



INTERFIELD GLOBAL SOFTWARE INC.

Management's Discussion and Analysis

For the Year ended December 31, 2023

This Management's Discussion and Analysis ("**MD&A**") is provided to enable a reader to assess the operations and financial conditions as it relates to the consolidated financial position and financial performance of Interfield Global Software Inc. and its wholly owned subsidiaries (collectively, "**Interfield**", the "**Company**", "**we**", "**us**" and "**our**") for the year ended December 31, 2023. This MD&A provides the reader with a view and analysis, from the perspective of management, of the Company's financial results. The following MD&A should be read in conjunction with our annual audited consolidated financial statements, including the related notes thereto, for the year ended December 31, 2023 (the "**Financial Statements**").

BASIS OF PRESENTATION

All information contained in this MD&A is current as of June 13, 2024 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and all dollar amounts are expressed in United States dollars unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

*This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities legislation. Such forward-looking statements include, but are not limited to, information with respect to our objectives and the strategies for achieving those objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. Forward-looking statements are typically identified by the use of words such as "may", "would", "should", "could", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", or "continue", although not all forward-looking statements contain these words. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Company and its business, operations, prospects and risks at a point in time in the context of historical and possible future developments, and the reader is therefore cautioned that such information may not be appropriate for other purposes. Forward-looking statements are based on assumptions and are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking statements. Those risks and uncertainties are discussed in detail under "Risk Factors" in the annual information form dated June 13, 2024 (the "**AIF**"), a copy of which is available under the Interfield Global Software Inc. profile on SEDAR+ at www.sedarplus.ca. Consequently, all of the forward-looking statements contained herein are qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking statements contained herein are provided as of the date hereof, and we do not undertake to update or amend such forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by applicable law.*

BUSINESS OVERVIEW

Corporate Structure

Interfield was incorporated on May 13, 2005 under the name of "Highbury Projects Inc." pursuant to the provisions of the *Business Corporations Act* (British Columbia). Interfield's principal business is the development and operation of software programs that provide tailor-made data management and marketplace solutions for companies worldwide. Interfield operates in Dubai, U.A.E through its wholly beneficially owned subsidiary, Interfield Software Solutions LLC (the "**Interfield Subsidiary**").

The Company's headquarters is located at Office 55, Rasis Business Centre, Al Barsha, Dubai, United Arab Emirates, P.O. Box 78020.

Reverse Takeover Transaction ("RTO")

On March 2, 2022, the Company entered into a non-binding letter of intent (the "**LOI**") with Interfield Solutions Ltd. ("**ISL**") pursuant to which the Company and ISL entered into a business combination by way of a share exchange arrangement (the "**Transaction**") which resulted in the Company and ISL and its sole subsidiary becoming directly or indirectly wholly-owned subsidiaries of Interfield (upon completion of the Transaction, referred to as the "**Resulting Issuer**" or "**Interfield Global Software Inc.**"). The Transaction therefore resulted in a reverse take-over of the Company by ISL whereby the existing shareholders of ISL owned a majority of the outstanding common shares of Interfield.

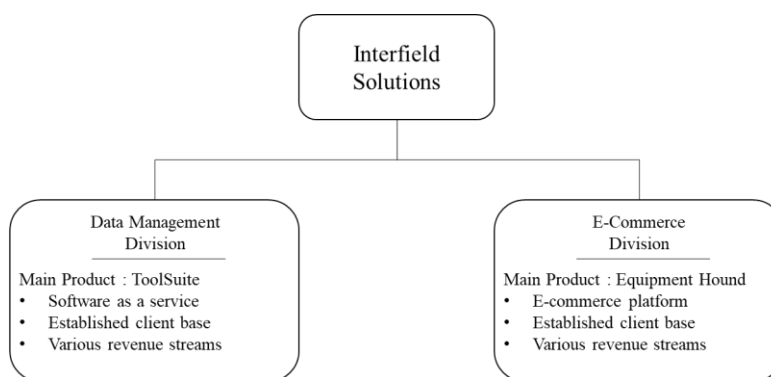
On August 25, 2022, the Company entered into a binding share exchange agreement with ISL and the beneficial shareholders of ISL (the "**Definitive Agreement**") in connection with the Transaction. Pursuant to the Definitive Agreement, Interfield issued 250,000,000 common shares in the capital of Interfield (the "**Interfield Shares**") in exchange for 1,137,084 ordinary share allotments of ISL (the "**ISL Shares**").

On February 15, 2023, the Company completed the acquisition between the Company ISL, pursuant to which ISL became a wholly owned subsidiary of the Company. For accounting purposes, the acquisition constituted a reverse takeover whereby ISL is identified as the acquirer of the Company. The consolidated financial statements for the year ended December 31, 2023 include the results of operations of ISL from January 1, 2023 and the Company from February 15, 2023, the date of completion of the RTO. The comparative figures are those of ISL. The Company's principal business is the development and operation of software programs that provide tailor-made data management and marketplace solutions for companies worldwide in several industries including but not limited to, oil and gas, mining and renewables.

Prior to the closing of the Transaction, the Company received approvals from both the TSXV and the Neo Exchange Inc. (the "NEO", now Cboe Canada), respectively, to effect a technical migration of the common shares of the Resulting Issuer ("Interfield Shares") from the TSXV to the NEO. The Interfield Shares were delisted from the TSXV as of close of business on February 13, 2023 and were listed on the NEO for markets open on February 16, 2023 under the trading symbol "IFS". The trading symbol was subsequently changed to "IFSS".

General Development of the Business

The Company's principal business is the development and operation of software programs that provide tailor-made data management and marketplace solutions for companies worldwide in several industries including but not limited to, oil and gas, mining and renewables. The Company operates two divisions: the data management division and the e-commerce division through its subsidiary, the Interfield Subsidiary.



The featured product of the data management division is ToolSuite - a data collection platform with multiple features and functionality. ToolSuite's users are charged a monthly software service fee, in addition to any applicable development fee for customized modules which are available upon request. ToolSuite is used across multiple industries, more information can be found in the "ToolSuite Platform" section below.

Interfield owns a proprietary e-commerce platform called Equipment Hound. It is an innovative industrial equipment marketplace that manages a catalogue of equipment from various signed suppliers whereby Interfield receives a commission on any equipment sold. Equipment Hound also provides procurement solutions such as request for quote, logistics support and third-party verification. See "Equipment Hound Marketplace" section for further details.

ToolSuite Platform

Many companies in Interfield's target markets still rely on paper or Excel templates for their daily operational reporting. This current system leads to operational inefficiencies such as the loss and underutilization of data.

ToolSuite is a data management platform that digitizes industrial processes for companies that are currently utilizing outdated reporting systems for their operational data management needs. Through ToolSuite, users receive real-time auditable data and interactive statistics allowing them to have in-depth visibility into their operations. The main components of the ToolSuite platform include, but are not limited to, data permissions, customizable data lists, report customization, centralized database, back-end analytics, interface ability, as well as both online and offline capabilities.

The ToolSuite platform is customizable and specifically designed to fit the users' current reporting structure. Once a user account is set up, the operational personnel signs into ToolSuite and completes the reports that they would otherwise be filling out on the Excel or paper template. The data collection on ToolSuite allows management personnel and other members of the team located elsewhere to have access to these reports in real time. In addition, the ToolSuite platform has the ability to process and analyze all of the inputted data to provide relevant insights and analysis, which enables management personnel to make more efficient and informed decisions. Users have access to multiple statistical tools including bar graphs and

automated management reports. For instance, the platform can generate charts showing different data points such as revenue, job counts, non-productive time and feedback scores to support and accommodate users' specific needs. The in-depth management reports provide a holistic overview on operations, revenue, equipment utilization and other factors during any period of time.

ToolSuite is a cloud-based platform hosted on Microsoft Azure. The platform provides a dedicated private server for each user to ensure the privacy and security of their data. ToolSuite Lite, an extension of ToolSuite, is an offline application that allows users to input data on the platform in geographical locations with limited internet connectivity. The ToolSuite extension is downloaded to the user's desktop or tablet and mirrors the ToolSuite data input screen. Once internet connection is established, ToolSuite Lite automatically syncs the data to the ToolSuite cloud to prevent the double entry of data.

Once ToolSuite is fully integrated, users experience a significant increase in productivity since the platform automates and streamlines activities that would traditionally be completed using outdated systems such as Excel or paper templates. In addition, ToolSuite substantially improves the user's invoicing cycles since the platform eliminates the delay associated with generating daily operations reports which traditionally takes about 30 days or more for companies in Interfield's target industries.

ToolSuite was launched on December 31, 2023. Interfield intends to continue to develop ToolSuite by building more features and functionality for new industries. In addition, Interfield intends to integrate blockchain solutions into ToolSuite's current structure.

Equipment Hound Marketplace

Equipment Hound is an innovative industrial equipment marketplace that manages a catalogue of equipment from various signed suppliers across different industries including oil and gas, mining, construction, automotive, renewables, maritime and more. Equipment Hound offers end-to-end procurement solutions for its users. The main components of Equipment Hound include, but are not limited to, an interactive product catalogue and an in-platform chat function that allows buyers and suppliers to communicate during the various stages of a sale.

Equipment Hound was launched in November 2021 and is under continuous development in order to build additional features to enhance the user experience. Interfield is currently evaluating the integration of blockchain solutions into the platform.

Equipment Hound Agreements

The Company entered into various membership agreements, which has had an effect on the Company's business including:

- On March 6, 2023, the Company signed a premium membership agreement with Al Dobowi. Al Dobowi is a source of the world's leading tire and battery brands. Al Dobowi has a footprint across the Americas, Africa, Asia, Middle East, and Europe. This addition of Al Dobowi further expands Interfield's strong presence in the Middle East.
- On March 29, 2023, the Company signed a Premium membership agreement with Oilfields Supply Centre Ltd. ("OSC"). OSC's prime focus is the development and operation of oilfield logistics bases and currently within the Emirate of Dubai.
- On August 15, 2023, the Company signed a Premium membership agreement with Rollstud Limited ("Rollstud"). Rollstud is a renowned manufacturer and supplier of high-quality fasteners and stud bolts.
- On September 5, 2023, the Company signed a Premium membership agreement with Rocky Mountain Tubular. Rocky Mountain Tubular is a trusted supplier of high-quality tubular products including pipes, fittings and accessories.
- On September 21, 2023, the Company signed a Premium Membership Agreement with JRL Energy Inc. a renowned USA based mining and energy transition company.
- On October 26, 2023, the Company signed a Premium membership agreement with Luca Mining Corp. ("Luca Mining"). Luca Mining is a prominent leader in the Mexican mining sector.
- On November 29, 2023, the Company signed a Premium membership agreement with Gulf Construction Machinery, a distinguished entity in the construction machinery sector.

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.com and at www.interfieldsolutions.com.

OVERALL PERFORMANCE

The Company's continuing operations are dependent upon its ability to raise capital and generate cash flows. At December 31, 2023, the Company had a working capital deficiency of \$4,105,233 (December 31, 2022 – deficiency of \$1,365,743), had not generated sufficient revenues to cover expenses and had an accumulated deficit of \$58,434,219 (December 31, 2022 - \$42,180,794). These financial statements for the year ended December 31, 2023 do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue in existence. The continuation of the Company as a going concern is dependent on generating future cash flows and obtaining necessary financing to fund ongoing operations. During year ended December 31, 2023, the Company closed two private placement financings. The Company closed the first non-brokered private placement of subscription receipts on February 9, 2023 for gross proceeds of \$2,002,924. The Company closed the first tranche of a second non-brokered private placement of units, with each unit comprising one common share and one common share purchase warrant for gross proceeds of \$440,451.

Net loss for the year ended December 31, 2023 was \$16,253,425 compared to a net loss of \$3,909,174 in the comparative period ended December 31, 2022. The higher net loss experienced in the current period is mainly the result of listing expenses of \$6,446,966, financing fee of \$3,684,763 and finders' fees of \$2,796,140 resulting from the reverse takeover transaction. During the year ended December 31, 2023, the Company also announced its first significant sale, through its Equipment Hound platform, being a high-capacity compressor.

SELECTED ANNUAL INFORMATION

The following financial data is derived from Interfield's annual audited financial statements for the fiscal years ended December 31, 2023, 2022 and 2021:

	2023	2022	2021
Total revenue	\$ 40,011	\$ 143,699	\$ 48,000
General and administrative expenses	3,341,572	1,988,454	1,436,539
Net income (loss)	(16,253,425)	(3,909,174)	(5,720,576)
Comprehensive income (loss)	(16,073,221)	(3,909,174)	(5,720,576)
Income (loss) per share - basic and diluted	(0.18)	(1.02)	(148.68)
Comprehensive loss per share - basic and diluted	(0.18)	(1.02)	(148.68)
Working capital (deficiency)	(4,105,233)	(1,365,743)	(3,920,774)
Total assets	395,214	468,661	171,396
Total liabilities	\$ 4,639,544	\$ 1,950,613	\$ 10,896,781

RESULTS OF OPERATIONS

As described above, the Company completed the RTO on February 15, 2023. The large increase in net loss from 2022 to 2023 was the result of other items such as finders' fee of \$2,796,140 (2022: \$nil), financing fee of \$3,684,763 (2022: \$nil), listing expense of \$6,446,966 (2022: \$nil) in the year ended December 31, 2023. The finders' fee, financing fee and listing expense all resulted from the RTO transaction that closed during 2023. The Company is in the growth stage in terms of acquiring new customers to its ToolSuite platform as well as its e-Commerce Equipment Hound site.

Total Revenues

Revenue decreased by \$103,688, to \$40,011 in year ended December 31, 2023 compared to \$143,699 in year ended December 31, 2022. In 2022, there was a customer that paid a one-time \$90,000 fee for an enhanced version of ToolSuite which lead to the increase revenue.

General And Administrative Expenses

The table below details the major changes in general and administrative expenses for the year ended December 31, 2023 as compared to the corresponding year ended December 31, 2022.

Expense	2023	2022	Amount of increase / decrease from comparative period	Explanation for Change
Consulting	\$531,582	\$766,213	Decrease of \$234,631	Decrease due to hiring of additional consultants in Q4 2022 in advance of closing the RTO.
Professional fees	\$299,231	\$152,351	Increase of \$146,880	Increase due to legal expenses incurred with regards closing the RTO in February 2023.
Salaries and benefits	\$516,044	\$148,767	Increase of \$367,277	Increase due to hiring of additional employees in 2023.
Share based compensation	\$287,817	\$nil	Increase of \$287,817	Increase due to vesting of stock options granted in 2023. No stock options were granted in 2022.
Shareholder relations & marketing	\$512,887	\$3,854	Increase of \$509,033	Increase due to additional marketing activities after the Company completed the RTO.
Travel	\$224,362	\$150,331	Increase of \$74,031	Increase was additional overseas travel in relation to Cboe Canada listing and reverse takeover transaction.

The table below details the major changes in general and administrative expenses for the three months ended December 31, 2023 as compared to the corresponding period ended December 31, 2022.

Expense	Three months ended December 31, 2023	Three months ended December 31, 2022	Amount of increase / decrease from comparative period	Explanation for Change
Consulting	\$59,103	\$550,277	Decrease of \$491,174	In Q4 2022, additional consultants were hired in advance of the Company's RTO transaction.
Salaries and benefits	\$269,023	\$36,505	Increase of \$232,518	Increase due to hiring of additional employees in 2023.
Professional fees	\$139,017	\$152,353	Decrease of \$13,336	Legal expenses were higher in Q4 2022 as the Company prepared for its Cboe Canada listing.
Travel	\$29,865	\$59,362	Decrease of \$29,497	There was less corporate travel during Q4 2023 as compared to Q4 2022 when management was travelling to North America in advance of closing the RTO.
Share based compensation	\$84,463	\$nil	Increase of \$84,463	Increase due to vesting of stock options granted in 2023. No stock options were granted in 2022.

Since the closing of the Transaction, the Company has spent higher than expected amounts on consulting, shareholder relations & marketing and travel. The Company felt that additional time was required to be spent in North America with investors. To continue the expansion of the Equipment Hound marketplace, the Company also spent significant time in North America establishing relationships with companies that may list their product with Equipment Hound.

Net Income (loss)

Net loss increased by \$12,344,251, with loss of \$16,253,425 in the year ended December 31, 2023 compared to \$3,909,174 in the year ended December 31, 2022. This increase in net loss was due to the factors discussed above results of operations.

SUMMARY OF QUARTERLY RESULTS

The following selected quarterly financial information is derived from the condensed interim financial statements of Interfield including quarters that begin on or after the date of the RTO:

	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Revenue	\$ (83,969)	\$ 89,942	\$ 12,300	\$ 21,738
General and administrative expenses	(2,666,716)	765,353	934,761	4,308,174
Net income (loss)	(179,557)	(759,437)	(956,608)	(14,357,823)
Income (loss) per share - basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.27)

General and administrative expenses was higher in the quarters ended March 31, 2023 due to the recognition of listing expense of \$7,998,877 and finder's fee of \$3,270,755. The December 31, 2023 balances include all year end audit adjustments. For an explanation and analysis of quarterly results, refer to the Company's MD&A for each of the respective quarterly periods which are filed on SEDAR+ and also available on the Company's website.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2023, Interfield does not generate sufficient cash from operations and finances its activities by borrowing funds from shareholders from time to time and through equity financings. However, there can be no assurance that such financing will be available on the terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interest of the Company's shareholders and may result in dilution to the value of such interests.

As at December 31, 2023 and December 31, 2022, Interfield's liquidity and capital resources are as follows:

	December 31, 2023	December 31, 2022
Cash	\$ 220,649	\$ 43,039
Cash held in trust	-	332,715
Accounts and other receivables	78,698	29,605
Deposits, prepayments and other receivables	89,972	59,312
Total current assets	389,319	464,671
Trade and other payables	1,241,850	604,102
Share subscription payable	-	332,715
Note payable	269,610	161,494
Unearned revenue	1,000	999
Withholding tax liability	1,862,030	-
Due to related parties	1,120,062	731,104
Total current liabilities	4,494,552	1,830,414
Working capital (deficiency)	\$ (4,105,233)	\$ (1,365,743)

As at December 31, 2023, Interfield had cash and cash equivalents of \$220,649 (December 31, 2022 - \$43,039). As at December 31, 2023, Interfield had a working capital deficiency of 4,105,233 (December 31, 2022 – deficiency of \$1,365,743).

Interfield's continuation as a going concern is dependent upon its ability to raise capital and generate cash flows. The Company is actively working on raising additional capital to meet its working capital requirements and long term obligations. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be unable to complete planned growth or development. See "Risks and Uncertainties".

USE OF FUNDS – LISTING DOCUMENT

The following table shows the differences between the anticipated use of funds per the listing document dated February 15, 2023 filed in connection with the listing of the Company on Cboe Canada ("**Listing Document**") and the actual expenditures from February 16, 2023 to December 31, 2023:

Principal Purpose	Per Listing Document	Actual	Difference
Personnel	1,481,133	1,108,085	373,048
Travel	32,040	266,120	(234,080)
Insurance	58,740	126,474	(67,734)
Office	32,040	460,171	(428,131)
Rent	48,781	25,252	23,529
Public Company Expenses	84,239	58,181	26,058
Marketing - Public, ToolSuite & Equipment Hound	176,220	572,681	(396,461)
Professional Fees	56,070	202,675	(146,605)
Research & Development	80,100	465,490	(385,390)
Azure	93,291	32,791	60,500
Equipment Hound - Warehousing	64,080	-	64,080
	2,206,734	3,317,920	(1,111,186)

The differences were due to operational changes as the Company continued to secure equipment inventory for its Equipment Hound e-commerce site as well as continued to increase market awareness of its ToolSuite platform. These changes also caused expenses for Azure and Equipment Hound – Warehousing to be lower than expected. Marketing expenses were higher as the Company increased its marketing efforts to promote ToolSuite and Equipment Hound as well as increased investor relations activities. Professional fees were also much higher as the Company incurred additional audit related fees for its year ended December 31, 2023 audit. Research and development expenses were also much higher due to continued development of its ToolSuite platform and the Equipment Hound website.

Commitments

As at December 31, 2023, the Company has no commitments greater than 12 months.

OFF BALANCE SHEET ARRANGEMENTS

As at December 31, 2023, the Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

All related party transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has identified its members of the Board of Directors and certain senior officers as its key management personnel, including the Chief Executive Officer and Chief Financial Officer. The remuneration of directors and key management is determined by the compensation committee of the Board of Directors. The management fees, consulting fees and other compensation of directors and key management personnel were as follows for the years ended December 31, 2023 and 2022:

Years ended December 31,			
		2023	2022
Salaries & benefits	\$	135,000	-
Consulting fees		226,500	320,408
Share based compensation	\$	185,968	-

The period end balances with related parties as at December 31, 2023 and December 31, 2022 are as follows:

Due to related parties

	December 31, 2023	December 31, 2022
		(Restated - Note 18)
	\$ 1,120,062	\$ 731,104

Proposed Transactions

There are no proposed transactions.

RISKS AND UNCERTAINTIES

The Company's principal business is the development and operation of software programs that provide tailor-made data management and marketplace solutions for companies worldwide and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include, among others, the following:

1. The Company's limited operating history makes it difficult to evaluate the Company's current business and forecast future results.
2. The Company's future performance is dependent on key personnel. The loss of the services of any of the Company's executives or Board of Directors could have a material adverse effect on the Company.
3. There is no assurance that the Company will be able to secure the funds needed for future development and operations, and failure to secure such funds could lead to a lack of opportunities for growth or cause the cessation of its business.
4. The Company's primary revenues are expected to be achieved in Middle East, North Africa and South East Asia (MENASEA) and North America. However, the Company may expand to markets outside of the aforementioned countries and become subject to risks normally associated with conducting business in other countries. The Company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect the Company's business.
5. On May 4, 2023, the International Health Regulations (IHR) Emergency Committee of the WHO downgraded the COVID-19 pandemic. The committee determined that COVID-19 is now an established and ongoing health issue which no longer constitutes a public health emergency of international concern. Nevertheless, the Company may continue to experience disruptions in our operations, liquidity, supply chain and ability to secure additional financing as global supply chains and economic activity continue to recover from the impact of the COVID-19 pandemic.
6. Adverse changes in the global economy could negatively impact the Company's business. Future economic distress may result in a decrease in demand for the Company's products, which could have a material adverse impact on the Company's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Company's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Company.
7. The continuance or escalation of military tensions between Russia and Ukraine and in the Gaza Strip, and economic sanctions in relation thereto, or otherwise, could have a material adverse effect on the Company's results, operations or financial condition.

CRITICAL ACCOUNTING ESTIMATES

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

The Company prepares its financial statements in accordance with IFRS, which require management to estimate various matters that are inherently uncertain as of the date of the financial statements. Accounting estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period and would materially impact the Company's financial statements. The Company's significant accounting policies are discussed in the financial statements. Critical estimates in these accounting policies are discussed below.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

Changes in Accounting Policies

As of the date hereof, there were no changes to accounting policies.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments disclosures require the Company to provide information about a) the significance of financial instruments for the Company's financial position and performance, and b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks. The Company's financial instruments include cash, accounts receivable, and accounts payable and accruals. Refer to the Company's audited consolidated financial statements for the year ended December 31, 2023 and its related MD&A for a discussion of the factors that affect Interfield.

Capital Management

The capital is being managed by the Company in such a way that it is able to continue as a going concern while maximizing returns to investors. The Company's overall strategy remains unchanged from the previous year. The capital structure of the Company consists of equity and retained earnings. As a risk management policy, the Company reviews its cost of capital and risks associated with each class of capital. The Company balances its capital structure based on the above review.

The Company's operations currently do not generate cash flow. The Company depends on equity sales and loans to assist in financing its operations and to cover administrative and other expenses. The Company may encounter difficulty sourcing future financings. This could further hinder the Company's ability to continue operations. The Company is continuing its focus on looking for financing opportunities, additional revenue sources and on cost reduction and controlling overhead costs.

CONTROLS AND PROCEDURES

In compliance with the Canadian Securities Administrators' Regulation, the Company has filed certificates signed by the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") that, among other things, report on the design of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation and include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

There were no significant changes in the Company's internal controls over financial reporting during the year ended December 31, 2023. The Company's management, including the CEO and CFO, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Therefore, even those systems determined to be effective can provide only reasonable (not absolute) assurance that the objectives of the control system are met and as such, misstatements due to error or fraud may occur and not be detected.

Management, including the CEO and CFO, has evaluated the effectiveness of the design of the Company's disclosure controls and procedures. As of December 31, 2023, the CEO and CFO have each concluded that the Company's disclosure controls and procedures, as defined in NI 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings are effective to achieve the purpose for which they have been designed.

OUTSTANDING SHARE DATA, OPTIONS AND WARRANTS

	As at December 31, 2023	As at June 13, 2024*
Common shares	107,483,258	108,453,698
Common shares – fully diluted**	218,560,759	220,557,639
Stock options – outstanding	5,600,000	5,600,000
Stock options – exercisable	Nil	1,800,000
Share purchase warrants	105,477,501	106,503,941

* The common shares and share purchase warrants outstanding represent the share capital for Interfield Global Software Inc. (formerly Highbury Projects Inc.) which completed the takeover transaction with Interfield on February 15, 2023.

** The fully diluted number of common shares above represents the total number of shares that would be outstanding if all possible sources of conversion (all stock options outstanding and share purchase warrants) were exercised.

DIVIDEND REPORT AND POLICY

Interfield has not paid any dividends to date and intends to retain its future earnings, if any, for use in its business and does not expect to pay dividends on its shares in the foreseeable future.

RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

During the year ended December 31, 2023, management determined that the consolidated financial statements for the year ended December 31, 2022 and as at January 1, 2022 needed to be restated to correct for the accounting for the following matters.

Adjustments were made for the year ended December 31, 2022 to correct the following:

1. Reverse \$3,028,281 in expenses that were capitalized to intangible assets that should have been expensed. \$2,418,622 in 2021 and \$609,659 in 2022.
2. Record \$32 adjustment to cash and cash equivalents for foreign exchange adjustment.
3. Record \$332,715 addition to cash and cash equivalents for funds held in trust for deposit of proceeds from private placement that closed in February 2023.
4. Reverse \$42,800 in accounts receivable for one customer: \$19,200 in 2022 and \$23,600 in 2021.
5. Reclass \$8,578 from cost of sales and \$103 from accumulated deficit to deposits, prepayments, and other receivables as it related to year ended December 31, 2023.
6. Reclass \$17,332 VAT refund from deposits, prepayments, and other receivables to accounts receivable.
7. Reclass \$247,604 from due from related parties to due to related parties.
8. Reclass \$905,469 from shareholders' current account to accumulated deficit.
9. Record \$2,420,945 as loss on settlement of debt, \$3,504,490 as units to be issued and \$600,544 charge to accumulated deficit for the settlement of advisory fees of \$483,001 (\$276,004 accounts payable and \$206,997 due to related parties).
10. Record \$57,370 as loss on settlement of debt, \$849,871 as units to be issued and \$380,422 charge to accumulated deficit for the settlement of due to related parties of \$412,079.
11. Record settlement of founders' debt of \$2,935,000 of loans and \$352,000 of prior period consulting expenses converted to \$27,966,735 of units to be issued and \$24,679,735 charge to accumulated deficit.
12. Record settlement of \$4,419,276 of loans converted to units to be issued of \$8,327,746. The conversion included interest expense of \$348,778 recorded in 2022 plus interest expense relating to years prior to 2022 of \$4,331,891 recorded in opening accumulated deficit, \$772,199 as gain on settlement of debt related to interest.
13. Record \$36,239 additional accrual for employees' end of service indemnity: \$5,009 in 2022 and \$31,230 in 2021.
14. Record promissory notes payable of \$161,494 including interest of \$9,497 which was expensed during the year. Due to related parties was reduced by \$151,997.
15. Reclassify \$999 from accruals and other payables to unearned revenue.
16. Reclassify \$349,606 from accruals and other payables to due to related parties.
17. Accrue \$209,924 for consultant's expense: \$35,851 in the 2022 and \$174,073 in the 2021.
18. Increase due to related party for \$100,000 in expenses incurred in the prior period.
19. Accrue \$24,449 in regulatory fees expense.
20. Accrue \$19,000 in consultant's expense.
21. Record prior period adjustment of reversal of \$200,834 of consulting expenses and due to related parties.
22. Reclassify \$41,341 from other income to general and administrative expenses.
23. Reclassify \$16,722 from due to related parties to accounts payable.
24. Record adjustment for professional fees of \$48,842 that should have been recorded in 2021 and not 2022.
25. Net \$73,868 cost of sales against revenue.

The effects of the restatement on the consolidated statement of financial position as at December 31, 2022 is summarized below.

	As at December 31, 2022 (Previously Reported)	Adjustment	As at December 31, 2022 (As Restated)
Assets			
Non-Current Assets			
Property, plant and equipment	\$3,990	\$0	\$3,990
Intangible assets	\$3,028,281	(\$3,028,281)	\$0
Total Non-Current Assets	\$3,032,271	(\$3,028,281)	\$3,990
Current assets			
Cash and cash equivalents	\$43,071	(\$32)	\$43,039
Cash held in trust	\$0	\$332,715	\$332,715
Accounts receivable	\$55,073	(\$25,468)	\$29,605
Deposits, prepayments and other receivables	\$67,963	(\$8,651)	\$59,312
Due from related parties	\$247,604	(\$247,604)	\$0
Total Current Assets	\$413,711	\$50,960	\$464,671
Total Assets	\$3,445,982	(\$2,977,321)	\$468,661
Equity and Liabilities			
Equity			
Share capital	\$50,000	\$0	\$50,000
Shareholders' current account	\$905,469	(\$905,469)	\$0
Units to be issued	\$0	\$40,648,842	\$40,648,842
Accumulated deficit	(\$7,426,070)	(\$34,754,724)	(\$42,180,794)
Total Equity	(\$6,470,601)	\$4,988,649	(\$1,481,952)
Non-Current Liabilities			
Loans	\$7,354,276	(\$7,354,276)	\$0
Employees' end of service indemnity	\$83,960	\$36,239	\$120,199
Total Non-Current Liabilities	\$7,438,236	(\$7,318,037)	\$120,199
Current Liabilities			
Accounts payable	\$610,011	(\$5,909)	\$604,102
Accruals and Other Payables	\$350,605	(\$350,605)	\$0
Share subscription receipt payable	\$0	\$332,715	\$332,715
Notes payable	\$0	\$161,494	\$161,494
Unearned revenue	\$0	\$999	\$999
Due to related parties	\$1,517,731	(\$786,627)	\$731,104
Total Current Liabilities	\$2,478,347	(\$647,933)	\$1,830,414
Total Liabilities	\$9,916,583	(\$7,965,970)	\$1,950,613
Total Equity and Liabilities	\$3,445,982	(\$2,977,321)	\$468,661

Impact on the Consolidated Statements of Loss and Comprehensive Loss for the year ended December 31, 2022:

	Year ended December 31, 2022 (Previously Reported)	Adjustment	Year ended December 31, 2022 (As Restated)
Revenue	\$236,767	(\$93,068)	\$143,699
Cost of sales	(\$82,446)	\$82,446	\$0
Gross loss for the year	\$154,321	(\$10,622)	\$143,699
Other income	\$41,341	(\$41,341)	\$0
Expenses	(\$1,384,637)	(\$603,817)	(\$1,988,454)
Other items:			
Interest expense	\$0	(\$358,278)	(\$358,278)
Loss on settlement of debt	\$0	(\$1,706,141)	(\$1,706,141)
Net loss for the year	(\$1,188,975)	(\$2,720,199)	(\$3,909,174)
Comprehensive loss for the year	(\$1,188,975)	(\$2,720,199)	(\$3,909,174)
Loss per share - basic and diluted	(\$0.31)	(\$0.71)	(\$1.02)

Impact on the Consolidated Statements of Cash Flows for the year ended December 31, 2022:

	Year ended December 31, 2022 (Previously Reported)	Adjustment	Year ended December 31, 2022 (as Restated)
Cash flows from operating activities:			
Comprehensive loss for the year	(\$1,188,975)	(\$2,720,199)	(\$3,909,174)
Adjustment for:			
Depreciation	\$2,904	\$0	\$2,904
Net movements in employees' end of service indemnity	\$15,263	\$5,012	\$20,275
Loss on settlement of debt	\$0	\$1,706,116	\$1,706,116
Interest expense	\$0	\$358,275	\$358,275
Cash flow before changes in working capital	(\$1,170,808)	(\$650,796)	(\$1,821,604)
Accounts receivable	\$825,843	(\$825,601)	\$242
Deposits, prepayments and other receivables	(\$14,294)	\$8,651	(\$5,643)
Due from related party	(\$31,076)	\$31,076	\$0
Accounts payable	(\$551,089)	\$664,730	\$113,641
Accruals and other payables	(\$3,422)	\$3,422	\$0
Due to related party	\$1,310,709	\$3,652	\$1,314,361
Unearned revenue	\$0	\$999	\$999
Net cash used in operating activities	\$365,863	(\$763,867)	(\$398,004)
Cash flows from investing activities:			
Property, plant and equipment	(\$4,008)	\$0	(\$4,008)
Intangible assets	(\$609,659)	\$609,659	\$0
Net cash used in investing activities	(\$613,667)	\$609,659	(\$4,008)
Cash flows from financing activities:			
Net movements in shareholders' current account	(\$2,180)	\$2,180	\$0
Loans	\$208,060	\$0	\$208,060
Notes payable	\$0	\$151,997	\$151,997
Share subscriptions received	\$0	\$332,715	\$332,715
Cash generated from financing activities	\$205,880	\$486,892	\$692,772
Net (decrease)/increase in cash and cash equivalents	(\$41,924)	\$332,684	\$290,760
Cash and cash equivalents at the beginning of the year	\$84,994	\$0	\$84,994
Cash and cash equivalents at the end of the year	\$43,070	\$332,684	\$375,754

The effects of the restatement on the consolidated statement of financial position as at January 1, 2022 is summarized below.

1. Record conversion feature of convertible debt of \$1,835,534 to accumulated deficit.
2. Record \$221,979 accrual of additional interest expense addition to loans.
3. Reclassify \$354,026 from accruals and other payables to accounts payable.
4. Record accrual of interest expense of \$2,274,558..
5. Record \$174,008 additional management fee.
6. Accrue \$100,000 in consulting expenses due to related parties.
7. Accrue \$1,937 in miscellaneous expense due to a related party
8. Reclass \$216,528 from due from related parties to due to related parties.
9. Reverse \$200,834 of consulting expenses and due to related parties
10. Record accrual of \$352,000 of consulting expenses due to a related party.
11. Reclass \$660,662 from loans to accounts payable.
12. Reclass \$4,182,695 from accounts payable to due to related parties.
13. Record \$31,227 additional accrual for employees' end of service indemnity.
14. Reclass \$907,649 from shareholders' current account to accumulated deficit.
15. Reclass \$827,469 from accounts receivable to due to related parties.
16. Reverse \$23,600 in accounts receivable for one customer.
17. Record adjustment for professional fees of \$48,842 that should have been recorded in 2021 and not 2022.
18. Record adjustment of \$2,418,622 for intangible assets that should have been expensed instead of capitalized.

	As at January 1, 2022 (Previously Reported)	Adjustment	As at January 1, 2022 (As Restated)
Assets			
Non-Current Assets			
Property, plant and equipment	\$2,886	\$0	\$2,886
Intangible assets	\$2,418,622	(\$2,418,622)	\$0
Total Non-Current Assets	\$2,421,508	(\$2,418,622)	\$2,886
Current assets			
Cash and cash equivalents	\$84,994	\$0	\$84,994
Accounts receivable	\$880,916	(\$851,069)	\$29,847
Deposits, prepayments and other receivables	\$53,669	\$0	\$53,669
Due from related parties	\$216,528	(\$216,528)	\$0
Total Current Assets	\$1,236,107	(\$1,067,597)	\$168,510
Total Assets	\$3,657,615	(\$3,486,219)	\$171,396
Equity and Liabilities			
Equity			
Share capital	\$50,000	\$0	\$50,000
Shareholders' current account	\$907,649	(\$907,649)	\$0
Conversion option	\$0	\$1,835,534	\$1,835,534
Accumulated deficit	(\$6,237,095)	(\$6,373,824)	(\$12,610,919)
Total Equity	(\$5,279,446)	(\$5,445,939)	(\$10,725,385)
Non-Current Liabilities			
Loans	\$7,146,216	(\$438,643)	\$6,707,573
Employees' end of service indemnity	\$68,697	\$31,227	\$99,924
Total Non-Current Liabilities	\$7,214,913	(\$407,416)	\$6,807,497
Current Liabilities			
Accounts payable	\$1,161,100	(\$670,639)	\$490,461
Accruals and Other Payables	\$354,026	(\$354,026)	\$0
Due to related parties	\$207,022	\$3,391,801	\$3,598,823
Total Current Liabilities	\$1,722,148	\$2,367,136	\$4,089,284
Total Liabilities	\$8,937,061	\$1,959,720	\$10,896,781
Total Equity and Liabilities	\$3,657,615	(\$3,486,219)	\$171,396

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these Financial Statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

Management maintains a system of internal controls to provide reasonable assurance that Interfield's assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER MD&A REQUIREMENTS

Additional information relating to Interfield may be found on or in:

- Interfield's website at www.interfieldsolutions.com.
- Interfield's audited financial statements for the year ended December 31, 2023.
- The listing document dated February 15, 2023 in connection with the Transaction.
- The annual information form of the Company dated June 13, 2024.

This MD&A has been approved by the Board effective June 13, 2024.