ 8,244	\$ 12,520	\$ 12,976	\$ 19,040
Other income (loss)	-	-	-	-
Expenses	\$ 58,817	\$ 18,388	\$ 11,167	\$ 10,026
Net income and comprehensive (loss)	\$ (50,573)	\$ (5,868)	\$ 1,809	\$ 9,014
Income (loss) per share basic and diluted	\$ (0.008)	\$ (0.001)	\$ 0.001	\$ 0.001

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CASH FLOW HIGHLIGHTS

	Quarter 1 September 30, 2024	Quarter 4 June 30, 2024	Quarter 3 March 31, 2024	Quarter 2 December 31, 2023
Net cash provided (used) by:				
Operating activities	\$ (1,527,107)	\$ (1,155,927)	\$ (891,159)	\$ (540,369)
Investing activities	\$ (25,000)	-	-	-
Financing activities	\$1,358,591	\$ 1,215,000	\$ 786,996	\$ 768,490
Increase (decrease) in cash	\$(193,516)	\$ 59,073	\$ (104,163)	\$ 228,121
Cash beginning of period	\$195,140	\$ 136,067	\$ 240,230	\$ 12,109
Cash at end of period	\$1,624	\$ 136,067	\$ 136,067	\$ 240,230
	Quarter 1 September 30, 2023	Quarter 4 June 30, 2023	Quarter 3 March 31, 2023	Quarter 2 December 31, 2022
Net cash provided (used) by:				
Operating activities	\$ 1,757	\$ 19,772	\$ (321)	\$ (633)
Investing activities	-	-	-	-
Financing activities	-	\$ (13,953)	-	-
Increase (decrease) in cash	\$ 1,757	\$ 5,819	\$ (321)	\$ (633)
Cash beginning of period	\$ 10,352	\$ 4,533	\$ 4,854	\$ 5,487
Cash at end of period	\$ 12,109	\$ 10,352	\$ 4,533	\$ 4,854

RESULTS OF OPERATIONS**THREE MONTHS PERIOD ENDED SEPTEMBER 30, 2024**

Net loss and comprehensive loss for the three months ended September 30, 2024, was approximately \$8,393,870 (2023 - \$50,573) and mainly attributable to the following:

- Professional fees increased by \$13,347 from 33,639 during the three months ended September 30, 2023, to \$46,986 during the three months September 30, 2024.
- General and administrative expenses increased by \$10,754 from \$8,649 during the three months ended September 30, 2023, to \$19,403 during the three months ended September 30, 2024.
- Development expenses increased by \$64,747 from \$nil during the three months ended September 30, 2023, to \$64,747 during the three months ended September 30, 2024. This is due to costs incurred by the Company for its AI product development. In addition, there were reclassifications done from consulting expenses during the quarter.

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- Director fees increased by \$31,403 from \$nil during the three months ended September 30, 2023, to \$31,403 during the three months ended September 30, 2024. This is due to Director fees incurred by the Company for two of its directors during the quarter.
- Interest and Bank Charges increased by \$7,472 from \$153 during the three months ended September 30, 2023, to \$7,625 during the three months ended September 30, 2024. This is as a result of interest expenses incurred by the Company from outstanding promissory note payable.
- Insurance increased by \$5,000 from \$nil during the three months ended September 30, 2023, to \$5,000 during the three months ended September 30, 2024. This is due to insurance expenses recognized by the Company for its Directors and officers during the quarter.
- Consulting and investor relations expense increased due to reclassification of costs during the three months ended September 30, 2024 for marketing campaign in comparison to the three months ended September 30, 2023.
- Finders' fees increased by \$316,366 from \$nil during the three months ended September 30, 2023, to \$316,366 during the three months ended September 30, 2024. This was due to finders' fees in respect to the convertible loan the Company entered into during the three months ended September 30, 2024.
- Transaction fees increased by \$330,000 from \$nil during the three months ended September 30, 2023, to \$330,000 during the three months ended September 30, 2024. This was due to transactions fees in respect to the convertible loan the Company entered into during the three months ended September 30, 2024.
- Share-based payments increased by \$4,428,260 from \$3,526 during the three months ended September 30, 2023, to \$4,431,786 during the three months ended September 30, 2024. This was due to issuance of stock options and RSUs during the three months ended September 30, 2024.

ACQUISITION OF ANTENNA TRANSFER INC.

On August 16, 2024, the Company closed its acquisition of Antenna Transfer Inc ("Antenna"). Under the terms of the definitive agreement, the Company issued 4,500,000 common shares valued at a total of \$2,880,000 to Antenna's shareholders. Additionally, a cash payment of \$25,000 was made. The consideration shares are subject to a 12-month lock-up period, after which 20% of the shares will be released each month. A finder's fee was also issued, amounting to 450,000 common shares valued at \$288,000.

The acquisition of the Antenna constitutes an asset acquisition and has been accounted for under the acquisition method, as outlined in IFRS 3, Business Combinations. However, since the assets acquired did not qualify as a business under IFRS 3, the acquisition has been treated as a purchase of individual assets and liabilities.

The allocation of the purchase price to the assets acquired and liabilities assumed is based on their estimated fair values as of the acquisition date. The assets and liabilities have been included in the Company's consolidated financial statements starting from August 16, 2024.

During the period ended September 30, 2024, the Company recognized an intangible asset in the amount of \$1,368,000. The difference between the purchase price and the identifiable net assets acquired have been recorded as excess consideration included as other expenses in the Company's loss and comprehensive loss.

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	August 16, 2024
Consideration paid on asset acquisition:	\$
Cash	25,000
Non-cash consideration (share exchange)	2,880,000
Non-cash consideration (shares issued for finders' fee)	288,000
Total consideration paid	3,193,000
Net assets (liabilities) of Antenna acquired:	\$
Intangible asset	1,368,000
Accounts payable and accrued liabilities	(19,781)
Total identifiable net assets acquired	1,348,219
Excess consideration over net assets acquired	1,844,781
Excess consideration over net assets acquired	3,193,000

INTANGIBLE ASSET

On August 16, 2024, the Company acquired Antenna Transfer Inc. This acquisition included its proprietary intellectual property ("IP"), valued at \$1,368,000 based on the reproduction cost method. The acquired IP is a privacy-focused, encrypted file-sharing and payment platform currently in its pre-revenue stage. The IP was valued using the reproduction cost approach, as this method most reliably estimates fair value in the absence of established revenues or cash flow projections.

Management has determined that the IP has an indefinite useful life due to the following factors:

- The IP is expected to generate economic benefits indefinitely as it can be continuously developed and adapted to evolving market needs.
- No foreseeable limit exists to the period over which the IP is expected to contribute to the Company's cash flows.
- The Company plans to maintain and upgrade the IP to sustain its utility and relevance.

As a result, the IP will not be amortized but will be subject to annual impairment testing.

Cost	Developed technologies
	\$
Balance - June 30, 2024	-
Additions	1,368,000
Balance - September 30, 2024	1,368,000

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PREPAID EXPENSES

As at September 30, 2024, the Company had prepaid expenses of \$801,852 (June 30, 2024 - \$782,563). Prepaid expenses were paid as follows:

	September 30, 2024	June 30, 2024
	\$	\$
Business consulting services	200,984	54,583
Business development and project management	-	62,622
Salaries	12,413	12,413
Insurance	3,333	8,333
Legal	9,787	-
Advisory services	8,333	82,900
Investor relations	471,997	561,712
GST receivable	95,004	-
	801,852	782,563

PROMISSORY NOTE PAYABLE

As of June 30, 2024 the Company has issued the following promissory notes to 721785 N.B. Inc. (the "Lender"):

1. April 9, 2024: The Company issued a promissory note for a principal amount of \$200,000, bearing interest at 10% per annum. A facilitation fee of \$50,000 is also payable on demand. Interest is calculated annually in arrears and payable on demand. The note is repayable within 30 days of written demand by the Lender.
2. May 2, 2024: The Company issued a promissory note for a principal amount of \$50,000, bearing interest at 10% per annum. A facilitation fee of \$10,000 is payable on demand. Interest is calculated annually in arrears and payable on demand. The note is repayable within 30 days of written demand by the Lender.
3. May 9, 2024: The Company issued a promissory note for a principal amount of \$50,000, bearing interest at 10% per annum. A facilitation fee of \$10,000 is payable on demand. Interest is calculated annually in arrears and payable on demand. The note is repayable within 30 days of written demand by the Lender.

The total principal amount outstanding as of September 30, 2024, is \$300,000, with total accrued interest of \$15,033. No demand for repayment has been made as of the reporting date.

CONVERTIBLE NOTE PAYABLE

On July 25, 2024, the Company entered into a subscription agreement with Helena Special Opportunities, LLC ("HSO"), pursuant to which the Company issued senior unsecured convertible debentures ("Convertible Notes") with a total principal amount of up to \$5,350,000. The Convertible Notes are to be issued in tranches, with an initial tranche of \$1,350,000 issued at closing and subsequent tranches of \$250,000 each available at the mutual agreement of the Company and HSO over a 24-month commitment period. The Convertible Notes were issued at 80% of their principal value, representing a subscription price of \$4,280,000.

The Convertible Notes mature 12 months from their respective issuance date unless earlier converted or redeemed.

The Company determined that there are several financial components of the Convertible Notes. The significant ones include the note payable, the embedded derivatives of the conversion rights, and the commitment fee liability. There is also a standalone equity component being the warrants issued. Additionally, the subscription agreement gives HSO 17 options, each entitling the holder to subscribe for a \$250,000 tranche of Convertible Notes during the 24-month commitment period. Each tranche issuance is accompanied by warrants equal to 50% of the tranche value, exercisable for five years at a price equal to 125% of the common share price on the day prior to their issuance, which the Company determines to be another standalone equity component.

The Company elects to present the components of the Convertible Notes as a whole as a convertible loan liability at fair value through profit or loss (FVTPL). The fair value of the \$1,350,000 initial tranche was determined to be

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\$1,080,000 on the First Closing date of July 25, 2024, and the residual value of \$nil was assigned to the warrants. A commitment fee of \$240,750 was satisfied through the issuance of additional Convertible Notes, which were recorded as a convertible loan liability and expensed at fair value.

During the period ended September 30, 2024, the Company received conversion notices totaling \$501,000 to reduce the loan liability and a change in fair value of (\$28,848) was recorded for the period ended.

The fair value of the convertible loan payable at September 30, 2024 was \$849,000. The fair value of the Convertible Note outstanding at a given date is determined by the total liabilities the Company would have to pay to the Investor assuming the Investor converts the Convertible Note on that date.

INVESTMENTS IN PRIVATE COMPANIES

The Company's subsidiary business is to sell minority interests in the subsidiaries it forms to arms-length purchasers ("Purchasers"), which allows debt securities of the subsidiaries to be eligible for registered savings plans. A registered savings plan is a registered retirement savings plan, registered education savings plan, registered retirement income fund, a tax-free savings account or other similar registered savings plan. The Purchasers use the capital raised at their own discretion, without reliance on the management or resources of the Company. The Company's management and capital are not committed to these subsidiaries, nor does the Company receive any economic benefit from the operations of the subsidiaries. The Company also does not pay for any fees for these subsidiaries.

As of September 30, 2024 and June 30, 2024, the Company owned the following subsidiaries:

	Cash Offer Capital Corp	1328623 B.C. Ltd.	Blue Copper Asset Fund	100003581 Ontario	1469617 B.C. Ltd.	Total
Place of Business	British Columbia, Canada	British Columbia, Canada	Alberta, Canada	Ontario, Canada	British Columbia, Canada	
Ownership, June 30, 2024 and September 30, 2024	60%	60%	60%	60%	60%	
Fair Value, June 30, 2024 and September 30, 2024	60	60	1	60	Nil	\$181

SHARE CAPITAL

The Company has an unlimited number of Class A voting common shares, and an unlimited number of Class A, Class B and Class C preferred shares authorized for issue. In concurrence with its June 30, 2020 non-offering prospectus, the Company entered into an escrow agreement, and as of September 30, 2024, no Class A common shares are held in escrow.

Stock split

On October 6, 2023, the Company issued shares pursuant to a stock split of 4:1 basis and outstanding common shares increased from 6,472,100 common shares to 25,888,400 common shares directly following completion of the split. The corporation expects that the stock split will increase the liquidity and marketability of the common shares.

Share capital

Transactions for the issuance of share capital during the three months ended September 30, 2024:

During August 2024, the Investor converted a total \$501,000 of the convertible note into 818,067 common shares of the Company at conversion prices between \$0.62 to \$0.71 representing a change of \$28,848 in the fair value of the convertible note.

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During August 2024, 513,856 common shares were issued upon the exercise of stock options with an exercise price of \$0.62 for proceeds of \$318,591. In addition, \$190,200 representing the fair value initially recognized, was re-allocated from reserves to share capital.

On August 16, 2024, 4,500,000 common shares were issued at \$0.64 per share for the acquisition of Antenna resulting in a total fair value of \$2,880,000. An additional 450,000 common shares were issued at \$0.64 per share in respect of a finders' fee associated with acquisition resulting in a fair value \$288,000.

On August 21, 2024, 125,000 common shares were issued for \$nil proceeds upon the exercise of RSUs. Additionally, \$87,500 representing the fair value initially recognized, was re-allocated from reserves to share capital.

There were no transactions for the issuance of share capital during the three months ended September 30, 2023.

Warrants

The following is a summary of the changes in the Company's warrants activities for the period ended September 30, 2024:

	Period ended September 30, 2024		Year ended June 30, 2024	
	Warrants #	Weighted average exercise price \$	Warrants #	Weighted average exercise price \$
Warrants outstanding, beginning of period	3,181,632	1.14	-	-
Issued	675,000	0.88	3,181,632	1.14
Warrants outstanding, end of period	3,856,632	1.10	3,181,632	1.14

Restricted Stock Units

On August 1, 2024, the Company issued an aggregate of 221,360 restricted share units to Directors, Officers, and Consultants of the Company. The shares vested immediately and are no longer restricted. The shares had a market price of \$0.70 at vesting. The Company allocated the market value of \$4,291,000 to share-based compensation and share capital. During the three months September 30, 2024, 1,000,000 (2023 – nil) RSUs were cancelled. As a result, the original share-based payments expense of \$700,000 (2023 - \$nil) related to these RSUs was reversed.

On September 12, 2024, the Company issued an aggregate of 192,307 restricted share units to Consultants of the Company. The shares vested immediately and are no longer restricted. The shares had a market price of \$0.52 at vesting. The Company allocated the market value of \$100,000 to share-based compensation and share capital.

On September 26, 2024, the Company issued an aggregate of 1,025,000 restricted share units to an Officer and Consultant of the Company. The shares vested immediately and are no longer restricted. The shares had a market price of \$0.52 at vesting. The Company allocated the market value of \$533,000 to share-based compensation and share capital.

During the year ended June 30, 2024, the Company issued an aggregate of 221,360 restricted share units to two Directors of the Company. The shares vested immediately and are no longer restricted. The shares had a market price of \$1.69 at vesting. The Company allocated the market value of \$374,098 to share-based compensation and share capital.

	Period ended September 30, 2024	Year ended June 30, 2024
	Equity Incentives #	Equity Incentives #
Equity Incentives outstanding, beginning of period/year	221,360	-
Granted - RSUs	7,347,307	221,360
Exercised	(125,000)	-
Cancelled	(1,000,000)	-
Equity Incentives outstanding, end of period/year	6,443,667	221,360

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Stock options

The fair value of the options was estimated using the Black Scholes option pricing model and the following weighted average assumptions: number of options – 5,160,000; share price - \$0.0275; exercise price - \$0.0275; expected life – 24 months; annualized volatility – 115%; quarterly dividend yield – 0%; risk-free rate – 4.94%.

On August 8, 2024, 513,856 stock options were granted to a consultant exercisable at \$0.62 each, expiring on August 8, 2026, which vested immediately. Fair value was calculated using the following assumptions: expected life of options – two years, stock price volatility – 115.00%, no dividend yield, and a risk-free interest rate – 3.23%. Using the above assumptions, the fair value of options granted was \$0.37 per option, for an aggregate total of \$190,200.

On August 26, 2024, 10,000 stock options were granted to a consultant exercisable at \$0.69 each, expiring on August 26, 2026, which vested immediately. Fair value was calculated using the following assumptions: expected life of options – two years, stock price volatility – 115.00%, no dividend yield, and a risk-free interest rate – 3.27%. Using the above assumptions, the fair value of options granted was \$0.41 per option, for an aggregate total of \$4,100.

On September 3, 2024, 50,000 stock options were granted to a consultant exercisable at \$0.66 each, expiring on September 3, 2027, of which 50% vested immediately with the remaining 50% vesting On December 3, 2024. Fair value was calculated using the following assumptions: expected life of options – two years, stock price volatility – 115.00%, no dividend yield, and a risk-free interest rate – 3.05%. Using the above assumptions, the fair value of options granted was \$0.42 per option, for an aggregate total of \$20,800 (\$13,486 vested during the three months ended September 30, 2024).

On September 25, 2023, the Company issued an aggregate of 1,290,000 stock options to certain Directors, Officers, and consultants of the corporation, with each option exercisable for one common share of the Company at an exercise price of \$0.11 for two years from the date of grant. On October 6, 2023, the Company also issued shares pursuant to a stock split of 4:1 basis and outstanding share options increased from 1,290,000 common shares to 5,160,000 following the completion of the split.

The following is a summary of the changes in the Company's stock option activities for the period ended September 30, 2024:

	Period ended September 30, 2024		Year ended June 30, 2024	
	Options #	Weighted average exercise price \$	Options #	Weighted average exercise price \$
Options outstanding, beginning of period/year	-	-	-	-
Granted	573,856	0.62	5,160,000	0.03
Exercised	(513,856)	0.62	-	-
Cancelled/forfeited/expired	-	-	(5,160,000)	0.03
Options outstanding, end of period/year	60,000	0.67	-	-

RELATED PARTY TRANSACTIONS

Key Management Compensation

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

The following related parties transacted with the Company or Company controlled entities during the period:

- Eric Entz was the former CEO of the Company and provided consulting services. He resigned during the three months ended September 30, 2024.

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- b) Colin Frost is the new CEO of the Company and provides consulting services. He was appointed as the new CEO during the three months ended September 30, 2024.
- c) Joe Traversa, a Director of the Company provides consulting and director services.
- d) Sebastian Lowes, a Director of the Company provides consulting services to the Company.
- e) Laura Parken, the Corporate Secretary of the Company provides consulting services.
- f) Robert Birmingham, a Director of the Company provides marketing services.
- g) Stephen Brohman is the Company's new CFO effective September 15, 2024. He is a principal of Donaldson Brohman Martin CPA Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with accounting and tax services (included within professional fees).

The aggregate value of transactions and outstanding balances with key management personnel and Directors and entities over which they have control or significant influence were as follows:

	Transactions three months ended September 30, 2024 \$	Transactions three months ended September 30, 2023 \$	Balances outstanding September 30, 2024 \$	Balances outstanding June 30, 2024 \$
Eric Entz	5,000	-	11,890	2,500
Colin Frost (2)	37,000	-	17,000	7,097
Joe Traversa (2)	1,500	-	2,525	525
Sebastian Lowes (1)	55,000	-	29,008	27,468
Laura Parken	4,500	-	7,875	1,500
Robert Birmingham	1,500	-	2,575	525
DBM CPA	3,500	-	3,675	-
	108,000	-	74,548	39,615

(1) - Includes a bonus payment of \$15,000

BUSINESS RISKS

Executive Management

the Company is dependent on members of its senior management and non-executive directors. The loss of one or more of these individuals could adversely affect the Company's business. the Company has minimized the impact of losing any one individual by cross-training senior management to assume a variety of roles within the Company.

Regulation

The Company is subject to various laws and regulations; any changes to these statutes, or court decisions, regarding their application could negatively impact the Company. Specifically, the Company's business model and shared ownership of its subsidiaries with third party Purchasers is reliant on regulations under the Income Tax Act, and there can be no assurance that the governments or regulators will not adopt laws or regulatory requirements that could adversely affect this line of business.

CREDIT RISK

Credit risk arises from the potential that a counterparty will fail to perform its contractual obligations and arises principally from the Company's receivables from customers and cash bank balances. The carrying amount of accounts receivable represents the maximum credit exposure.

At September 30, 2024, the Company had \$1,624 in cash bank balances (June 30, 2024 - \$195,140). The Company manages the credit exposure related to cash by selecting financial institutions with high credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

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LIQUIDITY RISK

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its liabilities when due. The Company's ongoing liquidity will be impacted by various external events and conditions. Management regularly reviews future cash requirements to ensure adequate funds are available. The Company's management and directors have been funding any cash shortfall and it is expected that they will continue to do so.

At September 30, 2024, the Company had \$768,244 in accounts payable and accrued liabilities and a working capital deficit of \$1,203,349.

SHARE CAPITAL INFORMATION

Shares

As at September 30, 2024, there were 36,010,135 common shares issued and outstanding. As of the date of this MD&A the Company had 37,399,023 common shares issued and outstanding.

Stock Options

As of September 30, 2024 and the date of this MD&A, there were 60,000 stock options outstanding.

Warrants

As of September 30, 2024 and the date of this MD&A, there were 3,856,632 share purchase warrants outstanding.

Restricted Share Units

As of September 30, 2024 and the date of this MD&A, there were 6,443,667 Restricted Share Units outstanding.

COMMITMENTS

The Company has no lease agreements or commitments for the period ended September 30, 2024.

SUBSEQUENT EVENTS

On October 16, 2024 the Company issued 1,388,888 to the investor based on a convertible note conversion.

On November 13, 2024, the Company announced a brokered offering of up to 12,900,000 units at \$0.12 per unit for gross proceeds of up to \$1,548,000. Each unit consists of one common share and one common share purchase warrant, with a warrant exercise price of \$0.16 for 60 months. Concurrently, the company announced a private placement of approximately \$500,000, also priced at \$0.12 per unit, with each unit consisting of one common share and one common share purchase warrant exercisable at \$0.16 for 60 months. The agent will receive a 7.0% cash fee and compensation options for 7.0% of the units issued.