

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") should be read in conjunction with the Corporation's financial statements and notes thereto for the period from February 4, 2021 (date of incorporation) to September 30, 2021.

This MD&A was prepared by management of the Corporation and has been approved by the Board of Directors. All amounts are in Canadian dollars unless otherwise stated.

### Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "expect", used by any of the Corporation's management, are intended to identify forward-looking statements. Such statements reflect the Corporation's forecasts, estimates and expectations, as they relate to the Corporation's current views based on their experience and expertise with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Corporation does not intend, and does not assume any obligation to, update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments unless required by applicable securities law.

### Overview

BnSellit Technology Inc. is a technology company that connects guests staying in a Short Term Rental (STR) property with items offered for sale or rent by STR owners and managers (Hosts). BnSellit links Hosts and Guests and enables Hosts to increase their income from STR and offer their Guests an enhanced experience which differentiates them from other STR offerings.

The Corporation was incorporated on February 4, 2021, since that date it purchased the IP in the BnSellit and BnBuyit app Platform from a related company RT7, obtained a listing on the CSE (CSE:BNSL) and has concentrated on Platform updates and enhancements, building a distribution network, signing agreements with partners to increase the reach of the Platform to potential Hosts and bolstering the internal team. At present, the Corporation has no current operating income but expects to start generating income over the next two quarters. The Corporation is in the process of marketing the Platforms to key target markets and is executing its targeted marketing plan aimed at key US states with the aim of onboarding Hosts before the important holiday period starts. The Corporation intends to finance its future requirements through a combination of operating income and equity issuance. There is no assurance that the Corporation will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Corporation's ability to continue as a going concern. The Corporation will need to raise sufficient working capital to maintain operations.

### Selected Financial Information

The following selected financial data is derived from the financial statements dated September 30, 2021 of the Corporation prepared in accordance with International Financial Reporting Standards.

As at September 30, 2021	
Net working capital	\$778,753
Total current assets	\$829,227
Total assets	\$2,141,825
Total current liabilities	\$50,474
Total shareholders' equity	\$2,091,351

<b>Period from July 1, 2021 to September 30, 2021</b>	
Revenue	\$0
Expenses	\$277,007
Net and comprehensive loss	\$(277,007)
Income per share basic and diluted	\$(0.01)

<b>Period from February 4, 2021 (date of incorporation) to September 30, 2021</b>	
Revenue	\$0
Expenses	\$542,863
Net and comprehensive loss	\$(542,863)
Income per share basic and diluted	\$(0.01)

No prior period comparison activity has been provided as the Corporation was not in existence during the reported period in the prior year.

#### **Discussion of Operations for the period ended September 30, 2021**

The Corporation was incorporated pursuant to the Business Corporations Act (Alberta) on February 4, 2021, with its head office located at 421-7th Avenue, SW, 30th Floor, Calgary, AB, T2P 4K9. The Corporation's registered office is located at 210 – 2020 4 Street SW, Calgary, AB T2S 1W3. The Corporation's first fiscal year end will be December 31, 2021. The Corporation's activities have been focused on (i) completing the Private Placements, (ii) obtaining the listing on the CSE (CSE:BNSL), (iii) developing a business plan for the Platforms, (iv) developing and protecting its brand intellectual property, (v) and securing third party partners and distribution partners for the commercialization of the Platforms.

Since incorporation the Corporation has raised cash by issuing share capital through a series of private placements, it purchased the BnSellit e-Commerce Platform and listed on the CSE (CSE:BNSL). The Corporation has also signed partner agreements with a range of property management platform providers which will give BnSellit access to over 200,000 potential Hosts. The Corporation has also developed its business further during this period by building supply chain partnerships that allow Hosts to purchase ready made Marketplace kits that easily and attractively package items that the Host can sell to Guests. These kits can be purchased directly from the supplier through the app and are delivered directly to the Host address.

The Corporation has increased market awareness of the BnSellit app by attending targeted STR trade shows and demonstrating the app to attendees, by becoming a member of multiple vacation rental bodies and marketing to other group members and joining relevant social media groups and contributing to online discussion groups. The Corporation will continue in these marketing efforts, targeting specific geographical areas and demographics where we believe we will have the most success.

Using the BnSellit e-Commerce Platform, Hosts can easily and quickly post and manage items for sale or rent at a specific location. These are items that a Guest can purchase and use during their stay or take home with them when they leave. The BnSellit e-Commerce Platform has a unique person-to-person built-in communication system linking Hosts and Guests together to answer questions about products and services and to facilitate completing a purchase or rental transaction.

Each Host is provided with a unique Host ID when they register which links inventory for sale or rent at the location to the Guest. The unique Host ID is displayed on signage and instructional documents provided by BnSellit at a Host's Location. Typically, a Host would inform the Guest that they are a BnSellit Host and provide instructions in advance of their stay through the email communications that accompany the rental confirmation. These instructions would include a summary of items for sale or rent, links to downloading the BnBuyit App from the IOS App Store or Google Play Store and the Host's unique Host ID. In addition to the advance email, when Guests arrive at the property they are presented with signage and instructions strategically placed by the Hosts notifying the Guests of specific items for sale

or rent at the location, how to download the BnBuyit App and how to purchase or rent the items.

BnBuyIt is the companion app to BnSellit and allows the Guest to explore items the Host has posted for sale or rent at the location by using the unique Host ID. The Guest can easily view, purchase or rent the items with the BnBuyIt App using their debit or credit card. A single BnBuyit App installed on a Guest's mobile device provides access, through the Unique Host ID, to thousands of participating BnSellit Host locations.

The BnSellit e-Commerce Platform allows Hosts to organize inventory in four main categories:

- General merchandise – Items which a Guest can purchase and take away with them when they leave the rental, examples include artwork, souvenirs, antiques, a music collection, clothing, furniture and much more.
- The mini-bar – This section allows a Host to offer drinks, snacks, toiletries, phone chargers, fruit, pre-made meals and items typically offered in high-end hotel room mini bars. The Marketplace Kits that have been developed quickly and easily allow Hosts to populate their minibar and they are free to personalize items as they see fit.
- Meals – Food items (frozen pizzas, hot dogs, ice creams, single serve cereals, etc.) that are stored in cupboards, refrigerators and freezers at a Host location.
- For rent – This section allows a Host to post items that a Guest can rent and use for the duration of their stay. These items can include bikes, golf clubs, snow boards, scooters, kayaks, access to a fitness center or club house, etc. Once a Guest completes their rental purchase, a 'Use Code' or combination lock code and instructions are automatically sent to the Guest in the BnBuyit App. The rental category is a single use rental fee for the duration of the Guest's stay.

The BnSellit e-Commerce Platform includes everything from real time payment processing integrations, inventory control, Guest management and support, Host management and support, performance reporting and real time in app Guest to Host Chat/Phone communications. BnSellit offers a one-stop-shop for Hosts that creates multiple revenue opportunities with each and every Guest visit while offering the Guest a richer and more rewarding experience.

Post September 30, 2021, BnSellit signed partner agreements with the following online property management partners:

- Alltherooms
- Flarbo
- Guesty
- Syncbnb
- Vacaymyway

These partnerships give BnSellit access to over 200,000 potential Hosts across North America.

On April 29, 2021, the Corporation entered into an asset purchase agreement (the "Asset Purchase Agreement") with BnS Canada, a subsidiary wholly owned by RT7. In consideration for the assets acquired from BnS Canada, the Corporation agreed to pay to BnS Canada 39,705,882 Class A Common Shares in the capital of the Corporation at a deemed price of \$0.02939111 per Class A Common Share.

## Trends

Management is not aware of any trend, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Corporation's business, financial condition or results of operations.

## Summary of Quarterly Results

Period from July 1, 2021 to September 30, 2021	
Revenue	\$0
Expenses	\$277,007
Net and comprehensive loss	\$(277,007)
Income per share basic and diluted	\$(0.01)

## **Liquidity, Capital Resources, and Outlook**

Liquidity risk is the risk that the Corporation will encounter difficulty in satisfying financial obligations as they become due. The Corporation manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Corporation's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

The Corporation had working capital of \$778,753 as of September 30, 2021.

On March 12, 2021, the Corporation closed its Class B Offering of 78,500 Class B Common Shares at \$1.00 per Class B Common Share for gross proceeds of \$78,500.

On April 12, 2021, the Corporation closed its Initial Offering of 1,660,700 Class A Common Shares at \$0.015 per Class A Common Share for gross proceeds of \$24,910.50.

On April 29, 2021, the Corporation entered into the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, the Corporation issued 39,705,882 Class A Common Shares to BnS Canada for all assets required in connection with the Platforms.

On May 28, 2021, the Corporation closed its First Private Placement of 1,640,182 Class A Common Shares at \$0.34 per Class A Common Share for gross proceeds of \$557,661.88.

On June 23, 2021, the Corporation closed its Second Private Placement of 2,209,292 Class A Common Shares at \$0.34 per Class A Common Share for gross proceeds of \$751,159.28.

On June 24, 2021, the Corporation closed its Third Private Placement of 200,000 Class A Common Shares at \$0.34 per Class A Common Share for gross proceeds of \$68,000.

On July 8, 2021, the Corporation closed its Fourth Private Placement of 230,883 Class A Common Shares at \$0.34 per Class A Common Share for gross proceeds of \$78,500.22.

On July 9, 2021, the Corporation redeemed 62,800 Class B Common Shares at \$1.00 per Class B Common Share.

On July 9, 2021, the Corporation converted 15,700 Class B Common Shares into 157,000 Class A Common Shares.

On September 29, 2021 the Corporation was listed on the CSE (CSE:BNSL)

At present, the Corporation has no current operating income. The Corporation's resources are currently focused on developing supply chain partnerships that will enhance offerings to Hosts, increasing market awareness of the business, onboarding Hosts to the Platform and enhancing the technology.

## **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements as of September 30, 2021.

## **Related Party Transactions**

The Corporation's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel, including RT7 and BnS Canada. Antonio Comparelli, director of the Corporation is the director of RT7 and BnS Canada.

Key management personnel includes persons having the authority and responsibility for planning, directing and controlling the activities of the Corporation as a whole. The Corporation has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers. In the period to September 30, 2021 the company paid \$45,000 to the CFO and \$22,500 to the COO

On March 31, 2021, RT7 sold all assets required in connection with the Platforms to BnS Canada, a wholly owned subsidiary of RT7, for a promissory note in the amount of \$1,167,000.00.

On April 29, 2021, the Corporation entered into an Asset Purchase Agreement with BnS Canada, a company that is partially owned indirectly by key management personnel of the Corporation. In consideration, the Corporation issued to BnS Canada 39,705,882 Class A Common Shares.

On May 27, 2021, 39,705,882 Class A Common Shares owned by BnS Canada were transferred to RT7 by BnS Canada to settle a promissory note issued by BnS Canada in favour of RT7 for the original purchase of the assets comprising the Platforms from RT7 by BnS Canada. The Corporation understands that RT7 subsequently distributed a portion of the 39,705,882 Class A Common Shares to certain of its shareholders as a result of a dividend declaration made by RT7.

In June, 2021 the Corporation paid RT7 \$130,000 in set-up fees for moving the BnSellit platform onto BnSellit's own infrastructure.

For the period to September 30, 2021 the Corporation paid \$20,000 in property rent payments to RT7.

### **Critical Accounting Estimates and Policies**

The Corporation's significant accounting policies and the adoption of new accounting policies are disclosed, as applicable, in the audited financial statements for the period ended September 30, 2021.

### **Risk and Uncertainties**

The Corporation has a limited history of existence. There can be no assurance that the limited amount of cash raised from the previous Private Placements will be sufficient to successfully transition the Corporation into a full operating company which will lead to sufficient revenue to produce positive income. There can be no assurance that the Corporation will be able to obtain adequate financing to continue if the current cash is not sufficient. The securities of the Corporation should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

- The Corporation currently has no sources of revenue;
- The Corporation does not have a history of earnings, nor has it paid any dividends and will not pay dividends until at least after it achieves profitability and is authorized by the Board of Directors;
- The Corporation has only limited funds with which to launch its operations in an effort to produce revenue;
- The current economic environment and pandemic situation introduces additional uncertainty.

### **Financial Instruments and Other Instruments**

As of the date of the Corporation's financial statements, the Corporation's financial instruments consist exclusively of cash. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values, as applicable. See the Financial Statement attached hereto as Schedule "A" of this Prospectus.

### **Additional Disclosure**

#### **Outstanding Shares**

The Corporation's authorized share capital consists of an unlimited number of Class A Common shares and an unlimited number of Class B Common shares.

As at September 30, 2021, the date of this MD&A, the Corporation had 45,804,039 Class A Common Shares issued and outstanding and no outstanding Class B Common Shares issued and outstanding.

#### **Break Down of Funds Raised, Costs and Expenditures**

<b>Period from July 1, 2021 to September 30, 2021</b>	
Expensed research and development costs	\$0
Intangible assets arising from development	\$0

General and Administrative Expenses	\$277,007
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<b>Period from February 4, 2021 (date of incorporation) to September 30, 2021</b>	
Expensed research and development costs	\$0
Intangible assets arising from development	\$1,312,598
General and Administrative Expenses	\$542,863

#### Contingent Liabilities

At the date of this MD&A, management was unaware of any outstanding contingent liability relating to the Corporation's activities.

#### Corporate Information

##### *Contact*

Head Office

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##### *Auditors*

Kenway Mack Slusarchuk Stewart LLP, Chartered Professional Accountants

##### *Transfer Agent*

Alliance Trust Company, Calgary, AB

The registrar and transfer agent for the Class A Common shares will be Alliance Trust Company located in Calgary Alberta. An agreement will be entered into with Alliance Trust Company prior to filing the final prospectus.

##### *Directors*

- Antonio (Tony) Comparelli
- Paul Shelley (Chair of the Audit Committee)
- Charlotte Janssen (Chair of the Compensation and Corporate Governance Committee)
- James Chepyha (Member of the Audit Committee and the Compensation and Corporate Governance Committee)
- John Napier (Chair of the Board and Member of the Audit Committee)