MENĒ

MENĒ INC.

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED

September 30, 2022

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Menē Inc. (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine month periods ended September 30, 2022. This discussion should be read in conjunction with the unaudited consolidated interim financial statements as at September 30, 2022 and September 30, 2021 with the notes thereto (the "Financial Statements"). This MD&A is dated as of November 28, 2022, unless otherwise indicated.

Unless otherwise indicated and as hereinafter provided, all financial information contained in this MD&A, the unaudited consolidated financial statements, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A are expressed in Canadian dollars, unless otherwise noted. Unless otherwise noted or the context indicates otherwise "we", "us", "our", or the "Company" refer to Menē Inc. and its direct subsidiary.

Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. You should carefully read "Cautionary Note Regarding Forward-looking Statements" in this MD&A and should not place undue reliance on any such forward-looking statements.

USE OF NON-IFRS FINANCIAL MEASURES

Throughout this document, references may be made to certain financial measures that are not measures of performance under IFRS to provide investors with useful supplemental information about the financial performance of our business, enable comparison of financial results between periods where certain items may vary independent of business performance, and allow for greater transparency with respect to key metrics used by management in operating its business. These non-IFRS measures include Non-IFRS Adjusted Revenue, Non-IFRS Adjusted Income (Loss), Net Working Capital, and Tangible Common Equity. These measures do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. They are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective and should not be considered in isolation or as a substitute for analysis of our financial information reported under IFRS.

Non-IFRS financial measures used in this MD&A are defined and reconciled to their most directly comparable IFRS measure in "Non-IFRS Financial Measures".

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains or refers to certain forward-looking information. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "may", "potential" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. All information other than information regarding historical fact, which addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future, is forward-looking information. Forward-looking information does not constitute historical fact but reflects the current expectations the Company has regarding future results or events based on information that is currently available. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking information will not occur. Such forward-looking information in this MD&A speak only as of the date of this MD&A. Forward-looking information in this MD&A includes, but is not limited to, statements with respect to:

- expectations regarding the ability to raise capital and grow through acquisitions;
- growth strategy and opportunities;
- expectations of marketing expenditure programs;
- our intention to build a physical distribution system, including retail store outlets, stores-within-stores and the leasing of physical space to showcase its jewelry through proprietary jewelry display cases that display the real-time pricing for each jewelry item;
- our ability to source target companies and grow through acquisitions as well as internal expansion;
- our ability to integrate acquisition targets;
- our ability to obtain necessary capital;
- consumer demand and changes in consumer preferences;
- government regulation;
- taxation policies;
- product liability;
- anticipated and unanticipated costs;
- trademarks, copyrights and other intellectual property rights;
- the outcome of legal proceedings;
- the economy in general;

- conditions in the jewelry industry, including competitive conditions;
- the economic condition of the Company's competitors;
- the retention of key personnel;
- online sales and privacy breaches; and
- our ability to monitor, assess and manage the impact of the COVID-19 pandemic.

With respect to the forward-looking information contained in this MD&A, the Company has made certain assumptions regarding, among other things: (i) cash flow from the Company's operations; (ii) general economic, financial market, regulatory and political conditions in which the Company operates; (iii) consumer interest in the Company's products; (iv) competition; (v) anticipated and unanticipated costs; (vi) government regulations applicable to the Company's business and operations, and its impacts thereon; (vii) the Company's ability to obtain qualified staff, equipment, and services in a timely and cost-efficient manner; (viii) the Company's ability to conduct operations in a safe, efficient and effective manner; (ix) the Company's ability to carry out its marketing plans and their effectiveness; (x) the efficacy of the Company's security measures; (xi) the Company's product development plans and timeframes for completion. Although the Company believes that the assumptions inherent in any forward-looking information are reasonable, forward-looking information is not a guarantee of future events or performance. Our outlook is offered to provide information about current expectations for fiscal year 2022. This information may not be appropriate for other purposes. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty therein.

Risks and other factors that could cause actual results or events to differ materially those expressed in forward-looking information include but are not limited to the risk discussed in the section entitled "Risks and Uncertainties" and elsewhere in this MD&A, and in materials that we from time to time file with, or furnish to, the Canadian securities regulatory authorities. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake any obligation to update or revise any forward-looking information, except as required by law.

BUSINESS OVERVIEW

Menē crafts pure 24 karat gold and platinum jewelry that is transparently sold by gram weight. Menē marries innovative technology, timeless design, and pure precious metals to create pieces which endure as a store of value thereby restoring the relationship between jewelry and savings.

Through Mene.com customers can buy jewelry, monitor the value of their collection over time, and sell or exchange their pieces by gram weight at the prevailing market prices for gold and platinum.

Menē launched its e-commerce website, Mene.com, on an invite-only basis on November 15, 2017. On January 8, 2018, Menē officially launched its brand and website to the greater public.

COMPANY FORMATION

Menē first incorporated through Menē U.S., a Delaware corporation, incorporated on November 10, 2016 under the legal entity name Menē Inc. Subsequently, Menē was incorporated in Canada under the Business Corporation Act (Ontario) on July 11, 2017 under the legal entity name Menē Inc., and Menē U.S. became a wholly owned subsidiary through share exchanges with the shareholders of Menē U.S.

The Company maintains corporate administrative, marketing, and innovation office at 334 Adelaide Street West, Suite 307, in Toronto, Canada, and holds manufacturing partnerships in New Jersey and Rhode Island, USA.

THE SPIN-OFF, AMALGAMATION, AND INDEPENDENT LISTING OF MENĒ

Under the terms of the previously announced spin-off from Goldmoney Inc. ("Goldmoney"), Menē completed a three-cornered amalgamation with a wholly owned subsidiary of Amador Gold Corp. (the "Amalgamation"). Subsequent to the Amalgamation, Amador and the corporation continuing from the Amalgamation completed a vertical amalgamation and continued as the corporation named, "Menē Inc.". Following the completion of the Spin-off and Amalgamation, the Company became listed and began trading on the Toronto Stock Exchange Venture under the symbol MENE on November 6, 2018.

REVENUE MODEL

The Company generates revenue when jewelry is sold directly from the Company's website, Mene.com. The price of each jewelry piece is determined by the gold and platinum weight value on the date of sale, plus a transparent design and manufacturing premium called the Menē Premium. As of the date of this MD&A, the premium ranges from 20% to 40% of the daily precious metal value. The company has designed proprietary technology which can effectively adjust the margins for each jewelry design based on demand and inventory levels. Customers can always see what this premium is on each product page knowing precisely what component of the purchase will be for the gold and platinum weight and what component for the jewelry. For example, a $1,000 Menē chain, identified as revenue inclusive of a 24% premium, consists of $806 in gold or platinum value at the time of purchase, plus $194 in premium earned by Menē.

The Company further generates revenue through its lifetime buyback program offered to customers. Customers can exchange or sell previously purchased jewelry through mene.com at the prevailing precious metal prices on the date that the Company has verified authenticity of the jewelry that was sold back to the Company.

The Company charges a 10% fee on the spot price of the precious metal weight on the date of authenticity (i.e., spot price x weight x 10%) if the customer included the original Certificate of Authenticity in their returned package. The Company defines this as the "Buyback Fee". The Company further charges a 5% fee on the spot price of the precious metal weight on the date of authenticity (i.e., spot price x weight x 5%) if the customer did not include the original Certificate of Authenticity in their returned package. The Company defines this as the "Assaying Fee".

FINANCING ROUNDS AND REPAYMENT

On December 21, 2018, Menē completed a bought deal offering of 14,286,000 units (the "Units") issued by way of short-form prospectus at a price of $0.70 per Unit, for aggregate gross proceeds of $10,000,200. Each Unit consisted of one Class B Share of the Company and one-half of one share purchase warrant of the Company (each whole share purchase warrant, a "Warrant"). Each Warrant was exercisable into one Class B Share at a price of C$1.00 until November 29, 2020.

On March 8, 2019, Menē completed a debt financing round in which a strategic lender purchased a 3.0% secured non-convertible note with a $20,000,000 aggregate principal amount due March 8, 2021. The lender was also issued 15,000,000 subordinate voting warrants of the Company, exercisable for an equal amount of Class B Shares at a price of $1.00 per Class B Share until November 29, 2020.

On March 19, 2020, the Company made a prepayment on the $20,000,000 note payable issued by the Company on March 8, 2019. The Company agreed to prepay $10,000,000 of the principal amount to the lender of the note payable in consideration for a cash payment of $9,300,000. The prepayment was effective from January 1, 2020 and the principal amount outstanding after the prepayment was $10,000,000.

On March 8, 2021, the Company entered into a debt retirement agreement for the note payable issued by the Company on March 8, 2019 to retire the balance of its outstanding debt (the "Debt Retirement"). Pursuant to the debt retirement agreement the Company issued an aggregate of 9,920,635 Class B Shares in settlement of $5,000,000 ($0.504 per Class B Share) and made a cash payment of $5,119,167 (including all accrued interest to the date of completion of the Debt Retirement), in consideration for the retirement of a total of $10,119,167 in principal and accrued interest owing to the Lender.

OVERALL PERFORMANCE

During the three months ended September 30, 2022 ("Q3 2022"), the Company:

- Generated $5.05 million in revenue and $6.7 million in Non-IFRS Adjusted Revenue, a decrease of $0.3 million (5%) and increase of $0.3 million (4%) respectively year-over-year ("YoY"). See Non-IFRS Measures for a reconciliation of Non-IFRS Adjusted Revenue.
- Generated $1.1 million in gross profit.
- Generated net loss of $0.2 million and comprehensive income of $1 million, a decrease of $24 thousand (9%) and increase of $0.5 million (85%) respectively YoY.
- Sold 56 kg of jewelry through 4,175 customer orders.

Please see detailed discussion of the Company's performance for the period in the "Results of Operations" section of this MD&A.

BUSINESS INITIATIVES AND OUTLOOK

Management believes future revenue growth will be driven by the following key performance indicators:

- Customer satisfaction
- Brand reputation and appeal
- Number of customer sign ups
- Number of customer orders
- Average order value
- Number of unique product designs
- Percentage of repeat customer order activity
- Average customer acquisition cost through marketing
- Viral adoption and organic customer acquisition through word of mouth

Management's experience in the precious metal industry together with the Company's online business model allows Menē to avoid many of the costs that are typically incurred by traditional western jewelry brands. As a result, Menē is able to realize lower profit margins while remaining financially viable. This in turn allows Menē to build valuable long-term relationships with its customers through subsequent sales, exchanges, and purchases of Menē jewelry.

SELECTED QUARTERLY INFORMATION (1)

The following table presents a summary of our consolidated operating results for the past eight quarters:

	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
Revenue	5,049,992	5,850,574	7,346,373	8,497,769	5,317,842	5,754,156	7,203,492	7,110,188
Gross profit	**1,123,083**	**1,529,649**	**1,953,731**	**2,009,201**	**1,245,908**	**1,529,690**	**1,737,688**	**1,691,750**
Total operating expenses	(1,454,364)	(1,691,671)	(1,656,138)	(1,841,282)	(1,415,781)	(1,430,369)	(1,530,767)	(1,912,606)
Operating income (loss)	**(331,281)**	**(162,022)**	**297,593**	**167,919**	**(169,873)**	**99,321**	**206,921**	**(220,856)**
Net income (loss)	**(247,861)**	**67,421**	**(263,647)**	**(244,687)**	**(271,872)**	**(188,355)**	**672,273**	**(76,727)**
Total comprehensive income (loss)	**1,019,930**	**36,892**	**(668,530)**	**(237,119)**	**551,723**	**(769,975)**	**858,378**	**(697,478)**
Basic and diluted earnings per share	**(0.00)**	**0.00**	**(0.00)**	**(0.00)**	**(0.00)**	**(0.00)**	**0.00**	**(0.00)**
Non-IFRS Measures								
Non-IFRS Adjusted Revenue (2)	6,729,702	6,396,694	9,306,449	10,345,196	6,466,242	6,678,006	8,324,174	8,104,915
Non-IFRS Adjusted Income (Loss) (3)	(330,262)	(893,730)	257,385	311,106	106,889	(276,183)	789,748	23,936

Notes:

(1) The Company's financial statements for fiscal year-ending 2021 and 2020 are audited by an external assurance firm.

(2) The Company adjusts its revenue by adding back the value of jewelry that was returned by customers, revenue from orders for which fulfillment is under process, and discounts given to customers. These adjustments are made to assess the gross revenue before deducting these items from revenue per IFRS. See Non-IFRS Measures for a full reconciliation.

(3) The Company adjusts its total comprehensive income (loss) by adjusting removing the impact of non-cash expenses, consisting of depreciation and amortization, stock-based compensation, accretion, loss on debt retirement, revaluation of metal loan, and translation gain or loss. See Non-IFRS Measures for a full reconciliation.

Except for Q3 2022. over the last eight quarters the Company has experienced steady growth in revenue and gross profit, taking into effect seasonality. The slight decrease in revenue in Q3 2022 compared to Q3 2021 is primarily attributable to the current economic environment which realized higher interest rates, higher recessionary risk and decreased consumer spending. Operating expenses as a percentage of revenue have remained relatively stable over the last eight quarters as management has been able to exert significant control over operating expenses.

The main factors that drove the Q3 2022 YoY decrease in revenue, gross profit, operating income and increase in total comprehensive income are the following:

- The gold weight sold decreased by 12% YoY. Platinum weight sold increased by 3% YoY, offset by a decrease in average price of platinum of 10% during Q3 2022, when compared to the same period in the previous year.
- Gain on revaluation of metal loan payable of $0.1 million in Q3 2022 compared to a loss of $0.1 million in Q3 2021.
- Other comprehensive income of $1 million in Q3 2022, compared to other comprehensive income of $0.6 million in Q3 2021, due to an increase in unrealized gain on foreign currency translation of $0.6 million, and a decrease in gain on revaluation of digital assets of $0.2 million YoY.

RESULTS OF OPERATIONS

BASIS OF PRESENTATION

In this MD&A, we discuss our results of operations on both an IFRS and non-IFRS basis. We discuss our consolidated results from continuing operations on an IFRS basis, as reported in our consolidated income statement, and on a non-IFRS basis using the measures described in the "Use of Non-IFRS Financial Measures" section of this MD&A.

CONSOLIDATED FINANCIAL RESULTS (1)

	Q3 2022	Q3 2021	$ Change	% Change	YTD 2022	YTD 2021	$ Change	% Change
Revenue	5,049,992	5,317,842	(267,850)	(5%)	18,246,939	18,275,490	(28,551)	(0%)
Cost of sales	(3,926,909)	(4,071,934)	145,025	(4%)	(13,640,476)	(13,762,204)	121,728	(1%)
Gross Profit	**1,123,083**	**1,245,908**	**(122,825)**	**(10%)**	**4,606,463**	**4,513,286**	**93,177**	**2%**
Total operating expenses	(1,454,364)	(1,415,781)	(38,583)	3%	(4,802,173)	(4,376,917)	(425,256)	10%
Operating income (loss)	**(331,281)**	**(169,873)**	**(161,408)**	**95%**	**(195,710)**	**136,369**	**(332,079)**	**(244%)**
Total comprehensive income (loss)	**1,019,930**	**551,723**	**468,207**	**85%**	**388,292**	**640,126**	**(251,834)**	**(39%)**
Non-IFRS Measures								
Non-IFRS Adjusted Revenue (2)	6,729,702	6,466,242	263,460	4%	22,432,845	21,468,422	964,424	4%
Non-IFRS Adjusted Income (Loss) (3)	(330,262)	106,889	(437,151)	(409%)	(966,607)	620,454	(1,587,061)	(256%)

Notes:

(1) The Company's financial statements for fiscal year-ending 2021 and 2020 are audited by an external assurance firm.

(2) The Company adjusts its revenue by adding back the value of jewelry that was returned by customers, revenue from orders for which fulfillment is under process, and discounts given to customers. These adjustments are made to assess the gross revenue before deducting these items from revenue per IFRS. See Non-IFRS Measures for a full reconciliation.

(3) The Company adjusts its total comprehensive income (loss) by adjusting removing the impact of non-cash expenses, consisting of depreciation and amortization, stock-based compensation, accretion, loss on debt retirement, revaluation of metal loan, and translation gain or loss. See Non-IFRS Measures for a full reconciliation.

Revenue – The Company achieved revenue of $5.05 million in Q3 2022, a decrease of $0.3 million or 5% YoY. The total jewelry weight sold decreased by 9% YoY.

Revenue for the nine months ended September 30, 2022 remained consistent YoY.

Cost of sales – Cost of sales includes the purchase price of the metal, cost of supplies, and cost of direct labour, manufacturing overhead, and packaging. Cost of sales decreased by 4% YoY consistent with the decrease in revenue. Cost of sales for the nine months ended September 30, 2022, decreased by 1% when compared to same period last year.

Gross profit – In Q3 2022 the Company's gross profit of $1.1 million a decrease of $0.1 million (10%) compared to Q3 2021. For the nine months ended September 30, 2022 gross profit increased by $0.1 million (2%), when compared to same prior year period.

OPERATING EXPENSES

The following table sets forth the details of operating expenses for the three and nine months ended September 30, 2022 and 2021.

	Q3 2022	Q3 2021	$ Change	% Change	YTD 2022	YTD 2021	$ Change	% Change
Operating Expenses								
Advertising and promotion	151,145	127,869	23,276	18%	448,157	410,686	37,471	9%
Personnel related expenses	390,219	363,989	26,230	7%	1,138,082	1,102,457	35,625	3%
Professional fees	127,227	77,639	49,588	64%	419,551	425,884	(6,333)	(1%)
Distribution centre and processing	479,363	470,093	9,270	2%	1,613,527	1,476,719	136,808	9%
Stock-based compensation	31,892	40,196	(8,304)	(21%)	91,790	47,069	44,721	95%
General and administrative	162,743	130,109	32,634	25%	435,702	344,273	91,429	27%
Foreign exchange (gain) loss	(56,492)	(5,571)	(50,921)	914%	(50,855)	8,584	(59,439)	(692%)
Technology and development costs	140,294	168,200	(27,906)	(17%)	374,489	434,165	(59,676)	(14%)
Other	-	-	-	-	218,651	-	218,651	100%
Depreciation and amortization	27,973	43,257	(15,284)	(35%)	113,079	127,080	(14,001)	(11%)
Total operating expenses for the period	**1,454,364**	**1,415,781**	**38,583**	**3%**	**4,802,173**	**4,376,917**	**425,256**	**10%**

Advertising and promotion – Advertising and promotion expenditures consist of fees incurred in online marketing campaigns, gifts of jewelry and issuance of promotional gift vouchers. Advertising and promotion expense increased by 18% in Q3 2022 and 9% during the nine months ended September 30, 2022, when compared to the same periods last year.

Personnel related expenses – Personnel expenses increased by 7% year over year as the Company added more staff to support business needs.

Professional fees – Professional fees consist of costs incurred to engage experts and consultants for legal, accounting, auditing, and photography for product pictures. Professional fees increased by $50 thousand (64%) in Q3 2022 and decreased by 1% for the nine months ended September 30, 2022, when compared to the same periods in 2021. The year over year decrease for the nine months period was due to non-recurrence of certain costs from 2021.

Distribution centre and processing – The increase in distribution centre and processing fees in Q3 2022, compared to the same period last year can be attributed to the increase in shipping costs of orders.

General and administrative – General and administrative expenditures consist of cost relating to operating the corporate office such as rent, office supplies, insurance, travel costs, and subscriptions to various services. General and administrative increased YoY in Q3 2022, due to an increase in travel expenses.

Depreciation and amortization – This relates to the depreciation of manufacturing and other office equipment, and amortization for the Company's website.

Stock-based compensation – Stock-based compensation consist of stock options, restricted stock units and warrants granted to directors, officers, employees and consultants. The year over year increase in stock-based compensation for expense in for the nine months ended September 30, 2022 is due new stock options granted in Q1 2022.

Technology and development costs – The technology and development expenditures primarily relate to the streamline of development resources and software on the Menē platform and other integration work. Certain costs related to product development and testing are also included in this category.

Foreign exchange loss – These expenses arise from foreign exchange rate differences from when transactions are created, and eventually settled.

LIQUIDITY AND FINANCIAL POSITION

CASH FLOW SUMMARY

	Q3 2022	Q3 2021	$ Change	% Change	YTD 2022	YTD 2021	$ Change	% Change
Net cash provided by (used in)								
Operating activities	(4,652,247)	(3,967,502)	(684,745)	17%	1,517,961	(4,856,504)	6,374,465	(131%)
Investing activities	-	3,992,811	(3,992,811)	(100%)	(5,000,000)	3,976,456	(8,976,456)	(226%)
Financing activities	37,500	213,286	(175,786)	(82%)	37,500	(4,689,347)	4,726,847	(101%)
Increase (decrease) in cash and cash equivalents	**(4,614,747)**	**238,595**	**(4,853,342)**	**2,034%**	**(3,444,539)**	**(5,569,395)**	**2,124,856**	**(38%)**

OPERATING ACTIVITIES

The net cash used in operations in Q3 2022 was $4.7 million, an increase of $0.7 million (17%) when compared to Q3 2021. The increase in cash used operations is mainly attributable to net purchase of inventory of $4.3 million in Q3 2022 as compared to a net purchase of inventory of $3.8 million Q3 2021.

The Company generated $1.5 million in cash from operating activities year to date, an increase of $6.4 million when compared with the same period in 2021, primarily due to a decrease in inventory purchases.

INVESTING ACTIVITIES

Cash used in investing activities in during the nine months ended September 30, 2022 was $5 million as the Company purchased short-term investments.

FINANCING ACTIVITIES

Cash provided by financing activities during the three and nine months ended September 30, 2022 was $38 thousand due to proceeds from warrant exercise.

Cash used in financing activities for the nine months ended September 30, 2021, was $4.7 million, as the Company made a $5 million repayment of its note payable.

CAPITAL RESOURCES

The following table summarizes capital resources and cash as at September 30, 2022 and December 31 2021:

	September 30, 2022	December 31, 2021	$ Change	% Change
Cash and cash equivalents	4,388,071	7,485,784	(3,097,713)	(41%)
Inventory	17,571,181	18,535,322	(964,141)	(5%)
Short-term investments	6,170,777	1,159,458	5,011,319	432%
Prepaids and other assets	248,782	203,336	45,446	22%
Trade and other receivables	227,794	49,771	178,023	358%
Other financial assets	261,730	264,470	(2,740)	(1%)
Accounts payable and accrued liabilities	(902,032)	(1,091,322)	189,290	(17%)
Deferred revenue	(473,239)	(561,053)	87,814	(16%)
Borrowings and payables to related parties	(10,541,635)	(10,421,074)	(120,561)	1%
Net Working Capital	**16,951,429**	**15,624,692**	**1,326,737**	**8%**
Property and equipment	**408,889**	**485,774**	(76,885)	(16%)
Tangible Common Equity	**17,360,318**	**16,110,466**	**1,249,852**	**8%**

At September 30, 2022, the Company had $4.4 million in cash and cash equivalents, $6.2 million in short-term investments, with a net working capital of $17 million. The decrease in cash and cash equivalents results mainly from an increase in short-term investments.

The Company believes its net working capital balance is sufficient to continue funding operational activities such as purchasing precious metals inventories, incurring manufacturing and operating expenses and investing in capital assets such as production machinery and equipment for the next few years.

Tangible Common Equity as at September 30, 2022 was $17.4 million, a $1.2 million (8%) increase over December 31, 2021.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company has no lease obligations as at September 30, 2022.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

1. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. In addition, long lived assets that are not amortized are subject to an annual impairment assessment.

2. Valuation of warrants and share-based compensation

The fair value of warrants and stock options are determined using the Black-Scholes option pricing formula. Option pricing models require the input of subjective assumptions including expected dividend yield, expected volatility and expected average life (note 13 of the audited consolidated annual financial statements).

3. Functional currency

Under IFRS, each entity must determine its own functional currency, which becomes the currency that entity measures its results and financial position in. In determining the functional currencies of the Company and its subsidiary, the Company considered many factors, including the currency that mainly influences sales prices for goods and services, the currency of the country whose competitive forces and regulations mainly determine the sales prices, and the currency that mainly influences labour material and other costs for each consolidated entity.

4. Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made (note 14 of the audited consolidated annual financial statements).

5. Discount rate used

The Company measures the fair value of certain financial instruments by discounting the contractual cash flows of those instruments to their present value. Management uses its experience and judgment in determining the appropriate discount rate to be used.

6. Digital assets

There is limited guidance on the recognition and measurement of digital assets. The Company has assessed that its digital assets meet the definition of an intangible asset. Although the Company's digital assets are traded in active markets and are valued based upon quoted prices (less costs to sell). See Notes 9 and 15 of the audited annual consolidated financial statements.

COVID-19 OUTBREAK

The outbreak of coronavirus COVID-19 has caused severe global disruptions that has negatively impacted economic conditions globally. Governments in affected countries have imposed travel restrictions, quarantines, and other emergency public health measures. In conjunction with these government mandates, the COVID-19 pandemic has caused the Company to modify its business practices (including employee travel, employee work locations, and physical participation in meetings, events and conferences). Further actions may be required as government authorities or the Company mandate further restrictions to protect the safety of employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus or otherwise be satisfactory to government authorities.

The extent to which COVID-19 impacts the business, results of operations and financial condition will depend on future developments, which are uncertain and unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after the outbreak has subsided, the Company may continue to experience materially adverse impacts to its business as a result of the global economic impact.

The outbreak has not adversely affected operations to date as the Company has benefitted from strong precious metal demand. Notwithstanding the global impact and uncertainty around COVID-19, the Company believes that the outbreak will not have a significant adverse effect on its operations. The Company believes that its online business model is well suited to withstanding the outbreak as consumers increase precious metal jewelry purchases in times of uncertainty.

The Company will continue to monitor the impact of COVID-19 on its operations and adjust its policies and operations as required.

RECENTLY ADOPTED ACCOUNTING STANDARDS

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded.

During the year ended December 31, 2021, the Company adopted a number of amendments and improvements of existing standards. These included amendments to IFRS 9. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

NEW IFRS STANDARDS AND INTERPRETATIONS

The following standards and interpretations have been issued but are not yet effective. The Company intends to adopt these standards on the required effective date. They are not expected to have a significant impact on the consolidated financial statements:

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023. In February 2021, the IASB issued 'Disclosure of Accounting Policies' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") was amended. In February 2021, the IASB issued 'Definition of Accounting Estimates' to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 12 Income Taxes ("IAS 12") was amended. In May 2021, the IASB issued 'Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction' that clarifies how entities account for deferred tax on transactions such as leases and decommissioning obligations. The amendments are effective for year ends beginning on or after January 1, 2023.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

CAPITAL RISK MANAGEMENT

The Company manages its capital with the following objectives:

i. to ensure sufficient financial flexibility to achieve ongoing business objectives, including funding of future growth opportunities and pursuit of accretive acquisitions; and

ii. to maximize shareholder return through enhancing share value.

The Company monitors its capital structure and adjusts according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, issuing new debt, retiring existing debt, or adjusting capital spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company considers its capital to be equity, comprising of share capital, contributed surplus, and retained deficit, which as at September 30, 2022 totaled $17,920,636 ($18,235,433 as at December 31, 2021).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenses and other investing and financing activities. The forecast is updated based on actual activities. Capital management information is provided to the Board of Directors of the Company.

FINANCIAL RISK MANAGEMENT

CREDIT RISK

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation and arises principally from the Company`s receivables and short-term investments consisting of GICs. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents, digital assets and short-term investments are held with reputable institutions, from which management believes the risk of loss to be remote. The maximum exposure to credit risk is the carrying value of receivables, and short-term investments.

The Company's receivables consist of funds at the payment processors for completed customer orders, interest receivable from its GIC short-term investments at the bank, and Harmonized Sales Tax refunds receivable from the Canadian Government. The Company assesses its receivables as stage 1, and the expected credit loss is nil within a twelve month period.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. As at September 30, 2022, the Company had current assets of $28,868,335 to settle accounts payable, accrued liabilities, borrowings and payables to related parties of $11,916,906.

MARKET RISK

Market risk is the risk that changes in market prices – e.g. foreign exchange rates, interest rates, equity prices and metal prices – will affect the Company's income or the value of its financial instruments.

INTEREST RATE RISK

The Company has cash balances and no variable interest-bearing debt. The Company's current policy is to invest excess cash in investment grade short term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

FOREIGN CURRENCY RISK

The Company's functional currency is the Canadian dollar. The functional currency of the Company's foreign subsidiary is the United States dollar. The Company's reporting currency is the Canadian dollar. Major purchases are transacted in Canadian dollars, US dollars and Euros. To reduce the mismatch between the currencies, the Company holds financial instruments denominated in these currencies.

PRICE RISK

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors prices of the precious metals it transacts with. The Company's precious metals inventory is subject to fair value fluctuations arising from changes in the price of precious metals.

SENSITIVITY ANALYSIS

Based on management's knowledge of and experience with the financial markets, the Company believes the following movements are "reasonably possible":

i. The Company's precious metal inventory balance of $17,751,181 is subject to a revaluation on the lower price of cost or net realizable value. The Company defines the net realizable value to be a mark-up ranging between 20% to 40% on the daily precious metal value. As such, the historical cost would, with high degree of probability, be lower than the net realizable value. Thus, there is no impact on the net Income and comprehensive Income and deficit for the period ended September 30, 2022.
ii. The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash and cash equivalents, short term investments,

inventory, and accounts payable and accrued liabilities. Financial instruments are denominated in US dollars, Euros and Pound Sterling. As at September 30, 2022, the net income and comprehensive income would have been $140,169 higher/lower, had the Canadian dollar strengthened/weakened by 5% as a result of foreign exchange gains/losses on translation of US dollar, Euros and Pound Sterling denominated financial instruments related to cash and cash equivalents, trade and other receivables, short-term investments, and accounts payable and accrued liabilities.

iii. The Company's digital asset balance of $776,341 is subject to fair value fluctuations. As at September 30, 2022, if the fair value of digital assets had increased/decreased by 5% with all other variables held constant, comprehensive income for the period ended September 30, 2022 would have been approximately $38,817 higher/lower.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at fair value. Key management is defined as those with authority and responsibility for planning, directing and controlling activities of the company, including directors and executive team.

During the period ended September 30, 2022, the Company paid a total compensation of $206,134 to key management personnel, including consulting fees, salary and stock based compensation.

RELATED PARTY TRANSACTIONS WITH GOLDMONEY INC.

Menē has an associate relationship with the company Goldmoney, as Goldmoney held 33.95% of ownership in Menē as at September 30, 2022 and shares the same Chief Executive Officer, who influences key business decisions.

Menē has a supply agreement with Goldmoney dated August 20, 2017. The supply agreement states that Goldmoney is the exclusive supplier of gold and platinum to Menē, and Menē agrees to purchase the metals at a price of 0.5% over the spot price, subject to the terms of the supply agreement.

On March 19, 2022, Goldmoney agreed to extend the maturity of the line of credit promissory note originally issued to the Company on March 19, 2019. The note will bear interest at the rate of 3% per annum and is payable on March 19, 2023, or on demand by Goldmoney.

SUBSEQUENT EVENTS

ACQUISITION OF MANUFACTURING FACILITY

On October 26, 2022, the Company completed its acquisition of a manufacturing facility in the United States. The Company paid US$500,00 in cash and issued 1,206,583 Class B shares to complete the transaction.

OUTSTANDING SHARE CAPITAL DATA

As of the date of this MD&A, the Company had 110,342,154 multiple voting Class A Shares and 149,372,390 Class B Shares issued and outstanding, 1,290,786 options outstanding, each option exercisable for the purchase of one Class B Share and 116,369 restricted stock units outstanding, each unit exercisable for one Class B Share.

RISKS AND UNCERTAINTIES

Due to the nature of Company's business and its present stage of development, prospective investors in the Company's securities should carefully consider the specific and general risks involved in an investment in the securities of the Company. Risk factors that could materially affect the Company's business, results of operations, prospects and financial condition include (i) the Company's limited operating history; (ii) history of operating losses; (iii) future capital needs and uncertainty of additional financing; (iv) the risk of fluctuations in the market price of the Class B Shares; (v) concentration of control of the Company; (vi) foreign currency and exchange rate risk; (vii) global economic and financial market deterioration impeding access to capital or increasing the cost of capital; (viii) dividend policy; (ix) regulation and compliance; (x) legal and regulatory change and uncertainty; (xi) jurisdictional factors associated with international operations; (xii) foreign restrictions on access to the Company's services; (xiii) product development and rapid technological change; (xiv) dependence on technical infrastructure; (xv) protection of intellectual property; (xvi) use and storage of personal information and compliance with privacy laws; (xvii) network security risks; (xviii) risk of system failure or inadequacy; (xix) risks associated with market expansion; (xx) the Company's ability to manage rapid growth; (xxi) competition; (xxii) effectiveness of the Company's risk management and internal controls; (xxiii) marketing and brand development; (xxiv) use of the Company's services for improper or illegal purposes; (xxv) customer complaints and negative publicity; (xxvi) reliance on key personnel; (xxvii) uninsured and underinsured losses; (xxviii) theft & risk of physical harm to personnel; (xxix) precious metal trading risks; (xxx) volatility of precious metals prices & public interest in precious metals investment; (xxxi) risks associated with COVID-19 and other infectious diseases presenting as major health issues; (xxxii) risks associated with geo-political conflicts, including the ongoing conflict in the Ukraine, and its impacts on the Company's business and precious metal prices; and (xxxiii) failure to comply with environmental and health and safety laws and regulations. Additional risks and uncertainties not presently known to the Company or that the Company does not currently anticipate will be material, may impair the Company's business operations and operating results, and as a result could materially impact its business, prospects and financial condition.

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

NON-IFRS ADJUSTED REVENUE

Non-IFRS Adjusted Revenue is a non-IFRS measure, calculated as IFRS revenue plus the value of jewelry that was returned by customers, discounts given to customers and revenue from orders that are fully paid, for which fulfillment is under process. These adjustments are made to assess the gross revenue before deducting these items from revenue per IFRS. The closest comparable IFRS measure is revenue. Refer to the reconciliation schedule below:

	Q3 2022	Q2 2022	Q1 2022	YTD 2022	Q3 2021	Q2 2021	Q1 2021	YTD 2021
IFRS Revenue	**5,049,992**	**5,850,574**	**7,346,373**	**18,246,939**	**5,317,842**	**5,754,156**	**7,203,492**	**18,275,490**
Add:								
Discounts	39,670	66,908	47,511	154,089	73,891	38,801	55,091	167,782
Returns	984,079	905,261	1,267,270	3,156,610	1,074,509	885,050	1,065,591	3,025,150
Revenue for orders not delivered	655,962	(426,048)	645,294	875,208	-	-	-	-
Non-IFRS Adjusted Revenue	**6,729,702**	**6,396,694**	**9,306,449**	**22,432,845**	**6,466,242**	**6,678,006**	**8,324,174**	**21,468,422**

NON-IFRS ADJUSTED INCOME (LOSS)

Non-IFRS Adjusted Income (Loss) is a non-IFRS measure, calculated as total comprehensive income (loss), excluding depreciation and amortization, stock-based compensation, revaluation of metal loan, accretion, loss on debt retirement and translation gain or loss. The closest comparable IFRS measure is total comprehensive income (loss). Refer to the reconciliation schedule below:

	Q1 2022	Q2 2022	Q3 2022	YTD 2022	Q1 2021	Q2 2021	Q3 2021	YTD 2021
Total comprehensive income (loss)	**(668,530)**	**36,892**	**1,019,930**	**388,292**	**858,378**	**(769,975)**	**551,723**	**640,126**
Add:								
Depreciation and amortization	44,176	40,930	27,973	113,079	42,252	41,571	43,257	127,080
Foreign exchange (gain)/ loss	7,301	(1,664)	(56,492)	(50,855)	8,173	5,982	(5,571)	8,584
Other adjustments		218,651	-	218,651	-	-	-	-
Stock based compensation	29,163	30,735	31,892	91,790	3,770	3,103	40,196	47,069
Debt retirement	-	-	-	-	498,016	-	-	498,016
Accretion	-	-	-	-	75,021	-	-	75,021
Revaluation of metal loan	484,196	(471,517)	(130,543)	(117,864)	(952,114)	126,289	96,168	(729,657)
Translation (gain)/ loss	361,079	(747,757)	(1,223,022)	(1,609,700)	256,252	316,847	(618,884)	(45,785)
Non-IFRS Adjusted Income (Loss)	**257,385**	**(893,730)**	**(330,262)**	**(966,607)**	**789,748**	**(276,183)**	**106,889**	**620,454**

NET WORKING CAPITAL

Liquidity position is a non-IFRS measure, calculated as the total of cash and cash equivalents, inventory, short-term investments, prepaids and other assets, trade and other receivables, other financial assets, net of related party loan payable, accounts payable and accrued liabilities, and deferred revenue. The closest comparable IFRS financial measure is shareholders' equity. Management believes that the net working capital position provides useful insight into the available liquidity within the Company.

TANGIBLE COMMON EQUITY

Tangible common equity is a non-IFRS measure, calculated as net working capital plus property and equipment. The closest comparable IFRS financial measure is shareholders' equity. Management believes that the tangible common equity position provides useful insight into the available liquidity within the Company.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of September 30, 2022, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of its disclosure controls and procedures and have concluded that the Company's disclosure controls and procedures are effective.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. These controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All control systems contain inherent limitations, no matter how well designed. As a result, the Company's management acknowledges that its internal control over financial reporting will not prevent or detect all misstatements due to error or fraud. In addition, management's evaluation of controls can provide only reasonable, not absolute, assurance that all control issues that may result in material misstatements, if any, have been detected.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting for the period ended September 30, 2022.

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company's material change reports, press releases and other information is available on the Company's SEDAR profile at www.sedar.com.