

NamSys Inc.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED APRIL 30, 2023

The following is a discussion and analysis of the results of operations and financial condition of the Company for the six months ended April 30, 2023 and 2022 along with certain factors that may affect the Company's prospective financial condition and results of operations.

Forward-Looking Statements

This MD&A contains forward-looking information. All statements, other than statements of historic fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding estimates and/or assumptions in respect of revenue, cash flow, costs, economic return) constitute forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Overview

The Company is at the forefront of transforming the cash processing and transportation industry through its innovative cloud-based solutions and subscription pricing model. The mission of the Company revolves around enhancing efficiency, security, and accuracy in cash handling operations for retailers, cash-in-transit providers and financial institutions. By leveraging the power of cloud technology, the Company provides scalable and cost-effective turnkey access to cutting-edge cash management systems.

Subscription-based pricing structure ensures that clients receive continuous value and support, allowing them to optimize their operations without significant upfront investments. A commitment to real-time data, insights, and analytics empowers stakeholders to make informed decisions, streamline processes, and reduce operational costs. By embracing the cloud and subscription-based services, the Company is driving the evolution of the cash ecosystem towards a more efficient and sustainable future.

The Company's products are labelled as "Cirreon" and "Currency Controller", and are well recognized in the industry.

Quarterly Financial Data

The table below presents selected financial data of the Company for each of the eight fiscal quarters ended April 30, 2023:

	Fiscal quarter end							
	Apr. 30	Jan. 31	Oct. 31	Jul. 31	Apr. 30	Jan. 31	Oct. 31	Jul. 31
	2023	2023	2022	2022	2022	2022	2021	2021
	(in thousands of dollars)							
Revenue	1,520	1,497	1,438	1,367	1,317	1,273	1,273	1,231
Gross profit	929	912	837	848	773	689	723	729
Income after tax	411	379	422	368	313	291	322	329
Income per share:								
Basic	0.015	0.014	0.015	0.014	0.011	0.011	0.012	0.012
Diluted	0.015	0.014	0.015	0.014	0.011	0.011	0.012	0.012

Results of Operations

Three months ended April 30, 2023 compared to Three months ended April 30, 2022

Revenue

	2023	2022	Change	Change %
	\$	\$	\$	
Software subscriptions, hosted services, maintenance and product support	1,500,031	1,283,212	216,819	16.9%
Licences	-	-	-	-
Professional services	19,757	33,857	(14,100)	-41.6%
	1,519,788	1,317,069	202,719	15.4%

Revenue in the three months ended April 30, 2023, increased in comparison to the same period in the prior year. The Company's total sales for the three months ended April 30, 2023, were \$1,519,788 as compared to \$1,317,069 for the corresponding period in 2022, an increase of \$202,719 or 15.4%. The Company continues to see growth in its "software-as-a-service" offerings and benefits from this model as the services are paid monthly.

The Company generates software revenue from Cirreon and Currency Controller software subscriptions and hosted services, upgrading legacy license holder's systems, training, consulting and from recurring revenues for maintenance and product support of legacy systems. The majority of the Company's legacy licensed systems customers renew their product support agreements annually, in order to stay current with new features and developments. A small number of Cirreon license agreements have been granted to distributors where the product has been customized to meet the needs of the distributor's clients. Such licenses are for definitive periods and are for defined usage with normal "SaaS" monthly fees.

Recurring revenue, including maintenance, product support, software subscriptions and hosted services (SaaS) revenue for the three months ended April 30, 2023, represented \$1,500,031 of the total revenue compared to \$1,283,212 for the corresponding three months the previous year, an increase of \$216,819 or 16.9%. Recurring revenue represented 98.7% of total sales revenue in the three months ended April 30, 2023, as compared to 97.4% in the same three months of fiscal 2022.

Cost of Goods Sold and Gross Profit

Three months ended April 30, 2023 compared to Three months ended April 30, 2022

Historically, the sales mix between software license fees and subscriptions, hosted products and other services impact the Company's Gross Profit in any given reporting period. Gross Profit can also be affected by changes in the exchange rate between Canadian and U.S. dollars, given that U.S. dollar sales represent 95% or more of total sales.

Cost of goods sold for the three months ended April 30, 2023, was \$590,431 compared to \$544,508 in the corresponding period in 2022. The overall Gross Profit achieved in the second quarter of 2023 was \$929,357 or 61.2%, compared to Gross Profit for the corresponding period in 2022 of \$772,561 or 58.7%, an increase in Gross Margin percentage of 2.5 percentage points. The increase in Gross Margin is due to lower costs for cloud computing and related services supporting the Company's SaaS platform.

Selling Expenses

Three months ended April 30, 2023 compared to Three months ended April 30, 2022

Selling expenses are comprised of direct selling and marketing expenses and the salaries of employees whose principal function is sales and marketing. Selling expenses for the three months ended April 30, 2023, totaled \$77,454, an increase of \$5,851 or 8.2% from \$71,603 in the corresponding period of 2022. This increase is due to share-based compensation of \$9,397 expensed in the quarter. Various other selling expenses decreased by an aggregate of \$3,546 in the period, such that the net increase in selling expenses is \$5,851. Selling expense was 5.1% of revenue in the second quarter of 2023 as compared to 5.4% in the 2022 same quarter, recognizing that revenues in the 2023 period were up \$202,719 or 15.4% from the 2022 comparative period.

General and Administration Expenses

Three months ended April 30, 2023 compared to Three months ended April 30, 2022

General and administration ("G&A") expense consists primarily of salaries, benefits and overhead expenses, corporate maintenance charges, occupancy, professional fees and travel.

G&A expense totaled \$320,094 in the three months ended April 30, 2023, as compared to \$285,689 in the 2022 comparative period, an increase of \$34,405 or 12.0%. This increase is due to share-based compensation of \$16,487 expensed in the quarter as well as an increase of \$15,696 in recruiting costs. Various other G&A expenses increased in aggregate by \$2,222 in the period, such that the total increase in G&A expenses is \$34,405.

Depreciation of property and equipment for the three months ended April 30, 2023, of \$1,762 decreased by \$5 or 0.3% from \$1,767 in the same period of 2022. The level of amortization is a result of the Company incurring only minor expenditures for property and equipment over the last several years.

With the increase in sales, as noted above, and the increase in G&A expenses, the G&A expense ratio as compared to revenue was 21.1% in the second quarter of 2023 as compared to 21.7% in the 2022 second quarter.

Bad debt expense

In the second quarter of 2023, the Company determined that a trade receivable from one customer was not collectible and wrote off the balance, recognizing a bad debt expense of \$23,004 on the statement of comprehensive income.

Financing and Other Costs and Income

Other than trade and other payables, the Company has no debt outstanding and incurred no interest expense in respect of outstanding debt in the current or comparative periods.

Interest income

At April 30, 2023, the Company held a \$800,000 cashable guaranteed investment certificate which matures on October 25, 2023, and bears interest at a variable rate which was 3.2% per annum at origination, and a \$900,000 cashable guaranteed investment certificate which matures on January 31, 2024, and bears interest at a variable rate which was 4.45% per annum at origination. The Company also held a \$3,840,377 guaranteed investment certificate which matures on February 2, 2024, and bears interest at 4.3% per annum. In respect of short term investments, for the quarter ended April 30, 2023, \$56,794 interest income was recognized (\$1,795 for the quarter ended April 30, 2022).

Gain (loss) on foreign exchange

The Company recognized a gain on foreign exchange of \$16,053 in the second quarter of 2023, whereas a gain of \$9,071 was experienced in the comparative quarter of 2022. This results in an increase in income of \$6,982 in the 2023 second quarter as compared to the 2022 same period. The gain on foreign exchange recognized in the quarter ended April 30, 2023, is a result of both the large number of clients that are domiciled in the USA and other countries, which are invoiced for services in US dollars, along with the fluctuation in the Canadian dollar vis-à-vis the US dollar occurring during the quarter. The Company invoices its foreign customers in US dollars and recognizes a foreign exchange gain (loss) when the Canadian dollar amount of the receivable at period end, or the amount received in the period, is greater (less) than at the time of invoicing.

Provision for Income Taxes

The basic rate of 26.50% was applied to the pre-tax income in the 2023 second quarter of \$581,653 (2022 – basic rate of 26.50% and pre-tax income of \$426,135), resulting in a current income tax expense of \$181,436 (2022 – expense of \$113,010). Deferred income tax recovery was \$10,700 in the second quarter of 2023 (2022 – \$nil).

As a result of recognizing a current income tax expense of \$147,582 in the first quarter of 2023 and \$181,436 in the second quarter, remitting income tax of \$185,000 and \$120,000 in the first and second quarters, and also recognizing a tax receivable of \$11,242 and \$11,795 due to income tax withholdings made by one of the Company's foreign customers in the first and second quarters, at April 30, 2023, the Company had income taxes payable of \$4,682 (October 31, 2022 – payable of \$3,701).

As a result of recognizing a deferred income tax recovery of \$nil in the first quarter of 2023 and \$10,700 in the second quarter, at April 30, 2023, the Company had deferred income

tax assets totaling \$21,700 (October 31, 2022 – \$11,000). This asset primarily relates to deferred tax assets from deferral of capital cost allowance and accrued but unpaid bonuses.

Share-based compensation

As described in Note 6 of the financial statements, share-based compensation for the three months ended April 30, 2023 of \$53,252 (2022 – \$nil) has been expensed to the statement of comprehensive income with a corresponding amount being recorded in the equity settled share-based payments reserve in shareholders' equity. The total expense of \$53,252 for the three months ended April 30, 2023 (2022 – \$nil) was charged as follows: \$27,368 to cost of sales (2022 – \$nil); \$9,397 to selling expenses (2022 – \$nil); and \$16,487 to general and administration expenses (2022 – \$nil).

Comprehensive Income and Income Per Share

As a result of the factors discussed above, the comprehensive income after tax for the three months ended April 30, 2023 was \$410,917 as compared to a comprehensive income of \$313,125 in the three months ended April 30, 2022.

Three months ended April 30,

	2023	2022
	\$	\$
Comprehensive income	410,917	313,125
Income per share:		
Basic	0.02	0.01
Diluted	0.02	0.01

For the three months ended April 30, 2023, the weighted average number of shares outstanding used to calculate basic income per share was 27,286,332 (2022 – 27,286,332).

Six months ended April 30, 2023 compared to Six months ended April 30, 2022

Revenue

	2023	2022	Change	Change %
	\$	\$	\$	
Software subscriptions, hosted services, maintenance and product support	2,984,094	2,546,661	437,433	17.2%
Licences	-	-	-	-
Professional services	33,058	43,450	(10,392)	-23.9%
	3,017,152	2,590,111	427,041	16.5%

Revenue in the six months ended April 30, 2023, increased in comparison to the same period in the prior year. The Company's total sales for the six months ended April 30, 2023, were \$3,017,152 as compared to \$2,590,111 for the corresponding period in 2022, an increase of \$427,041 or 16.5%. The Company continues to see growth in its "software-as-a-service" offerings and benefits from this model as the services are paid monthly.

The Company generates software revenue from Cirreon and Currency Controller software subscriptions and hosted services, upgrading legacy license holder's systems, training, consulting and from recurring revenues for maintenance and product support of legacy systems. The majority of the Company's legacy licensed systems customers renew their product support agreements annually, in order to stay current with new features and developments. A small number of Cirreon license agreements have been granted to distributors where the product has been customized to meet the needs of the distributor's clients. Such licenses are for definitive periods and are for defined usage with normal "SaaS" monthly fees.

Recurring revenue, including maintenance, product support, software subscriptions and hosted services (SaaS) revenue for the six months ended April 30, 2023, represented \$2,984,094 of the total revenue compared to \$2,546,661 for the corresponding six months the previous year, an increase of \$437,433 or 17.2%. Recurring revenue represented 98.9% of total sales revenue in the six months ended April 30, 2023, as compared to 98.3% in the same six months of fiscal 2022.

Cost of Goods Sold and Gross Profit

Six months ended April 30, 2023 compared to Six months ended April 30, 2022

Historically, the sales mix between software license fees and subscriptions, hosted products and other services impact the Company's Gross Profit in any given reporting period. Gross Profit can also be affected by changes in the exchange rate between Canadian and U.S. dollars, given that U.S. dollar sales represent 95% or more of total sales.

Cost of goods sold for the six months ended April 30, 2023, was \$1,175,385 compared to \$1,128,283 in the corresponding period in 2022. The overall Gross Profit achieved in the first half of 2023 was \$1,841,767 or 61.0%, compared to Gross Profit for the corresponding period in 2022 of \$1,461,828 or 56.4%, an increase in Gross Margin percentage of 4.6 percentage points. The increase in Gross Margin is due to lower costs for cloud computing and related services supporting the Company's SaaS platform.

Selling Expenses

Six months ended April 30, 2023 compared to Six months ended April 30, 2022

Selling expenses are comprised of direct selling and marketing expenses and the salaries of employees whose principal function is sales and marketing. Selling expenses for the six months ended April 30, 2023, totaled \$167,650, an increase of \$21,985 or 15.1% from \$145,665 in the corresponding period of 2022. This increase is due to higher travel and trade show attendance costs of \$18,744 as pre-Covid, in-person industry events return, and share-based compensation of \$14,360 expensed in the first half of 2023. Various other selling expenses decreased by an aggregate of \$11,119 in the period, such that the net increase in selling expenses is \$21,985. Selling expense was 5.6% of revenue in the first half of 2023 as compared to 5.6% in the 2022 same period, recognizing that revenues in the 2023 half-year period were up \$427,041 or 16.5% from the 2022 comparative period.

General and Administration Expenses

Six months ended April 30, 2023 compared to Six months ended April 30, 2022

General and administration (“G&A”) expense consists primarily of salaries, benefits and overhead expenses, corporate maintenance charges, occupancy, professional fees and travel.

G&A expense totaled \$568,710 in the six months ended April 30, 2023, as compared to \$537,275 in the 2022 comparative period, an increase of \$31,435 or 5.9%. This increase is due to share-based compensation of \$25,193 expensed in the first half of 2023. Various other G&A expenses increased in aggregate by \$6,242 in the period, such that the total increase in G&A expenses is \$31,435.

Depreciation of property and equipment for the six months ended April 30, 2023, of \$3,468 decreased by \$4,746 or 57.8% from \$8,214 in the same period of 2022. The higher depreciation cost in the comparative period is due to the write-off of undepreciated leasehold improvements in respect of office space the Company exited December 31, 2021. Otherwise, the level of amortization is a result of the Company incurring only minor expenditures for property and equipment over the last several years.

Depreciation of the right-of-use asset for the six months ended April 30, 2023, is \$nil (2022 – \$10,768). The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a right-of-use asset in respect of the Company’s operating premises lease. The right-of-use asset was depreciated on a straight-line basis over the lease term, which expired December 31, 2021.

With the increase in sales, as noted above, and the increase in G&A expenses, the G&A expense ratio as compared to revenue was 18.8% in the first half of 2023 as compared to 20.7% in the 2022 first half.

Bad debt expense

In the second quarter of 2023, the Company determined that a trade receivable from one customer was not collectible and wrote off the balance, recognizing a bad debt expense of \$23,004 on the statement of comprehensive income.

Financing and Other Costs and Income

Other than trade and other payables, the Company has no debt outstanding and incurred no interest expense in respect of outstanding debt in the current period. Also, the Company incurred no interest expense in respect of outstanding debt in the comparative period, other than a finance cost on a lease liability that terminated December 31, 2021.

Interest income

At April 30, 2023, the Company held a \$800,000 cashable guaranteed investment certificate which matures on October 25, 2023, and bears interest at a variable rate which was 3.2% per annum at origination, and a \$900,000 cashable guaranteed investment certificate which matures on January 31, 2024, and bears interest at a variable rate which was 4.45% per annum at origination. The Company also held a \$3,840,377.25 guaranteed investment certificate which matures on February 2, 2024, and bears interest at 4.3% per annum. In respect of short term investments, for the six months ended April 30, 2023, interest income of \$66,352 was recognized (\$5,757 for the six months ended April 30, 2022).

Finance cost on lease liability

The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a lease liability in respect of the Company's operating premises lease which expired December 31, 2021. Each lease payment included in the lease liability was apportioned between the repayment of the liability and a finance cost. For the six months ended April 30, 2023, the finance cost recognized was \$nil (2022 – \$55).

Gain (loss) on foreign exchange

The Company recognized a loss on foreign exchange of \$40,876 in the first half of 2023, whereas a gain of \$36,884 was experienced in the comparative half of 2022. This results in a decrease in income of \$77,760 in the 2023 first half as compared to the 2022 same period. The loss on foreign exchange recognized in the six months ended April 30, 2023, is a result of both the large number of clients that are domiciled in the USA and other countries, which are invoiced for services in US dollars, along with the fluctuation in the Canadian dollar vis-à-vis the US dollar occurring during the quarter. The Company invoices its foreign customers in US dollars and recognizes a foreign exchange gain (loss) when the Canadian dollar amount of the receivable at period end, or the amount received in the period, is greater (less) than at the time of invoicing.

Provision for Income Taxes

The basic rate of 26.50% was applied to the pre-tax income in the 2023 first half of \$1,108,099 (2022 – basic rate of 26.50% and pre-tax income of \$821,444), resulting in a current income tax expense of \$329,018 (2022 – expense of \$217,641). Deferred income tax recovery was \$10,700 in the first half of 2023 (2022 – \$nil).

As a result of recognizing a current income tax expense of \$329,018 in the first half of 2023, remitting income tax of \$305,000, and also recognizing a tax receivable of \$23,037 due to income tax withholdings made by one of the Company's foreign customers, at April 30, 2023, the Company had income taxes payable of \$4,682 (October 31, 2022 – payable of \$3,701).

As a result of recognizing a deferred income tax recovery of \$10,700 in the first half of 2023, at April 30, 2023, the Company had deferred income tax assets totaling \$21,700 (October 31, 2022 – \$11,000). This asset primarily relates to deferred tax assets from deferral of capital cost allowance and accrued but unpaid bonuses.

Related Party Transactions

The following summarizes the Company's related party transactions:

- a) Included in general and administration expenses in the six months ended April 30, 2023, are rent and administration expenses of \$22,800 (2022 – \$22,800) for the Head office rental and corporate secretarial functions of the Company. These expenses, along with management fees of \$30,000 (2022 – \$30,000), have been paid in lieu of salary to a company that is partially owned by the Executive Chairman of the Company ("Chairman"). In addition, selling expenses include consulting expenses for sales and marketing in the amount of \$22,500 incurred in the six months ended April 30, 2023 (2022 – \$22,500) from a company that is controlled by the Founder of the Company.

- b) The only liabilities due to related parties at April 30, 2023, are amounts due to directors of \$83,673 (October 31, 2022 – \$83,870). The related party amounts included in trade and other payables are unsecured, non-interest bearing and due on demand.

Share-based compensation

As described in Note 6 of the financial statements, share-based compensation for the six months ended April 30, 2023 of \$81,374 (2022 – \$nil) has been expensed to the statement of comprehensive income with a corresponding amount being recorded in the equity settled share-based payments reserve in shareholders' equity. The total expense of \$81,374 for the six months ended April 30, 2023 (2022 – \$nil) was charged as follows: \$41,821 to cost of sales (2022 – \$nil); \$14,360 to selling expenses (2022 – \$nil); and \$25,193 to general and administration expenses (2022 – \$nil).

Comprehensive Income and Income Per Share

As a result of the factors discussed above, the comprehensive income after tax for the six months ended April 30, 2023 was \$789,781 as compared to a comprehensive income of \$603,803 in the six months ended April 30, 2022.

Six months ended April 30,

	2023	2022
	\$	\$
Comprehensive income	789,781	603,803
Income per share:		
Basic	0.03	0.02
Diluted	0.03	0.02

For the six months ended April 30, 2023, the weighted average number of shares outstanding used to calculate basic income per share was 27,286,332 (2022 – 27,286,332).

Liquidity and Capital Resources

General

During the most recent five year period ended October 31, 2022, the Company funded all capital expenditures, operations and debt reduction from cash flow.

Cash Flow from Operations

The Company had working capital of \$7,430,046 at April 30, 2023, compared to working capital of \$6,109,861 at October 31, 2022. Excluded from the April 30, 2023, working capital calculations are: prepaid expenses of \$60,830 (October 31, 2022 – \$114,670); and deferred revenue of \$627,739 (October 31, 2022 – \$222,349).

For the six months ended April 30, 2023, the Company had positive cash flow from operations of \$1,030,561 as compared to positive cash flow from operations of \$445,010 in the six months ended April 30, 2022.

BALANCE SHEET

Short Term Investments

At April 30, 2023, the Company held a \$800,000 cashable guaranteed investment certificate which matures on October 25, 2023, and bears interest at a variable rate which was 3.2% per annum at origination, and a \$900,000 cashable guaranteed investment certificate which matures on January 31, 2024, and bears interest at a variable rate which was 4.45% per annum at origination. The Company also held a \$3,840,377.25 guaranteed investment certificate which matures on February 2, 2024, and bears interest at 4.3% per annum. At October 31, 2022, the Company held the \$800,000 cashable guaranteed investment certificate as described.

Total interest accrued for the six months ended April 30, 2023 in respect of short term investments amounted to \$66,352 (2022 – \$5,727).

Trade and Other Receivables

At April 30, 2023, the company had trade and other receivables of \$1,153,488 (October 31, 2022 – \$1,038,800). The amount of receivables over 90 days past due, at April 30, 2023, is \$207,014 (October 31, 2022 – \$245,716). Based on subsequent collections and a review of outstanding balances, the Company believes no provision for expected credit losses is required at this time.

Property and Equipment

Property and equipment are recorded at cost less accumulated amortization and are amortized over their estimated useful lives as follows:

Office equipment	20% declining balance
Leasehold improvements	5 years straight-line

Property and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recovered. An impairment loss is measured as the amount by which the carrying value of the long-lived asset exceeds its recoverable amount.

Deferred Income Tax Asset

In the six months ended April 30, 2023, the Company recognized a deferred income tax recovery of \$10,700 and, as a result, at April 30, 2023, the Company had deferred income tax assets totaling \$21,700 (October 31, 2022 – \$11,000). The amount of deferred tax assets is based on management's best estimate of probable future taxable income and is subject to a degree of measurement uncertainty.

Financing Agreements

Other than trade and other payables, and income taxes payable, the Company has no debt outstanding.

Contractual Obligations

A summary of the Company's undiscounted contractual obligations, at April 30, 2023:

	Total	Less than 1 year	1 to 5 years
	\$	\$	\$
Trade and other payables	320,827	320,827	-
Income taxes payable	4,682	4,682	-
Premises lease	4,620	4,620	-
	330,129	330,129	-

Capital Expenditures

The Company's primary capital expenditure activities in the past involved the acquisition of deferred development of technology, property and equipment purchases, and capital investments into intellectual property. During the first half of 2023, capital expenditures were \$2,968 as compared to \$6,530 in the first half of 2022.

Summary of Significant Accounting Policy Choices or Changes under IFRS

The Company's significant accounting policies have been disclosed in Note 2 of the financial statements.

Foreign currency translation

The Company uses the Canadian dollar as the Company's presentation currency. IFRS requires the assessment of functional currency for the parent and each subsidiary. The functional currency for the Company was determined to be Canadian Dollars.

Property and equipment

The Company uses an historic cost model in reporting its property and equipment.

Management has concluded that there was no impairment in the current and comparative period.

Income taxes

Income tax expense is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity. Income taxes are calculated using the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and for tax losses and other deductions carried forward.

Deferred income tax assets and liabilities are calculated using substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. An asset is

recognized on the balance sheet when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably. The effect on deferred tax assets and liabilities of changes in tax rates are recognized in net income in the period in which the change is substantively enacted.

Adoption of Accounting Standards

During the period, the Company did not adopt any new accounting standards.

Recent Accounting Pronouncements

Certain new standards and pronouncements were issued by the IASB or the IFRS Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after November 1, 2023. At the present time, the Company does not believe any known, future changes to IFRS will have a direct impact on the Company based on its current operations. If the Company determines that any amendments or proposed changes will impact the financial statements, the Company will disclose the details of those updated standards at that time.

Additional Information

Additional information relating to the Company including the interim and annual financial statements are available on SEDAR at www.sedar.com.

Outstanding Securities Data

Summary of securities issued and outstanding as at April 30, 2023

<u>Class</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
Common	Unlimited	27,286,332

On December 15, 2022, the Company approved the granting of 1,211,250 options under the Company's stock option plan. Options granted carry a five year term, an exercise price of \$0.58 and vest evenly over three years on the anniversary date of the grant.

Options outstanding as of April 30, 2023, are as follows:

<u>Options</u>	<u>Exercise price</u>	<u>Expiry date</u>
1,211,250	\$0.58	December 15, 2027

Disclosure Controls and Procedures and Internal Control over Financial Reporting

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures and internal control over financial reporting for the issuer. They are assisted in this responsibility by the Management team. The Chief Executive Officer and Chief Financial Officer, after evaluating the

effectiveness of the Company's disclosure controls and procedures and the design of internal controls at April 30, 2023, have concluded that the Company's disclosure controls and procedures are adequate and effective to ensure that material information relating to the Company would have been known to them. Through the evaluation of the design of its internal controls the Company has identified an internal control weakness in the financial reporting process, specifically a lack of segregation of duties in the accounting process. This situation is common to many small companies. In order to mitigate the impact of this weakness and to ensure quality financial reporting, there are supervisory controls exercised by management and audit committee oversight, and interim and annual financial statements are reviewed by the Company's board. While the deficiency in segregation of duties could lead to a material misstatement in the financial statements, management believes that its supervisory and review controls are sufficient to prevent a material misstatement from occurring.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, revenue and expenses and the accompanying notes. Actual results could differ from these estimates under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. The areas that management makes critical estimates, assumptions and judgments are useful lives and impairment of property and equipment, probable future taxable income, recoverability of deferred income tax assets, and functional currency of the Company. Actual results could differ from those estimates.

Investor Relations

Personnel employed directly by the Company handle all investor relations. The duties include news releases, investor communications and general day to day operations of this department.

Legal Proceedings

There are no outstanding legal proceedings.

Environmental Issues

Given the nature of the Company's business, there are no material environmental issues.

Risk Factors

Dependence on Management

The Company's success is dependent on its founders, directors and management team. The loss of the services of key personnel could make it more difficult to successfully operate the Company's business and pursue its business goals.

Seasonality and Inflation

Sales of the Company's products are generally not seasonal. Inflation, in recent years, has not adversely affected the Company's results of operations and unless inflation increases substantially is not expected to adversely affect the Company in the future.

Market Risks

Market risks represent the risk of loss that may impact the financial statements of the Company due to adverse changes in financial market prices and rates. The Company's market risk is primarily the result of fluctuations in interest rates and in foreign currency values, particularly the United States dollar. Management monitors the movement in interest rates and currency exchange rates and, on that basis, decides on the appropriate measures to take. Interest rates and exchange rates at the present time are such that no measures are being taken at this time.

The Company does not hold or issue financial instruments for trading purposes.

Market Condition Risks

The Company's products are sold to large participants in the currency management marketplace including banks, currency providers, retail service providers and in turn their retail clients. While these participants are interested in improving their efficiency in managing and handling currency, economic uncertainty could cause them to restrict capital budgets required to bring this efficiency to their operations. Further, the merger and acquisition activity in the financial services sector at the present time creates both an opportunity and risk for suppliers to the industry. When two banks merge, the continuing entity usually selects one technology provider for a given function. Our experience in the past would suggest that the provider with the largest installed base in the combined entity will replace the provider with the smaller installed base, predicated upon a smaller cost of conversion rather than ultimate efficiency of one service versus another. The good news, however, is that currency management and handling systems are absolutely required by the surviving entity.

While retailers may not be prepared to make capital acquisitions of sophisticated cash and coin handling systems, the major currency providers and carriers have for the last few years been transitioning their business to the provision of a complete turnkey service as opposed to merely transporting currency to and from retail establishments. Our "SaaS" Cirreon technology for this market is leading edge and has been adopted by the largest of these currency transport and providers.

Financing Risk

Notwithstanding Management's strong belief that the trends in the marketplace with respect to the Company's products are positive and improving, there can be no assurance that third party funding will be available in the future on terms acceptable to the Company.

Competition Risk

The Company's business is in a competitive market and it competes with companies that have greater resources, experience and market stature. However, our products are considered

by the marketplace to be “state-of-the-art” and the stature of our distributor marketing partners mitigate the competitive risk.

Product Performance and Availability Risk

The Company’s products are tested extensively and must meet certain quality assurance tests prior to delivery to customers. Product failures or lack of availability can result in a number of risks to the business including: market reputational risks and warranty/cost of goods expense risks.

Market for Securities

The common shares of the Company are listed and posted for trading on the TSX Venture Exchange under the trading symbol “CTZ”.

Toronto, Ontario
June 28, 2023