



INEO Tech Corp.
MANAGEMENT'S DISCUSSION AND ANALYSIS
As at and for the nine months ended
March 31, 2023 and 2022

INEO Tech Corp.

Management's Discussion and Analysis

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PREFACE

The following is a management's discussion and analysis ("MD&A") of INEO Tech Corp. (INEO), prepared as of May 23, 2023. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements as at and for the nine months ended March 31, 2023, and 2022.

INEO is a Canadian company, originally incorporated as Metron Capital Corp ("Metron") under the laws of the Province of British Columbia on March 4, 2008. On January 24, 2020, Metron completed a reverse takeover transaction with INEO Solutions Inc. ("INEO Solutions"), carried out by way of a share exchange ("RTO Transaction"). As part of the RTO Transaction, Metron changed its name to "INEO Tech Corp.". INEO Tech Corp. transacts all of its business through its wholly owned subsidiary INEO Solutions Inc.

The Company's shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "**INEO**" and on the OTCQB Venture Market under the ticker symbol "**INEOF**". The corporate head office and records office of the Company is located at 105 – 19130 24th Ave, Surrey, BC, V3Z 3S9.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") – see note 2 of the unaudited interim condensed consolidated financial statements for the nine months ended March 31, 2023 and 2022 for further information. All dollar figures stated herein are expressed in Canadian dollars (\$ or Cdn\$), unless otherwise specified.

This MD&A contains forward-looking statements. See forward-looking statements below for further information. See section "Overall Performance and Discussion of Operations – Gross Profit and Gross Margin" for information on the calculation of Gross Profit and Gross Margin.

FORWARD-LOOKING STATEMENTS

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. The Company's forward-looking statements are based on the beliefs, expectations, and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policy that all forward-looking statements are based on the Company's beliefs and assumptions and are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of May 23, 2023 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are

reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

BUSINESS OVERVIEW

INEO is the inventor and operator of the *INEO Media Network* for retailers which provides retail analytics and targeted advertising through its cloud-based Internet of Things (IoT) and Artificial Intelligence (AI) technology. INEO's Media Network is based on the Company's breakthrough product, the *INEO Welcoming Pedestal*, which is the first system that combines traditional retail security tag readers with digital advertising screens to target messages to shoppers as they enter and exit a retail establishment.

The combination of retail loss prevention with digital advertising is a key proprietary innovation that was patented by the Company shortly after its inception. This key innovation enables the Company to put bright, bold digital signage inside of loss prevention systems located at the front entrance of retail stores. The Company's technology displaces the antiquated, legacy retail loss prevention systems used by the vast majority of retailers to prevent theft, also known as Electronic Article Surveillance (EAS) systems. Traditionally, retailers have had limited choices for loss-prevention systems – which typically consist of a standalone tag-detection system at the front door of the retailer. INEO has patented and developed a system that replaces these legacy systems with a combined loss-prevention, digital signage and data-capture kiosk – the key component of the *INEO Media Network*.

The *INEO Media Network* consists of three pillars: *Data, Analytics & Advertising*. As part of its unique combination of patented technology, and its prime location at the front entrance of a retailer, the *INEO Media Network* is a valuable source of AI enabled *Data* - captured from all users that pass through the entry/exit of a retail establishment. The *Data* is then coupled with *Analytics* processing to provide insight to the retailers to assist them with their decision-making processes. Finally, from its unique integration with the patented digital signage, the *INEO Media Network* provides a prime vehicle to display targeted *Advertising* directly to consumers as they enter into a retail establishment.

In addition to the *INEO Welcoming Pedestal*, the Company has extended its product line with four additional devices; the patent-pending *INEO Welcoming Pedestal DUO* – a pedestal with a screen on both sides; the *INEO Welcoming Player* (for additional locations throughout a retailer); the patent-pending *INEO GATE* – a loss prevention pedestal with fixed messaging such as corporate identification; and the *INEO Welcoming Greater* – a standalone pedestal-based advertising display.

INEO has a worldwide partnership agreement with Prosegur EAS USA Inc., a wholly owned subsidiary of Prosegur Compañia de Seguridad (collectively "Prosegur"). Prosegur is a multi-national security solutions company headquartered in Madrid, Spain with a growing EAS business in the United States (US). As part of the partnership agreement, Prosegur will be responsible for funding, manufacturing, distribution, in-store setup, and in-store maintenance of INEO's Welcoming Systems, which Prosegur

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has branded as “EVO”. INEO will be responsible for online provisioning, operating, and managing of the INEO *Media Network*. Under the terms of the agreement, Prosegur is also granted the right to fund and prosecute intellectual property rights and protection, on INEO's behalf, for the Company's proprietary patented technology.

Business Model

The Company generates revenue through:

- a) sales of advertising space on the network of Welcoming Systems deployed and owned by INEO;
- b) recurring SaaS revenues from analytics information provided to retailers;
- c) sales of Welcoming System hardware to our distribution partner, Prosegur;
- d) recurring network access fees on the network of INEO Welcoming Systems owned by Prosegur;
- e) ongoing sales to retailers of loss-prevention (EAS) systems and consumables;
- f) fabrication operations.

The range of ongoing advertising revenue, monthly SaaS, and monthly network access fees is dependent on the number of systems installed in the store. A small independent retailer may have a single door store entrance therefore only requires one *INEO Welcoming Pedestal*. Conversely, a large retail store may have multiple door entrances, with multiple *INEO Welcoming System* products.

Acquisitions

Acquisitions have been a source of revenue, customers, and cash flow for the Company. INEO initially focused on acquiring a customer base in western Canada through the acquisitions of Provent Technology and Newman Loss Prevention Systems. These two tuck-in acquisitions provided the Company with retail customers for its initial testing and roll-out of the liquor store network of over 140 stores. INEO built its manufacturing capabilities and expertise through the acquisition of 3-Axis Manufacturing. On January 20, 2022, the Company acquired a US-based e-commerce company, Securitytags.com, to further expand its customer base. Through this acquisition, the Company has gained a customer base in the US through which to expand its network.

Patents and Intellectual Property

On January 15, 2018, the Company was granted Canadian patent 2,936,044, entitled “COMBINATION MEDIA DISPLAY AND ELECTRONIC ARTICLE SURVEILLANCE PEDESTAL”, (the “Flashgate Patent”). The Flashgate Patent has a term of 20 years. The filing for the Canadian patent was done as a *Patent Cooperation Treaty* (“PCT”) filing.

On April 23, 2020, the Company confirmed the United States Patent and Trademark Office (“USPTO”) had granted Patent no. US 10,614,691, entitled “COMBINATION MEDIA DISPLAY AND ELECTRONIC ARTICLE SURVEILLANCE PEDESTAL” to INEO.

On August 3, 2022, the Company is granted Patent Protecting the INEO Welcoming System's Technology in Europe. Receiving this patent in Europe is a significant milestone for INEO as the Company continues to expand its reach into new global markets. With large industry players interested in our technology, this patent gives significant protection against any competitors coming out with similar technology in the European market.

The Company has also applied for additional patents including a patent for its Welcoming Gate system and a patent filing for its dual screen *DUO Welcoming System*. Both patent filings were done in Canada as a PCT filing.

Significant Historical Events and Milestones

On July 15, 2020, the Company launched and announced the commercial availability of the industry's first wireless *INEO Welcoming System*, which significantly simplified the installation process, reducing in-store installation time from over four hours down to less than one hour. The new wireless enabled *INEO Welcoming System* allows *INEO* to swap out and replace the retailers' legacy loss prevention systems with minimal disruption to store operations.

On January 7, 2021, the Company signed a Letter of Intent ("LOI") with Prosegur to distribute and expand *INEO's Media Network* in Prosegur's retail customers in North America, Latin America, and Europe. Under the terms of the LOI, *INEO* grants Prosegur non-exclusive global distribution rights to secure, place, and expand the *INEO Media Network* within Prosegur's retail customers.

On March 10, 2021, the Company closed its upsized best efforts marketed public offering (the "Public Offering") for aggregate proceeds of \$7,003,638, resulting in issuance of 19,454,550 units at a price of \$0.36 per unit (each a "Unit") consisting of one common share (a "Share") of the Company and one half of one Share purchase warrant (a "Warrant"). Each Warrant will be exercisable to a share of the Company for a period of 24 months following the closing of the offering.

On September 16, 2021, the Company began trading on the OTCQB Venture Market under the ticker symbol "**INEOF**". The OTCQB Venture Market, operated by OTC Markets Group Inc., is designed for early stage, and developing U.S. and international companies to gain exposure to a wider network of investors.

On November 2, 2021, the Company signed a global agreement with Prosegur to manufacture, distribute and expand *INEO's Media Network*. Under the terms of the Agreement, Prosegur is granted distribution rights to sell, secure, place, and expand the patented *INEO Media Network* under their own brand, Prosegur EVO ("EVO").

On November 23, 2021, the Company unveiled the *INEO Welcoming G.A.T.E.* pedestal designed to be a companion product within the patented *INEO Welcoming System*. The *INEO Welcoming G.A.T.E.* works in tandem with the *INEO Welcoming Pedestal* to provide loss prevention capabilities, video capture of loss prevention alarm events, and delivery of robust traffic data analytics.

On January 20, 2022, the Company acquired the assets of an E-Commerce company, Securitytags.com from Vittage PTY Ltd., a leading Australian-based provider of EAS anti-theft products to retailers. Under the terms of the purchase agreement, *INEO* has acquired the Securitytags.com domain name, website, inventory, customer list, and social media accounts.

On March 30, 2022, the Company unveiled the *INEO Media Player*, the Company's next-generation Digital Out-Of-Home (DOOH) advertising system designed to be a companion product within the patented *INEO Welcoming System*. The *INEO Media Player* works in tandem with the *INEO Welcoming Pedestal* to provide another level of digital advertising within retail stores.

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On April 6, 2022, INEO applied for an additional patent related to its *INEO Welcoming Gate*. The patent further increases the scope of the Company's patent portfolio to protect the *INEO Media Network*.

On June 7, 2022, INEO confirms a strategic advertisement partnership with Western Media Group (WMG). This new partnership with WMG will provide a large boost to the Company's ad sales efforts. WMG has already sold placements on the *INEO Media Network* to well respected national and regional brands. The partnership will be a strong catalyst for the growth of INEO's advertising revenue.

On June 22, 2022, the Company launched its dual screen welcoming system product. This results from a number of requests to provide a version that has a digital display screen on each side. The *INEO Welcoming System Duo* utilizes the same technology the Company originally designed for the *INEO Welcoming System*.

On July 26, 2022, the Company signed a programmatic partnership with Broadsign. This new partnership with Broadsign solidifies INEO's position as a solutions provider in the DOOH advertising market focusing on the retail segment.

On August 18, 2022, the Company signed a strategic partnership with Adapt Media. Partnering with Adapt Media is a major advancement for INEO's advertising pipeline due to its presence in the Toronto area and strong national footprint. Through this partnership, INEO will gain access to increased national advertising campaigns and a broader range of potential customers.

On October 19, 2022, INEO filed for a design patent in Canada for its *INEO Welcoming Gate* system, a companion system to the *INEO Welcoming Pedestal*. This patent has now been extended with a global priority filing to include the United States and Europe.

On November 17, 2022, the Company completed its public offering of units and private placement of units for total proceeds of C\$1.74 million. The offering was completed by way of a short-form prospectus filed in each of the provinces of Canada. The Company intends to use the net proceeds from the offering for the manufacturing and deployment of the *INEO Welcoming System* to existing and future customers, working capital requirements, and general corporate purposes.

On November 17, 2022, INEO received a \$1,000,000 unsecured promissory note, bearing an annual interest rate of 12.0% from Pathfinder Partners' Fund. Repayment of this note is due November 17, 2025. In connection with the note, the Company issued 1,428,571 bonus shares with a fair value of \$0.14 per unit. The shares issued were considered as debt issuance cost resulting to a discount and amortized using the effective interest method over the credit term of three (3) years with an effective annual interest rate of 21%.

December 30, 2022, INEO announced the addition of Eugene Syho to its Board of Directors and Audit Committee. Mr. Syho brings a wealth of finance, technology and public company experience to the Board of INEO. In conjunction with adding Eugene, the Company accept the resignation of Serge Gattesco from the INEO Board.

On January 11, 2023, INEO debuted the first RFID (Radio Frequency Identification) enabled version of INEO's *Welcoming System* at the National Retail Federation's "NRF 2023 – Retail's Big Show". INEO was showcased at the Prosegur Security booth and a demo of the new system was on display.

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With RFID enabled systems not only do retailers know an item is being stolen, they also know exactly which item is being stolen.

On February 8, 2023, INEO added the *Welcoming Greeter* to its suite of retail media network products for retailers. The *Welcoming Greeter* is a stand-alone pedestal-based advertising display which delivers expanded messaging and increased advertising capabilities for retailers. INEO is now positioned with the most complete and comprehensive suite of Retail Media Network products for retailers, with available systems builds for every part of the retail store.

Events subsequent to March 31, 2023

On April 27, 2023, the Company announced it has successfully completed installations in over 70 retail stores locations in 18 states across the United States with its major retailer partners. INEO estimates current customer foot traffic to exceed several million shoppers per month in its installed locations with these major retail partners. These installations include several major cities such as New York City, Los Angeles, Phoenix, Atlanta and Raleigh-Durham.

OPERATIONAL HIGHLIGHTS

The following table highlights operational information for the quarter and nine months ended March 31, 2023 and 2022 and has been derived from the unaudited interim condensed consolidated financial statements, and should be read in conjunction with these statements and related notes.

	For the three months ended March 31		For the nine months ended March 31	
	2023	2022	2023	2022
Sales	\$ 398,730	\$ 335,568	\$ 1,201,241	\$ 831,226
Cost of Sales	(241,614)	(132,018)	(655,269)	(438,988)
Gross Profit	157,116	203,550	545,972	392,238
Profit Margin	39.4%	60.7%	45.5%	47.2%
Total Expenses	(815,651)	(973,097)	(2,750,240)	(2,662,995)
Other Income (Expenses)	(51,317)	(4,435)	(77,905)	3,533
Net loss and comprehensive loss	(709,852)	(773,982)	(2,282,173)	(2,267,224)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.04)
Weighted average number of common shares outstanding (basic and diluted)	76,143,709	60,190,138	67,992,249	60,168,634
EBITDA ⁽¹⁾	(629,423)	(670,272)	(1,997,990)	(1,969,633)

¹ See section below Reconciliation of Net Loss to Adjusted EBITDA

The Company generated revenue of \$398,730 for the quarter ended March 31, 2023, representing an increase of 18.8% compared to revenue of \$335,568 for the quarter ended March 31, 2022. The Company attributes this continued growth:

- an increase in sales of additional loss prevention products as retailers continue putting the uncertainty of COVID-19 behind them;
- retailers starting to invest in their businesses again, and;
- the start of revenue generation from advertising on the INEO *Media Network*.

The growing number of screens available for its media network and the increasing demand for loss prevention products continue to boost the increase in the revenue versus the prior year's quarter.

The Company generated Gross Profit of \$157,116 for the quarter ended March 31, 2023, representing a decrease of 22.8% compared to gross profit of \$203,550 for the quarter ended March 31, 2022. The Company attributes the decline to the lower margin contributed by sales of INEO loss prevention products during the quarter due to higher costs from overseas suppliers.

The Company generated Gross Margin of 39.4% for the quarter ended March 31, 2023, compared to Gross Margin of 60.7% for the quarter ended March 31, 2022.

Total Expenses decreased 16.2% to \$815,651 for the quarter ended March 31, 2023, compared to \$973,097 for the quarter ended March 31, 2022. The decline is mainly attributable to lower employee salaries and marketing expenses during the quarter. Total expenses are consistent with management expectations.

Reconciliation of Net Loss to Adjusted EBITDA

Management uses adjusted EBITDA as a supplemental measure of operating results and believes that this measure provides useful supplemental information to investors. Readers are cautioned that EBITDA (earnings before interest, taxes, depreciation and amortization), does not have standardized meanings prescribed by IFRS and is considered a non-IFRS measure. EBITDA is a useful supplemental measure of the Company's performance prior to consideration of how operations are financed, how results are taxed, or how depreciation and amortization affects results. EBITDA is not intended to represent net earnings calculated in accordance with IFRS.

Adjusted EBITDA for the quarter and nine months ended March 31, 2023 and March 31, 2022 was as follows:

	For the three months ended March 31		For the nine months ended March 31	
	2023	2022	2023	2022
Net loss for the period	\$ (709,852)	\$ (773,982)	\$ (2,282,173)	\$ (2,267,224)
Amortization	51,564	40,834	151,505	117,161
Interest expense	42,174	7,049	77,201	20,725
Stock Compensation	(13,309)	55,827	55,477	159,705
Adjusted EBITDA	\$ (629,423)	\$ (670,272)	\$ (1,997,990)	\$ (1,969,633)

OUTLOOK

INEO is now actively deploying systems and ramping up its installation locations with contracted customers across North America. INEO is landing pilot wins with large retailers, expanding its location footprint, and ramping up its revenues. In particular, the Company is making significant progress with a major retail partner that has over 1,000 store locations across the United States.

INEO's key objectives for fiscal 2023 are as follows:

- Increase revenues through the deployment of systems to INEO's two leading retail customers.
- Expand the *INEO Media Network*, in key geographical markets across North America and Central America
- Support Prosegur with its growth and initiatives with key retailers across the globe, including converting large retail customers from trialing the *Welcoming System* to fully contracted customer roll-outs.

INEO's technology has been proven out and validated by a global partnership with Prosegur. INEO has created a healthy sales pipeline consisting of both direct sales customers and Prosegur's customers, including grocery, home hardware, apparel and wholesale club retail chains in North America, Central and South America and Europe. INEO has seeded the market with trial systems and expects to convert these trials into full scale roll-outs in the coming quarters.

Advertising and analytics are becoming increasingly important in the modern retail environment as retailers continue to invest in retail technology to improve the customer experience. INEO is well positioned to take advantage of these trends with its market leading technology and programmatic advertising partners which will enhance the Company's future growth. INEO's current focus is to continue to accelerate its deployments of *INEO Media Network* and create a critical mass of systems.

DISCUSSION OF OPERATIONS

Sales

The following table summarizes sales information for the quarter and nine months ended March 31, 2023 and 2022 and has been derived from the unaudited interim condensed consolidated financial statements and should be read in conjunction with these statements and related notes. INEO operations consist of advertising from *INEO Media Network* installations, and loss prevention operations. Sales from INEO operations primarily relate to loss prevention products.

	For the three months ended		For the nine months ended	
	March 31		March 31	
	2023	2022	2023	2022
INEO Operations	\$ 366,246	\$ 302,802	\$ 1,105,323	\$ 747,952
Fabrication Operations	32,484	32,766	95,918	83,274
TOTAL SALES	\$ 398,730	\$ 335,568	\$ 1,201,241	\$ 831,226

INEO Operations includes SaaS monthly revenue, advertising revenue and loss prevention product revenue. Sales of INEO Operations increased 21.0% to \$366,246 for the quarter ended March 31, 2023, compared to sales of \$302,802 for the quarter ended March 31, 2022. INEO operations experienced strong sales growth primarily in the sale of loss prevention products. Management expects the sales from the Fabrication Operations to remain level as it devotes more and more of its excess capacity to supporting INEO Operations. All growth investment is in INEO Operations and the continued growth reflects this effort.

Gross Profit and Gross Margin

The following table summarizes gross profit and gross margin information for the quarter and nine months ended March 31, 2023 and 2022, and should be read in conjunction with the accompanying unaudited interim condensed consolidated financial statements and related notes. Sales, cost of sales, and gross profit from INEO operations primarily relate to loss prevention products.

	INEO Operations			
	For the three months ended		For the nine months ended	
	March 31		March 31	
	2023	2022	2023	2022
Sales	\$ 366,246	\$ 302,802	\$ 1,105,323	\$ 747,952
Cost of Sales	(225,202)	(113,753)	(606,603)	(383,351)
Gross Profit	\$ 141,044	\$ 189,049	\$ 498,720	\$ 364,601
Gross Margin	38.51%	62.43%	45.12%	48.75%

	Fabrication Operations			
	For the three months ended		For the nine months ended	
	March 31		March 31	
	2023	2022	2023	2022
Sales	\$ 32,484	\$ 32,766	\$ 95,918	\$ 83,274
Cost of Sales	(17,485)	(18,265)	(48,665)	(55,637)
Gross Profit	\$ 14,999	\$ 14,501	\$ 47,253	\$ 27,638
Gross Margin	46.17%	44.26%	49.26%	33.19%

INEO Operations generated gross profit of \$141,044 for the quarter ended March 31, 2023, representing a decrease of 25.4% compared to gross profit of \$189,049 for the quarter ended March 31, 2022. The Company attributes this decrease in gross profit to lower margin from sale of loss prevention products.

Fabrication Operations generated gross profit of \$14,999 for the quarter ended March 31, 2023, a slight increase of 3.4% as compared to gross profit of \$14,501 for the quarter ended March 31, 2022. Management expects the Fabrication Operations to remain steady state as it devotes more and more of its capacity to supporting INEO Operations.

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Expenses

The following table summarizes general and administrative expenses information for the quarter and nine months ended March 31, 2023 and 2022 and has been derived from the unaudited interim condensed consolidated financial statements and should be read in conjunction with these statements and related notes.

	For the three months ended		For the nine months ended	
	2023	2022	2023	2022
Remuneration and benefits (Note 15)	\$ 144,933	\$ 149,734	\$ 576,221	\$ 402,783
Office expenses	92,331	55,885	229,924	166,746
Amortization and depreciation (Note 8,18)	51,564	40,834	151,505	117,161
Accounting and legal	24,417	54,060	112,099	190,141
Insurance	12,375	7,850	29,325	22,161
Rent (Note 18)	9,694	10,352	28,750	30,857
Lease interest (Note 19)	2,415	3,334	7,962	10,615
Stock-based compensation (Note 13,15)	(19,061)	28,923	13,455	93,110
Management fees	-	10,000	-	40,000
Bad debt (Note 5)	-	-	-	3,486
TOTAL	\$ 318,668	\$ 360,972	\$ 1,149,241	\$ 1,077,060

Total General and Administrative Expenses ("G&A") decreased by 11.7% to \$318,668 for the quarter ended March 31, 2023, compared to \$360,972 for the quarter ended March 31, 2022. The decline is mainly related to reversal of stock-based compensation reserves of resigned director during the period. The G&A Expenses continue to track as management expects.

Loss and comprehensive Loss

Loss and comprehensive loss for the quarter ended March 31, 2023 was \$709,852 or \$0.01 per share compared to net loss of \$773,982 or \$0.01 per share for the quarter ended March 31, 2022. The company was able to reduce the loss in the current quarter compare to the same quarter in 2022 by reducing overhead costs.

Cash

As at March 31, 2023 the Company had \$1,239,448 of cash, compared to \$1,706,048 of cash at June 30, 2022.

Operating activities

Cash used in operating activities for the nine months ended March 31, 2023 amounted to \$2,164,054 (March 31, 2022 -\$2,254,252) primarily operating expenses related to remuneration and benefits and costs associated with procurement of inventory.

Investing activities

Cash used in investing activities for the nine months ended March 31, 2023 amounted to \$607,225 (March 31, 2022 – \$355,697) primarily capital expenditures attributable to the manufacturing and expansion of the INEO Media Network deployed to various stores.

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Financing activities

Cash provided by financing activities for the nine months ended March 31, 2023 amounted to \$2,304,679 (used in March 31, 2022 - \$14,785). On November 17, 2021, the Company received aggregate proceeds of \$1,743,000 from a brokered short-form offering. The Company also received funding from a \$1,000,000 unsecured promissory note from Pathfinder Partners' Fund. During the offering, the Company incurred share issuance costs of \$407,381.

Receivables

The Company's account receivable as at March 31, 2023 amounted to \$381,950 (June 30, 2022 - \$205,068). Receivables increased as a result of increased sales of loss prevention products.

Inventory

Inventory of finished goods held by the Company as at March 31, 2023 was \$279,397 (June 30, 2022 \$155,013). Finished goods inventory consists of EAS products held for resale. Increased inventory results from increased demand for loss prevention products. INEO has not made any provision to write down its inventory as the Company expects to sell all inventory on hand.

Prepaid expenses

As at March 31, 2023 and June 30, 2022, the Company's prepaid expenses amounted to \$129,461 and \$254,456 respectively. The decrease relates to inventory received from suppliers that was prepaid for prior to the fiscal 2022 year-end.

Accounts payable and other current liabilities

The following table summarizes the Company's accounts payables and other current liabilities as at March 31, 2023 and June 30, 2022, and has been derived from the unaudited interim condensed consolidated financial statements and should be read in conjunction with these statements and related notes.

	March 31, 2023	June 30, 2022
Trade payables and accrued liabilities	\$ 483,565	\$ 481,269
Loans Payable and accrued interest	175,000	168,750
Government Grant	120,000	111,382
Accrued interest	44,055	-
TOTAL	\$ 822,620	\$ 761,401

On December 16, 2016, the Company received a loan for \$100,000 from a related party bearing an annual interest of 12.5%. The loan has a balance of \$175,000 as at March 31, 2023 (June 30, 2022 – \$168,750).

Notes Payable

As part of the financing completed on November 17, 2022, INEO obtained an unsecured promissory note of \$1,000,000 from Pathfinder Partners' Fund, at an interest rate of 12.0%, interest accrued and paid semi-annually and will mature three years after the date of issue. In connection with the note, the Company issued 1,428,571 bonus shares with a fair value of \$0.14 per unit. The shares issued were considered as debt issuance cost resulting to a discount and amortized using the effective interest method over the

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credit term of three (3) years. During the period ended March 31, 2023, the Company incurred \$62,333 in interest expense (March 31, 2023 – \$Nil).

SUMMARY OF QUARTERLY RESULTS

The following table summarizes quarterly results information for the previous 8 quarters up to and including the last three months ended March 31, 2023 and has been derived from previously published consolidated financial statements and should be read in conjunction with these statements and related notes.

	Q3	Q2	Q1	Q4
	31-Mar-23	31-Dec-22	30-Sep-22	30-Jun-22
Total Revenues, including interest income	\$ 398,730	\$ 386,425	\$ 416,086	\$ 413,869
Loss and comprehensive loss	(709,852)	(981,707)	(590,614)	(1,025,475)
Basic and diluted loss per common share	(0.01)	(0.01)	(0.01)	(0.02)

	Q3	Q2	Q1	Q4
	31-Mar-22	31-Dec-21	30-Sep-21	30-Jun-21
Total Revenues, including interest income	\$ 335,568	\$ 256,987	\$ 238,671	\$ 214,253
Net Loss	(773,982)	(761,776)	(731,466)	(782,115)
Basic and diluted loss per common share	(0.01)	(0.01)	(0.01)	(0.05)

INEO continues to experience strong sales during the fiscal year compared to 2022. INEO's revenue growth is primarily a result of increased sale of loss prevention products and advertising revenue from INEO *Media Network*.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2023, the Company had not achieved profitable operations and had an accumulated deficit since inception of \$14,196,009. During the quarter ended March 31, 2023, the Company had a net loss of \$709,852 and spent \$2,164,054 of cash on operating activities. The Company expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast doubt upon the Company's ability to continue as a going concern and, therefore, its ability to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to develop and/or acquire business projects, and to meet its ongoing levels of corporate overhead, and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

To date, the Company has relied on equity and debt financing to fund its operations and acquisitions. Upon completion of the RTO transaction on January 24, 2020, the Company was able to raise \$2,816,974 which is being used to fund its continued growth and to build a critical mass of its INEO *Media Network*.

On March 10, 2021, the Company closed a brokered short-form prospectus offering, resulting in issuance of 19,454,550 units at a price of \$0.36 per unit for aggregate proceeds of \$7,003,638.

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On November 17, 2022, the Company closed a brokered short-form prospectus offering, resulting in issuance of 14,525,000 units at a price of \$0.12 per unit for aggregate proceeds of \$1,743,000. As part of the Offering the Company completed a non-brokered private placement of unsecured promissory note with Pathfinder Asset Management Limited. The Company also issued 1,428,571 bonus shares to the purchaser of the promissory note, with a fair value of \$0.14 per unit.

TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT

Key Management Compensation

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executives and corporate officers.

Related party transactions are in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed by the related parties. Amounts due to or from related parties are non-interest bearing and unsecured, unless specified.

The following table summarizes related party and management compensation for the quarter and nine months ended March 31, 2023 and 2022 and has been derived from unaudited interim condensed consolidated financial statements and should be read in conjunction with these statements and related notes.

As at March 31, 2023, the Company has \$2,051 due to officers of the Company (June 30, 2022 - \$1,595).

	For the three months ended		For the nine months ended	
	March 31		March 31	
	2023	2022	2023	2022
Remuneration and benefits	\$ 117,406	\$ 94,226	\$ 450,445	\$ 269,220
Stock-based compensation	23,013	23,458	48,084	73,246
Accounting fees	-	3,609	-	16,150
Management fees	-	15,000	-	45,000
TOTAL RELATED PARTY & MANAGEMENT COMPENSATION	\$ 140,419	\$ 136,293	\$ 498,529	\$ 403,616

For the nine months ended March 31, 2023, and 2022, the Company had the following transactions with related parties:

- Remuneration and benefits consist of \$177,885 paid to the President, Director and Corporate Secretary (2022 - \$134,610), \$198,077 paid to the CEO (2022- \$134,610) and \$74,484 paid to the CFO (2022 - \$3,554).
- Stock-based compensation for the nine months ended March 31, 2023 consists of \$7,309 to the President, Director and Corporate Secretary (2022 - \$18,092), \$7,309 to the CEO (2022 - \$18,092), \$2,477 to Steve Matyas (2022 - \$4,825), \$3,803 to Serge Gattesco (2022 - \$5,999), \$4,333 to Dave Jaworski (2022 - \$14,994), \$1,584 to Eugene Syho (2022- \$Nil), \$Nil to Zara Kanji, CFO (2022 - \$7,689) and \$660 to Bernie Ryle, CFO (2022 - \$Nil).

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Under the terms of their management agreements, the Chief Executive Officer and President of the Company are entitled to 24 months of base pay in the event of their agreements being terminated without cause.

COMMITMENTS & CONTRACTS

Surrey Warehouse

On March 6, 2020, the Company through its subsidiary, INEO Solutions Inc, entered into a 5-year lease agreement for leased premises (3,360 sq. ft.) in Surrey, British Columbia, commencing April 1, 2020 and ending on March 31, 2025. The minimum base rent is \$11.75 per sq. ft. per month with escalation rate of \$0.25 per sq. ft. per month per annum. In accordance with IFRS 16, the Company recognized right-of-use asset of \$155,260 as at April 1, 2020 equal to the present value of all remaining lease payments. The Company depreciates the right-of-use assets on a straight-line basis, over the remaining lease term.

Consequently, the Company recognized a lease liability equal to the present value of the lease payments to be made over the lease term, using the borrowing rate on the Company's existing loans. As at March 31, 2023, the balance of the lease liability – current is \$35,034 and lease liability – non-current is \$36,922.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

For a description of significant accounting policies, please refer to the Company's unaudited interim condensed consolidated financial statements as at and for the periods ended March 31, 2023 and 2022.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no further proposed transactions as of reporting date other than those previously disclosed in this document.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that may be engaged in the similar business of developing technologies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors and Officers of the Company are as follows:

- Greg Watkin, President, Chairman and Corporate Secretary
- Kyle Hall, Chief Executive Officer, Director

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- Steve Matyas, Director
- Dave Jaworski, Director
- Eugene Syho, Director
- Bernie Ryle, Chief Financial Officer

FINANCIAL RISK MANAGEMENT

Fair value risk

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties, loans payable, government grant, and notes payable.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The levels of the fair value hierarchy are as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3: Inputs that are not based on observable market data.

As at March 31, 2023, the Company had the following financial instruments categorized based on the level of hierarchy:

	Level 1	Level 2	Level 3	Total
As at March 31, 2023				
Cash	1,239,448	-	-	1,239,448
Accounts receivable	-	381,950	-	381,950
Accounts payable and accrued liabilities	-	483,565	-	483,565
Loan payable	-	175,000	-	175,000
Government Grants	-	120,000	-	120,000
Due to related parties	-	2,051	-	2,051
Notes payable	-	818,278	-	818,278
As at June 30, 2022				
Cash	1,706,048	-	-	1,706,048
Accounts receivable	-	205,068	-	205,068
Accounts payable and accrued liabilities	-	481,269	-	481,269
Due to related parties	-	1,595	-	1,595
Government Grants	-	111,382	-	111,382
Loan Payable	-	168,750	-	168,750

Accounts receivable, accounts payable and accrued liabilities, due to related parties and loans payable approximate their fair value due to their short-term maturities. The fair value of the government grant also approximates carrying value due to its current nature and the fact that the loan is discounted to fair

value using market rates. The fair value of the note payable is based on the present value of expected cash flows using the discount rates based on the current market rates of similar instruments and categorized as level 2 of the fair value hierarchy.

Market risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and price risk and are disclosed as follows:

i. Currency risk

Currency risk is the risk of change in profit or loss that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company's exposure to the risk of changes in foreign exchange rates relates to its operational activities. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company's international sales in the United States (US) and Mexico, and purchases of goods and services from foreign companies are denominated in US Dollar and are exposed to foreign exchange fluctuations. Due to these fluctuations, operating results may differ materially from expectations, and may result to significant gains and losses on the remeasurements associated with these transactions. As the company continues with its expansion in the US, the exposure to exchange rate fluctuations also increases.

ii. Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to risks associated with the effects of fluctuations in the prevailing levels of market interest rates. The Company continues to monitor its exposure to the prime and it is comfortable to this exposure given the relative low fluctuation of the bank interest rates in Canada.

iii. Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

All the Company's cash is held through Canadian chartered banks and accordingly, the Company's exposure to credit risk is limited. The Company's GST recoverable are refunds due from the Government of Canada and the exposure to credit risk on these amounts are considered to be limited.

The Company's accounts receivable consists of amounts due from various customers. The maximum exposure to credit risk is equal to the carrying value of accounts receivable. The business models of the Company's respective segments require analysis of credit risk specific to each business line. The Company's historic rate of bad debts is low.

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all accounts receivable. To measure the expected credit losses, accounts receivable is assessed primarily on days past due combined with the Company's knowledge of past bad debts. During the period ended March 31, 2023, bad and doubtful debts expense for the Company was \$Nil (March 31, 2022 - \$3,486).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at March 31, 2023, the Company has a cash balance of \$1,239,448 (June 30, 2022 – \$1,706,048) and current liabilities balance of \$859,705 (June 30, 2022 – \$794,312). The Company manages its liquidity risk by attempting to maintain sufficient cash balances to enable settlement of transactions on the due date. As the Company has limited sources of revenue, it may require additional financing to accomplish its long-term strategic objectives.

CAPITAL STOCK

The authorized capital of the Company consists of an unlimited number of common shares without par value.

As at March 31, 2023, the Company has 76,143,709 common shares, 6,930,863 stock options and 8,186,221 warrants issued and outstanding (June 30, 2022 – 60,190,138 common shares, 4,350,863 stock options and 11,209,508 share warrants).

As at the date of this report, the Company has 76,143,709 common shares, 6,930,863 stock options and 8,186,221 warrants issued and outstanding.

Options

On January 24, 2020, pursuant to the RTO, the Company granted 175,863 options to stockholders of INEO in exchange of the existing INEO options held by said shareholders. Each option is exercisable to acquire one common share at a price of \$0.089. The stock options shall vest based on the terms of the options replaced which are 25% on January 5, 2019, 25% on January 5, 2020, 25% on January 5, 2021, and 25% on January 5, 2022.

On April 15, 2020, the Company granted 2,750,000 options to directors, officers, and employees of the Company with an exercise price of \$0.26 per share. The Company also granted 500,000 options to a consultant with an exercise price of \$0.35 per share. The stock options shall vest on the basis of 25% on April 15, 2021, 25% on April 15, 2022, 25% on April 15, 2023, and 25% on April 15, 2024. On October 17, 2020 and May 19, 2021, 300,000 stock options from this issuance were forfeited. As at March 31, 2023, 425,000 stock options from this issuance were forfeited.

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On August 18, 2020, the Company granted 200,000 options to a director of the Company with an exercise price of \$0.26 per share. The Options shall vest on the basis of twenty-five percent (25%) on August 18, 2021, twenty-five percent (25%) on August 18, 2022, twenty-five percent (25%) on August 18, 2023 and twenty percent (25%) on August 18, 2024. On January 31, 2023 all stock option from this issuance were forfeited.

On October 18, 2020, the Company granted 175,000 stock options to employees with an exercise price of \$0.26 per share. The stock options shall vest on the basis of 25% on October 18, 2021, 25% on October 18, 2022, 25% on October 18, 2023 and 25% on October 18, 2024.

On June 18, 2021, the Company granted 725,000 stock options to directors, officers, and employees of the Company with an exercise price of \$0.26 per share. The stock options shall vest on the basis of 25% on June 18, 2022, 25% on June 18, 2023, 25% on June 18, 2024 and 25% on June 18, 2025. As at March 31, 2023, 225,000 stock options from this issuance were forfeited.

On July 26, 2021, the Company granted 250,000 stock options to an employee with an exercise price of \$0.26 per share. The stock options shall vest on the basis of 25% July 26, 2022, 25% on July 26, 2023, 25% on July 26, 2024 and 25% on July 26, 2025.

On October 25, 2021, the Company granted 225,000 stock options to employees with an exercise price of \$0.26 per share. The stock options shall vest on the basis of 25% October 25, 2022, 25% on October 25, 2023, 25% on October 25, 2024 and 25% on October 25, 2025. As at March 31, 2023, 75,000 stock options from this issuance were forfeited.

On February 28, 2023, the Company granted 2,855,000 stock options to its directors, officers, and employees with an exercise price of \$0.12 per share. The stock options shall vest on the basis of 25% February 28, 2024, 25% on February 28, 2025, 25% on February 28, 2026 and 25% on February 28, 2027.

Stock Options shall expire at the end of the term of the Company Stock Option Plan or 90 days after the Optionee is no longer a director, employee, or contractor of the Company, whichever comes first. As at March 31, 2023, 1,900,863 stock options are exercisable (June 30, 2022 – 1,807,113).

Warrants

On January 24, 2020, the Company issued 262,181 warrants valued at \$4,262 in connection with the RTO. The warrants have an exercise price of \$0.35 and expire on January 23, 2022. The fair value of the warrants granted were estimated on their dates of issue using the Black-Scholes option pricing model and the following assumptions: volatility rate of 100%, risk-free rate of 1.49%, dividend yield of 0% and weighted average life of 2 years. The fair value of the share warrants is recorded as share issuance costs charged against share capital. All remaining warrants expired on January 23, 2022.

On March 16, 2021, 10,479 warrants issued on January 24, 2020, were exercised for \$0.35. On November 8, 2021, an additional 4,500 were exercised for \$0.35 and on November 10, 2021, 39,870 were exercised for \$0.35. A total of 196,854 expired in December 2021.

On February 15, 2021, the Company issued 1,482,233 broker warrants valued at \$190,421 in connection with the upsized public offering. The warrants have an exercise price of \$0.36 and expire on February 15, 2023. The fair value of the warrants granted were estimated on their dates of issue using the Black-

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Scholes option pricing model and the following assumptions: volatility rate of 57.98%, risk-free rate of 0.19%, dividend yield of 0% and weighted average life of 2 years. The fair value of the share warrants is recorded as share issuance costs and charged against share capital. A total of 1,482,233 expired in February 15, 2023.

On March 10, 2021, the Company issued 9,727,274 common share purchase warrants in connection with the upsized Public Offering. Each warrant entitles the registered holder to acquire one Warrant Share until March 10, 2023, at a price of \$0.55 per Warrant Share. The fair value of the warrants granted were estimated on their date of issue using the Black-Scholes option pricing model and the following assumptions: volatility rate of 30%, risk-free rate of 0.19%, weighted average life of 2 years. Using these inputs, the common share purchase warrants were valued at \$0.02 per warrant. The fair value of the share purchase warrants is recorded as warrant reserve. A total of 9,727,274 expired in March 10, 2023.

On November 17, 2022, the Company issued 7,262,500 common share purchase warrants in connection with the upsized Public Offering. Each warrant entitles the registered holder to acquire one Warrant Share until November 17, 2025, at a price of \$0.19 per Warrant Share. All the common share purchase warrants vested immediately. The warrants were allocated a value of \$nil using the residual value allocation method.

On November 17, 2022, the Company issued 923,721 broker warrants as finder's fee for the short-form prospectus offering. Each broker warrant entitles the holder to acquire one common share of the Company for an exercise price of \$0.12 for a period of 36 months. All the broker warrants vested immediately. The broker warrants were valued at \$36,958 using Black Scholes option pricing model with the following assumptions: volatility rate of 30%, risk-free rate of 0.19%, weighted average life of 3 years.

As at March 31, 2023, the Company has 8,186,221 outstanding and exercisable warrants (June 30, 2022 - 11,209,508).

RISKS AND UNCERTAINTIES

The Company's management believes that the following identified risks are among those that are crucial in understanding the different uncertainties and issue than can impact its business and financial performance. The risks presented below may not be all of the risks that the Company may face. However, it is believed that these factors could cause actual results to be different from expected and historical results. The Company currently competes in a highly competitive market that is rapidly changing. New risks may emerge that the management may not be able to predict and may cause actual results to be different from those contained in any of its forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

Limited Operating History

INEO Solutions began carrying on business in 2016 and to date, has generated all revenue from its legacy businesses. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early

stage of operations.

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees such as Greg Watkin and Kyle Hall, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Factors which may Prevent Realization of Growth Targets

The Company is currently in the early development stage. There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following:

- non-performance by third party contractors;
- developing technology is subject to change;
- competition;
- inability to acquire sufficient financing to fund operations;
- cyber-attacks on the Company's operating systems;
- loss of intellectual property rights on its proprietary software;
- increases in materials or labor costs;
- foreign exchange risks and currency fluctuation;
- construction performance falling below expected levels of output or efficiency;
- breakdown, aging, or failure of equipment or processes;
- contractor or operator errors;
- labor disputes, disruptions or declines in productivity;
- inability to defend and costs in defending potential breaches of intellectual property rights;
- inability to attract sufficient numbers of qualified workers; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

As a result, there is a risk that the Company may not have the product or sufficient product to meet the anticipated demand or to meet future demand when it arises.

Additional Financing

In order to execute further growth strategy, the Company may require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect upon future

profitability. The Company may require additional financing to fund its operations to the point where it is generating positive cashflows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of holders of common shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters. These restrictions may limit the Company's ability to obtain additional capital, and pursue other business opportunities, including potential acquisitions.

Inability to achieve or obtain profitability

The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Competition

Numerous factors will affect the Company's competitive position, including price. Other companies may decide to enter the space which may have access to substantially greater financial, marketing, and other resources. In addition, these companies may have greater name recognition and well-established relationships with some of the Company's target customers. Furthermore, these potential competitors may be able to adopt more aggressive pricing policies and offer more attractive terms to customers than the Company is able to offer. Consequently, the Company may face increasing price pressure from its competitors and customers. Current and potential competitors have established or may establish cooperative relationships amongst themselves or with third parties to compete more effectively. Existing and potential competitors may also develop enhancements to, or future generations of, competitive products and services that will have better performance features than the Company's system.

It is possible that the Company will face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales, and customer support. The Company may not have sufficient resources to maintain research and development, marketing, sales, and customer support efforts on a competitive basis which could materially and adversely affect the business, financial condition, and results of operations.

Dependence on Personnel

Due to the technical nature of the Company's business and the dynamic market in which it competes, its success depends on its ability to attract and retain highly skilled developers, technology, engineering, managerial, marketing and sales personnel. Furthermore, the Company's future success depends in part on the continued services of each of its current executive officers and other key employees. Competition for qualified personnel in the technology space is intense. Management believes that there are only a limited number of persons with the requisite skills to serve in many key positions and it is difficult to hire and retain these persons. The loss of one or more of these key personnel may have a significant adverse effect on the Company's sales, operations, technological development, and profits.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition.

Variable Revenues / Earnings

The revenues and earnings of the Company may fluctuate from quarter to quarter, which could affect the market price of the Company's common shares. The fluctuations could be caused by a number of factors, including but not limited to: 1) the timing of releases of new products or services; 2) the timing of substantial sales orders or deliveries; 3) activities of its competitors; 4) cyclical fluctuations related to the evolution of technology; 5) possible delays in the manufacture or shipment of current or new products; 6) concentration in the Company's customer base; and 7) possible delays or shortages in component supplies.

Suppliers

The Company has relationships with suppliers and service providers upon which it depends to provide critical components for its products and services. In the event that the Company is unable to maintain these relationships or establish relationships with new suppliers or service providers as required, the availability, pricing and quality of its products and services may be adversely affected. Relationships with third-party suppliers and service providers expose the Company to risks associated with the integrity, quality, reputation, solvency and performance of such parties. These risks can cause an adverse effect on the Company's business, operating results, and financial condition.

Operating Risk and Insurance Coverage

The Company has insurance to protect its assets, operations, and employees. While Management believes its insurance coverages are adequate to address all material risks to which it is exposed given its current state of operations, such insurance is subject to coverage limitations and exclusions. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance, or in excess of policy limits, or insurance was not obtained prior to the event, its business, results of operations, and financial condition could be materially adversely affected.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Conflicts of Interest

Certain directors and officers of the Company are also directors and officers of other companies. Conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

Privacy

The Company may be subject to scrutiny and regulation from legislative bodies with regards to the information that is collected within its systems. To reduce this risk, the Company has taken a proactive approach to consumer and data privacy with its "Transparent Privacy Philosophy" that clearly spells out what is done with personal information:

- The Company does not sell, trade, or give away any gathered personal data from its system or any part of its operation. That includes name, address, cell-phone information, credit cards, facial recognition, or other biometric imprints.
- The Company anonymizes any limited data it collects. That means, no matter what, anyone who gets the data of individuals who enter or leave a store won't be able to tie it to any person.
- The Company uses the anonymized data to try and build insights into how people shop, how stores operate, and what both parties in that equation might want. However, it strongly adheres to its philosophy of ensuring that any individual identities are kept private and confidential.
- The Company adheres to the legislative standards of the privacy acts in all jurisdictions in Canada:
 - a. British Columbia - *Personal Information Protection Act*.
 - b. Alberta - *Personal Information Protection Act*.
 - c. Quebec - *The Privacy Act*
 - d. *Personal Information Protection and Electronic Documents Act (PIPEDA)* for all other jurisdictions in Canada
- The Company follows the foundational principles of *Privacy by Design*, the Canada-made data privacy protocols set out by former Ontario Privacy Minister Anne Cavoukian, Ph.D.
- Any person in contact or enter into a discussion with the Company including the content of the discussion will always be held in complete confidence, following all of the above standards.
- The Company constantly seeks to be on the forefront of progressive privacy policies and will continue to be transparent about where it sits on this important and evolving public interest issue.
- Privacy matters to every individual and therefore, the Company value it the same way.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business, could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's common shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

The market price of the Company's common shares may be subject to wide price fluctuations

The market price of the Company's common shares may be subject to wide fluctuations in response to many factors, including but not limited to: 1) variations in the operating results of the Company and its subsidiaries; 2) divergence in financial results from analysts' expectations; 3) changes in earnings estimates by stock market analysts; 4) changes in the business prospects of the Company and its

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subsidiaries; 5) general economic conditions; 6) legislative changes; and 7) other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Company's common shares.

Dividends

The Company has no earnings or dividend record and does not anticipate paying any dividends on the common shares in the foreseeable future. Dividends, should any be declared and paid by the Company, will be subject to tax and, potentially, withholdings.

Limited Market for Securities

The Company's common shares is currently be listed and being traded on the Exchange, however, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained, and an investor may find it difficult to resell any securities of the Company.

Technology

The Company operates in a highly competitive environment where its hardware and other products and services are subject to rapid technological change and evolving industry standards. The Company's future success depends on its ability to design and produce new products and services, deliver enhancements to its existing products and services, accurately predict, and anticipate evolving technology and respond to technological advances in the industry it operates, and its customers' increasingly sophisticated needs. The Company's products embody complex technology that may not meet those standards, changes, and preferences. If the Company is unable to respond to technological changes, and/or fails or delays to develop products in a timely and cost-effective manner, its products and services may become obsolete, and the Company may be unable to recover its research and development expenses which could negatively impact sales, profitability, and the continued viability of the business.

Intellectual Property

In spite of the patent on the Company's proprietary technology, unauthorized parties may attempt to copy aspects of its products or to obtain information that is proprietary. Policing unauthorized use of proprietary technology, if required, may be difficult, time-consuming, and costly. If a third party misappropriates the Company's intellectual property, the Company may be unable to enforce its rights. If the Company is unable to protect its intellectual property against unauthorized use by others, it could have an adverse effect on its competitive position. The Company may be challenged by allegations of its infringement of the intellectual property of others. There is no assurance that the Company will be successful in defending such claims and, if it is unsuccessful, there is no assurance that the Company will be successful in obtaining a license for the intellectual property in question. Intellectual property claims are expensive and time consuming to defend and, even if they are without merit, may cause delay in the introduction of new products or services. In addition, the Company's managerial resources could be diverted in order to defend its rights, which could disrupt its operations.

Proprietary Protection

The Company's success will depend, in part, on its ability to enforce patent rights, maintain the confidentiality of trade secrets and unpatented know-how, and to operate without infringing on the proprietary rights of third parties or having third parties circumvent the Company's rights. The Company relies on a combination of patented technology, contract, copyright, trademark and trade secret laws, confidentiality procedures and other measures to protect its proprietary information. There can be no assurance that the steps taken will prevent misappropriation of the Company's proprietary rights. The Resulting Issue's competitors could also independently develop technology similar to its technology. Although the Company does not believe that its products or services infringe on the proprietary rights of any third parties, there can be no assurance that infringement or invalidity claims (or claims for indemnification resulting from infringement claims) will not be asserted or prosecuted against us, or that any such assertions or prosecutions will not materially adversely affect our business, financial condition, or results of operations. Irrespective of the validity or the successful assertion of such claims, the Company could incur significant costs and diversion of resources with respect to the defense thereof, which could have a material adverse effect on its business.

Liability Claims

The Company may be subject to claims arising from the use of its products and services. The Company's products are complex and sophisticated and, from time to time, may contain design defects that are difficult to detect and correct. There can be no assurance that errors will not be found in the Company's products or, if discovered, that we will be able to successfully correct such errors in a timely manner or at all. Correcting such errors and failures could require significant expenditure of capital. The sale and support of the Company's products and services may entail the risk of substantial product liability or warranty claims in the event of errors or failures. A product liability claim could adversely impact the Resulting Issue's business due to the cost of settlements and due to the costs of defending such claims.

Credit Concentration and Credit Risk

The Company intends to provide credit to its customers in the normal course of operations. Credit risk arises from the potential that a customer or counterparty will fail to meet its contractual obligations. The Company is exposed to credit risk from its customers on its trade receivables and unbilled revenue. Accounts receivable include amounts due from its retail customers, which exposes the Company to risk of non-payment. The Company estimates probable losses on a continuing basis and records a provision for such losses based on the estimated realizable value. Although the Company will attempt to manage its credit risk exposure, there is no assurance that this provision will be adequate.

Foreign Exchange

As Management anticipates that the Company's business will expand with increased global sales. It is expected that it may be necessary to transact sales in foreign currencies other than Canadian dollars, thus exposing the Company to foreign currency risk.

General Economic Conditions

The Company's results could be adversely affected by changing economic conditions in the countries in which it operates. The market turmoil and tightening of credit in the United States and Europe in 2008

and 2009 led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, cuts in government spending, increased market volatility and widespread reduction of business activity in general. There can be no guarantees that the countries in which the Company operates will not experience similar economic conditions. The extent such markets experience an economic deterioration, the resulting economic pressure may cause customers to end their relationship with the Company, reduce or postpone current or expected purchase orders for its products, or suffer from business failure, which could adversely affect its revenues and profitability. Furthermore, continued difficult or uncertain economic conditions could adversely affect the Company's revenue and profitability.

Market Demand for the Product and Services

The Company's success is dependent on its ability to market its products and services. There is no guarantee that its products and services will remain competitive. There is no guarantee the Company will be able to respond to market demands. If the Company is unable to effectively develop and expand the market for its products and services, its growth may also be adversely affected.

Stock Price Volatility

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility. The market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company's securities will be affected by such volatility. The Company's stock price may also experience significant fluctuations due to operating performance, performance relative to analysts' estimates, disposition or acquisition by a large shareholder, a lawsuit against the Company, the loss or acquisition of a significant customer or distributor, industry-wide factors, and factors other than the operating performance of the Company. These factors, among others, may cause decreases in the value of the Company's common shares.

Government Regulations

Although Management believes that the Company has obtained the necessary approvals for the products that it currently sells, it may not be able to obtain approvals for future products on a timely basis, or at all. In addition, regulatory requirements may change, or the Company may not be able to obtain regulatory approvals from countries in which it may desire to sell products in the future. The Company may be required to incur additional costs in order to comply with foreign and state government regulations as it might pertain to certain issues concerning compliance with local regulations governing its devices, content, privacy, taxation and other considerations.

Industry Growth

There can be no assurance that the Company's targeted vertical and geographic markets will grow, or that it will be successful in establishing new vertical and geographic markets. If the various markets in which its products compete fail to grow, or grow more slowly than is currently anticipated, or if the Company is unable to establish itself in new markets, its growth plans could be materially adversely affected.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities as they become due. The Company facilitates this in part by maintaining a line of credit with a major Canadian bank.

Accounting Estimates

The Company prepares its financial statements in Canadian dollars in accordance with IFRS. Management makes various estimates and assumptions in determining the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses for each year presented. The significant estimates include provision of doubtful accounts, and depreciation and amortization. Changes in estimates and assumptions will occur based on the passage of time and the occurrence of certain events.

Internal Controls

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. However, the system of internal controls over financial reporting is not guaranteed to provide absolute assurance with regard to the reliability of financial reporting and financial statements.

Public Health Crisis

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. In December 2019, novel coronavirus ("COVID-19") surfaced in Wuhan, China. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak then characterized it as a pandemic on March 11, 2020. The outbreak has spread throughout the world. The escalating cases of COVID-19 in Canada and the United States, caused companies and various international jurisdictions to impose restrictions, such as quarantines, closures, cancellations, and travel restrictions. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in global supply chains, business operation and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect, interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, labor shortages, travel and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). At this point, the extent to which COVID-19 may impact the Company is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company's business and financial condition. If the Company is unable to mitigate the impacts of the COVID-19 outbreak on its operations, it may be unable to fulfill its product delivery obligations to customers, its costs may increase, and revenues and margins could decrease.

Capital Management

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its projects and products; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to its underlying assets. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or acquire or dispose of assets.