Voxtur Analytics Corp.

Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2022 (the "*Period*")

The information set forth below has been prepared as at July 17, 2023, and is derived from, and should be read in conjunction with, Voxtur Analytics Corp.'s ("Voxtur," "VXTR" or the "Company") audited consolidated financial statements for the year ended December 31, 2022 (the "Reporting Date"), including the accompanying notes (the "2022 Consolidated Financial Statements"), which can be found on SEDAR at www.sedar.com. This Management Discussion and Analysis ("MD&A") is intended to assist in understanding the dynamics of the Company's business and key factors underlying its financial results.

The 2022 Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures referred to herein are Canadian dollars unless otherwise stated. For narrative purposes, all dollar amounts, with the exception of per share amounts, have been presented in thousands of dollars.

Company Overview

Voxtur is a transformational real estate technology company that is redefining industry standards in the real estate finance lifecycle. The Company offers automated workflows and targeted data analytics to simplify property valuation, tax solutions and settlement services for investors, lenders, government agencies and mortgage servicers. Voxtur's proprietary data hub and platforms accurately and efficiently value assets, service loans, securitize portfolios and evaluate tax assessments. The Company serves the property lending and property tax sectors, both public and private, in the United States ("US") and Canada.

The Company has developed a web-based enterprise platform and database to deliver the primary offerings noted below.

Software and Data Licenses:

- Digital platforms that allow mortgage originators and investors to view their mortgage asset portfolios and analyze transactional data in real time. More specifically, software solutions that enable mortgage asset valuations and pricing, mortgage asset trading and distribution, and mortgage asset advisory and hedging.
- Software that automates and digitizes the appraisal process which includes order tracking, job assignment, collaboration, scheduling tools, and mobile apps for appraisers and enterprises by leveraging a North American repository of public, third party and proprietary data.
- Commercialization of client data through the delivery of reports and individual data requests through secure ecommerce transactions or by account. In addition to standardized reports, the Company also provides customized reports through an assisted fulfillment process.
- Software that analyzes the accuracy of property assessments by leveraging multiple property data sources to deliver insightful comparable modeling and predictive valuations using proprietary algorithms. Integration of this platform with the Company's proprietary appeal management module assists public entities in the management of property assessment appeals.
- Desktop review software for assessors and government agencies that generate customized portals to view multiple elements related to a property, including street level imagery, aerial imagery, building outline sketches, advanced mapping tools, property valuation details, comparable property analysis, and structural characteristics, amongst others. This architecture has been built to support a full suite of add-on modules and services, including workflow management, sketching software and mobile functionality.

Technology-Managed Services:

- The Company provides real estate valuation solutions by leveraging its proprietary technology to deliver full-spectrum appraisal and broker price opinion services.

- The provision of property tax solutions utilizing the Company's property tax analysis and appeal management platform and sketch software to support clients that require a facilitated experience with the Company's technology and databases.
- Services for clients seeking to outsource property-related services to benefit from the efficiencies the Company can provide using its proprietary technology.
- The provision of real estate technology and non-legal default services.

Settlement Services:

- The provision of full service title, escrow and closing services.

The Company's common shares ("Common Shares") are traded on the TSX Venture Exchange ("TSXV") under the symbol VXTR, and on the US OTCQB under the symbol VXTRF.

Significant developments in 2021 and 2022:

2021

- In February 2021, the Company changed its name from "iLOOKABOUT Corp." to "Voxtur Analytics Corp.".
- In February 2021, the Company acquired 100% of the issued and outstanding stock of Voxtur Technologies, Inc. ("Voxtur Technologies"), 100% of the membership interests of Bright Line Title, LLC ("Bright Line"), and certain technology and non-legal assets of James E. Albertelli, P.A. and certain of its affiliates (collectively, "JEA") (the "Voxtur Acquisition"). Voxtur Technologies provides real estate technology and non-legal default services in the US. Bright Line provides full service title, escrow and closing services in the US. The Company acquired these businesses (the "Voxtur Group") to expand the Company's real property focused product and service offerings in the US.

  Consideration for the acquisition was satisfied at the closing and consisted of:
  i. $13,467 USD cash;
  ii. 108,455,631 Common Shares of the Company; and
  iii. 54,227,816 Non-voting Common Shares of the Company.

- In February 2021, the Company expanded its credit facilities with Bank of Montreal's Technology & Innovation Banking Group ("Term Loan C") under which the Company has drawn $27,000. The Company paid interest only for the first six months of the term, and thereafter interest and principal to be paid is based on a 54 month amortization schedule. The Company may, at its discretion, repay the balance of the Term Loan C in whole or in part at any time after eighteen (18) months following the closing date without penalty or obligation for future interest payments otherwise payable had Term Loan C not been repaid. Pricing is set at Bank of Montreal's Prime Rate plus 4.0% per annum. Upon the establishment of Term Loan C, the outstanding principal balances under two of the Companies three pre-existing Term Loans totaling approximately $3,251, were fully paid down.
- In March 2021, the Company completed a non-brokered private placement under which a total of 50,000,000 Common Shares were issued at $0.70 per Common Share, for gross proceeds of approximately $35,000. Net proceeds of this private placement will be used to fund strategic initiatives and for general corporate and working capital purposes.
- In the first quarter of 2021, the Company issued:
  - 12,322,769 Common Shares upon receipt of exercise directions from warrant holders to exercise 12,322,769 warrants, resulting in gross proceeds of $3,740; and
  - 26,849,226 Common Shares upon receipt of conversion directions from convertible debenture holders to exercise $8,055 of convertible debentures.
- In April 2021, the Company acquired 100% of the issued and outstanding stock of Appraisers Now Ltd., o/a Anow ("Anow"), for $10,014 of cash consideration and the issuance of 28,571,428 Common Shares of the Company (the "Anow Acquisition"). Anow provides an automated appraisal workflow management system for the global appraisal market, serving clients in the US and Canada.

- In September 2021, the Company acquired 100% of the issued and outstanding membership interests of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), for $9,000 USD cash consideration and the issuance of 10,251,834 Common Shares of the Company. Xome Valuations is a US nationally licensed appraisal management company providing services to institutional clients.
- In October 2021, the Company completed the purchase of 100% of the issued and outstanding common shares of RealWealth Technologies LLC ("RealWealth"), for $418 cash consideration and the issuance of 5,000,000 Common Shares of the Company. Three million Common Shares were issued upon the closing of the acquisition and a further two million Common Shares will be held in escrow and released, subject to RealWealth meeting certain earnout provisions.
- In December 2021, the Company concurrently completed a brokered and non-brokered private placement for gross proceeds of $20,053, or $18,327 net of finder's fees and issuance costs. The Company issued a total of 22,280,686 Common Shares at $0.90 per Common Share. Proceeds were collected in CAD and USD. In connection with this private placement, the Company issued 651,657 broker warrants. Each full broker warrant entitles the holder to acquire one Common Share of the Company at a price of $0.90 for a period of 24 months following the closing of the private placement. Net proceeds of this private placement will be used to fund strategic initiatives and for general corporate and working capital purposes.
- In December 2021, the Company acquired 100% of the issued and outstanding stock of Benutech, Inc. ("Benutech"). With one of the largest repositories of real-time property data in the US, Benutech enables real estate professionals to access data from multiple public and private data sources through a subscription-based model. Consideration for the acquisition consisted of cash consideration of $4,706 USD and the issuance of 10,239,757 Common Shares. Up to a further 7,314,112 Common Shares will be issued if certain earnout provisions are met.

2022

- In May 2022, the Company closed a brokered private placement for gross proceeds of approximately $12,505, or $11,676 net of finder's fees and issuance costs. The Company issued a total of 12,260,000 Common Shares at $1.02 per Common Share. In connection with this private placement, the Company issued 367,800 broker warrants. Each full broker warrant entitles the holder to acquire one Common Share of the Company at a price of $1.02 per Common Share for a period of 24 months following the closing of the private placement. Net proceeds of this private placement will be used for future acquisitions, working capital and general corporate purposes.
- In July 2022, the Company acquired Municipal Tax Equity Consultants Inc. ("MTEC") and the Company's associated entity, MTAG Paralegal Professional Corp., acquired MTE Paralegal Professional Corporation ("MTEP", and together with MTEC, "MTE"). The purchase price for the acquisition of MTE was $3,034 cash, of which $500 is subject to an escrow hold period of eighteen months, and 1,313,130 Common Shares of which 505,050 are subject to an escrow hold period of eighteen months. The Company acquired MTE to expand its presence in the Municipal tax advisory and consulting sectors.
- In September 2022, the Company acquired all of the issued and outstanding membership interests of Blue Water Financial Technologies Holding Company, LLC ("Blue Water"). The total value of consideration paid was approximately $71,958 USD, composed of a combination of cash and share based consideration. Blue Water is a leading provider of digital platforms to mortgage investors and mortgage lenders in the US. More specifically, Blue Water provides solutions for mortgage asset valuations and pricing, mortgage asset trading and distribution, and mortgage advisory and hedging. The Company acquired the business to diversify its revenue streams, add a profitable high growth company and create net new revenue opportunities for Voxtur's pre-acquisition products.
- In September 2022, Voxtur expanded its credit facilities by USD$30,000 to fund the cash consideration of the purchase price and certain transaction expenses with respect to the Blue Water acquisition.
- In October 2022, the Company closed a private placement with BMO Capital Partners for gross proceeds of approximately $4,000. The Company issued a total of 4,081,632 Series 2 preference shares ("Preferred Shares") at $0.98 per Preferred Share. Further details with respect to this private placement are provided in the section entitled *"Outstanding Share Data and Dividends"*.

All dollar figures referred to herein, with the exception of per share amounts, are presented in thousands of Canadian dollars unless otherwise stated.

The following significant developments occurred subsequent to December 31, 2022.

- In June 2023, the Company closed the first tranche of non-brokered private placement (the "June 2023 Offering") for gross proceeds of approximately $3,300. The June 2023 Offering consists of a non-brokered private placement of up to 20,000,000 units (each, a "Unit") at a price of $0.20 per Unit for gross proceeds of up to $4,000,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.20 for a period of five years following the closing.

Selected Annual Information

		Audited				
Years ended December 31[1]		**2022**		**2021**		**2020**
Revenue	$	150,878	$	95,992	$	20,511
Loss		(212,751)		(32,214)		(6,166)
Comprehensive loss		(206,383)		(32,905)		(4,883)
Loss per share (basic and diluted)		(0.38)		(0.08)		(0.05)
Total assets		168,343		268,507		39,152
Total liabilities		93,546		67,913		21,271
		Unaudited				
Adjusted EBITDA[2]	$	(8,672)	$	610	$	(1,031)

[1] In the prior period, the purchase price allocation with respect to the business acquisitions in September 2021 of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), and in December 2021 of Benutech Inc., were recognized on a provisional basis and were subject to adjustments during the measurement period as new information was obtained about facts and circumstances that existed at the date of the acquisition. During the current period, independent valuation reports were finalized with respect to each of these acquisitions, resulting in adjustments to the value of intangible assets and goodwill. See Note 4 of the Company's 2022 Consolidated Financial Statements for further information related to these revisions.
[2] Adjusted EBITDA is a non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

Comparison of the twelve months ended December 31, 2022 and 2021

Revenue increased to $150,878 for the year ended December 31, 2022, as compared to $95,992 for the year ended December 31, 2021. See the *"Discussion of Results of Operations"* section below.

Comprehensive loss increased to $206,383 for the year ended December 31, 2022, as compared to $32,909 for the year ended December 31, 2021. See *"Discussion of Results of Operations"* section below.

Adjusted EBITDA was ($8,672) for the year ended December 31, 2022, as compared to $610 for the year ended December 31, 2021. See *"Discussion of Results of Operations"* section below.

Total assets decreased to $168,343 as at December 31, 2022, as compared to $268507 as at December 31, 2021. The most significant changes to the Company's assets were the following:

- A decrease in cash of approximately $12,775
  - Cash used in operating activities was approximately $22,350;
  - Cash used in investing activities, primarily with respect to business acquisitions, was approximately $42,262;
  - Proceeds of debt and equity financing, net of issuance costs and debt repayment, generated approximately $51,738 of cash.

- An increase in intangible assets and goodwill of approximately $86,578 which primarily relates to amounts recognized upon the business acquisitions completed by the Company in 2022, net of an impairment loss of $181,316 recorded in 2022. The Company performed its required annual goodwill impairment test related to each of its Cash Generating Units ("CGUs"). The Company determined the recoverable amount of each CGU by calculating its value in use ("VIU") using discounted future cash flows. Impairment losses were recorded for CGUs which had a carrying amount greater than the recoverable amount

Total liabilities increased to $93,546 as at December 31, 2022, as compared to $67,913 as at December 31, 2021. The most significant changes to the Company's liabilities were the following:

- An increase in accounts payable and accrued liabilities of approximately $1,554, primarily related to the timing of payments;
- An increase in long term debt of approximately $34,726, primarily related to the financing of an acquisition;
- Recognition of a preferred share liability of approximately $3,795 with respect to the October 2022 private placement; and
- A decrease in deferred tax liability of approximately $17,244 primarily related to the impairment of intangible assets recorded in 2022 and recognition of a valuation allowance with respect to the Company's tax provision.

Comparison of the twelve months ended December 31, 2021 and 2020

For the years ended December 31, 2021 and 2020, revenue increased to $95,992 from $20,511, respectively. This increase is primarily attributable to (i) an increase in technology managed services and settlement services resulting from the acquisition of Voxtur Group business in February 2021 (the "Voxtur Acquisition"); (ii) an increase in software licensing resulting from the acquisition of Apex's sketch software business in October 2020 (the "Apex Acquisition"); (iii) an increase in software licensing resulting from the acquisition of Appraisers Now Ltd. in April 2021 (the "Anow Acquisition"); and (iv) an increase in technology managed services resulting from the acquisition of Xome Valuations in September 2021.

For the years ended December 31, 2021 and 2020, gross margin increased to $37,297 from $9,316, respectively. This increase is primarily attributable to the increase in revenue noted above, offset to some extent by increases in direct operating expenses required to support this revenue.

Comprehensive loss increased to $32,905 from $4,883 for the years ended December 31, 2021 and 2020, respectively. The increase in comprehensive loss is attributable to the changes noted below.

- Increase in human resource related costs, not included in direct operating expense, of approximately $35,172 attributable primarily to business acquisitions completed in 2021, and an increase in share-based compensation. Included in this change is an increase in share-based compensation expense of approximately $13,047, which was attributable primarily to (i) the grant of stock options and restricted share units in accordance with executive employment agreements entered into in February 2021; (ii) the grant of stock options to staff in February 2021 in lieu of temporary wage reductions in 2020 which were taken in response to the help lessen the negative financial impact of the COVID-19 pandemic on the Company; and (iii) the grant of stock options to directors in September 2021;
- Increase in amortization of approximately $8,937, primarily attributable to the amortization of intangible assets related to the business acquisitions completed in 2021;
- Increase in insurance, regulatory and professional fees of approximately $3,895 related primarily to legal and other costs required to pursue business acquisitions and other strategic initiatives;
- Increase in technology and licensing fees not included in direct operating expense of approximately $3,381 related primarily to data, software and regulatory compliance fees required for the delivery of services with the increase primarily driven by acquisitions completed in 2021;
- Decrease in COVID-19 pandemic related government assistance of approximately $1,445;

- Increase in office and administration expense of approximately $1,616 attributable primarily to business acquisitions completed in 2021;
- Increase in facilities expense of approximately $1,197 attributable primarily to business acquisitions completed in 2021;
- Increase in finance costs of approximately $978 attributable primarily to increased interest expense and amortization of debt issuance costs on term loans due to the expansion of the Company's credit facilities in February 2021;
- Increase in the fair value of a US-dollar investment of approximately $409 in 2021 as compared to $1,302 in 2020, for a net decrease in the change in fair value of $893;
- Increase in promotion and travel expense of approximately $848 attributable primarily to (i) business acquisitions completed in 2021, and (ii) the lifting of certain travel and entertainment restrictions imposed in response to the COVID-19 pandemic; and
- Fluctuating exchange on U.S. dollar denominated items and the translation of foreign operations generated an increase in foreign exchange loss of approximately $573.

The above-noted increases in expenses were reduced to some extent by the changes noted below:

- Increase in gross margin of approximately $28,195 for the reasons noted in the above;
- Change in income tax recovery/recovery of approximately $2,630, which change primarily related to deferred tax liabilities recorded with respect to purchase price accounting for business acquisitions completed in 2021;
- Increase in contingent consideration gain of approximately $146 as a result of the revaluation of a USD denominated liability with respect to an earnout provision related to a 2021 business acquisition; and
- Various other fluctuations represented a net decrease in operating expense of approximately $27.

Total assets increased to $279,934 as at December 31, 2021, as compared to $39,152 as at December 31, 2020. The most significant changes to the Company's assets were the following:

- An increase in cash of approximately $12,681, primarily attributable to (i) $55,026 cash proceeds with respect to two private placements completed in 2021, (ii) $27,000 cash proceeds with respect to expansion of the Company's term loan facilities in 2021, and (iii) $8,791 cash proceeds received by the Company upon the conversion of warrants to Common Shares in 2021;
- An increase in trade and other receivables of approximately $20,467 which primarily relates to receivables of the businesses acquired by the Company in 2021 for which there is no comparative balance for the prior year; and
- An increase in intangible assets and goodwill of approximately $191,948 which primarily relates to amounts recognized upon the business acquisitions completed by the Company in 2021.

Total liabilities increased to $77,133 as at December 31, 2021, as compared to $21,271 as at December 31, 2020. The most significant changes to the Company's liabilities were the following:

- Increase of approximately $20,833 primarily attributable to the expansion of the Company's term credit facilities in February 2021;
- Increase in deferred tax liability of approximately $12,044 primarily attributable to the purchase price accounting for acquisitions completed in 2021;
- Increase in accounts payable and accrued liabilities of approximately $8,701 which primarily relates to accounts payable and accrued liabilities of the businesses acquired by the Company in 2021 for which there is no comparative balance for the prior year; and
- Increase in contingent consideration of approximately $8,704 attributable to the acquisition of Benutech in 2021.

Offsetting, to some extent, the above noted increases in total liabilities was a decrease in convertible debentures of approximately $7,398, primarily due to the conversion in 2021 of the majority of the convertible debentures outstanding as at December 31, 2020.

Use of Non-GAAP Financial Measures

Management has included two non-GAAP financial measures to supplement information contained in this MD&A. These non-GAAP measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures employed by other reporting issuers. The non-GAAP measures contained in this MD&A are:

(a) "Adjusted Working Capital", which is defined and calculated by the Company as current assets less current liabilities, excluding items that are not financial assets or financial liabilities. Management believes Adjusted Working Capital provides meaningful information with respect to the liquidity of the Company. A reconciliation of working capital to Adjusted Working Capital is provided in the section entitled *"Liquidity and Capital Resources – Adjusted Working Capital".*

(b) "Adjusted EBITDA", which is defined and calculated by the Company as earnings (loss) before interest, taxes, depreciation/amortization of property and equipment, intangible assets and right-of-use assets, share-based compensation expense, foreign exchange gains (losses) recorded through profit and loss, impairment losses and other costs or income that are: (i) non-operating; (ii) non-recurring; and/or (iii) related to strategic initiatives. The Company classifies income or costs as non-recurring if income or costs similar in nature are not reasonably expected to occur within the next two years nor have occurred during the prior two years, and such costs are significant.

    Management believes Adjusted EBITDA provides meaningful information with respect to the financial performance and value of the Company, as items that may obscure the underlying trends in the business performance are excluded. A reconciliation of earnings (loss) to Adjusted EBITDA is provided in the section entitled *"Overall Performance and Results of Operations – Adjusted EBITDA Reconciliation."*

These measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of financial performance prepared in accordance with IFRS.

Overall Performance and Results of Operations

Summary of Quarterly Results

The financial information set forth below is derived from, and should be read in conjunction with, the Company's Consolidated Financial Statements for the year ended December 31, 2022, which can be found on SEDAR at www.sedar.com.

	Three months ended[1]				Year ended
(In thousands of Canadian dollars, except per share amounts)	**March 31**	**June 30**	**Sept 30**	**Dec 31**	**Dec 31**
Fiscal 2022 (Revised[2])					
Revenue	$ 40,832	$ 38,069	$ 35,545	$ 36,432	$ 150,878
Loss	(12,524)	(5,743)	(2,569)	(191,915)	(212,751)
Comprehensive income (loss)	(14,352)	(2,322)	4,541	(194,250)	(206,383)
Loss per share - basic and diluted	(0.02)	(0.01)	(0.02)	(0.32)	(0.38)
Adjusted EBITDA, Unaudited[3]	$ (2,904)	$ (3,987)	$ (1,427)	$ (354)	$ (8,672)
Fiscal 2022 (As previously presented as at September 30, 2022) [2]					
Revenue	*$ 40,832*	*$ 38,069*	*$ 35,544*		
Loss	*(11,963)*	*(4,366)*	*(1,747)*		
Comprehensive loss	*(14,072)*	*(905)*	*6,340*		
Loss per share - basic and diluted	*(0.02)*	*(0.01)*	*(0.00)*		
Adjusted EBITDA, Unaudited [3]	*$ (2,904)*	*$ (3,989)*	*$ (1,429)*		
Fiscal 2021 (Revised[2])					
Revenue	$ 14,468	$ 18,037	$ 24,712	$ 38,775	$ 95,992
Loss	(7,352)	(6,016)	(6,765)	(12,081)	(32,214)
Comprehensive loss	(8,475)	(7,830)	(3,891)	(12,709)	(32,905)
Loss per share - basic and diluted	(0.03)	(0.01)	(0.01)	(0.02)	(0.08)
Adjusted EBITDA, Unaudited[3]	$ 1,163	$ 56	$ (637)	$ 28	$ 610
Fiscal 2021 (As previously presented as at September 30, 2022) [2]					
Revenue	*$ 14,468*	*$ 18,037*	*$ 24,711*	*$ 38,775*	*$ 95,991*
Loss	*(7,352)*	*(6,016)*	*(3,607)*	*(12,182)*	*(29,157)*
Comprehensive loss	*(8,475)*	*(7,830)*	*(687)*	*(12,876)*	*(29,868)*
Loss per share - basic and diluted	*(0.03)*	*(0.01)*	*(0.01)*	*(0.02)*	*(0.07)*
Adjusted EBITDA, Unaudited [3]	*$ 1,163*	*$ 56*	*$ (638)*	*$ 31*	*$ 612*

[1] Results are Unaudited.
[2] In the prior period, the purchase price allocation with respect to the business acquisitions in September 2021 of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), and in December 2021 of Benutech Inc., were recognized on a provisional basis and were subject to adjustments during the measurement period as new information was obtained about facts and circumstances that existed at the date of the acquisition. During the current period, independent valuation reports were finalized with respect to each of these acquisitions, resulting in adjustments to the value of intangible assets and goodwill. See Note 4 of the Company's 2022 Consolidated Financial Statements for further information related to these revisions.
[3] Adjusted EBITDA is a non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

Adjusted EBITDA Reconciliation

The following tables present reconciliations of Loss to Adjusted EBITDA for the periods presented.

	Three months ended[1]				Year ended
(In thousands of Canadian dollars)	**March 31**	**June 30**	**September 30**	**December 31**	**December 31**
Fiscal 2022 (Revised[2])					
Loss	$ (12,524)	$ (5,743)	$ (2,569)	$ (191,915)	$ (212,751)
Add back (deduct):					
Amortization of property and equipment	43	45	63	43	194
Amortization of intangible assets	3,370	3,384	3,683	5,296	15,733
Amortization of right-of-use assets	164	155	184	181	684
Change in contingent consideration	(311)	(585)	(402)	1,024	(274)
Impairment loss	-	-	1,458	183,972	185,430
Finance costs, net	494	470	664	1,797	3,425
Income tax expense (recovery)	107	(3,219)	(2,056)	(12,591)	(17,759)
Share-based compensation expense	3,049	1,847	853	3,985	9,734
Foreign exchange loss (gain) through profit and loss	1,368	(2,767)	(6,405)	1,841	(5,963)
Costs related to non-operating items, non-recurring items and/or strategic initiatives[1]	1,336	2,426	3,100	6,013	12,875
Adjusted EBITDA, Unaudited[3]	$ (2,904)	$ (3,987)	$ (1,427)	$ (354)	$ (8,672)
Fiscal 2021 (Revised[2])					
Loss	$ (7,352)	$ (6,016)	$ (6,765)	$ (12,081)	$ (32,214)
Add back (deduct):					
Amortization of property and equipment	33	41	44	46	164
Amortization of intangible assets	1,590	2,553	2,719	3,770	10,632
Amortization of right-of-use assets	89	88	61	479	717
Change in contingent consideration	-	-	-	(37)	(37)
Impairment loss	-	-	-	-	-
Finance costs, net	688	462	539	558	2,247
Income tax expense (recovery)	223	(460)	(684)	(897)	(1,818)
Share-based compensation expense	4,216	1,970	3,286	3,985	13,457
Foreign exchange loss (gain) through profit and loss	471	619	(1,190)	93	(7)
Costs related to non-operating items, non-recurring items and/or strategic initiatives[1]	1,205	799	1,353	4,112	7,469
Adjusted EBITDA, Unaudited[3]	$ 1,163	$ 56	$ (637)	$ 28	$ 610

[1] Results are Unaudited.

[2] In the prior period, the purchase price allocation with respect to the business acquisitions in September 2021 of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), and in December 2021 of Benutech Inc., were recognized on a provisional basis and were subject to adjustments during the measurement period as new information was obtained about facts and circumstances that existed at the date of the acquisition. During the current period, independent valuation reports were finalized with respect to each of these acquisitions, resulting in adjustments to the value of intangible assets and goodwill. See Note 4 of the Company's 2022 Consolidated Financial Statements for further information related to these revisions.

[3] Adjusted EBITDA is a non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

Discussion of Results of Operations

(In thousands of Canadian dollars)	Unaudited Three months ended December 31, 2022	Unaudited Three months ended December 31, 2021 (Revised[1])	Audited Year ended December 31, 2022	Audited Year ended December 31, 2021 (Revised[1])
Revenue	**$ 36,432**	**$ 38,775**	**$ 150,878**	**$ 95,992**
Direct operating expenses	21,150	26,536	95,425	58,695
Gross profit	**15,282**	**12,239**	**55,453**	**37,297**
Other operating expenses:				
Technology and operations	8,625	5,035	23,983	14,061
Selling and business development	1,959	2,034	7,768	5,833
General and administration	20,457	17,712	71,554	50,050
	31,041	24,781	103,305	69,944
Loss from operations	**(15,759)**	**(12,542)**	**(47,852)**	**(32,647)**
Other income	(5)	178	66	819
Change in contingent consideration	(1,024)	37	274	37
Impairment loss	(183,972)	-	(185,430)	-
Dividend expense	(107)	-	(107)	-
Finance costs, net	(1,797)	(558)	(3,425)	(2,247)
Foreign exchange gain (loss)	(1,841)	(93)	5,963	7
Loss before income tax	**$ (204,506)**	**$ (12,978)**	**$ (230,511)**	**$ (34,032)**
Income tax recovery	12,591	897	17,759	1,818
Net loss for the period	**$ (191,915)**	**$ (12,081)**	**$ (212,752)**	**$ (32,214)**
Other comprehensive income (loss):				
Items that will not be reclassified to income (loss) for the period:				
Change in fair value of investment	(287)	(5)	17	409
Foreign exchange gain (loss) on the translation of foreign operations	(2,048)	(623)	6,350	(1,100)
Comprehensive loss for the period	**$ (194,250)**	**$ (12,709)**	**$ (206,385)**	**$ (32,905)**
Adjusted EBITDA, Unaudited[2]	**$ (354)**	**$ 28**	**$ (8,672)**	**$ 610**

[1] In the prior period, the purchase price allocation with respect to the business acquisitions in September 2021 of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), and in December 2021 of Benutech Inc., were recognized on a provisional basis and were subject to adjustments during the measurement period as new information was obtained about facts and circumstances that existed at the date of the acquisition. During the current period, independent valuation reports were finalized with respect to each of these acquisitions, resulting in adjustments to the value of intangible assets and goodwill. See Note 4 of the Company's 2022 Consolidated Financial Statements for further information related to these revisions.
[2] Adjusted EBITDA is an unaudited non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

All dollar figures referred to herein, with the exception of per share amounts, are presented in thousands of Canadian dollars unless otherwise stated.

Revenue

Nature of Services and Geographic Information:
The Company generates revenue from the provision of software and data licenses and technology-managed services in the US and Canada, and settlement services in the US.

	Unaudited			Unaudited		
	Three months ended December 31, 2022			Three months ended December 31, 2021		
	United States	Canada	Total	United States	Canada	Total
Software and data licenses	$ 5,033	$ 1,438	$ 6,471	$ 1,429	$ 1,263	$ 2,692
Technology managed services	27,007	358	27,365	29,116	877	29,993
Settlement services	2,596	-	2,596	6,090	-	6,090
Total	$ 34,636	$ 1,796	$ 36,432	$ 36,635	$ 2,140	$ 38,775

	Year ended December 31, 2022			Year ended December 31, 2021		
	United States	Canada	Total	United States	Canada	Total
Software and data licenses	$ 21,267	$ 4,764	$ 26,031	$ 5,099	$ 5,499	$ 10,598
Technology managed services	109,880	2,239	112,119	59,116	3,162	62,278
Settlement services	12,728	-	12,728	23,116	-	23,116
Total	$ 143,875	$ 7,003	$ 150,878	$ 87,331	$ 8,661	$ 95,992

Revenue decreased to $36,432 from $38,775 for the three months ended December, 2022 and 2021, respectively. This decrease is primarily attributable to the negative impact that the rapidly rising interest rates in the latter half of 2022 had on various lines of business of the Company. Revenue increased to $150,878 from $95,992 for the years ended December 31, 2022 and 2021, respectively. This increase is primarily attributable to an increase in US-based revenue resulting from business acquisitions which closed between September 2021 and September 2022.

Gross profit

Direct operating expenses included in the calculation of gross profit primarily include fees for subcontracted services to generate revenue, third-party data licensing and other fees, image capture and processing costs, and human resource costs, including commissions, which are directly attributable to specific sales.

Gross profit increased to $15,282 from $12,239 for the three months ended December 31, 2022 and 2021, respectively, and to $55,453 from $37,297 for the years ended December 31, 2022 and 2021, respectively. These increases are primarily attributable to the increases in revenue noted in the *"Revenue"* section above for the year and the composition of revenue due to business acquisitions completed in the latter half of 2021 and in 2022.

Comprehensive loss

Comprehensive loss increased to $194,250 from $12,709 for the three months ended December 31, 2022 and 2021, respectively. This increase of approximately $181,541 is attributable to the changes noted below.

- Impairment loss increased approximately $183,972. This impairment loss was primarily attributable to the write down of goodwill and intangible assets. The company performed its required annual goodwill impairment test related to each of its Cash Generating Units ("CGUs"). The company determined the recoverable amount of each CGU by calculating its value in use ("VIU") using discounted future cash flows. Impairment losses were recorded for CGUs which had a carrying amount greater than the recoverable amount;

- Fluctuating exchange on U.S. dollar denominated items and the translation of foreign operations generated an increase in foreign exchange loss of approximately $3,182;
- Increase in human resource related costs, not included in direct operating expense, of approximately $1,945 attributable primarily to business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in amortization of approximately $1,459, primarily attributable to the amortization of intangible assets related to the business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in insurance, regulatory and professional fees of approximately $1,313 related primarily to increased legal and other costs required to pursue business acquisitions and other strategic initiatives, and to support the growth of the Company;
- Increase in finance expense of approximately $1,239, primarily due to increasing interest rates and the expansion of the Company's credit facilities in September 2022 to facilitate the Blue Water acquisition;
- Net Increase in contingent consideration loss of approximately $1,061. The contingent consideration that is revalued each reporting period relates to an earnout provision with respect to a business acquisition completed in December 2021;
- Increase in expense related to an increased expected credit loss with respect to trade accounts receivable of approximately $600;
- Increase in office and administration expense of approximately $352 attributable primarily to business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in technology and licensing fees not included in direct operating expense of approximately $325 related primarily to data, software, consulting services and regulatory compliance fees required for the delivery of services. The increase was primarily driven by (i) core technology expenses of businesses acquired in the latter half of 2021 and in 2022, and (ii) system integrations and the consolidation of information technology environments driven by business acquisitions; and
- Various other fluctuations represented a net increase in operating expense of approximately $830.

The above-noted increases in expenses were reduced to some extent by the changes noted below.

- Increase in income tax recovery of approximately $11,694, primarily related to the impact related to the impairment loss recorded in 2022; and
- Increase in gross profit of approximately $3,043 for the reasons noted in the *"Gross Profit"* section above.

Comprehensive loss increased to $206,385 from $32,905 for the three months ended December 31, 2022 and 2021, respectively. This increase of approximately $173,480 is attributable to the changes noted below.

- Impairment loss increased approximately $185,430. This impairment loss was primarily attributable to the write down of goodwill and intangible assets. The company performed its required annual goodwill impairment test related to each of its Cash Generating Units ("CGUs"). The company determined the recoverable amount of each CGU by calculating its value in use ("VIU") using discounted future cash flows. Impairment losses were recorded for CGUs which had a carrying amount greater than the recoverable amount;
- Increase in human resource related costs, not included in direct operating expense, of approximately $16,409 attributable primarily to business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in amortization of approximately $5,344, primarily attributable to the amortization of intangible assets related to the business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in technology and licensing fees not included in direct operating expense of approximately $4,593 related primarily to data, software, consulting services and regulatory compliance fees required for the delivery of services. The increase was primarily driven by (i) core technology expenses of businesses acquired in the latter half of 2021 and in 2022, and (ii) system integrations and the consolidation of information technology environments driven by business acquisitions;
- Increase in insurance, regulatory and professional fees of approximately $2,747 related primarily to increased legal and other costs required to pursue business acquisitions and other strategic initiatives, and to support the growth of the Company;
- Increase in office and administration expense of approximately $2,264 attributable primarily to business acquisitions completed in the latter half of 2021 and in 2022;
- Increase in finance expense of approximately $1,178, primarily due to increasing interest rates and the expansion of the Company's credit facilities in September 2022 to facilitate the Blue Water acquisition;
- Increase in expense related to an increased expected credit loss with respect to trade accounts receivable of approximately $1,088;

- Decrease in government assistance of approximately $830 primarily related to COVID relief received in 2021 with no comparable amount received in 2022;
- Increase in promotion and travel of $801, primarily attributable to travel restrictions related to the global pandemic being lifted; and
- Various other fluctuations represented a net increase in operating expense of approximately $292.

The above-noted increases in expenses were reduced to some extent by the changes noted below.

- Increase in gross profit of approximately $18,156 for the reasons noted in the *"Gross Profit"* section above;
- Increase in income tax recovery of approximately $15,941, primarily related to the impact related to the impairment loss recorded in 2022; and
- Fluctuating exchange on U.S. dollar denominated items and the translation of foreign operations generated an increase in foreign exchange loss of approximately $13,399.

Adjusted EBITDA

	Unaudited				Audited			
	Three months ended				Year ended			
(In thousands of Canadian dollars)	**December 31, 2022[1]**		**December 31, 2021[1]**		**December 31, 2022**		**December 31, 2021**	
			(Revised[2])				**(Revised[2])**	
Loss for the period[2]	$	**(191,915)**	$	**(12,081)**	$	**(212,751)**	$	**(32,214)**
Add back (deduct):								
Amortization of property and equipment		43		46		194		164
Amortization of intangible assets		5,296		3,770		15,733		10,632
Amortization of right-of-use assets		181		479		684		717
Change in contingent consideration		1,024		(37)		(274)		(37)
Impairment loss		183,972		-		185,430		-
Finance costs, net		1,797		558		3,425		2,247
Income tax recovery		(12,591)		(897)		(17,759)		(1,818)
Share-based compensation expense		3,985		3,985		9,734		13,457
Foreign exchange gain through profit and loss		1,841		93		(5,963)		(7)
Costs related to non-operating items, non-recurring items and/or strategic initiatives		6,013		4,112		12,875		7,469
Adjusted EBITDA, Unaudited[3]	$	**(354)**	$	**28**	$	**(8,672)**	$	**610**

[1] Results are Unaudited.
[2] In the prior period, the purchase price allocation with respect to the business acquisitions in September 2021 of Xome Services, LLC and Xome Valuation Services, LLC (collectively, "Xome Valuations"), and in December 2021 of Benutech Inc., were recognized on a provisional basis and were subject to adjustments during the measurement period as new information was obtained about facts and circumstances that existed at the date of the acquisition. During the current period, independent valuation reports were finalized with respect to each of these acquisitions, resulting in adjustments to the value of intangible assets and goodwill. See Note 4 of the Company's 2022 Consolidated Financial Statements for further information related to these revisions.
[3] Adjusted EBITDA is a non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

Adjusted EBITDA was ($354) and $28 for the three months ended December 31, 2022 and 2021, respectively, and was ($8,672) and $610 for the years ended December 31, 2022 and 2021, respectively. Explanations for the changes in Revenue, Gross Profit and Comprehensive income (loss), described in the sections above, drove much of the change in Adjusted EBITDA.

Included in the calculation of Adjusted EBITDA are costs and income related to non-operating items, non-recurring items and/or strategic initiatives. These items relate primarily to costs incurred with respect to (i) legal and other expense related to business acquisitions and other strategic initiatives; (ii) product development, and (ii) corporate marketing initiatives.

Outstanding Share Data and Dividends
As at December 31, 2022, the Company had the following securities issued and outstanding:

- 581,777,640 Common Shares;
- 4,081,632 Preference Shares;
- 269,681 Deferred Share Units convertible into an equal number of Common Shares;
- 11,367,607 Restricted Share Units convertible into an equal number of Common Shares;
- 1,019,455 share purchase warrants, including broker warrants, to purchase an equal number of Common Shares, exercisable at prices ranging from $0.90 to $1.02 per share;
- Stock Options to purchase 27,395,323 Common Shares, exercisable at prices ranging from $0.13 to $1.15 per share; and
- $102 convertible debentures, convertible to 340,000 Common Shares.

The Company did not declare any dividends in the Period.

Subsequent to December 31, 2022, the following share-related transactions occurred:

- 36,454,657 Common Shares were issued;
- 6,273,526 Performance Share Units were granted, of which 1,882,058 were converted to Common Shares, and have been included in the Common Shares issued noted above.

Liquidity and Capital Resources

Adjusted Working Capital

Changes in Adjusted Working Capital are presented in the table below.

(In thousands of Canadian dollars)	December 31, 2022[1]	December 31, 2021
Working Capital (GAAP measure)	$ (635)	$ 21,313
Less: Prepaid expenses and other current assets	(1,110)	(1,134)
Less: Contract assets, current portion	(297)	(288)
Add: Unearned revenue, current portion	4,055	4,854
Adjusted Working Capital[1]	**$ 2,013**	**$ 24,745**

[1]Adjusted Working Capital is an unaudited non-GAAP measure and is defined above in *"Use of Non-GAAP Financial Measures"*.

Adjusted Working Capital (a non-GAAP measure; see section entitled *"Use of Non-GAAP Financial Measures" above*) is defined and calculated by the Company as current assets less current liabilities (as shown on the consolidated Statement of Financial Position), excluding items that are not financial assets or financial liabilities. Management believes Adjusted Working Capital provides more meaningful information with respect to the liquidity of the Company than does Working Capital.

The most significant changes in Adjusted Working Capital were as follows:

The most significant changes in Adjusted Working Capital were as follows:

- A decrease in cash of approximately $12,775, described below in the section entitled *"Cash Flows"*;
- An increase of approximately $4,080 in the current portion of long-term debt, primarily related to the expansion of the Company's credit facility to finance the cash component of a business acquisition; and
- An increase in accounts payable, accrued liabilities and provision of approximately $3,130, primarily related to the timing of vendor invoicing and payments.

Cash Flows

Cash flows provided by and used in operating, financing and investing activities for the years ended December 31, 2022 and 2021 are presented below.

(In thousands of Canadian dollars)		**Year ended**		
Cash flow provided by (used in)		**December 31, 2022**		**December 31, 2021**
Operating activities	$	(22,350)	$	(18,380)
Financing activities		51,737		74,190
Investing activities		(42,261)		(43,117)
Effect of exchange rate fluctuations on cash		99		(12)
	$	**(12,775)**	**$**	**12,681**

See Statement of Cash Flow in the Company's Consolidated Financial Statements for further detail related to the above noted cash flows.

Contractual cash outflows:

The following are the carrying amounts and the remaining contractual cash outflows of financial liabilities and commitments at December 31, 2022.

			Contractual cash outflows									
As at December 31, 2022		**Carrying Amounts**		**Total**		**within 1 year**		**1 - 2 years**		**2 - 5 years**		**More than 5 years**
Accounts payable and accrued liabilities	$	13,766	$	13,766	$	13,766	$	-	$	-	$	-
Long-term debt		60,677		78,779		17,559		18,210		43,010		-
Lease obligations[1]		1,732		2,034		402		402		962		268
Purchase commitments		-		4,059		339		336		1,007		2,377
Provision		-		721		721		-		-		-
Deferred consideration		1,833		1,833		1,833		-		-		-
	$	78,008	$	101,192	$	34,620	$	18,948	$	44,979	$	2,645

[1] Contractual cash flows in relation to leases are undiscounted, include non-lease components (i.e. common area maintenance expenses) and include periods covered by an option to extend if the Company is reasonably certain to exercise that option.
[2] Other commitments represents the cash component of a legal settlement amount.

The Company also has obligations related to its outstanding convertible debentures and related interest which have been excluded from the above table as the Company has the option to settle these debentures, including related interest, by the issuance of the Company's Common Shares.

The purchase commitments included in the table above are comprised primarily of annual, base-fixed fees under a consulting agreement with Yeoman & Company Paralegal Professional Corporation, details of which are disclosed in the section below entitled *"Transactions with Related Parties"*. Committed payments for the period of January 2023 to December 2034 total $4,054.

Credit Facilities:

Operating Facility:

The Company has a $1,500 revolving credit facility. Availability of funds under this facility is limited to the lesser of (i) $1,500 and (ii) the sum of 75% of eligible Canadian domiciled accounts receivable and 60% of eligible U.S. domiciled accounts receivable, less priority payables. As at December 31, 2022, the Company had drawn $494, in the form of a letter of credit, on the Operating Facility. Interest is set at Bank of Montreal's Prime Rate plus 2.5% per annum.

Term facilities:

Term Loan B

Term Loan B was granted under the Business Credit Availability Program ("BCAP"). The BCAP is a standardized guarantee program offered by Export Development Canada in response to the COVID-19 pandemic. With respect to Term Loan B, the Company has drawn $2,000. Proceeds net of financing costs were $1,970. The Company will pay interest only for the first twelve months of the term, which commenced in October 2020, and thereafter will pay interest and monthly principal repayments of $42 based on amortization over four years. Pricing is set at Canadian Prime Rate plus 5.0% per annum. The maturity date of Term Loan B is October 1, 2025.

Term Loan C

Term Loan C was established in February 2021. With respect to Term Loan C, the Company has drawn $27,000. Proceeds net of financing costs were $26,413. In September 2022, in connection with the establishment of Term Loan D, noted below, Term Loan C repayment terms were revised. For the first six months, commencing September 2022, the Company will pay interest only. Thereafter, the Company will make principal and interest payments, with such principal payments being equal to $500 per month. At maturity in September 2025, the Company will repay the full remaining principal balance. Pricing is set at Bank of Montreal's Prime Rate plus 4.0% per annum.

Term Loan D

Term Loan D was established in September 2022. With respect to Term Loan D, the Company has drawn $40,491 CAD ($30,000 USD). Proceeds net of transaction costs were $39,372 CAD. Principal amounts under this erm facility shall amortize over eight years. The Company shall pay interest only for the first six months of the term. Thereafter, the Company shall make interest and principal payments, with such principal payments being equal to $375 USD per month. At maturity in September 2025, the Company will repay the full remaining principal balance. Pricing is set at Bank of Montreal's US Prime Rate plus 4.0% per annum.

Each of the term facilities contain customary financial and restrictive covenants and are secured by assets of the Company and its subsidiaries, which primarily consists of intellectual property and accounts receivable.

As at December 31, 2022, the Company was not in violation of any financial covenants for which a waiver had not been obtained.

Transactions with Related Parties

Consulting Services:

To provide for ongoing support and development of certain software purchased from Yeoman & Company Paralegal Professional Corporation ("YCP"), in December 2014, the Company entered into a consulting agreement with YCP ("Consulting Agreement") that expires in December 2034. The Consulting Agreement provides for an annual base fee of $265, with annual increases in line with any increases in the Consumer Price Index, plus 15% of consideration received by the Company from end customers (the "YCP Fees") for use of this software. For the year ended December 31, 2022, the Company incurred YCP Fees of $375 (2021 – $459) under the Consulting Agreement, which was included in direct operating expense and technology expense. Two of the principals of YCP are the sons of the Executive Chairman of the Company.

Service Agreements:

Effective in February 2021, the Company has entered into various service agreements (the "Support Services Agreements") with James E. Albertelli PA and affiliates, (collectively, "the JEA Group") to provide real estate technology development and support, and non-legal default services for an initial term of twenty-five years, with an automatic extension for an additional twenty-five years. The Company also provides title and settlement services to the JEA Group. One of the principals of the JEA Group, the Chief Executive Officer and a Director of the Company, owns 70% of the JEA Group.

Certain of these fees are on a cost-plus markup pricing structure and some are billed on a fixed fee basis. For the year ended December 31, 2022, with respect to these agreements, the Company recorded revenue of $14,634 (2021 - $16,136). As at December 31, 2022, outstanding amounts receivable related to these agreements totaled $12,154 (December 31, 2021 - $8,879).

The Company has also entered into agreements with the JEA Group for (i) space sharing, for the use by the Company of a portion of JEA Group's premises, equipment, furniture and improvements; and (ii) sublicensing of software by the Company from the JEA Group. With respect to these agreements, the Company incurred expenses of $1,321 for the year ended December 31, 2022 (2021 - $1,253). As at December 31, 2022, outstanding amounts payable related to these agreements totaled $350 (December 31, 2021 - $277).

As at December 31, 2022, amounts outstanding related to the Support Services Agreements totaled $12,159 (December 31, 2021 - $8,879). On January 1, 2023, the Company executed a promissory note with the JEA Group for the then outstanding balance of fees owed by the JEA Group to the Company under the Support Services Agreements. On February 15, 2023, the Company completed the sale of the promissory note to a third-party for cash proceeds of $10,430 ($7,818 USD).

Concurrently with the execution of the promissory note, the Support Services Agreements were amended to reflect the implementation of enhanced default technology developed by the Company, and to revise the fee structure from a cost-plus model to a per file technology fee model, whereby the JEA Group pays a fee for each file it processes using the Company's technology.

Rice Park Capital Management

A director of the Company is the Managing Partner and CEO of Rice Park Capital Management. Rice Park Capital Management is a client of the Company. As at December 31, 2022, outstanding amounts receivable totaled $61 (December 31, 2021 - $nil).

Notes Receivable from Related Parties:

As at December 31, 2022, notes receivable from Directors and/or Officers of the Company were $2,709 CAD ($2,000 USD) (December 31, 2021 - $2,540 CAD ($2,000 USD)). These notes receivable are non-interest bearing and mature on December 31, 2023, as amended in November 2022. Subsequent to December 31, 2022, $1,200 CAD of the outstanding balance was collected.

Consolidated Entity:

As required under the Law Society Act (Ontario) and applicable regulations, MTAG Paralegal Professional Corporation is a separate professional corporation. The Executive Chairman of the Company, a paralegal licensed in the Province of Ontario, is the sole shareholder of this professional corporation; however, the Company controls the entity through contractual arrangements, which also provide that all economic benefit or loss resulting from the entity will be received by the Company. MTE Paralegal Professional Corporation is a wholly owned subsidiary of MTAG Paralegal Professional Corporation.

All of these transactions, with the exception of the notes receivable, are in the normal course of operations. Each of these transactions have been measured at the transaction amounts, being the amount of consideration established and agreed to by the related parties. The above noted transactions were approved by the Board.

Off-Balance Sheet Arrangements

As at December 31, 2022, the Company had no off-balance sheet arrangements, such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to the Company, and the Company does not expect to enter into any in the near to mid-term.

Financial Instruments

The Company's financial instruments consist of cash, trade and other receivables, notes receivable, convertible promissory note, equity investment, accounts payable and accrued liabilities, long-term debt and convertible debentures. The Company is exposed to credit risk, liquidity risk, foreign exchange risk, and interest rate risk from its financial assets and liabilities.

Risk Factors

Certain risks and uncertainties could significantly impact our business, financial condition, and future results. These risks are summarized below.

General State of the Economy

Our business is impacted by general economic conditions, including international, national, regional and local economic conditions, which are outside of our control. Economic slowdowns or downturns, adverse economic conditions, cyclical trends, increases in interest rates, variations in currency exchange rates, reduced client spending and other factors could have a material adverse effect on our business, financial condition, and results of operations. Although our operations are functionally and geographically diversified with a high degree of revenue stability protected from residential real estate market cyclicality, significant erosion in levels of activity in any segment in which we operate could have a negative impact on our business, financial condition and results of operations.

COVID-19 Pandemic

We cannot predict the future impacts of the ongoing COVID-19 pandemic or any new pandemic(s), including the extent of the impact on our employees and clients, and future disruptions arising from the ongoing COVID-19 pandemic and any new pandemic could have a materially adverse effect on our business, financial condition and results of operations. The effect of the COVID-19 pandemic and the related impact on the global economy may not be fully reflected in our results of operations until future periods and may negatively impact our ability to forecast our results. Further, volatility in the capital markets has been heightened during the COVID-19 pandemic and such volatility may continue, which may cause declines in the price of our Common Shares. To the extent that the COVID-19 pandemic or any new pandemic harms our business and results of operations, many of the other risks described in this "Risk Factors" section may be heightened.

Currency

Our financials are reported in Canadian dollars. However, due to substantial U.S. operations, a significant portion of our future revenues and expenses are denominated in U.S. dollars. The exchange rate between the Canadian dollar and the U.S. dollar is subject to day-to-day fluctuations in the currency markets and these fluctuations in market exchange rates are expected to continue in the future. We may be subject to risks associated with these currency fluctuations, which may, from time to time, impact our financial position and results. The exchange rate between the Canadian dollar and the U.S. dollar ranged from $1.27 at December 31, 2021, to $1.35 at December 31, 2022.

Financial Performance

Our ability to achieve revenue growth and sustain profitability in future periods depends on our ability to execute our strategic plan and effectively manage our growth. A failure to do so could have a material adverse effect on our business, financial condition, and results of operations. Additionally, our revenue, cash flow, operating results, and profitability may fluctuate from quarter to quarter, based on initiatives and contractual terms and conditions for the sale of products.

Financial Targets

Our long-range financial targets are predicated on certain assumptions, including revenue growth and operating margin expectations. These assumptions may not prove to be true, which could reduce our expected earnings and cause us not to meet the expectations of analysts and investors, which could cause the price of our securities to decline.

Restrictive Covenants Risk.

The Company is and may from time to time be party to credit facilities which will contains restrictive covenants that would limit the Company's ability to, among other things:

• borrow money or guarantee the debts of others;

• use certain assets as security in other transactions;

• incur or permit to exist certain liens;

• make loans or investments;

• sell, transfer or otherwise dispose of assets;

• pay dividends or make distributions; and

• consolidate, amalgamate or merge with or into other companies.

These restrictions could limit management's ability to plan for or react to market conditions or meet extraordinary capital needs and could otherwise restrict other financing activities.

The Company's ability to comply with the covenants and other terms of the senior secured credit facility and the note indenture will depend on future operating performance. If the Company fails to comply with such covenants and terms, it may be in default and the maturity of the related debt could be accelerated and become immediately due and payable.

The Company may be required to obtain waivers from its lenders in order to maintain compliance, including waivers with respect to compliance with certain financial covenants. If the Company is unable to obtain necessary waivers and the payment of applicable debt is accelerated, the Company may not have sufficient cash or other assets to repay the debt. In such a case, the Company would be required to seek replacement financing at prevailing market rates. There can be no assurance that the Company would be able to obtain replacement financing on acceptable terms, or at all. If the Company becomes unable to pay its debt service charges or otherwise commits an event of default, lenders to the Company may be able to foreclose on or sell the assets of the Company and/or its subsidiaries.

Real Estate Market

Although our businesses are diversified and have a high degree of revenue stability protected from market cyclicality, our operations are impacted by the state of residential real estate as an investment asset class. Prolonged economic slowdowns triggered by credit liquidity, interest rates, regulatory policy, tax policy, etc., could negatively impact the market and result in fewer real estate transactions and product sales. This could have a material adverse effect on our business, financial condition, liquidity, and results of operations.

Industry Competition

We face competition from other technology and data analytics providers and our success depends on maintaining our competitive advantage. Our competitors include those companies developing similar technology and products for the real estate industry, and additional competitors may enter the market at any time. Our current and future competitors may enjoy competitive advantages, such as greater name recognition, longer operating histories, greater category share in certain markets, market-specific knowledge, established relationships with financial services firms, including those with larger market share than our customers, and larger existing user bases in certain markets, more successful marketing capabilities, and substantially greater financial, technical, and other resources than we have. Greater financial resources and product development capabilities may allow these competitors to respond more quickly to new or emerging technologies and changes in financial services firm preferences that may render our platform less attractive or obsolete. Our competitors may also make acquisitions or establish cooperative or other strategic relationships among themselves or with others, introduce new offerings with competitive price and performance characteristics or undertake more aggressive marketing campaigns than ours. Additionally, many of our competitors are well capitalized and offer discounted services, lower pricing, incentives, discounts and promotions, and innovative platforms and offerings, which may be more attractive than those that we offer. Further, our customers may decide to develop their own solutions that compete with ours. These competitive forces could result in a material adverse effect on our business, financial condition, and results of operations by reducing our relative share in the markets we serve.

Acquisitions

We have made and continue to make acquisitions as part of our growth strategy. Acquisitions may increase the size of our operations and may also increase the amount of indebtedness that we service. The successful integration and management of acquired businesses involve numerous risks and there is no assurance that we will successfully integrate our acquisitions. Such failure could adversely affect our business, financial condition, and results of operations.

Acquisitions may expose the Company to a number of risks, including but not limited to:

• assumption of liabilities of an acquired business, including liabilities that were unknown at the time the acquisition was negotiated;

• valuation methodologies that do not accurately capture the value of the acquired business;

• failure to realize anticipated acquisition benefits, such as cost savings and revenue enhancements/synergies;

• difficulties relating to combining previously separate entities, where applicable, into a single, integrated, and efficient business;

• the effects of diverting management's attention from day-to-day operations to matters involving the integration of acquired companies;

• potentially substantial transaction costs associated with business combinations;

• potential impairment resulting from acquisition overpayment;

• difficulties in assimilating the personnel, services, and systems of an acquired business, and in assimilating marketing and other operational capabilities;
• increased burdens on the Company's staff and on its administrative, internal control, and operating systems, which may hinder its legal and regulatory compliance activities; and,

• difficulties in applying and integrating the Company's system of internal controls to an acquired business.

Strategy Execution Risks.

In order to be successful, the Company must successfully execute upon its strategic initiatives and effectively manage the resulting changes in its operations. The Company's assumptions underlying its strategic plans may not be correct, the market may react negatively to these plans, the Company may be unable to successfully execute these plans, and even if successfully executed, its actions may not be effective or may not lead to the anticipated benefits within the expected time frame.

Management has made, and will continue to make, judgments as to whether the Company should limit investment in, exit, or dispose of businesses that become non-core because of market changes, poor performance, or decisions to reallocate capital for higher returns. Any such actions may not proceed on terms or timing that are favourable to the Company, or at all, and may expose the Company to ongoing risk and exposure post-execution. The Company's inability to proceed with such actions on terms and timing favourable to it may have a material adverse effect on the Company's business, results of operations, and financial condition.

Any decision by the Company to further limit investment in, exit, or dispose of non-core businesses may result in the recording of additional restructuring and other charges. Also, future decisions respecting any such business or market conditions may trigger write-downs of the tangible and intangible assets following a review as to their recoverability. This is due to uncertainties in the estimates and assumptions used in asset valuations, which are based on forecasts of future business performance, and accounting estimates related to the useful life and recoverability of the net book value of these assets, including inventory, goodwill, net future income taxes, and other intangible assets.

Information Systems

One or more of the Company's business units depends, in part, on the operation and connectivity of its servers, which store and process proprietary data and imagery. Although the Company has put various redundancy measures in place to protect this information, we have not implemented a complete redundancy program due to certain constraints. If one of these systems were to fail or we were unable to successfully expand the capacity of these systems or integrate new technologies as required, our results of operations and financial condition could suffer. For example, any connectivity or server failure could result in our customers being unable to access data, which may result in a breach of contract by the Company. Furthermore, any catastrophic failure of our servers could result in the partial or complete loss of data collected to date. While we maintain a comprehensive insurance program to mitigate these risks, the ability of this insurance coverage to reduce or eliminate this risk is not guaranteed.

Subscription and Contract Renewals

Although many of our solutions are intended to create recurring revenue, our clients are not required to renew their subscriptions or contracts and may elect not to renew when or as we expect. Renewal rates may decline or fluctuate due to a number of factors, including pricing, competitive offerings, customer satisfaction, reductions in customer spending levels due to economic downturns, or other market uncertainty. If our clients do not renew when or as we expect, or if they renew on less favorable terms than expected, our revenues and earnings may be adversely impacted.

Professional Talent

Our success and ability to grow are dependent, in part, on the expertise, experience and efforts of our professionals, and our ability to attract and retain qualified professionals. Competition for such resources from other companies, academic institutions, and government entities is intense, and puts upward pressure on compensation costs, which may place the Company at a competitive disadvantage in respect to compensation and benefit matters. In particular, the Company depends heavily on its senior management team. We expect that competition for qualified professionals will continue to increase, causing compensation costs to escalate. There is no assurance that we will be able to retain our current personnel or that we will be able to attract additional qualified personnel in the future. Any failure to do so could impact our business and slow future growth of the Company.

Third Party Information

The data supporting certain of the Company's products is dependent, in part, on information provided by third party sources. If we are unable to collect information from these sources, our products and client relationships could be negatively impacted.

New Products

As new products are developed and introduced to the market, client adoption may not achieve anticipated levels. As a result, revenue expectations may not be achieved. If cash flows from new products do not reach sufficient levels, asset impairments may need to be taken on any capitalized costs related to the development of the products.

Technological Change

Our ability to generate future revenues from software and data solutions is dependent on meeting the changing needs of the market and evolving industry standards through new product introductions and product enhancements. To maintain or expand market share, we must anticipate client and industry needs and develop products that meet those needs. In the short to medium term, the ability to successfully complete product developments and client implementations on a timely basis is important to achieving our revenue and growth targets.

Intellectual Property and Privacy Rights

We rely on the protection of our intellectual property rights to maintain our competitive advantage. These include copyrights, trademarks, trade secrets, patents, proprietary business processes, and database organization. Despite our efforts to protect our rights, unauthorized use may occur. There can be no assurance that we will be successful in protecting our intellectual property rights and, if we are not, our business, financial condition, and results of operations could be materially adversely affected. In addition, we may be subject to claims by third parties regarding infringement of intellectual property or privacy rights, particularly resulting from our image capture technology. While we have developed algorithms to scan and blur personal identifying images, the ability of such algorithms to identify all violating images has yet to be determined. If it is determined that we have violated any such rights, we could face costly litigation, penalties, or fines. We may also be required to indemnify clients pursuant to our agreements, enter into licensing agreements on unfavorable terms, or redesign or stop selling affected products, which could materially disrupt the conduct of our business and prevent us from meeting our business objectives.

Information Technology Governance and Security

In the ordinary course of our business, we collect, store, process and transmit sensitive data belonging to clients, partners, vendors, employees, contractors, and consumers as well as our own proprietary business information and intellectual property. The secure processing, maintenance and transmission of this information is critical to our operations and the delivery of products to our clients. Despite the robust security measures we've implemented, our data, systems and infrastructure may be vulnerable to attack or breached due to employee error, malfeasance, or other disruptions. These security breaches could materially compromise our information, disrupt our business operations, and cause us to breach our client obligations thereby exposing us to liability, reputational harm, and significant remediation costs. The theft, loss, corruption, exposure, fraudulent use, or misuse of client or consumer information, whether by third parties or as a result of employee malfeasance, could result in significant remediation and other costs, fines, litigation, or regulatory actions against us, as well as cause reputational harm, negatively impact our competitive position, and affect our financial results. We are increasingly relying on third-party data storage providers, including cloud storage solution providers, resulting in less direct control over this data. Such third parties may also be vulnerable to security breaches for which we may not be indemnified, and which could cause material adverse harm to our reputation and competitive position and affect our financial results.

Product Pipeline

Our forecast is built on a pipeline of client opportunities at varying stages of the sales process. Our ability to achieve the forecast is dependent on completion of the sales cycle and client acceptance of mutually agreeable terms. Certain factors are beyond our control, including our clients' evaluation of our offerings, budgetary constraints, timing of their approval processes, etc. Our pipeline of opportunities may not close on terms and in line with the timing assumed in our forecast. This may have a material positive or negative effect on our anticipated revenues in any given period.

Brand

Many of our competitors in the real estate and title insurance industries have brands that are well recognized. As a relatively new entrant into the title and escrow market, we have spent, and expect that we will for the foreseeable future continue to spend, considerable amounts of money and other resources on creating brand awareness and building our reputation. We may not be able to build brand awareness to levels matching our competitors, and our efforts at building, maintaining and enhancing our reputation could fail and/or may not be cost-effective. Complaints or negative publicity about our business practices, our marketing and advertising campaigns (including marketing affiliations or partnerships), our compliance with applicable laws and regulations, the integrity of the data that we provide to customers and partners, data privacy and security issues, and other aspects of our business, whether real or perceived, could diminish confidence in our brand, which could adversely affect our reputation and business.

Legislative and Regulatory Changes

Changes to laws, rules, regulations, or policies applicable to our businesses may impact on our business. Certain elements of our business are influenced by regulatory restraints applicable to our clients and/or to our business. Any change to laws, rules, regulations, or policies may significantly and adversely impact our operations and financial performance.

Fixed-Price Engagements

A portion of our revenues comes from fixed-price engagements. A fixed-price engagement requires us to provide a product for a specified sum of money. Fixed-price engagements expose us to risks not inherent in other financial arrangements, including underestimation of costs, ambiguities in specifications, unforeseen or changed costs or difficulties, problems with new technologies, delays beyond our control, failures of subcontractors to perform, and economic or other changes that may occur during the term of engagement. Any economic losses resulting from fixed-price engagements could have a material adverse effect on our business.

Licensure

We require certain licensure to operate in the U.S. property appraisal, title and settlement and capital markets, which licensure is issued on a state-by-state basis. If any of our licenses are suspended or are unable to be renewed, our operating results could be materially adversely impacted.

Customer Concentration and Loss of Material Clients

Although we are not dependent on one or a small number of clients, certain of our business units may have or develop a higher client concentration. The loss of a significant client that contributes a substantial portion to that business unit's revenues could have a negative impact on our enterprise revenues and could impact our ability to attract and retain other clients.

Interest Rates and Credit Risk

We are exposed to credit risk and fluctuations in interest rates in connection with our financial instruments and credit agreements, which may have an adverse effect on our business. Increased interest rates may adversely impact the spending levels of consumers and their ability and willingness to borrow money. Higher interest rates often lead to higher loan rates charged to consumers, which could adversely affect the ability of our customers to generate volume and in turn, the number of transactions enabled through our platform and thus our ability to generate revenue from such transactions. As a result of these circumstances, financial services firms and consumers may be discouraged from engaging with our platform and as a result, reduce the volume of transactions enabled through our platform, which could adversely affect our business, financial condition, and results of operations.

Inflation Risk

General inflationary pressures, such as those that have been evident in the economy since early in 2022, may affect labour and other operating costs, which could have a material adverse effect on the Company's financial condition, results of operations, and the capital expenditures required to advance the Company's business plans. While central banks in Canada, the United States, and globally have taken actions such as raising interest rates in 2022 and 2023 to combat the current inflationary environment, there can be no assurance that any governmental action that has or will be taken to control inflationary or deflationary cycles will be effective, or whether any governmental action may contribute to economic uncertainty or a recession. Governmental action to address inflation or deflation may also affect currency values. Accordingly, inflation and any governmental response thereto may have a material adverse effect on the Company's business, results of operations, cash flow, financial condition, and the price of its Common Shares.

Internal and Disclosure Controls

Any failure of our internal controls could have an adverse effect on our stated results of operations and harm our reputation. As a result, we may experience higher than anticipated operating expenses, as well as higher independent auditor fees during and after the implementation of these changes. If we are unable to implement any of the required changes to our internal control over financial reporting effectively or efficiently or are required to do so earlier than anticipated, it could adversely affect our operations, financial reporting and results of operations. If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely impacted.

Income Tax Matters

The Company is subject to federal, provincial and state taxes, as well as non-income-based taxes, in the U.S. and Canada and its tax obligations are subject to review by various taxation authorities. Significant judgment is required in determining the Company's provision for income taxes and other tax liabilities, such as payroll, sales, use, property and goods and services taxes, in both the U.S. and Canada. In addition, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. Although management strives to ensure that the Company's tax estimates are reasonable, there is no assurance that the final determination of any tax audits and litigation will not be different from what is reflected in the Company's historical tax payments, provisions, accruals and/or disclosures, and any such differences may materially affect our operating results for the affected period or periods.

Contractual Obligations

Our success depends largely on our ability to meet contractual obligations and perform in accordance with client requirements. If we fail to properly define the scope of our work, define the limits of our liability, satisfactorily perform our obligations, or make professional errors, clients could terminate engagements, refuse payment for our services or take legal action for the loss suffered, thereby exposing us to legal liability, loss of professional reputation, and reduced profits.

Commitments and Contingencies

The Company may be subject to various litigation, regulatory investigations, and other legal proceedings that arise in the ordinary course of its business.

The Company reviews its lawsuits, regulatory investigations, and other claims and legal proceedings on an ongoing basis and provides disclosure and records provisions in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. In accordance with such guidance, provisions are recorded when it is more likely than not that the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required, and the amount can be reliably estimated. If any of those conditions are not met, such matters result in contingent liabilities.

Legal Proceedings

We may become subject to legal proceedings in the ordinary course of conducting our business, including lawsuits based upon professional errors and omissions. A significant judgment against us, or the imposition of a significant fine or penalty as a result of a finding that we have failed to comply with laws, regulations, contractual obligations, or other arrangements or professional standards, could have a significant adverse impact on our financial performance.

Insurance Limits

We believe that our professional errors and omissions insurance coverage, our directors' and officers' liability insurance coverage, and our other insurance policies address all material insurable risks, provide coverage that is similar to that which would be maintained by a prudent operator of a similar business and are subject to deductibles, limits and exclusions, which are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that such insurance will continue to be offered on an economically affordable basis, that all events that could give rise to a loss or liability are insurable, or that the amounts of insurance will at all times be sufficient to cover every loss or claim that may occur.

Dividend Payments

The Company has not paid dividends on its Common Shares to date. Payment of any future dividends will be at the discretion of the Board after taking into consideration many factors, including, but not limited to, the Company's operating results, financial condition and current and anticipated cash needs. At this time however, all of the Company's available funds are anticipated to be invested to finance further growth of the Company's business and therefore investors cannot expect and should not anticipate receiving a dividend on the Common Shares in the foreseeable future.

Credit Facilities

Our ability to pay dividends or make other payments or advances is subject to applicable laws and contractual restrictions contained in our credit facilities. The degree to which we are leveraged could have important consequences to our shareholders. For example, our ability to obtain additional financing for working capital, capital expenditures, or acquisitions in the future may be limited. Further, a significant portion of our cash flow from operations may be dedicated to the payment of principal and interest on our indebtedness, thereby reducing funds available for future operations. Certain of our financial arrangements will be subject to variable rates of interests, which exposes us to the risk of increased interest rates. Finally, we may be more vulnerable to economic downturns and be limited in our ability to withstand competitive pressures.

Our Directors And Officers May Have Interests That Conflict With The Company's Interests.

Certain of the Company's directors and officers also serve as directors or officers of, or have significant shareholdings in, other companies that engage in business that are competitive with the businesses of the Company. In all cases where our directors and officers have an interest in other companies, such other companies may compete with the Company for the acquisition of assets and customers. As a result these conflicts of interest may have a material adverse effect on our business, financial condition, results of operation and prospects.

Future Financing

Historically, we have incurred significant losses and negative cash flow from operations. We cannot ensure that we will achieve sufficient revenues to achieve profitability or positive cash flow in the future. If we are unable to generate sufficient cash resources on a consistent basis, we would need to raise additional capital for general working capital purposes, marketing and business development activities, additional data capture and continued research and development activities. These funds may be raised through public or private equity or debt financings, collaborative arrangements with third parties, or from other sources. We cannot assure that additional financing will be available or that the terms of such financing will be acceptable. Further, any such financing may cause the interests of current shareholders to be diluted. If adequate funds are not available as required, we may be required to reduce our investment in strategic initiatives, scale back or cease operations in respect to one or more of subsidiaries, sell or license proprietary technology on less than favorable terms, or consider positioning ourselves for a merger or acquisition.

Impairment Losses

Management periodically reviews the estimated value of acquired intangibles and goodwill to determine whether any impairment exists and based on such review, could write-down a portion of those intangible assets and goodwill. Any write-down of intangible assets or goodwill could impact our results of operations materially and adversely and could materially and adversely affect the Company's share price.

Breaches Of Confidentiality

The Company may disclose confidential information relating to its business, operations or affairs when discussing business relationships or other potential transactions with third parties. Before the disclosure of such confidential information, the

Company endeavours to have third parties execute confidentiality agreements. A breach of a confidentiality agreement or disclosure of confidential information could put the Company at a competitive disadvantage and cause damage to its business. Such harm cannot be easily quantified and may not be compensable through damages. The Company cannot assure investors that if there was a breach of confidentiality, a court of competent jurisdiction would provide equitable relief in a timely manner, if at all.

Share Price

Our Common Shares may experience significant volatility and do not necessarily trade at prices determined by reference to the underlying value of our business. The market price of the Common Shares may be subject to significant fluctuations in response to various factors, including quarterly variations in results of operations; announcements of technological innovations or new products by it, its customers or competitors; government regulations; developments concerning proprietary rights; litigation; announcements of acquisitions or dispositions; general fluctuations in the stock market; or actual revenues and results of operations being below the expectations of the public market. In addition, securities markets have experienced significant price and volume fluctuations from time to time in recent years that are often unrelated or disproportionately related to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of our Common Shares.

Issuance of Additional Common Shares

We are authorized to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as may be determined by the Board without shareholder approval, except as required by the TSXV. Should the Board approve such an issuance, the interests of current shareholders may be diluted.

Forward-Looking Statements

This MD&A contains certain forward-looking statements within the meaning of applicable securities laws and regulations, related to, amongst other things, expected future events and anticipated financial and operating results of the Company. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “intend”, “anticipate”, “plan”, “foresee”, “believe” or “continue” or the negatives of these terms or variations of them or similar terminology. Forward-looking statements are based on management’s expectations as at the date of this MD&A and are subject to various known and unknown risks and uncertainties that may cause the Company’s actual results in future periods to differ materially from those expressed or implied in this MD&A. While management considers the assumptions upon which such forward-looking statements are based to be reasonable and appropriate in light of the current information available to it, there is risk that such assumptions may not be correct or complete.

Certain factors that could cause actual results to differ materially from those expressed or implied in any forward-looking statements included in this MD&A include, but are not limited to, risks associated with general economic conditions, risks associated with the Company’s stage of development, operational risks (such as risks involved in developing new products and services, product performance warranties, risks associated with doing business with partners, risks from regulatory and legal proceedings, risks relating to the Company’s dependence on certain customers, and human resource risks), financing risks (such as risks relating to liquidity and access to capital markets or debt financing) and market risks (including foreign currency fluctuations and changing interest rates). Readers are cautioned that the foregoing list of factors that may affect future growth, results and performance is not exhaustive and undue reliance should not be placed on forward-looking statements. Unless otherwise required by applicable securities laws, the Company expressly disclaims any intention, and assumes no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information

Additional information relating to Voxtur, including the Company’s 2022 Annual Consolidated Financial Statements, can be found on SEDAR at www.sedar.com.