TINY LTD.

Management's Discussion and Analysis

For the three and nine-months ended September 30, 2024 and 2023

GENERAL INFORMATION AND CAUTIONARY STATEMENTS

Introduction

The following management's discussion and analysis ("MD&A") dated November 14, 2024, provides information concerning the financial condition and results of operations of the Company (as defined below) for the three and nine-months ended September 30, 2024 ("Q3 2024" and "YTD Q3 2024", respectively) and September 30, 2023 ("Q3 2023" and "YTD Q3 2023", respectively). The following MD&A should be read in conjunction with the Company's Q3 2024 interim condensed consolidated financial statements for the interim period ended September 30, 2024 and the audited consolidated financial statements and notes thereto related to the year ended December 31, 2023 ("Financial Statements"). Additional information relating to the Company is available on the Company's website at www.tiny.com and on SEDAR+ at www.sedarplus.com**.**

Basis of presentation

The financial statements represent the unaudited interim condensed consolidated financial statements of Tiny Ltd. ("Tiny" or the "Company"), WeCommerce Holdings Limited Partnership ("WeCommerce LP"), Beam Digital Ltd. ("Beam"), Dribbble Holdings Ltd. ("Dribbble") and their majority owned subsidiaries.

On April 17, 2023, WeCommerce Holdings Ltd. (a Canadian company listed on the TSX Venture Exchange under the symbol "WE") ("WeCommerce") acquired all of the outstanding shares of Tiny Capital Ltd. ("Tiny Capital") by way of a three-cornered amalgamation (the "Merger") with WeCommerce changing its name to Tiny Ltd.

Upon completion, the shareholders of Tiny Capital obtained control over WeCommerce, resulting in a reverse take-over, where the common shares of Tiny Capital were cancelled and the shareholders of Tiny Capital received shares of WeCommerce (the "Share Transaction"). The resulting MD&A are presented as a continuance of Tiny Capital (accounting acquirer), and comparative figures presented in the consolidated financial statements are those of Tiny Capital.

WeCommerce was incorporated on November 27, 2019 under the laws of the Province of British Columbia and invested in businesses that develop, sell and support website themes and applications, as well as provided custom solutions for clients on ecommerce platforms. As part of the Share Transaction, the operating business of WeCommerce Holdings Ltd. and its subsidiaries were transferred to the partnership, WeCommerce LP, which was accounted for as a transaction under common control, where the book value method was applied.

Tiny Capital was incorporated under the *Business Corporations Act* (British Columbia) on January 14, 2016. Tiny Capital was an investment holding company that invested in a variety of businesses either directly, through operating subsidiaries, or through a private equity fund where it served as the general partner. Through its operating subsidiaries and equity investees, including Dribbble and Beam, Tiny Capital engaged in a variety of technology enabled businesses including providing digital product design and engineering agency services, and operating a creative community network and digital asset marketplace.

Prior to December 31, 2022, Tiny Capital held 24.6% ownership in Beam, while the remaining 75.4% was held by entities controlled by Tiny Capital's controlling shareholder. On December 31, 2022, Tiny Capital purchased the remaining 75.4% of Beam, resulting in Beam becoming a wholly-owned subsidiary. The acquisition of Beam was a transaction between entities under common control since Beam was ultimately controlled by the same party before and after the purchase of the remaining 75.4% by Tiny Capital. This transaction was recorded at the carrying value of the assets and liabilities at the acquisition date. Management adopted the predecessor basis of accounting, whereby Beam's results of operations and financial positions were included in these financial statements at historical amounts recorded by Beam as if Beam had always been wholly owned by Tiny Capital.

Tiny maintains its registered office at 510 West Georgia Street, Suite 1800, Vancouver, British Columbia, V6C 0M3.

The MD&A and financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

In this MD&A, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars. The information in this report is as of November 14, 2024, which is the date of approval for issuance by the Company's Board of Directors. Disclosure in this document is current to November 14, 2024, unless otherwise noted.

The Company’s Class A common shares (the “Common Shares”) are listed on the TSX Venture Exchange ("TSXV”) under the symbol “TINY”.

Forward-looking Information

This MD&A contains certain forward-looking statements and forward-looking information within the meaning of applicable securities law. Such forward-looking statements and information include, but are not limited to, statements or information with respect to: the Company's ability to integrate previous acquisitions and future acquisitions; the Company’s future business and strategies; requirements for additional capital and future financing; estimated future working capital, funds available, uses of funds, future capital expenditures and other expenses for specific operations and intellectual property protection; industry demand; ability to attract and retain employees, consultants or advisors with specialized skills and knowledge; anticipated joint development programs; incurrence of costs; competitive conditions; general economic conditions; and scalability of developed technology.

Forward-looking statements and information are frequently characterized by words such as “plan”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “expect” and other similar words, or statements that certain events or conditions “may” or “will” occur. Although the Company’s management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include risks relating to reliance on the Shopify platform; the Company’s limited operating history; reliance on management and key employees; conflicts of interest in relation to the Company’s officers, directors, and consultants; the ability to integrate previous acquisitions or future acquisitions; limitations on claims against a seller of an acquired company; additional financing requirements; risks related to dilution; global financial conditions; management of growth; risks associated with the Company’s strategy of growth through acquisitions; tax risks; reputational risks; payment processing risks; currency fluctuations; competitive markets; uncertainty and adverse changes in the economy; unsustainability of the Company’s rapid growth and inability to attract new customers, retain revenue from existing merchants, and increase sales to both new and existing customers; adverse effects on the Company’s revenue growth and profitability due to the inability to attract new customers or sell additional products to existing customers; future results of operations being harmed due to declines in recurring revenue or contracts not being renewed; cyber security and privacy breaches; changes in client demand; challenges to the protection of intellectual property; infringement of intellectual property; regulatory risks; risks related to legal claims; ineffective operations through mobile devices, which are increasingly being used to conduct commerce; risks related to information technology; and risks associated with internal controls over financial reporting. The Company undertakes no obligation to update forward-looking statements and information if circumstances or management’s estimates should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements and information.

By their nature, forward-looking statements and information, including future-oriented financial information or financial outlook, are based on assumptions and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied herein to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information, including, without limitation: the potential impact of the Company’s acquisitions and dispositions on relationships, including with regulatory bodies, stock exchanges, lenders, service providers, employees and competitors; risks related to the successful integration of acquired businesses; credit, liquidity and additional financing risks; potential conflicts of interest; general economic conditions; industry conditions; currency fluctuations; competition from other industry participants; and stock market volatility. This list is not exhaustive of the factors that may affect any of the forward-looking information contained herein.

For a more detailed discussion of certain of these risk factors, see “Risk Factors” below as well as the list of risk factors in the Company’s Annual Information Form dated April 30, 2024 which is available on SEDAR+ at www.sedarplus.com under the Company’s profile.

Non-IFRS financial measures

This MD&A references certain non-IFRS measures and ratios, hereafter, referred to as “non-IFRS measures”. These measures are not recognised measures under IFRS, and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the results of operations from management’s perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of the financial information reported under IFRS.

The Company uses non-IFRS measures including “EBITDA”, “EBITDA %”, "Adjusted EBITDA", "Adjusted EBITDA %". “recurring revenue”, "recurring revenue %", "free cash flow", "free cash flow per share", "adjusted free cash flow post debt servicing", and "adjusted free cash flow per share". Management uses these non-IFRS measures to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. As required by Canadian securities laws, the Company reconciles these non-IFRS measures to the most comparable IFRS measures in this MD&A. For definitions and reconciliation of these non-IFRS measures to the relevant reported measures, see “Non-IFRS measures”.

COMPANY OVERVIEW

Tiny is a technology holding company with a strategy of acquiring majority stakes in wonderful businesses. Tiny has three reportable segments: Digital Services, Software and Apps, and Creative Platform. All other standalone businesses, including a stake in a private equity investment fund, are grouped as Other.

Digital Services helps start-ups to Fortune 500 companies design, build and ship premium digital products for both mobile and web. The segment’s capabilities as an end-to-end product partner provide clients with intimate insight into end-user behavior, allowing for a thorough, strategy-led approach to product design, engineering, brand positioning and marketing. This segment includes:

- Beam Digital Ltd.
- 8020 Design Ltd.
- Frosty Studio Ltd. (“Frosty”)
- HappyFunCorp LLC (“HappyFunCorp”)
- MetaLab Design Ltd. (“MetaLab”)
- Z1 Digital Product Studio SL (“Z1”)

Software and Apps provides merchants with a suite of e-commerce software tools to start and grow their online stores. The segment's family of companies and brands include Pixel Union, Out of the Sandbox, KnoCommerce, Archetype, Foursixty, Stamped, Repeat, Uptime and Clean Canvas. As one of Shopify’s first partners since 2010, WeCommerce is focused on building, acquiring, and investing in technology businesses operating primarily in the Shopify partner ecosystem. This segment includes:

- WeCommerce Holdings Limited Partnership
- Archetype Themes Limited Partnership
- KnoCommerce Inc.
- Clean Canvas Ltd.
- Repeat Inc.

Creative Platform includes both Dribbble and Creative Market. Dribbble is a leading designer network and community that enables professionals to meet, collaborate, and showcase their work. Creative Market is an online marketplace for graphics, fonts, templates, and other digital assets. Creative Platform drives revenue from its digital asset marketplace, subscriptions, job boards, enterprise licensing, and digital advertising. This segment includes:

- Dribbble Holdings Ltd.
- Creative Market Labs Inc. (“Creative Market”)

The Other segment includes a variety of other businesses within the Company’s portfolio as well as operations related to Tiny's corporate head office.

Other Tiny entities include:

- Meteor Software Holdings Ltd. ("Meteor", web application hosting company)
- Tiny Boards Holdings Ltd. ("We Work Remotely", remote job boards)
- MediaNet Solutions, Inc. ("MediaNet", special education software)
- Tiny Ltd. (head office)
- Tiny Capital (US) Ltd.
- Tiny India Pvt Ltd.
- Tiny Fund I LP ("Tiny Fund")

Tiny Fund is a private equity fund that commenced operations in August 2020 and has total committed capital of US$148 million. Tiny holds a 20.24% interest in the LP units of Tiny Fund and accounts for its LP interest in Tiny Fund on an equity basis to retain the fair value accounting of the underlying investments of the fund. Tiny's consolidated financial results do not include the aggregate revenues, expenses and profits of Tiny Fund's individual investments.

Tiny is also a 50% owner of the general partner of Tiny Fund. As a result, Tiny is entitled to a 50% interest in the general partner's earnings, which includes 30% carried interest after an annualized 8% hurdle rate is reached. The carried interest is calculated on an asset-by-asset basis.

Tiny Fund includes:

- Abstract Studio Design Inc. (design collaboration tool)
- AeroPress Inc. (coffee maker and e-commerce brand)
- BeFunky Inc. (developer of digital media tools)
- Dribbble Holdings Ltd. (minority investment)
- Girlboss Holdings Inc. (media company)
- Medimap Systems Inc. (Canadian digital health website)
- Mateina Inc. (Canadian specialty beverage producer and e-commerce platform)
- Letterboxd Ltd. (film discussion and discovery social platform)
- Conference Badge Inc. (name badge producer)
- Frosty Pop Games Inc. (developer of video games, minority investment)
- WholesalePet (online pet products wholesaler)

Tiny's businesses are managed on a decentralized basis. Tiny's corporate management team is primarily focused on capital allocation decisions, strategic portfolio management and hiring and incentivizing the senior management teams of its operating businesses. Tiny aims to acquire businesses with the following traits:

- healthy profitability
- a sustainable competitive advantage
- simple business model
- multi-year record of successful operations
- a high quality management team (or one Tiny believes it can hire)
- a positive and ethical approach to business.

Since Tiny Capital's incorporation in January 2016 and up to the date of this MD&A, Tiny and its subsidiaries and equity-accounted investees have invested in or acquired over 35 companies.

OVERALL PERFORMANCE AND SELECTED QUARTERLY INFORMATION

The following table summarizes the Company's overall performance for the three and nine-months ended September 30, 2024, as compared with the prior period:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Revenue	**46,691,278**	50,522,913	**146,636,288**	134,327,157
Operating loss	**(5,456,024)**	(3,549,129)	**(15,238,544)**	(15,518,331)
Net (loss)/income	**(9,642,007)**	(5,900,753)	**(20,168,230)**	24,111,068
EBITDA (1)	**3,898,465**	4,142,849	**12,114,300**	44,872,963
EBITDA % (1)	**8%**	8%	**8%**	33%
Adjusted EBITDA (1)	**7,299,552**	8,646,423	**20,945,939**	17,875,225
Adjusted EBITDA % (1)	**16%**	17%	**14%**	13%
Recurring revenue (1)	**9,804,004**	9,745,426	**28,698,822**	21,272,187
Recurring revenue % (1)	**21%**	19%	**20%**	16%
Cash provided by/(used in) operating activities	**2,922,595**	3,136,089	**6,463,045**	(3,958,367)
Free cash flow (1)	**730,235**	912,785	**(1,528,870)**	(6,019,257)
Adjusted free cash flow post debt servicing(1)	**1,689,999**	3,472,593	**(612,297)**	959,365
Basic (loss)/earnings per share	**(0.05)**	(0.03)	**(0.12)**	0.15
Diluted (loss)/earnings per share	**(0.05)**	(0.03)	**(0.12)**	0.15
Free cash flow per share(1)	**0.00**	0.01	**(0.01)**	(0.04)
Adjusted free cash flow per share(1)	**0.01**	0.02	**0.00**	0.01

	September 30, 2024	December 31, 2023
Total assets	**374,471,040**	392,635,137
Total liabilities	**167,368,328**	190,081,456
Non-current financial liabilities	**106,918,747**	132,538,131

(1) Refer to Non-IFRS Measures section on page 14

QUARTERLY HIGHLIGHTS

- Revenue in Q3 2024 was $46.7 million, a decrease of $3.8 million or 8% compared to Q3 2023. The decrease is partly driven by the timing of project work as well as the shift to more retainer / long-term contracts in Digital Services in Q3 2024.
- Recurring revenue(1) in Q3 2024 was $9.8 million and made up 21% of total revenue, an increase of 2% compared to Q3 2023. The growth is largely attributable to the acquisition of MediaNet on June 5, 2024 which consists of a 98% recurring revenue base.
- EBITDA(1) in Q3 2024 was $3.9 million compared to $4.1 million in Q3 2023. Adjusted EBITDA(1) in Q3 2024 was $7.3 million compared to $8.6 million in Q3 2023 and $6.8 million in Q2 2024. Q3 2024 saw the highest Adjusted EBITDA of 2024 as the early results of cost rationalization initiatives were realized.
- Cash on hand on September 30, 2024 was $18.6 million compared to $26.9 million on December 31, 2023. Total debt outstanding on September 30, 2024 was $115.0 million compared to $131.2 million on December 31, 2023. The decrease of $16.2 million is due to debt repayments, net of drawings, of $19.1 million offset with foreign exchange fluctuations to debt of $2.8 million.
- The Company ended Q3 2024 with cash flow from operations of $2.9 million, down slightly from Q3 2023 cash flow of $3.1 million.

- Free cash flow[1] in Q3 2024 was $0.7 million compared to $0.9 million in Q3 2023. The decline is a result of lower revenue generated during the quarter. When factoring in non-recurring costs and scheduled debt payments, the Adjusted Free Cash Flow Post Debt Servicing[1] in Q3 2024 was $1.7 million compared to $3.5 million in Q3 2023. This change is due to the timing of scheduled debt payment of $1.3 million that occurred in Q4 2023 instead of Q3 2023.
- Net loss in Q3 2024 was $9.6 million compared to net loss of $5.9 million in Q3 2023, a decline of $3.7 million compared to prior period.
- Total assets on September 30, 2024 were $374.5 million compared to $392.6 million on December 31, 2023.

RESULTS OF OPERATIONS

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Revenue	**$ 46,691,278**	50,522,913	**$ 146,636,288**	134,327,157
Expenses				
Compensation	**26,672,594**	27,876,288	**80,801,218**	74,698,946
Marketplace content costs	**4,897,956**	7,135,781	**20,332,972**	21,198,163
Hosting fees	**3,757,051**	2,561,524	**7,665,185**	7,119,575
Travel, meals and entertainment	**397,704**	415,908	**1,838,780**	1,743,038
Share-based compensation	**570,944**	657,107	**1,314,985**	3,965,405
Professional fees	**2,895,301**	1,868,093	**8,118,217**	6,690,111
Subscription and other	**2,354,199**	2,520,121	**7,110,512**	7,074,458
Depreciation and amortization	**8,829,714**	8,906,495	**26,428,085**	18,109,110
Business acquisition costs	**418,993**	100,359	**756,363**	3,043,895
Advertising and promotion	**1,201,791**	1,906,962	**6,047,607**	5,790,537
Bad debts	**62,358**	64,221	**1,193,188**	306,900
Bank charges	**88,697**	59,183	**267,720**	105,350
	52,147,302	**54,072,042**	**161,874,832**	**149,845,488**
Operating loss	**(5,456,024)**	(3,549,129)	**(15,238,544)**	(15,518,331)
Other (expenses)/income	**(2,023,605)**	(3,780,699)	**(7,593,561)**	36,321,416
(Loss)/income before taxes	**(7,479,629)**	(7,329,828)	**(22,832,105)**	20,803,085
Income tax (expense)/recovery	**(2,162,378)**	1,429,075	**2,663,875**	3,307,983
Net (loss)/income	**(9,642,007)**	(5,900,753)	**(20,168,230)**	24,111,068

Revenue

		For the three-month periods ended September 30,			For the nine-month periods ended September 30,	
		2024	2023		**2024**	2023
Digital Services	**$**	**20,275,400**	$ 22,317,722	**$**	**60,476,586**	$ 59,261,841
Software and Apps		**13,473,622**	12,582,221		**40,603,884**	23,389,024
Creative Platform		**11,072,451**	13,885,976		**40,763,529**	45,664,326
Other		**1,869,805**	1,736,994		**4,792,289**	6,011,966
		46,691,278	50,522,913		**146,636,288**	134,327,157

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company generated total revenue of $46.7 million for the three months ended September 30, 2024, which represents a decrease of 8% compared to Q3 2023. Recurring revenue grew to $9.8 million or 1% in Q3 2024, up from $9.7 million in Q3 2023. The increase in recurring revenue is attributable to the full quarter inclusion of MediaNet (Q3 2023: $nil).

Digital Services's revenue decreased by $2.0 million (-9%) compared to Q3 2023 due to a cyclical reduction and timing of project spend in its largest agency business, Metalab.

Software and Apps's revenue increased by $0.9 million (7%) compared to Q3 2023. Since Clean Canvas was acquired on September 6, 2023, Q3 2023 only reflects part of that period, whereas Q3 2024 includes the full $2.1 million. There was a slight reduction in revenue due to a slowdown in piracy notices for the Digital Millennium Copyright Act enforcement.

Creative Platform's revenue decreased by $2.8 million (-20%) compared to Q3 2023 due to lower transaction volumes within Creative Market. The segment has shifted its focus towards launching its marketplace, a more sustainable revenue source, and away from educational content.

Other's revenue increased by $0.1 million (8%) compared to Q3 2023 due to MediaNet, which was acquired on June 5, 2024 and the release of Meteor JS 3.0 in July 2024.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company generated revenue of $146.6 million for the nine months ended September 30, 2024, which represents an increase of 9% compared to the same period in the prior year. Recurring revenue grew to $28.7 million in 2024, up from $19.9 million in 2023 due to the full period inclusion of Software and Apps in 2024.

Digital Services's revenue increased by $1.2 million compared to the prior year period driven by new contracts signed with large enterprise customers. The segment has seen steady growth in 2024 as the market improves and the platform diversifies its customer base.

Software and Apps's revenue was $40.6 million, an increase of $17.2 million compared to the prior year period due to a full period inclusion of the segment in 2024, whereas the prior year period only included revenue from April 17, 2023 onwards.

Creative Platform revenue decreased by $4.9 million (-11%) compared to the prior year period. This decline was due to lower transaction volumes influenced by market factors and the removal of the paywall at Dribbble. Creative Market has focused on increasing enterprise licensing revenue, expanding its catalogue, and enhancing user experience in the marketplace.

Other's revenue decreased by $1.2 million (-20%) compared to the prior year period. This decline was driven by Tiny Boards (We Work Remotely), which saw a decrease in traffic as hiring has slowed. Meteor's revenue also decreased, reflecting the reduced discretionary spending observed in the market.

Expenses

Compensation

Compensation includes salaries, benefits, and severance paid to employees, and wages to contractors.

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Digital Services	**$ 13,941,023**	$ 16,994,795	**$ 44,538,729**	$ 47,736,653
Software and Apps	**6,041,797**	4,994,467	**18,768,753**	10,427,221
Creative Platform	**3,171,365**	3,495,469	**10,048,944**	10,558,559
Other	**3,518,409**	2,391,557	**7,444,792**	5,976,513
	26,672,594	27,876,288	**80,801,218**	74,698,946

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had compensation of $26.7 million in Q3 2024, down 4% compared to Q3 2023, due to lower headcount throughout all segments.

Digital Services's compensation decreased by $3.1 million (-18%) due to the departure of its CEO and lower headcount at Metalab.

Software and Apps's compensation was $6.0 million in Q3 2024, up from $5.0 million in Q3 2023 due to the addition of Repeat and the full quarter inclusion of Clean Canvas (acquired on September 5, 2023).

Creative Platform's compensation decreased by $0.3 million (-9%) compared to Q3 2023 due to lower headcount within Creative Market.

Other's compensation increased by $1.1 million (47%) compared to Q3 2023 due to the addition of MediaNet during the year (2023: $nil).

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had compensation of $80.8 million in Q3 2024, up 8% compared to the prior year period. This increase was due to the full period inclusion of Software and Apps in 2024 of $18.8 million compared to the partial results from April 17, 2023 onwards of $10.4 million, and the Clean Canvas, Repeat and MediaNet acquisitions.

Digital Services's compensation decreased by $3.2 million (-18%) compared to the prior year period due to lower headcount.

Software and Apps's compensation was $18.8 million compared to $10.4 million in the prior year period. The increase is due to its full period inclusion as the 2023 results did not include the Q1 2023 compensation of $6.7 million. The remaining increase relates to the full period inclusion of Clean Canvas and Repeat which were acquired on September 7, 2023 and February 23, 2024, respectively.

Creative Platform's compensation decreased by $0.5 million (-5%) compared to the prior year period due to lower headcount.

Other's compensation increased by $1.5 million (25%) compared to the prior year period due to the acquisition of MediaNet in June 2024.

Marketplace content costs

Marketplace content costs include fees paid to third party merchants and creator royalties for sale of digital goods.

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Software and Apps	**$ 1,940,434**	$ 1,870,388	**$ 5,284,977**	3,552,768
Creative Platform	**2,957,522**	5,265,393	**15,047,995**	17,645,395
	4,897,956	7,135,781	**20,332,972**	21,198,163

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had marketplace content costs of $4.9 million in Q3 2024, down 31% from Q3 2023 due to lower revenues in both segments during the quarter.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had marketplace content costs of $20.3 million in Q3 2024, down 4% from Q3 2023. Software and Apps saw higher costs due to the full period inclusion in 2024, but this was offset by declining revenue in Creative Platform.

Hosting fees

Hosting fees are costs paid for web hosting.

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Software and Apps	**$ 856,698**	$ 676,557	**$ 2,251,506**	1,289,233
Creative Platform	**2,536,382**	1,539,658	**4,380,165**	4,762,895
Other	**363,971**	345,309	**1,033,514**	1,067,447
	3,757,051	2,561,524	**7,665,185**	7,119,575

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had hosting fees of $3.8 million in Q3 2024, up 47% compared to Q3 2023 due mainly to data migration projects in Software and Apps.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had hosting fees of $7.7 million in Q3 2024, up 8% compared to Q3 2023. Software and Apps contributed an increase of $1.0 million due to the full period inclusion in 2024, which was offset by cost rationalization efforts in Creative Platform. The Company is actively working to lower hosting costs through development efforts and contract negotiations.

Travel, meals, and entertainment

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had travel, meals, and entertainment expenses of $0.4 million in Q3 2024 (Q3 2023: $0.4 million). The minimal change reflects the Company's ongoing cost rationalization initiatives.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had travel, meals, and entertainment expenses of $1.8 million in Q3 2024, up $0.5 million or 39% compared to Q3 2023. The increase is due to the full period inclusion of Software and Apps.

Share-based compensation

Share-based compensation includes costs for share issuances to employees and senior management.

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had share-based compensation of $0.6 million in Q3 2024, down 13% from Q3 2023. This was due to award forfeitures as employee headcount declined.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had share-based compensation of $1.3 million in Q3 2024, down 67% from Q3 2023 due to award forfeitures and fewer awards granted in 2024.

Professional fees

Professional fees include amounts paid for audit, legal, tax, human resources, and other professional services.

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had professional fees of $2.9 million in Q3 2024 (Q3 2023: $1.9 million), up $1.0 million or 55%. This was due to higher consulting fees as the Company continued to expand operations.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had professional fees of $8.1 million in Q3 2024, up $1.4 million or 21% from Q3 2023 due to additional expenses for operating as a public company, along with higher consulting fees to grow operations.

Subscription and other

Subscription and other include expenses for software, digital services, and other general and administrative costs.

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had subscription and other expenses of $2.4 million in Q3 2024 (Q3 2023: $2.5 million), down $0.1 million or 6% due to cost rationalization initiatives across the Company.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had subscription and other expenses of $7.1 million in Q3 2024 (Q3 2023: $7.1 million). The minimal change from prior year is due to cost rationalization initiatives.

Depreciation and amortization

Depreciation and amortization include amounts recognized for intangible and capital assets.

	For the three-month periods ended September 30,		**For the nine-month periods ended September 30,**	
	2024	2023	**2024**	2023
Digital Services	**$ 708,869**	$ 950,110	**$ 2,101,795**	$ 2,848,709
Software and Apps	**6,851,099**	6,554,678	**20,431,906**	11,873,394
Creative Platform	**960,853**	1,077,289	**2,879,408**	2,370,481
Other	**308,893**	324,418	**1,014,976**	1,016,526
	8,829,714	8,906,495	**26,428,085**	18,109,110

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had depreciation and amortization of $8.8 million in Q3 2024 (Q3 2023: $8.9 million), down $0.1 million or 1% due to lower amortization following the impairment of HappyFunCorp's intangible assets on December 31, 2023.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had depreciation and amortization of $26.4 million in Q3 2024, up $8.3 million or 46% from Q3 2023 due to amortization of Software and Apps' intangible assets and its full period inclusion in 2024 of $20.4 million compared to $11.9 million in 2023.

Advertising and promotion

Advertising and promotion include costs for media advertisements and promotions at industry conferences.

For the three-month periods ended September 30, 2024 and September 30, 2023

The Company had advertising and promotion costs of $1.2 million in Q3 2024 (Q3 2023: $1.9 million), down $0.7 million or 37% due to cost rationalization efforts.

For the nine-month periods ended September 30, 2024 and September 30, 2023

The Company had advertising and promotion costs of $6.0 million in Q3 2024, up $0.3 million or 4% from Q3 2023 due to the full year inclusion of Software and Apps and the acquisition of MediaNet (June 2024).

NON-IFRS MEASURES

Investors are cautioned that the non-IFRS measures used below should not replace net income or loss (as determined in accordance with IFRS) as an indicator of the Company's performance. These are supplemental measures management uses in managing the business and making decisions. These measures do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other issuers. These measures are not intended as a substitute for IFRS measures.

EBITDA and EBITDA %

EBITDA is defined as earnings (net income or loss) before finance costs, income taxes, depreciation and amortization. EBITDA is reconciled to net income (loss) from the financial statements.

EBITDA % ratio is determined by dividing EBITDA by total revenue for the period.

EBITDA and EBITDA % is frequently used to assess profitability before the impact of finance costs, income taxes, depreciation and amortization. Management uses non-IFRS measures in order to facilitate operating performance comparisons from period to period and to prepare annual operating budgets. EBITDA and EBITDA % are measures commonly reported and widely used as a valuation metric.

Adjusted EBITDA and Adjusted EBITDA %

Adjusted EBITDA removes unusual, non-recurring, non-cash or non-operating items from EBITDA such as gains, losses or costs associated with the acquisition or disposal of businesses, share of loss from associates, fair value changes in investments, stock-based payments. The Company believes adjusted EBITDA provides improved continuity with respect to the comparison of its operating performance over a period of time. Adjusted EBITDA is reconciled to net income/(loss) from the financial statements.

Adjusted EBITDA % is determined by dividing Adjusted EBITDA by total revenue for the year.

Adjusted EBITDA and Adjusted EBITDA % is frequently used by securities analysts and investors when evaluating a company's ability to generate liquidity from its core operations. It provides a basis to evaluate profitability and performance trends by excluding items that the Company does not consider to be controllable or reoccurring activities for this purpose, along with non-cash items which is an industry standard. Adjusted EBITDA and EBITDA % are measures commonly reported and widely used as a valuation metric.

Recurring Revenue and Recurring Revenue %

Recurring Revenue consists of revenues generated through subscriptions that grant access to products and services with recurring billing cycles. The subscriptions are recognized over a time period in accordance with IFRS 15. Recurring Revenue is a part of total revenue disclosed in the financial statements, as determined in accordance with IFRS 15.

Recurring Revenue represents revenues that are stable and the Company expects to earn continuously. Recurring Revenue % is determined by dividing Recurring Revenue by total revenue for the year.

Recurring Revenue is frequently used to determine any indicators of future revenue growth and revenue trends. Recurring Revenue and Recurring Revenue % are measures commonly reported and widely used as a valuation metric.

Free Cash Flow, Free Cash Flow per Share, Adjusted Free Cash Flow Post Debt Servicing, Adjusted Free Cash Flow per Share

Free Cash Flow refers to net cash flows from operating activities after interest paid on debt facilities and before business acquisition costs. Free Cash Flow is also reconciled from EBITDA where it is the net of EBITDA after income taxes paid, interest paid on debt facilities and before non-cash expenses, business acquisition costs, and changes in non-cash working capital.

Free Cash Flow per Share is determined by dividing Free Cash Flow by the weighted average number of common shares outstanding during the period.

Adjusted Free Cash Flow Post Debt Servicing refers to free cash flow before acquisition-related compensation, non-recurring project costs, non-recurring professional fees, severance, non-recurring bad debt expense and after scheduled payments on debt facilities.

Adjusted Free Cash Flow per Share is determined by dividing Adjusted Free Cash Flow Post Debt Servicing by the weighted average number of common shares outstanding during the period.

Free Cash Flow, Free Cash Flow per Share, Adjusted Free Cash Flow Post Debt Servicing, and Adjusted Free Cash Flow per Share are frequently used by securities analysts and investors when valuing a business and its underlying assets. It provides a basis to evaluate how much cash is available to repay debt and to reinvest in the Company, which is an important indicator of financial strength and performance.

NON-IFRS MEASURES RECONCILIATIONS

EBITDA and Adjusted EBITDA

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Net (loss)/income	**$ (9,642,007)**	$ (5,900,753)	**$ (20,168,230)**	$ 24,111,068
Income tax expense/(recovery)	**2,162,378**	(1,429,075)	**(2,663,875)**	(3,307,983)
Depreciation and amortization	**8,829,714**	8,906,495	**26,428,085**	18,109,110
Interest expense	**2,548,380**	2,566,182	**8,518,320**	5,960,768
EBITDA	**3,898,465**	4,142,849	**12,114,300**	44,872,963
EBITDA Adjustments				
Share of loss from associate	**(1,831,942)**	—	**(2,490,936)**	1,379,679
Gain on share transaction	**—**	—	**—**	(42,083,465)
Loss on disposal of subsidiary	**—**	163,366	**—**	163,366
Gain on sale of intangibles	**—**	—	**(1,481,060)**	—
Fair value (gain)/loss on investments	**1,861,943**	(1,776,782)	**(519,492)**	(4,023,712)
Fair value on contingent consideration	**817,023**	135,150	**867,392**	201,350
Business acquisition costs	**418,993**	100,359	**756,363**	2,977,695
Share based payments	**570,944**	657,107	**1,314,985**	3,965,405
Other (income)/expense(1)	**(1,371,799)**	2,664,567	**2,699,337**	2,118,582
Acquisition-related compensation	**—**	335,292	**—**	1,009,017
Non-recurring severance expense	**2,286,759**	1,583,997	**4,693,067**	3,533,969
Non-recurring project costs(2)	**68,038**	277,456	**1,703,259**	277,457
Non-recurring professional fees(3)	**581,128**	363,062	**1,288,724**	3,482,919
Adjusted EBITDA	**7,299,552**	8,646,423	**20,945,939**	17,875,225

(1) Other expenses / income relates gain/loss on FX and other minor non-operating items
(2) Non-recurring project related to advertising and promotion expense for a specific project that will not continue in the future.
(3) Non-recurring professional fees relates to legal fees for the go-public transaction and amalgamation with WeCommerce, restructuring, and software implementation costs

EBITDA % and Adjusted EBITDA %

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
EBITDA	**$ 3,898,465**	$ 4,142,849	**$ 12,114,300**	$ 44,872,963
Revenue	**46,691,278**	50,522,913	**146,636,288**	134,327,157
EBITDA %	**8%**	8%	**8%**	8%
Adjusted EBITDA	**7,299,552**	8,646,423	**20,945,939**	17,875,225
Revenue	**46,691,278**	50,522,913	**146,636,288**	134,327,157
Adjusted EBITDA %	**16 %**	17 %	**14 %**	13 %

For the three-month periods ended September 30, 2024 and September 30, 2023

For the three months ended September 30, 2024, EBITDA decreased by $0.2 million, to $3.9 million, compared to $4.1 million for the same period in 2023. Adjusted EBITDA decreased by $1.3 million, to $7.3 million, compared to $8.6 million for the same period in 2023. These were driven by the reduction in discretionary customer spending observed across all segments.

For the nine-month periods ended September 30, 2024 and September 30, 2023

For the nine months ended September 30, 2024, EBITDA decreased by $32.8 million, to $12.1 million, compared to $44.9 million for the same period in 2023. This decrease is mainly due to Q2 2023 including the one-time non-cash gain on share transaction of $42.1 million. Without the gain, EBITDA in Q3 2023 YTD would have been $2.8 million, which was due to the one-time non-cash gain and additional one-time costs incurred from the Company becoming public in Q2 2023.

For the nine months ended September 30, 2024, Adjusted EBITDA increased by $3.1 million, to $20.9 million, compared to $17.9 million for the same period in 2023. This increase was driven by the full year inclusion of WeCommerce in Software and Apps.

Recurring Revenue and Recurring Revenue %

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Recurring revenues	**$ 9,804,004**	$ 9,745,426	**$ 28,698,822**	$ 19,875,418
Non-recurring revenues	**36,887,274**	40,777,487	**117,937,466**	114,451,739
Total revenue	**46,691,278**	50,522,913	**146,636,288**	134,327,157
Recurring revenue % of total revenue	**21 %**	19 %	**20 %**	15 %

For the three-month periods ended September 30, 2024 and September 30, 2023

For the three months ended September 30, 2024, recurring revenue increased by $0.1 million, to $9.8 million, compared to $9.7 million in Q3 2023. This increase is mainly due to the addition of the full quarter inclusion of MediaNet, which was acquired on June 5, 2024.

For the nine-month periods ended September 30, 2024 and September 30, 2023

For the nine months ended September 30, 2024, recurring revenue increased by $7.4 million, to $28.7 million, compared to $21.3 million for the same period in 2023. For the nine-month period in 2024, Software and Apps contributed 87% of the total recurring revenue compared to 78% in 2023. While the increase in the recurring revenue contribution is largely a result of the full period inclusion of Software and Apps in 2024, management, both throughout the portfolio and in the context of acquisitions, is consistently focused on opportunities to enhance the recurring revenue of the Company.

Free Cash Flow and Free Cash Flow per Share

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Cash provided by/(used in) operating activities	**$ 2,922,595**	$ 3,136,089	**$ 6,463,045**	$ (3,958,367)
Business acquisition costs	**418,993**	100,359	**756,363**	3,043,895
Interest paid on debt	**(2,611,353)**	(2,323,663)	**(8,748,278)**	(5,104,785)
Free Cash Flow	**730,235**	912,785	**(1,528,870)**	(6,019,257)
Weighted average number of shares outstanding	**187,203,063**	177,337,885	**182,747,520**	164,418,044
Free cash flow per share	**0.00**	0.01	**(0.01)**	(0.04)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
EBITDA	**$ 3,898,465**	$ 4,142,849	**$ 12,114,300**	$ 43,454,945
Income taxes paid	**(1,802,948)**	162,528	**(4,374,366)**	(3,467,667)
Interest paid on debt	**(2,611,353)**	(2,323,663)	**(8,748,278)**	(5,104,785)
Non-cash expenses	**768,635**	1,550,684	**3,273,093**	(37,950,684)
Business acquisition costs	**418,993**	100,359	**756,363**	3,043,895
Changes in non-cash working capital	**58,443**	(2,719,972)	**(4,549,982)**	(5,994,961)
Free Cash Flow	**730,235**	912,785	**(1,528,870)**	(6,019,257)

For the three-month periods ended September 30, 2024 and September 30, 2023

For the three months ended September 30, 2024, free cash flow decreased by $0.2 million, to $0.7 million, compared to $0.9 million for the same period in 2023. The decline in free cash flow is associated with reduced revenue generated during the quarter.

For the nine-month periods ended September 30, 2024 and September 30, 2023

For the nine months ended September 30, 2024, free cash flow improved by $4.5 million. The improvement is a result of the cost rationalization efforts throughout the year. The Company repaid debt, net of drawings, of $19.1 million.

Adjusted Free Cash Flow Post Debt Servicing and Adjusted Free Cash Flow per Share

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2024	2023	**2024**	2023
Free cash flow	**$ 730,235**	$ 912,785	**$ (1,528,870)**	$ (6,019,257)
Acquisition-related compensation	**—**	335,292	**—**	1,009,017
Non-recurring bad debt expense[1]	**—**	—	**833,196**	—
Non-recurring project costs	**68,038**	277,457	**844,002**	277,457
Non-recurring professional fees	**581,128**	1,532,947	**1,825,139**	3,482,919
Severance	**2,286,759**	414,112	**3,791,089**	3,533,969
Scheduled debt payments	**(1,976,161)**	—	**(6,376,852)**	(1,324,740)
Adjusted free cash flow post debt servicing	**1,689,999**	3,472,593	**(612,297)**	959,365
Weighted average number of shares outstanding	**187,203,063**	177,337,885	**182,747,520**	164,418,044
Adjusted free cash flow per share	**0.01**	0.02	**0.00**	0.01

(1) Non-recurring bad debt expense relates to revenue that was recognized in the prior year.

For the three-month periods ended September 30, 2024 and September 30, 2023

For the three months ended September 30, 2024, adjusted free cash flow post debt servicing decreased by $1.8 million, down to $1.7 million from $3.5 million in Q3 2023. This decline was partly due to scheduled debt repayment that was originally scheduled for Q3 2023 but was instead made in Q4 2023, along with a drop in revenue this quarter.

For the nine-month periods ended September 30, 2024 and September 30, 2023

For the nine months ended September 30, 2024, adjusted free cash flow post debt servicing decreased by $1.6 million due to lower revenue and higher interest paid on debt from drawings made in the latter half of 2023.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Cash on hand was $18.6 million at September 30, 2024 compared to $26.9 million at December 31, 2023.

The Company's main sources of funding are cash generated from operations, debt financing, and capital raised from equity. The funds from debt financing and equity are generally used to purchase businesses that the Company believes are accretive. As at September 30, 2024, the Company had negative working capital of $17.1 million, a decrease from negative $6.0 million at December 31, 2023 due to amendments to the National Bank of Canada credit facility. For more information, please refer to Note 12 in the Financial Statements. For the nine months ended September 30, 2024, the Company generated $6.5 million of positive cash flows from operations. In addition, the Company had $22.6 million of undrawn facilities readily available at September 30, 2024. The Company continues to remain focused on increasing cash flow through organic growth and cost rationalization, where appropriate.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company manages liquidity risk through the management of its capital structure in conjunction with cash flow forecasting including anticipated investing and financing activities. Management believes it has sufficient cash and liquidity to fund current liabilities and future cash outflows over the next 12 months.

The tables below categorize the Company's financial liabilities into relevant maturity groupings based on the remaining periods at the interim condensed consolidated statement of financial position dates to the contractual maturity dates. Contingent consideration payable is to be settled through a combination of share issuance and cash as distinguished by its total contractual cash flows. All other financial liabilities are settled in cash.

September 30, 2024	**1 year or less $**	**Between 1 and 5 years $**	**Over 5 years $**	**Total contractual cash flows $**	**Carrying amount $**
Trade and other payables	27,391,818	–	–	27,391,818	27,391,818
Income tax payable	4,739,984	–	–	4,739,984	4,739,984
Debt(1)	14,916,711	100,124,418	–	115,041,129	115,041,129
Contingent consideration payable(2)	636,308	61,120	–	697,428	1,580,367
Due to related parties	55,221	–	–	55,221	55,221
Lease liabilities	216,366	104,734	–	321,100	321,100
	47,956,408	**100,290,272**	**–**	**148,246,680**	**149,129,619**

(1) Interest charges are excluded from the amounts presented above.
(2) A portion of the contingent consideration payable can be settled through cash and the issuance of shares, at the discretion of the Company.

December 31, 2023	**1 year or less $**	**Between 1 and 5 years $**	**Over 5 years $**	**Total contractual cash flows $**	**Carrying amount $**
Trade and other payables	29,311,180	–	–	29,311,180	29,311,180
Income tax payable	3,404,395	–	–	3,404,395	3,404,395
Debt(1)	10,581,741	120,661,672	–	131,243,413	131,243,413
Contingent consideration payable(2)	1,079,800	–	–	1,079,800	1,200,472
Due to related parties	1,387,737	–	–	1,387,737	1,387,737
Lease liabilities	216,366	255,013	–	471,379	471,379
	45,981,219	**120,916,685**	**–**	**166,897,904**	**167,018,576**

(1) Interest charges are excluded from the amounts presented above.
(2) A portion of the contingent consideration payable can be settled through cash and the issuance of shares, at the discretion of the Company.

Cash Flows

		For the nine-month periods ended September 30,		
		2024		2023
Cash provided by/(used in) operating activities[(1)]	**$**	**6,463,045**	$	(3,958,367)
Cash (used in)/provided by financing activities[(1)]		**(8,141,326)**		7,587,138
Cash (used in)/provided by investing activities		**(7,258,007)**		(12,329,595)
Foreign exchange on cash		**619,949**		142,627
Decrease in cash		**(8,316,339)**		(8,558,197)

(1) *Refer to Note 2(f) of the Interim Condensed Consolidated Financial Statements.*

Operating activities

During the nine months ended September 30, 2024, cash flows provided by operating activities was $6.5 million compared to cash flows used in operating activities of $4.0 million in the prior year period. The change of $10.4 million is attributable to the increase in revenue in 2024 of $12.3 million and a decrease of marketplace content costs of $0.9 million offset by the increase of hosting fees of $0.5 million. The remaining change is due to the decrease in non-cash working capital of $1.3 million and additional cash paid in taxes of $0.9 million.

Financing activities

During the nine months ended September 30, 2024, cash flows used in financing activities was $8.1 million compared to cash flows provided by financing activities of $7.6 million in the prior year period. The net change of $15.7 million is attributable to proceeds from share issuance of $21.2 million which was a $13.5 million increase from prior year. Dividends were $nil this year compared to $9.0 million paid in the prior year before the Merger. Debt repayments, net of drawings, was $19.1 million this year, which used $33.7 million more cash compared to prior year along with interest paid of $8.7 million, which was a $3.6 million increase compared to prior year.

Investing activities

During the nine months ended September 30, 2024, cash flows used in investing activities was $7.3 million compared to cash flows used in investing activities of $12.3 million in the prior year period. The change of $5.1 million is attributable to lower cash used in purchasing investments and receiving distributions of $7.3 million, which was related to $4.8 million of capital calls invested in the Tiny Fund during the year. In 2023, the net cash used in investing activities related to multiple acquisitions and the divestiture of a subsidiary was $0.5 million, with no major funds used in 2024. The remaining change is related to additional funds in 2024 to a related party of $1.1 million and the $0.6 million payout of the Frosty contingent consideration.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the results of the Company's operations for the last eight quarters. This unaudited quarterly information has been prepared in accordance with IFRS.

	2024			2023				2022
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Revenue	**46,691,278**	**51,005,412**	**48,939,598**	**51,175,456**	**50,522,913**	**47,472,296**	**36,331,948**	**38,833,246**
Total operating expenses	52,147,302	55,957,491	53,263,318	54,830,817	54,072,042	58,371,657	37,401,789	40,809,119
(Loss)/earnings from operations	**(5,456,024)**	**(4,952,079)**	**(4,323,720)**	**(3,655,361)**	**(3,549,129)**	**(10,899,361)**	**(1,069,841)**	**(1,975,873)**
Other income/(expense)	(2,023,605)	(2,007,471)	(4,069,206)	(5,414,410)	(3,780,699)	41,977,029	(3,292,932)	(2,377,997)
Earnings/(loss) before taxes	**(7,479,629)**	**(6,959,550)**	**(8,392,926)**	**(9,069,771)**	**(7,329,828)**	**31,077,668**	**(4,362,773)**	**(4,353,870)**
Income tax recovery/(expense)	(2,162,378)	5,287,794	(461,541)	1,131,654	1,429,075	1,597,046	281,862	1,660,932
Net income/(loss)	**(9,642,007)**	**(1,671,756)**	**(8,854,467)**	**(7,938,117)**	**(5,900,753)**	**32,674,714**	**(4,080,911)**	**(2,692,938)**
Cash provided by/(used in) operating activities [(2)]	**2,922,595**	**(797,399)**	**4,337,849**	**7,343,407**	**3,136,089**	**(6,274,992)**	**(819,464)**	**2,406,499**
Non-IFRS Measures								
Net income/(loss)	**(9,642,007)**	**(1,671,756)**	**(8,854,467)**	**(7,938,117)**	**(5,900,753)**	**32,674,714**	**(4,080,911)**	**(2,692,938)**
Income tax (recovery)/expense	2,162,378	(5,287,794)	461,541	(1,131,654)	(1,429,075)	(1,597,046)	(281,862)	(1,660,932)
Depreciation and amortization	8,829,714	8,873,617	8,724,754	9,010,821	8,906,495	7,473,372	1,729,243	1,474,775
Interest expense	2,548,380	2,950,853	3,019,087	3,010,435	2,566,182	2,084,900	1,309,686	777,503
EBITDA [(1)]	**3,898,465**	**4,864,920**	**3,350,915**	**2,951,485**	**4,142,849**	**40,635,940**	**(1,323,844)**	**(2,101,592)**
Revenue	46,691,278	51,005,412	48,939,598	51,175,456	50,522,913	47,472,296	36,331,948	38,833,246
EBITDA % [(1)]	**8%**	**10%**	**7%**	**6%**	**8%**	**86%**	**(4)%**	**(5)%**

Notes:

Reference to "Q1" is to the three-month period ended March 31; Reference to "Q2" is to the three-month period ended June 30; Reference to "Q3" is to the three-month period ended September 30 and reference to "Q4" is to the three-month period ended December 31.

[(1)] Non-IFRS measure (please refer to reconciliation on page 14)

[(2)] In connection with the preparation of the MD&A, cash provided by/(used in) operating activities and interest paid on debt balances for Q3 2023 have both been adjusted to correct for an understatement of $2,676,669. The Q4 2023 cash provided by/(used in) operating activities and interest paid on debt balances have also been adjusted to correct the balances by the same amount.

	2024			2023				2022
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Non-IFRS Measures								
EBITDA	**3,898,465**	**4,864,920**	**3,350,915**	**2,951,485**	**4,142,849**	**40,635,940**	**(1,323,844)**	**(2,101,592)**
Share of earnings/losses from associates/equity-accounted investees	(1,831,942)	(384,359)	(274,635)	(2,574,051)	—	199,397	1,180,282	1,054,846
Gain on sale of intangibles	—	(1,612,839)	131,779	—	—	—	—	—
Gain on step acquisition	—	—	—	(763,974)	—	(42,083,465)	—	—
Loss on sale of subsidiaries	—	—	—	3,174,758	163,366	—	—	—
Fair value gain/(loss) to financial instruments	1,861,943	(565,370)	(1,816,065)	1,289,397	(1,776,782)	(1,069,151)	240,239	963,838
Gain on writedown of contingent liability	817,023	23,634	26,735	(8,871,738)	135,150	—	—	—
Business acquisition costs	418,993	292,028	45,342	(95,601)	100,359	2,891,075	52,461	597,230
Share-based compensation	570,944	290,260	453,781	705,259	657,107	2,818,760	489,538	1,702,598
Impairment of non-financial assets	—	—	—	13,634,143	—	—	—	—
Other income/(expenses)	(1,371,799)	1,595,552	2,475,584	(3,456,344)	2,664,567	(1,108,710)	562,725	(418,190)
Acquisition-related compensation	—	—	—	340,475	335,292	335,775	337,950	—
Severance	2,286,759	1,065,729	1,340,579	1,606,680	1,583,997	1,511,371	438,601	877,428
Non-recurring project costs	68,038	775,963	859,258	76,042	277,457	—	—	—
Non-recurring professional fees	581,128	409,206	298,390	1,510,585	363,062	2,285,052	834,805	794,700
Adjusted EBITDA [(1)]	**7,299,552**	**6,754,724**	**6,891,663**	**9,527,116**	**8,646,424**	**6,416,044**	**2,812,757**	**3,470,858**
Revenue	46,691,278	51,005,412	48,939,598	51,175,456	50,522,913	47,472,296	36,331,948	38,833,246
Adjusted EBITDA % [(1)]	**16%**	**13%**	**14%**	**19%**	**17%**	**14%**	**8%**	**9%**

Notes:
Reference to “Q1” is to the three-month period ended March 31; Reference to “Q2” is to the three-month period ended June 30; Reference to “Q3” is to the three-month period ended September 30 and reference to “Q4” is to the three-month period ended December 31.
[(1)] Non-IFRS measure (please refer to reconciliation on page 14)

	2024			2023				2022
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Recurring revenue	9,804,004	9,637,944	9,256,874	9,638,884	9,745,427	8,540,693	1,589,298	1,721,973
Non-recurring revenue	36,887,274	41,367,468	39,682,724	41,536,572	40,777,486	38,931,603	34,742,650	37,111,273
Total revenue	**46,691,278**	**51,005,412**	**48,939,598**	**51,175,456**	**50,522,913**	**47,472,296**	**36,331,948**	**38,833,246**
Recurring revenue % [1]	**21%**	**19%**	**19%**	**19%**	**19%**	**18%**	**4%**	**4%**
Cash provided by/(used in) operating activities [2]	**2,922,595**	**(797,399)**	**4,337,849**	**7,343,407**	**3,136,089**	**(6,274,992)**	**(819,464)**	**2,406,499**
Business acquisition costs	418,993	292,028	45,342	(95,601)	100,359	2,891,075	52,461	597,230
Interest paid on debt [2]	(2,611,353)	(3,094,778)	(3,042,147)	(3,283,667)	(2,323,663)	(2,057,095)	(724,027)	(1,560,415)
Free Cash Flow	**730,235**	**(3,600,149)**	**1,341,044**	**3,964,139**	**912,785**	**(5,441,012)**	**(1,491,030)**	**1,443,314**
EBITDA	**3,898,465**	**4,864,920**	**3,350,915**	**2,951,485**	**4,142,849**	**40,635,940**	**(1,323,844)**	**(2,101,592)**
Income taxes paid	(1,802,948)	(1,552,564)	(1,018,854)	(725,273)	162,528	(3,093,441)	(536,754)	(2,502,267)
Interest paid on debt[2]	(2,611,353)	(3,094,778)	(3,042,147)	(3,283,667)	(2,323,663)	(2,057,095)	(724,027)	(1,560,415)
Non-cash expenses	768,635	628,762	1,875,696	5,316,275	1,550,684	(41,554,108)	2,052,740	1,787,801
Business acquisition costs	418,993	292,028	45,342	(95,601)	100,359	2,891,075	52,461	597,230
Changes in non-cash working capital [2]	58,443	(4,738,517)	130,092	(199,080)	(2,719,972)	(2,263,383)	(1,011,606)	5,222,557
Free Cash Flow	**730,235**	**(3,600,149)**	**1,341,044**	**3,964,139**	**912,785**	**(5,441,012)**	**(1,491,030)**	**1,443,314**
Acquisition-related compensation	—	—	—	340,475	335,292	335,775	337,950	—
Non-recurring bad debt expense[3]	—	833,196	—	—	—	—	—	—
Non-recurring project costs	68,038	775,964	—	76,042	277,457	—	—	—
Non-recurring professional fees	581,128	409,206	834,805	1,510,585	1,532,947	1,115,167	834,805	794,700
Severance	2,286,759	1,065,729	438,601	1,606,680	414,112	2,681,256	438,601	877,428
Debt, scheduled funds repaid	(1,976,161)	(3,068,111)	(1,332,580)	(1,371,910)	—	(1,324,740)	—	—
Adjusted Free Cash Flow Post Debt Servicing	**1,689,999**	**(3,584,165)**	**1,281,870**	**6,126,011**	**3,472,593**	**(2,633,554)**	**120,326**	**3,115,442**

Notes:

Reference to "Q1" is to the three-month period ended March 31; Reference to "Q2" is to the three-month period ended June 30; Reference to "Q3" is to the three-month period ended September 30 and reference to "Q4" is to the three-month period ended December 31.

[1] Non-IFRS measure (please refer to reconciliation on page 14)

[2] In connection with the preparation of the MD&A, cash provided by/(used in) operating activities and interest paid on debt balances for Q3 2023 have both been adjusted to correct for an understatement of $2,676,669. The Q4 2023 cash provided by/(used in) operating activities and interest paid on debt balances have also been adjusted to correct the balances by the same amount. Refer to Note 2(f) of the Interim Condensed Consolidated Financial Statements.

[3] Non-recurring bad debt expense relates to revenue that was recognized in the prior year.

Revenue

Quarter-over-quarter comparison

Revenue decreased by $4.3 million or 8% quarter-over-quarter from Q2 2024 to Q3 2024 primarily due to the prior quarter $5.0 million enterprise licensing deal in the Creative Platform segment. While Creative Platform also grew its enterprise revenue by $0.8 million, its self-serve marketplace declined $1.0 million, contributing a net decrease to overall revenue of $5.2 million. Revenue in Digital Services increased by $1.0 million due to timing of project completion. Existing high value clients include Tommy Hilfiger and new clientele include Burberry and other global brands. Revenue in the Other segment increased due to Tiny's recent acquisition of MediaNet, while revenue remained steady in Software and Apps. Recurring revenue as a percentage of total revenue increased from 19% to 21% due to a full quarter's recognition of MediaNet's revenue, adding $0.6 million of recurring revenue.

Year-over-year comparison of Q3

Revenue decreased by $3.8 million or 8% when comparing Q3 in each of 2024 and 2023. Creative Platform saw a decrease of $2.8 million in revenue driven by lower sales in its self-serve marketplace and lower demand for designer hiring. This aligns with Creative Platform's shift in focus towards enterprise clients to generate longer-term, more stable revenues. Digital Services experienced a decrease of $2.0 million of revenues as it continued to build its mid-market and enterprise clients, which has shown quarter-over-quarter growth between Q2 and Q3 during the year. Software and apps grew revenues by $0.9 million due to including Clean Canvas for a full quarter (acquired September 6, 2023). Other segment grew revenues by $0.1 million due to its recent acquisition of MediaNet. Recurring revenue as a percentage of total revenue increased from 6% to 21% due to the greater composition of recurring revenue from the Software and Apps segment and MediaNet in the Other segment.

Net income/(loss)

Quarter-over-quarter comparison

For the three months ended September 30, 2024, the Company incurred a net loss of $9.6 million compared to a net loss of $1.7 million in the prior quarter. Loss from operations increased by $0.5 million driven by non-recurring severance and professional fees in the quarter. Without these non-recurring expenses, loss from operations would have improved as part of management's cost rationalization initiatives. Other expenses increased by a minimal amount due to the absence of last quarter's gain on disposal of intangible assets of $1.6 million and an additional increase to contingent liability of $0.8 million. These were offset by a decrease in interest expense of $0.4 million due to the Company's repayment of loans and an increase in earnings recognized from unlisted equity investments of $1.4 million. Current and deferred income tax recovery decreased by $7.0 million, contributing to the quarter-over-quarter change.

Year-over-year comparison of Q3

For the three months ended September 30, 2024, the Company incurred a net loss of $9.6 million compared to the net loss of $5.9 million in Q3 2023. Additional losses of $1.9 million were incurred in operations due to expenses not keeping pace with falling revenues. Other income/expenses, which is made up of fair value gains and losses and foreign exchange contributed $1.8 million of increase to net income. The remaining increase to net income is from higher tax recoveries of $3.6 million.

OFF-BALANCE SHEET ARRANGEMENTS

As at the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The most significant accounting judgements and estimates that the Company has made in the preparation of the Financial Statements are described in Notes 2 and 3 to the audited financial statements for the year ended December 31, 2023.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are conducted in the normal course of operations and have been valued in these interim financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The transfer of businesses by entities under common control, specifically within the WeCommerce Group and Beam, has been accounted for based on the historical cost and is described in Note 1 of the interim financial statements.

During the three and nine-month periods ended September 30, 2024, there were transactions with companies whose partners or senior officers are Directors of the Company or related to Directors of the Company. These counterparties are:

- A firm, controlled by Chris Sparling, the Vice Chair of the Board of Directors (Co-Chief Executive Officer until end of May 2024), that provides consulting services.
- A firm, controlled by Andrew Wilkinson, the Chair of the Board of Directors (Co-Chief Executive Officer until end of May 2024), that provides administrative and other support services. This was an election by Mr. Wilkinson to have a portion of his salary paid as a consulting fee; and
- A firm, whose controlling partner is Shane Parrish, a Director of the Company, that provides marketing and advertising services. Effective February 14, 2024, this agreement was terminated to avoid any conflict of interest, with final payments concluded by June 30, 2024.

(a) Related party revenues

	Three-months ended September 30,		Nine-months ended September 30,	
	2024	2023	**2024**	2023
Management fees:				
Entities under control of directors of the company	**$ —**	$ —	**$ —**	$ 26,400
Equity-accounted investees	**111,648**	133,400	**289,348**	630,190

(b) Related party expenses

	Three-months ended September 30,		Nine-months ended September 30,	
	2024	**2023**	**2024**	2023
Professional/consulting fees:				
Entities under control of directors of the company	**$ —**	$ —	**$ —**	$ 36,345
Equity-accounted investees	**64,548**	—	**108,648**	—
Marketing fees:				
Equity-accounted investees	**10,585**	—	**363,122**	176,139

(c) Due from related parties

	September 30, 2024	December 31, 2023
Due from an entity controlled by key management personnel		
Beginning of the year	$ –	$ 1,200,000
Loans advanced	–	–
Loan repayments received	–	(1,200,000)
End of the period	**–**	**–**
Due from equity-accounted investees		
Beginning of the year	1,714,624	112,385
Loans advanced	1,970,119	1,790,513
Loan repayments received	(667,883)	–
Foreign exchange	18,088	–
Interest charged	–	53,871
Bad debts written off	–	(242,145)
End of the period	**3,034,948**	**1,714,624**
Balance, end of the period	**3,034,948**	**1,714,624**

As at September 30, 2024, a promissory note in the amount of $1,368,700 or USD$1,000,000 (December 31, 2023: $1,322,600 or USD$1,000,000) was outstanding from an equity-accounted investee. The promissory note is to fund costs related to the in-house development of an app that began generating subscription revenue in March 2024. Tiny has first rights to all dividends up until this promissory note is repaid, then dividends will be split by the ownership %. The note is unsecured and bears interest at a rate of 3.70% per annum with a maturity date of March 20, 2026. As at September 30, 2024, a second promissory note in the amount of $1,368,700 or USD$1,000,000 (December 31, 2023: $277,831 or USD$210,064) was outstanding from the same equity-accounted investee with the same rights. This note is unsecured and bears interest at a rate of 3.98% per annum with a maturity date of February 5, 2027.

All other amounts are unsecured and non-interest bearing with no repayment terms.

(d) Due to related parties

	September 30, 2024	December 31, 2023
Due to equity-accounted investees	**$ 55,221**	$ 1,387,737

The balances due to equity-accounted investees are unsecured and non-interest bearing with no specific terms of repayment. Of the balance on December 31, 2023, $1,327,324 is due to equity-accounted investees for subscription of shares. On February 5, 2024, the Company sold 89% of its investment in an equity-accounted investee as part of a share repurchase agreement for a purchase price of $1,377,078 (USD$1,018,022). Of this amount, $497,823 (USD$368,022) was in cash, which was received during the period, and the remainder eliminates the Company's outstanding obligation within due to related parties to the equity-accounted investee for the Company's initial investment in its shares.

(e) Compensation of key management personnel

The Company’s key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consists of the Company’s Board of Directors, the Company’s Chief Financial Officer and the Company’s Co-Executive Officers. Key management compensation was comprised of:

	Three months ended September 30,		**Nine months ended September 30,**	
	2024	2023	**2024**	2023
Salaries and consulting fees	**$ 1,350,488**	$ 740,053	**$ 3,047,503**	$ 1,366,151
Share-based compensation	**119,660**	251,526	**149,087**	840,570

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The material accounting policies applied in preparation of this MD&A are consistent with the accounting policies disclosed in Note 3 of the audited consolidated financial statements for the year ended December 31, 2023.

CONTROLS CERTIFICATION

In connection with National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings* ("NI 52-109") , the Chief Executive Officer and Chief Financial Officer, will file a Venture Issuer Basic Certificate with respect to the financial information contained in the Interim Condensed Consolidated Financial Statements and respective MD&A. The Venture Issuer Basic Certification does not include representation relating to establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as described in NI 52-109.

FINANCIAL RISK FACTORS

The Company is exposed to risks as a result of holding financial instruments including credit risk, liquidity risk and currency risk.

(a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents, restricted cash, trade and other receivables, and lease receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The Company considers the risk of financial loss on cash and cash equivalents to be remote.

The Company reduces credit risk with respect to trade receivables by regularly assessing the credit risk associated with these accounts and closely monitoring any overdue balances. In the opinion of management, the strength of these customers is such that concentration risk exposure to the Company is low.

(b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates against the functional currency. The Company operates in Canada, the United States, the United Kingdom, Singapore, and Spain and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies. The operating results and the financial position of the Company are reported in Canadian dollars ("CAD"). The functional currency of the parent entity, and some subsidiaries, is CAD and is therefore exposed to foreign currency risk from financial instruments denominated in currencies other than CAD. The Company has one small subsidiary who functional currency is Euros, one small subsidiary whose functional currency is the UK pound sterling ("GBP"), and multiple subsidiaries whose functional currency is the United States dollar ("USD").

The Company is exposed to foreign currency risk through the following foreign currency denominated financial assets and liabilities, expressed in CAD:

	September 30, 2024	December 31, 2023
Cash	**$ 17,531,982**	$ 21,951,281
Trade and other receivables	**8,099,708**	18,822,546
Trade and other payables	**14,887,611**	24,452,306
Due from related party	**2,842,817**	–
Debt	**115,041,129**	57,953,467
Total exposure	**158,403,247**	123,179,600

RISK FACTORS

The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in this MD&A. Readers should carefully consider the risk factors set out herein as well as the risk factors listed in the Company's Annual Information Form dated April 30, 2024 which is available under the Company's profile on SEDAR+ at www.sedarplus.com.

(a) *The failure to successfully execute and integrate acquisitions could materially adversely affect the Company's business, results of operations and financial condition.*

The Company completed the Merger in April 2023 whereby 100% of the issued and outstanding securities of Tiny Capital were acquired by WeCommerce. The Company expects that it will continue to pursue a strategy of growth through acquisitions. The Company has acquired multiple other businesses over the years, including Z1, Creative Market, Frosty, Fontspring, HappyFunCorp and MediaNet Solutions, Inc. and it regularly evaluates potential acquisitions. As part of this growth, the Company may not be successful in integrating acquisitions or the businesses acquired may not perform as well as expected. While the acquisitions to date have not caused major disruptions to the business, any future failure to manage and successfully integrate acquired businesses could materially adversely affect the business, results of operations, and financial condition. Acquisitions involve numerous risks, including the following:

- Difficulties in integrating and managing combined operations, technology platforms, or offerings of the acquired companies and realizing the anticipated economic, operational and other benefits in a timely manner, which could result in substantial costs and delays, and failure to execute on the intended strategy and synergies;
- Failure of the acquired businesses to achieve anticipated revenue, earnings, or cash flow;
- Diversion of management's attention or other resources from the existing business;
- The Company's inability to maintain key customers, business relationships, suppliers, and brand potential of acquired businesses;
- Uncertainty of entry into businesses or geographies in which the Company has limited or no prior experience or in which competitors have stronger positions;
- Unanticipated costs associated with pursuing acquisitions or greater than expected costs in integrating the acquired businesses;
- Responsibility for the liabilities of acquired businesses, including those that were not disclosed to us or exceed the Company's estimates, such as liabilities arising out of the failure to maintain effective data protection and privacy controls, and liabilities arising out of the failure to comply with applicable laws and regulations, including tax laws;
- Difficulties in or costs associated with assigning or transferring to the Company or its subsidiaries the acquired companies' intellectual property or its licenses to third-party intellectual property;
- Inability to maintain the Company's culture and values, ethical standards, controls, procedures and policies;
- Challenges in integrating the workforce of acquired companies and the potential loss of key employees of the acquired companies;
- Challenges in integrating and auditing the financial statements of acquired companies that have not historically prepared financial statements in accordance with IFRS; and
- Potential accounting charges to the extent goodwill and intangible assets recorded in connection with an acquisition, such as trademarks, customer relationships, or intellectual property, are later determined to be impaired and written down in value.

In addition, acquisition targets are held privately and the Company may experience difficulty in evaluating such potential target businesses as the information concerning these businesses is not publicly available. An acquisition could also result in a potentially dilutive issuance of equity securities. The failure of the Company to successfully manage its strategy of growth through acquisitions could have a material adverse effect on the Company's business, results of operations and financial condition.

(b) *Claims against a seller*

There may be liabilities assumed in any acquisition or business combination that the Company did not discover or that it underestimated in the course of performing the Company's due diligence. Although a seller generally will have indemnification obligations to the Company under an acquisition or merger agreement, these obligations usually will be subject to financial limitations, such as deductibles and maximum recovery amounts, as well as time limitations. The Company cannot assure you that its right to indemnification from any seller will be enforceable, collectible or sufficient in amount, scope or duration to fully offset the amount of any undiscovered or underestimated liabilities that it may incur. Any such liabilities could have a material adverse effect on the Company's business, financial condition, operating results, liquidity and prospects.

(c) *Commitment of substantial resources for growth*

Growing the Company's business over the long-term requires commitment of continued investments. The Company's future capital requirements depends on many factors, including many of those herein, such as: (i) the results of the Company's operations and the rate of its revenues growth; (ii) the development of new product offerings; (iii) the successful integration of acquisitions; (iv) hiring and retaining key personnel; (v) maintaining customer relationships; and (vi) the identification of suitable future acquisition opportunities. The Company's cash on hand and available financing may not be sufficient to fund these activities if opportunities arise, and the Company may be unable to expand its business if it does not have sufficient capital or cannot borrow or raise additional capital on attractive terms.

(d) *Entering New Markets*

Through its acquisitions, the Company may attempt to expand its business offerings into new industries and geographies and it will face risks associated with entering such new markets in which it may have limited experience. Such new markets may also present additional complexity and the Company may have limited or no brand recognition in such markets. It could also be costly to establish, develop and maintain international operations, as well as promote the Company's brand internationally. Furthermore, expanding into new jurisdictions, including where the main language is not English, may require substantial expenditures and take considerable time and attention, and there is no assurance that the Company would be successful enough in these new markets to build on its investments in a timely manner, or at all.

(e) *If the Company and/or its subsidiaries ("Portfolio Companies") are unable to maintain or renew their obligations under its credit facilities, they may suffer adverse consequences impacting their liquidity.*

The Company and certain Portfolio Companies, including Beam, WeCommerce LP and Dribbble maintain credit facilities which require Tiny and/or the applicable Portfolio Companies to make certain interest payments, provide a first ranking security interest over all of its assets and contain a number of covenants that impose significant operating and financial restrictions, which may limit their ability to engage in acts that may be in its long-term best interest. If the Company's and/or the applicable Portfolio Companies cash flows, cash and cash equivalents are insufficient to fund their debt service obligations, including repayment or renewal of such credit facilities at the end of each of their term, they could face liquidity problems and could be forced to seek amendments to its credit facilities, or reduce or delay investments and capital expenditures, dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance the indebtedness, including the credit facilities.

The Company and/or the applicable Portfolio Companies may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow them to meet their respective scheduled debt service obligations. There can be no certainty that the Company and/or the applicable Portfolio Companies will be able to repay or renew their respective credit facilities at maturity and the failure to do so would have a material adverse effect on the Company. With respect to the Company's own indebtedness, the Company conducts substantially all of its operations through its subsidiaries and therefore repayment of the Company's indebtedness will be dependent in large measure on the generation of cash flow by its subsidiaries and their ability to make such cash available to the Company, by dividend, intercompany debt repayment or otherwise.

In addition, a breach of the covenants under any of these credit facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross acceleration or cross default provision applies. In the event the lender accelerates the repayment of borrowings, Tiny and/or the applicable Portfolio Company may not have sufficient assets to repay its indebtedness. The security interests provided by the

Company and the applicable Portfolio Companies under their respective credit facilities may adversely affect their ability to secure other types of financing.

(f) *The Company may be unable to successfully fund future acquisitions of new businesses due to the lack of availability of additional debt or equity financing at the Company level on acceptable terms, which could impede the implementation of its continued growth strategy.*

In order to execute the Company's continued growth strategy, it will require additional equity and/or debt financing in order to undertake acquisitions or other business combination transactions. Since the timing and size of acquisitions cannot be readily predicted, the Company may need to be able to obtain funding on short notice to benefit fully from attractive acquisition opportunities. Such funding may not be available on commercially acceptable terms. In addition, the level of indebtedness may impact the Company's ability to borrow at the Company level and/or increase its debt levels that exceed industry standards.

(g) *Dilution*

When acquiring a new business, by way of share purchase or asset purchase, the Company may consider paying the purchase price, in part of in whole, by way of issuance of Common Shares or securities convertible into Common Shares. The Company may also, independent of any acquisition process, decide to seek the completion of a public or private financing involving the issuance of Common Shares or securities convertible into Common Shares to raise capital. Any issuance of additional Common Shares will result in dilution of the ownership interests of the Company's shareholders as well as dilution in earnings per share. The Company cannot predict the size of future issuances nor the effect that such issuances may have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares (or securities convertible into Common Shares), or the perception that such issuances could occur, could also adversely affect the prevailing market price of the Common Shares. In addition, any new equity security issued could have rights, preferences, and privileges superior to those of the Company's shareholders. These risks may materially adversely affect the Company's financial conditions, business and results of operations.

(h) *If the Portfolio Companies are unable to attract new customers or sell additional products to existing customers, the corresponding impact to the Company's revenue growth and profitability will be adversely affected.*

To increase revenue and achieve and maintain profitability, the Portfolio Companies must regularly add new customers or sell additional solutions to existing customers. Numerous factors, however, may impede the ability to add new customers and sell additional solutions to existing customers, including the inability to convert companies that have been referred to them by the Company's existing network into paying customers, failure to attract and effectively train new sales and marketing personnel, failure to retain and motivate current sales and marketing personnel, failure to develop relationships with partners or resellers and/or failure to ensure the effectiveness of its marketing programs, failure to offer high quality products and services at competitive prices. In addition, if prospective customers do not perceive that its solutions are of sufficiently high value and quality, the Company may not be able to attract the number and types of new customers that the Portfolio Companies are seeking.

(i) *Global Financial Conditions*

Current global financial conditions have been subject to increased volatility and access to financial markets may become severely restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil could adversely impact the Company's operations and the value and the price of the Common Shares could also be adversely affected.

Adverse changes in the economy could negatively impact the Company's business. Future economic distress may result in a decrease in demand for products, which could have a material adverse impact on the Company's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Company's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Company.

(j) *Interest rates in Canada, the United States and elsewhere could make it more challenging for the Company to consummate future business combinations.*

Interest rates in Canada, the United States and elsewhere may lead to increased price volatility for publicly traded securities, including the Company, and may lead to other national, regional and international economic disruptions, any of which could make it more difficult for the Company to consummate any business combinations, in the near future. While the government of Canada has since reversed its position and cut interest rates, there is no guarantee that this trend will continue within Canada or internationally.

(k) *Disruption of Businesses by Artificial Intelligence (AI)*

Some of our Portfolio Companies operate in industries that are subject to rapid technological advancement and changing consumer needs. Their success will depend on their ability to keep up with the latest technological innovations such as generative artificial intelligence and the commercialization of those innovations. Moreover, our competitors may be willing or able to devote greater financial or operational resources than we do to the development of new technologies. If the Company and its Portfolio Companies do not sufficiently invest in new technology and industry developments such as generative AI, or if they do not make the right strategic investments to respond to these developments and successfully drive innovation, services and solutions, the Portfolio Companies' ability to generate demand for its services, attract and retain clients, and its ability to develop and achieve a competitive advantage and continue to grow could be negatively affected.

The use of generative artificial intelligence tools may also impact the use of search engines and consumer web browsing behaviour which could lead to reduction in the volume of traffic toward our Portfolio Companies. Also, such technologies could transform our competitors' marketing strategies, software development, engineering efforts, or customer support tools. Such factors could have material adverse effects on the Company's business, results of operations and financial conditions.

(l) *The Company is incorporating generative AI into some of its products. This technology is new and developing, may present both compliance risks and reputational risks, and may require strategic investments.*

The Company and certain of its Portfolio Companies intend to incorporate a number of generative AI features into their products. This technology, which is a new and emerging technology that is in its early stages of commercial use, presents a number of risks inherent in its use. AI algorithms are based on machine learning and predictive analytics, which can create unintended biases and discriminatory outcomes. The Company and its Portfolio Companies have implemented measures to address algorithmic bias. However, there is a risk that the algorithms could produce discriminatory or unexpected results or behaviors (e.g., hallucinatory behavior) that could harm the Company's reputation, business, customers, or stakeholders. In addition, the use of AI involves significant technical complexity and requires specialized expertise, which presents risks and challenges (e.g. algorithms may be flawed, datasets may be insufficient, etc.). Any disruption or failure in the AI systems or infrastructure could result in delays or errors in operations, which could harm the Company's business, results of operations and financial results. Any imposed halt in the development of AI systems or infrastructure could also harm the Company's business, results of operations and financial results.

(m) *Use of Artificial Intelligence and Machine Learning in Solutions and Operations*

The Company and its Portfolio Companies have and will continue to incorporate artificial intelligence, or AI, solutions into their business and operations from time to time. As with many innovations, AI presents risks and challenges that could affect its further development, adoption, and utilization, and therefore affect the Company's business. If the content, recommendation or analyses that AI applications assist in producing are or are alleged to be deficient or inaccurate, the Company could be subject to competitive risks, potential legal or financial liability, and reputational harm.

The use of AI applications may also result in cybersecurity or privacy incidents. Any such incidents related to the Company's or a Portfolio Company's use of AI applications could adversely affect its business. In addition, AI may present emerging ethical issues. If the use of AI becomes controversial or is improperly applied, the Company or its Portfolio Company's may experience reputational harm or other liabilities. Further, given the early stage of AI, factors that may impact AI, such as government regulations and market demand, are uncertain, and the Company and its Portfolio Companies may be unsuccessful in our product development efforts.

(n) *The Company relies somewhat on the recurring revenues generated by the Portfolio Companies, and if recurring revenue declines or contracts are not renewed, the impact to the Company's future results of operations could be harmed.*

In order for certain Portfolio Companies to improve operating results, it is important that customers renew their agreements when their subscription terms expire. These customers have no obligation to renew their subscriptions after a subscription term. The Company cannot guarantee customers will renew their subscriptions at the same or higher levels of service, or at all.

Sales of new or recurring subscriptions and software-related support service contracts and renewals after expiration of the contractual term may decline or fluctuate as a result of a number of factors, including end customers' level of satisfaction with its software solutions; the price, performance and functionality of their software solutions; the availability, price, performance and functionality of products and services offered by their competitors; or changes in customers' operations including reductions in their overall spending levels. If sales of new or recurring subscriptions and software related support service contracts decline, the Company's overall revenue and revenue growth may decline.

(o) *The Company is dependent upon its officers, directors, management and key employees and their loss could adversely affect the Company's ability to operate.*

The Company's success is highly dependent on the retention of key personnel both within the Company level and within its Portfolio Companies. The availability of persons with the necessary skills to execute the business strategy of the Company or a particular Portfolio Company is very limited and competition for such persons is intense. As the Company's business activity grows, additional key financial and administrative personnel, as well as additional staff, may be required. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Company is unsuccessful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected. In addition, if any of its executive officers, directors or key employees join a competitor or form a competing company, the Company may lose know-how, key professionals and staff members as well as partners.

The Company does not maintain any key person insurance on the life of any of its directors, officers or key personnel. The unexpected loss of the services of one or more of its directors or officers could have a detrimental effect on the Company.

(p) *The Company's officers and directors may allocate their time to other businesses, which may raise potential conflicts of interest as to how much time to devote to its affairs.*

The Company may be subject to various potential conflicts of interest because some of its officers, directors and consultants may be engaged in a range of business activities, including certain officers, directors and consultants that provide services to other companies involved in e-commerce. The Company's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company. In some cases, the Company's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Company's business and affairs and that could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers, directors and consultants. In addition, the Company may also become involved in other transactions which conflict with the interests of its directors, officers and consultants who may from time-to-time deal with persons, firms, institutions, or corporations with which the Company may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Company. In addition, from time to time, these persons may be competing with the Company or a Portfolio Company for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

(q) *Regulatory Risks*

The Company's global operations require compliance with laws and regulations in several jurisdictions on many matters of increasing levels of complexity, including, intellectual property, trade restrictions, taxation, antitrust, data privacy, labour relations, and securities. Complying with these diverse requirements is a challenge and consumes significant resources, especially as it relates to the laws of jurisdictions other than Canada and the United States as laws and regulations in some other jurisdictions frequently change and some may also impose conflicting requirements as well as restrictions on the movement of cash, currency fluctuation and other assets of the Company.

(r) *The Company's Portfolio Companies are subject to certain risks associated with their foreign operations or business they conduct in foreign jurisdictions.*

Due to the Company's present operations through its Portfolio Companies, and the intention to have future operations in jurisdictions outside Canada, the Company is expected to be exposed to certain risks, including exposure to local economic conditions; exposure to rapid changes in laws and regulations or the enforcement thereof; difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; longer payment cycles for foreign customers; adverse currency exchange controls; exposure to risks associated with changes in foreign exchange rates; potential adverse changes in political environments or changes in regimes or administrations; risks related to war, terrorism or political unrest especially as a result of any ongoing conflicts in the Middle East and Eastern Europe; withholding taxes and restrictions on the withdrawal of foreign investments and earnings; export and import restrictions or tariffs; difficulties in enforcing intellectual property rights; and required compliance with a variety of foreign laws and regulations. One of the significant risks to highlight surrounds currency fluctuations.

Recent events in the global financial markets coupled with increased volatility in the currency markets, fluctuations in the exchange rate between the CAD dollar, US dollar and other currencies, may have a material adverse effect on the Company's business, financial condition and operating results. The Company may expand operations globally so it may be subject to additional gains and losses against additional currencies. Although certain entities within the Company have a hedging program in place to help minimize the impact of adverse foreign currency exchange movements, the Company may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

(s) *The Portfolio Companies are subject to payment processing risk*

The Portfolio Companies' customers pay for services and products using a variety of different payment methods, including credit and debit cards. The Company relies on internal systems as well as those of third parties to process payment. Acceptance and processing of these payment methods are subject to certain rules and regulations, including additional authentication requirements for certain payment methods, and require payment of interchange and other fees. To the extent there are increases in payment processing fees, material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules or regulations concerning payments, loss of payment partners and/or disruptions or failures in the Company's payment processing systems, partner systems or payment products, including products it uses to update payment information, its revenue, operating expenses and results of operation could be adversely impacted. In certain instances, the Portfolio Companies leverage third parties such as its cable and other partners to bill customers on its behalf. If these third parties become unwilling or unable to continue processing payments on the Portfolio Companies' behalf, they would have to transition customers or otherwise find alternative methods of collecting payments, which could adversely impact subscriber acquisition and retention. In addition, from time to time, the Portfolio Companies encounter fraudulent use of payment methods, which could impact its results of operations and if not adequately controlled and managed could create negative consumer perceptions of its service. If the Portfolio Companies are unable to maintain fraud and chargeback rate at acceptable levels, card networks may impose fines, card approval rate may be impacted, and the Portfolio Companies may be subject to additional card authentication requirements. The termination of any of the Portfolio Companies' ability to process payments on any major payment method would significantly impair its ability to operate the Company's business.

(t) *The Company and its Portfolio Companies are subject to laws and regulations concerning the collection, processing, storage, sharing, disclosure and use of customer information and other sensitive data, and our actual or perceived failure to comply with data privacy and security laws and regulations could damage the reputation and brand and adversely impact the operating results.*

The Company and its Portfolio Companies are subject to various laws and regulations covering the privacy and protection of users' data. Because the Portfolio Companies may handle, collect, store, receive, transmit, transfer, and otherwise process certain information, which may include personal information, regarding its customers or its customers' users and employees in the ordinary course of business, the Company and its Portfolio Companies may be subject to federal, state and foreign laws related to the privacy and protection of such data. These laws and regulations, and their application to our operating businesses, are increasingly shifting and expanding. Compliance with these laws and regulations could affect our business, and their potential impact is unknown. Any actual or perceived failure to comply with these laws and regulations may result in investigations, claims and proceedings, regulatory fines or penalties, damages for breach of contract, or orders that require us to change our business practices, including the way data is processed.

The Portfolio Companies may also be subject to breach notification laws in the jurisdictions in which they operate and may be subject to litigation and regulatory enforcement actions as a result of any data breach or other unauthorized access to or acquisition or loss of personal information. Any significant change to applicable laws, regulations, interpretations of laws or regulations, or market practices, regarding the processing of personal data, or regarding the manner in which the Portfolio Companies may seek to comply with applicable laws and regulations, could require the impacted Portfolio Companies to make modifications to its products, services, policies, procedures, notices, and business practices, including potentially material changes. Such changes could potentially have an adverse impact on the business.

(u) The Company's businesses rely on their intellectual property and may rely on licenses to use others' intellectual property, and if its businesses are unable to protect the intellectual property, are unable to obtain or retain licenses of other intellectual property, or if they may infringe upon or are alleged to have infringed upon other intellectual property, it could have a material adverse effect on its financial condition, business and results of operations.

Each business' success depends in part on their ability to secure intellectual property rights for its ongoing operations and future opportunities. The steps taken to protect such intellectual property rights may not prevent third parties from using their intellectual property and other proprietary information without their authorization or independently developing intellectual property and other proprietary information that is similar. In addition, there is no assurance,that the Company's rights will not be challenged, invalidated or circumvented. Further, the laws of certain countries may not protect proprietary rights effectively or to the same extent as the laws of the United States and Canada, and therefore there can be no assurance that the Company will be able to adequately protect its proprietary technology against unauthorized third party copying or use. Such unauthorized copying or use may adversely affect its competitive position. Further, there can be no assurance that the Company will successfully obtain licenses to any technology that may be required to conduct business or that, if obtainable, such technology can be licensed at a reasonable cost.

Stopping unauthorized use of their proprietary information and intellectual property and defending claims that have made unauthorized use of others' proprietary information or intellectual property, may be difficult, time-consuming and costly. The unauthorized use of its intellectual property and other proprietary information by others could reduce or eliminate any competitive advantage its businesses have developed or may cause them to lose sales or otherwise harm its business.

The Company's businesses may become involved in legal proceedings and claims in the future either to protect their intellectual property or to defend allegations that they have infringed upon others' intellectual property rights. Responding to any such claim, regardless of its merit, may be time-consuming, result in costly litigation, divert management's attention and resources and cause the Company to incur significant expenses. Any meritorious claim of intellectual property infringement against the Company may potentially result in a temporary or permanent injunction, prohibiting it from marketing or selling certain products or requiring it to pay royalties to a third party. In the event of a meritorious claim or the inability of the Company to develop or license substitute technology, its business and results of operations may be materially adversely affected.

(v) Commerce is increasingly digital with mobile device transactions and if the Company's business products or solutions are unable to integrate properly with the rapid technological changes, its business strategy and long-term development may be harmed.

Commerce transacted over mobile devices continue to grow more rapidly than desktop transactions. The Portfolio Companies are dependent on the interoperability of their solutions with third-party mobile devices and mobile operating systems as well as web browsers that are outside of the Company's control. Any changes in such devices, systems or web browsers that degrade the functionality of its platform or give preferential treatment to competitive services could adversely affect usage of its platform. Mobile commerce is a key element in the Company's strategy and effective mobile functionality is integral to its long-term development and growth strategy. In the event that merchants and their buyers have difficulty accessing and using its platform on mobile devices, its business and operating results could be adversely affected.

(w) *If the Company fails to maintain an effective system of internal controls over financial reporting, it may not be able to accurately report the Company's financial results or prevent fraud, which in turn could lose shareholder confidence in its financial and other public reporting and adversely impact its business and the trading price of its shares.*

Effective internal controls over financial reporting are necessary to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure of the Company's internal controls could have an adverse effect on stated results of operations and increase legal, regulatory, and reputational risks. As a result, the Company may experience higher than anticipated operating expenses, as well as higher independent auditor fees during and after the implementation of these ongoing changes. If the Company is unable to implement any required changes to its internal control over financial reporting effectively or efficiently or is required to do so earlier than anticipated, it could adversely affect the Company's operations, financial reporting and results of operations. If the Company fails to maintain an effective system of disclosure controls and internal control over financial reporting, its ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely impacted.

(x) *The growth of ecommerce and fierce competition within this industry will continually intensify and any missteps along the way may adversely impact some of the Company's businesses and financial condition.*

The Company's businesses will face competition and new competitors will continue to emerge throughout the world. Services to be offered by competitors of the businesses may take a larger market share than anticipated, which could cause the Company's performance to fall below expectations. It is expected that competition in the ecommerce environment will intensify. If competitors of the Company's businesses develop and market more successful products or services, offer competitive products or services at lower price points, or if the Company's businesses do not produce consistently high-quality and well-received products and services, revenues, margins, and profitability of the Company will decline.

(y) *Any actual or perceived failure to protect confidential information against security attacks and privacy breaches could damage the Company's reputation and substantially harm its business and results of operations.*

Security and privacy breaches could delay or interrupt service to the Company's customers, harm its reputation or subject the Company to significant liability and adversely affect business and financial results. The Company's ability to retain customers and attract new customers could be adversely affected by an actual or perceived breach of security or privacy relating to customer information. Certain of the Company's operations involve the storage and transmission of confidential information of customers and security breaches could expose the Company to a risk of loss of this information, litigation, indemnity obligations and other liability. If security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to the Company's customers' data, including personally identifiable information regarding users, damage to its reputation is likely, the Company's businesses may suffer, and significant liability could be incurred. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, the Company may be unable to prevent these techniques or to implement adequate preventative measures.

The Company has implemented technical, organizational, and physical security measures, including employee training, backup systems, monitoring and testing and maintenance of protective systems and contingency plans, to protect and to prevent unauthorized access to confidential information of the Company's customers and to reduce the likelihood of disruptions to its systems.

Despite these measures, the Company's information systems, including back-up systems and any third party service provider systems that it employs, are vulnerable to damage, interruption, disability or failure due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events. The Company or its third-party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach its security measures or those of its third-party service providers' information systems.

If a breach of a Portfolio Company's security measures occurs, the market perception of their effectiveness could be harmed, and the corresponding effect could mean loss of potential sales and existing customers. Furthermore, a security breach affecting a competitor or any other company that provides hosting services or delivers applications under a SaaS model, even if no confidential information is compromised, such market perception of security measures could diminish potential sales and existing customers could nonetheless still be lost. Any remedial costs or other liabilities related to any security or privacy incident may not be fully insured or indemnified by other means.

(z) *Reputational Risks*

The Company's reputation as a capable and trustworthy service provider and long-term business partner is key to its ability to compete effectively in the market for its services. The nature of the Company's operations expose it to potential loss, unauthorized access to, or destruction of its customers' information. Depending on the nature of the information or services, such events may have a negative impact on how the Company is perceived in the marketplace. Under such circumstances, the Company's ability to obtain new customers and retain existing customers could have a negative impact on its business and future earnings.

(aa) *Legal claims*

During the ordinary course of conducting its business, the Company may be threatened with or become subject to legal proceedings initiated by customers or other third parties. The Company uses reasonable efforts to include provisions in its contracts which are designed to limit its exposure to legal claims relating to its business. However, such provisions may not always be able to protect the Company adequately. Defending lawsuits against the Company could require substantial amounts of management's attention and require the Company to incur significant legal fees or pay damage awards and fines or penalties which could harm its reputation and adversely affect its business, financial condition and results of operations.

(ab) *Tax Risk*

The Company will be subject to income taxes in Canada and various jurisdictions outside of Canada. Its effective tax rate could fluctuate due to changes in the mix of earnings and losses in countries with differing statutory tax rates. Its tax expense could also be impacted by changes in non-deductible expenses, changes in excess tax benefits of equity-based compensation, changes in the valuation of deferred tax assets and liabilities and its ability to utilize them, the applicability of withholding taxes, effects from acquisitions, and the evaluation of new information that results in a change to a tax position taken in a prior period. The Company's tax position could also be impacted by changes in accounting principles, changes in Canadian federal, provincial or territorial tax laws, or other international tax laws applicable to corporate multinationals, other fundamental law changes currently being considered by many countries, including Canada and the U.S., and changes in taxing jurisdictions' administrative interpretations, decisions, policies, and positions. Any of the foregoing changes could have an adverse impact on the Company's results of operations, cash flows, and financial condition.

(ac) *Risk Related to Informational Technology*

The Company depends upon information technology systems in its operations, which are subject to certain risks, including cybersecurity risks and data leakage risk associated with implementation and integration. Any significant breakdown of those systems, whether due to a virus, cyber-attack, security breach, theft, or other destruction, invasion or interruption, or unauthorized access to our systems, by employees, others with authorized access to our systems or unauthorized persons, could negatively impact our business and operations. These threats are increasing in number and severity and broadening in type of risk, including most recently with the Russian invasion of Ukraine and cyber-attacks ongoing in that context, which may broaden.

(ad) *Dividends*

The Company has not paid any dividends in the past and does not expect to pay dividends in the future and anticipates that it will retain all earnings, if any, to support its operations. Any future determination as to the payment of dividends will, subject to laws and regulations, be at the sole discretion of the Board of Directors and will depend on the Company's financial condition, results of operations, capital requirements and other factors the Board of Directors deems relevant.