



MENĒ INC.

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

SEPTEMBER 30, 2023

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 months ended September 30, 2023. This discussion should be read in conjunction with the unaudited consolidated interim financial statements as at September 30, 2023 and September 30, 2022 with the notes thereto (the "Financial Statements"). This MD&A is dated as of November 8, 2023, 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), Adjusted Earnings Before Interest, Tax, Depreciation and Amortization ("Adjusted EBITDA"), 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; and
- online sales and privacy breaches.

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 2023. 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 operates a manufacturing facility in the United States.

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. Each piece is sold by weight, plus a transparent design and manufacturing premium, which is approximately 30% of the total value of each item. 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.

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".

KEY EVENTS

KEY MANAGEMENT PERSONNEL

On September 7, 2023, Vincent Gladu was appointed as President & Chief Executive Officer of the Company. Roy Sebag, who served as the Company's Chief Executive Officer since founding Menē in 2017 resigned from his position and transitioned to the role of Executive Chairman of Menē's Board of Directors.

On July 20, 2023, Gavin Johnson was appointed as Chief Financial Officer of the Company in place of Adil Sheikh, following Mr. Sheikh's resignation as CFO, a position he held since 2020.

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\$500,000 in cash and issued 1,206,583 Class B shares to complete the transaction. This new facility should allow the Company to significantly scale its productive capacity and improve its ability to manufacture more units of jewelry per year.

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, 2023 ("Q3 2023"), the Company:

- Generated \$4.3 million in revenue, a decrease of \$0.8 million (15%) year-over-year ("YoY").
- Generated \$0.9 million in gross profit.
- Operating loss of \$0.7 million, increased by \$0.4 million YoY.
- Total comprehensive loss of \$0.2 million and Non-IFRS Adjusted loss of \$0.5 million, as opposed to a total comprehensive income of \$1 million and Non-IFRS Adjusted loss of

\$0.3 million, YoY. See Non-IFRS Measures for a reconciliation of Non-IFRS Adjusted Income.

- Sold 45 kg of jewelry through 3,445 customer orders.
- Introduced 10 new product designs.

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 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Revenue	4,292,870	4,982,901	7,152,013	8,664,734	5,049,992	5,850,574	7,346,373	8,497,769
Gross profit	949,989	1,489,700	1,722,642	2,036,909	1,123,083	1,529,649	1,953,731	2,009,201
Total operating expenses	(1,698,744)	(1,432,532)	(1,512,555)	(2,155,341)	(1,454,364)	(1,691,671)	(1,656,138)	(1,841,282)
Operating income (loss)	(748,755)	57,168	210,087	(118,432)	(331,281)	(162,022)	297,593	167,919
Net income (loss)	(653,131)	699,620	(634,056)	(1,019,380)	(247,861)	67,421	(263,647)	(244,687)
Total comprehensive income (loss)	(218,993)	254,343	(516,921)	(1,240,274)	1,019,930	36,892	(668,530)	(237,119)
Basic and diluted earnings (loss) per share	(0.00)	0.00	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)
<i>Non-IFRS Measures:</i>								
Non-IFRS Adjusted Revenue ⁽²⁾	4,818,066	5,824,859	8,518,874	9,924,352	6,729,702	6,396,694	9,306,449	10,345,196
Non-IFRS Adjusted Income (Loss) ⁽³⁾	(547,978)	130,915	504,728	(37,683)	(330,262)	(893,730)	257,385	311,106

Notes:

- (1) The Company's financial statements for fiscal year-ending 2022 and 2021 were 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, translation gain or loss, unrealized foreign exchange gains or losses and other non-recurring expenses. See Non-IFRS Measures for a full reconciliation.

The Company has experienced a decrease in revenue and gross profit, this is largely due to the macro-economic environment which realised higher interest rates, higher recessionary risk, decreased consumer spending and general seasonality fluctuations. Operating expenses as a percentage of revenue has increased by 10% over the last quarter as management has added critical key management capability, which included additional stock-based compensation benefits, to support the business' strategic long-term objectives.

The main factors that drove the Q3 2023 YoY decrease in revenue, increase in operating income, net income and total comprehensive income are the following:

- The total jewelry weight sold in Q3 2023 was 45 kilograms ("kgs"), a decrease of 11 kgs (20%) YoY.
- Total operating expenses increased by \$0.2 million (17%) YoY.
- Gain on revaluation of metal loan payable of \$0.1 million in Q3 2023, consistent YoY.
- Total comprehensive loss in Q3 2023 of \$0.2 million compared to \$1million total comprehensive income in Q3 2022. This is due to a decrease in unrealized gain on foreign currency translation of \$0.8 million from \$1.2 million in Q3 2022 to \$0.4 million in Q3 2023.

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 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
Revenue	4,292,870	5,049,992	(757,122)	-15%	16,427,784	18,246,939	(1,819,155)	-10%
Cost of sales	(3,342,881)	(3,926,909)	584,028	-15%	(12,265,453)	(13,640,476)	1,375,023	-10%
Gross Profit	949,989	1,123,083	(173,094)	-15%	4,162,331	4,606,463	(444,132)	-10%
Total operating expenses	(1,698,744)	(1,454,364)	(244,380)	17%	(4,643,831)	(4,802,173)	158,342	-3%
Operating income (loss)	(748,755)	(331,281)	(417,474)	126%	(481,500)	(195,710)	(285,790)	146%
Total comprehensive income (loss)	(218,993)	1,019,930	(1,238,923)	-121%	(481,571)	388,292	(869,863)	-224%
<i>Non-IFRS Measures:</i>								
Non-IFRS Adjusted Revenue ⁽²⁾	4,818,066	6,729,702	(1,911,636)	-28%	19,161,799	22,432,845	(3,271,046)	-15%
Non-IFRS Adjusted Income (Loss) ⁽³⁾	(547,978)	(330,262)	(217,716)	66%	87,665	(966,607)	1,054,272	-109%

Notes:

- (1) The Company's financial statements for fiscal year-ending 2022 and 2021 were 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, translation gain or loss, unrealized foreign exchange gains or losses and other non-recurring expenses. See Non-IFRS Measures for a full reconciliation.

Revenue – The Company achieved revenue of \$4.3 million in Q3 2023, a decrease of \$0.8 million or 15% YoY. The total units of jewellery sold decreased by 20% YoY. Revenue for the nine months ended September 30, 2023, decreased by \$1.8 million, when compared to the same period last year, a decrease of 10%.

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 15% YoY compared to Q3 2022. Cost of sales for the nine months ended September 30, 2023, decreased by 10% YoY.

Gross profit – In Q3 2023 the Company's gross profit decreased by \$0.2 million (15%) from Q3 2022. For the nine months ended September 30, 2023 gross profit decreased by \$0.4 million (10%), 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, 2023 and 2022.

	Q3 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
Operating Expenses								
Advertising and promotion	150,363	151,145	(782)	(1%)	432,419	448,157	(15,738)	(4%)
Personnel related expenses	521,737	390,219	131,518	34%	1,394,986	1,138,082	256,904	23%
Professional fees	198,392	127,227	71,165	56%	436,735	419,551	17,184	4%
Distribution centre and processing	437,221	479,363	(42,142)	(9%)	1,461,351	1,613,527	(152,176)	(9%)
Stock-based compensation	152,098	31,892	120,206	377%	202,119	91,790	110,329	120%
General and administrative	121,680	162,743	(41,063)	(25%)	441,708	435,702	6,006	1%
Foreign exchange (gain) loss	(3,426)	(56,492)	53,066	(94%)	3,199	(50,855)	54,054	(106%)
Technology and development costs	67,285	140,294	(73,009)	(52%)	108,761	374,489	(265,728)	(71%)
Depreciation and amortization	53,394	27,973	25,421	91%	162,553	113,079	49,474	44%
Other	-	-	-	-	-	218,651	(218,651)	(100%)
Total operating expenses for the period	1,698,744	1,454,364	244,380	17%	4,643,831	4,802,173	(158,342)	(3%)

Advertising and promotion – Advertising and promotion expenditures consist of fees incurred in online marketing campaigns, gifts of jewelry, events and issuance of promotional gift vouchers. Advertising and promotion expense remained stable in Q3 2023 and decreased 4% during the nine months ended September 30, 2023, when compared to the same periods last year.

Personnel related expenses – Personnel expenses for the quarter increased by 34% year over year as the Company added more staff to support business needs, including the acquisition related additions.

Professional fees – Professional fees consist of costs incurred to engage experts and consultants for legal, accounting, auditing, and photography for product images and videos. Professional fees increased by 56% in Q3 2023 due to additional photo shoots in the current quarter. For the nine months ended September 30, 2023, professional fees remained relatively consistent.

Distribution centre and processing – The decrease in distribution centre and processing fees in Q3 2023, compared to the same period last year can be attributed to the decrease in the total number of orders.

Stock-based compensation – Stock-based compensation consist of stock options, restricted stock units and warrants granted to directors, officers, employees, and consultants. The stock-based compensation expense increase in Q3 2023 related to new grants of restricted share units and share options.

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 decreased by 25% YoY in Q3 2023, due to a decrease in travel expenses.

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

equipment in Q4 2022, depreciation and amortization has increased as compared to the previous year.

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 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
Net cash provided by (used in)								
Operating activities	(263,247)	(4,652,247)	4,389,000	(94%)	(3,868,575)	1,517,961	(5,386,536)	(355%)
Investing activities	-	-	-	-	6,699,433	(5,000,000)	11,699,433	(234%)
Financing activities	(34,938)	37,500	(72,438)	(193%)	(2,255,129)	37,500	(2,292,629)	(6,114%)
Increase (decrease) in cash and cash equivalents	(298,185)	(4,614,747)	4,316,562	(94%)	575,729	(3,444,539)	4,020,268	(117%)

OPERATING ACTIVITIES

The net cash used in operations in Q3 2023 was \$0.3 million, a change of \$4.4 million when compared to Q3 2022. The change in cash flow from operations is largely attributable to net sale of inventory of \$0.5 million in Q3 2023 as compared to a net purchase of inventory of \$4.3 million Q3 2022.

Year to date September 2023 cash used in operating activities was \$3.9 million, compared to cash generated from operating activities of \$1.5 million for the same period in 2022, primarily due to net inventory purchases of \$4 million in 2023 over a net sale of inventory of \$2.2 million in 2022.

INVESTING ACTIVITIES

Net cash provided by investing activities was \$6.7 million for the nine months ended September 2023. This was primarily due a net sale of short-term investments.

FINANCING ACTIVITIES

Cash used in financing activities for the nine months ended September 30, 2023 was \$2.2 million, due to part repayment of the Goldmoney Inc., loan.

CAPITAL RESOURCES

The following table summarizes capital resources and cash as at September 30, 2023 and December 31 2022:

	September 30, 2023	December 31, 2022	\$ Change	% Change
Cash and cash equivalents	1,622,431	1,056,528	565,903	54%
Inventory	18,948,736	14,898,650	4,050,086	27%
Short-term investments	5,168,720	11,909,384	(6,740,664)	(57%)
Prepays and other assets	256,990	244,348	12,642	5%
Trade and other receivables	343,459	127,599	215,860	169%
Other financial assets	301,168	306,889	(5,721)	(2%)
Accounts payable and accrued liabilities	(514,444)	(1,231,673)	717,229	(58%)
Deferred revenue	(521,335)	(659,686)	138,351	(21%)
Current portion of lease liabilities	(145,375)	(141,930)	(3,445)	2%
Borrowings and payables to related parties	(9,747,861)	(11,473,716)	1,725,855	(15%)
Net Working Capital ⁽¹⁾	15,712,489	15,036,393	676,096	4%
Right of use assets	776,276	873,529	(97,253)	(11%)
Property and equipment	816,130	946,167	(130,037)	(14%)
Lease liabilities	(664,346)	(738,024)	73,678	(10%)
Tangible Common Equity ⁽²⁾	16,640,549	16,118,065	522,484	3%
Intangible assets	549,125	1,351,061	(801,936)	(59%)
Total shareholders' equity	17,189,674	17,469,126	(279,452)	(2%)

Notes:

- (1) Net Working Capital 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 note payable, related party loan payable and accounts payable and accrued liabilities, deferred revenue, and current portion of lease liabilities. 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.
- (2) Tangible common equity is a non-IFRS measure, calculated as net working capital plus property and equipment and right of use assets. 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.

At September 30, 2023, the Company had \$1.6 million in cash and cash equivalents, \$5.2 million in short-term investments, with a net working capital of \$15.7 million. The increase in net working capital of 4% over December 31, 2022, is primarily due to recalling the short-term investments (\$6.7 million), offset by a build-up of inventory (\$4 million), reduction in accounts payable (\$0.7 million) and paying down the Goldmoney Inc loan balance (\$2.2 million).

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, 2023 was \$16.6 million, a \$0.5 million (3%) increase over December 31, 2022.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company entered into a lease agreement on its premises expiring October 2029. The Company has the following remaining lease commitments in the following fiscal years:

Fiscal year ending	As at September 30, 2023
2023	36,036
2024	146,637
2025	151,769
2026	157,080
2027	162,577
2028	168,267
2029	144,287
Total	966,653

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 15 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 16 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 10 and 17 of the audited annual consolidated financial statements.

7. Business combinations

Judgement is required in determining whether a transaction meets the definition of a business under IFRS 3. In a business combination, all identifiable assets and liabilities are recorded at fair value. Significant judgement is required in estimating the fair value of these assets and liabilities. The Company performed a thorough review of all internal and external sources of information available on circumstances that existed at the acquisition date. The Company also engaged an independent valuation expert to assist in determining the fair value of certain assets acquired and related deferred income tax impacts. Key assumptions used include revenue growth rates, future metal prices and discount rates. See Note 5 of the audited annual consolidated financial statements.

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, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded.

During the period ended September 30, 2023, the Company reviewed several amendments and improvements of existing standards. 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, 2024.

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, 2023 totaled \$17,086,805 (\$17,472,253 as at December 31, 2022).

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, 2023, the Company had current assets of \$26,641,504 to settle accounts payable, accrued liabilities, current portion of lease liabilities and borrowings and payables to related parties of \$10,929,015.

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 \$18,948,736 is subject to a revaluation on the lower of cost to manufacture or net realizable value. The Company defines the net realizable value as the fair value less costs to sell. Given the premium charged is approximately 30% of the goods value, the historical cost would, with a 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, 2023.
- ii. The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash and cash equivalents, short-term investments, inventory, accounts payable and accrued liabilities, and amounts due to related parties. Financial instruments are denominated in US dollars, Euros and Pound Sterling. As at September 30, 2023, the net income and comprehensive income would have been \$53,596 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 has sold all of its digital asset balance as at September 30, 2023 and therefore is no longer subject to fair value fluctuations.

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, 2023, the Company paid a total compensation of \$433,369 to key management personnel, including consulting fees, salary and stock-based compensation.

RELATED PARTY TRANSACTIONS WITH GOLDMONEY INC.

Menē has a related party relationship with Goldmoney, which holds 36.11% ownership in Menē as at September 30, 2023 and the acting Executive Chairman of Menē, who influences key business decisions, is the current Chief Executive Officer of Goldmoney.

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, 2023, 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, 2024, or on demand by Goldmoney.

Menē made a repayment of the Goldmoney loan during the quarter amounting to \$2.15 million, reducing the metal weight owing to Goldmoney by 833 ounces from the prior year.

OUTSTANDING SHARE CAPITAL DATA

As of the date of this MD&A, the Company had 110,342,154 multiple voting Class A Shares and 149,488,759 Class B Shares issued and outstanding, 8,585,223 options outstanding, each option exercisable for the purchase of one Class B Share and 3,000,000 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, but are not limited to: (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; (xxxiii) failure to comply with environmental and health and safety laws and regulations; and (xxxiv) failure to effectively incorporate and utilize the US manufacturing facility into current operations. 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 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
IFRS Revenue	4,292,870	5,049,992	(757,122)	-15%	16,427,784	18,246,939	(1,819,155)	-10%
Add:								
Discounts	42,428	39,670	2,758	7%	147,119	154,088	(6,969)	-5%
Returns	679,349	984,078	(304,729)	-31%	2,619,889	3,156,610	(536,721)	-17%
Orders being fulfilled	(196,581)	655,962	(852,543)	-130%	(32,993)	875,208	(908,201)	-104%
Non-IFRS Adjusted Revenue	4,818,066	6,729,702	(1,911,636)	-28%	19,161,799	22,432,845	(3,271,046)	-15%

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, accretion, loss on debt retirement, revaluation of metal loan, translation gain or loss, unrealized foreign exchange gains or losses and other non-recurring expenses. The closest comparable IFRS measure is total comprehensive income (loss). Refer to the reconciliation schedule below:

	Q3 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
Total comprehensive income (loss)	(218,993)	1,019,930	(1,238,923)	-121%	(481,571)	388,292	(869,863)	-224%
Add:								
Depreciation and amortization	53,394	27,973	25,421	91%	162,553	113,079	49,474	44%
Foreign exchange (gain)/ loss	(3,426)	(56,492)	53,066	-94%	3,199	(50,855)	54,054	-106%
Stock based compensation	152,098	31,892	120,206	377%	202,119	91,790	110,329	120%
Revaluation of metal loan	(96,913)	(130,543)	33,630	-26%	173,569	(117,864)	291,433	-247%
Translation (gain)/ loss	(434,138)	(1,223,022)	788,884	-65%	27,796	(1,609,700)	1,637,496	-102%
Other non-recurring expenses	-	-	-	-	-	218,651	(218,651)	-100%
Non-IFRS Adjusted Income (Loss)	(547,978)	(330,262)	(217,716)	66%	87,665	(966,607)	1,054,272	-109%

ADJUSTED EBITDA

Adjusted EBITDA, calculated as total operating income (loss), excluding depreciation and amortization, stock-based compensation, other non-recurring expenses. The closest comparable IFRS measure is total operating income (loss). Refer to the reconciliation schedule below:

	Q3 2023	Q3 2022	\$ Change	% Change	YTD 2023	YTD 2022	\$ Change	% Change
Total operating income (loss)	(748,755)	(331,281)	(417,474)	126%	(481,500)	(195,710)	(285,790)	146%
Add:								
Depreciation and amortization	53,394	27,973	25,421	91%	162,553	113,079	49,474	44%
Stock based compensation	152,098	31,892	120,206	377%	202,119	91,790	110,329	120%
Other non-recurring expenses	-	-	-	-	-	218,651	(218,651)	-100%
Adjusted EBITDA	(543,263)	(271,416)	(271,847)	100%	(116,828)	227,810	(344,638)	-151%

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 note payable, related party loan payable and accounts payable and accrued liabilities, deferred revenue and current portion of lease liabilities. 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 and right of use assets. 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, 2023, 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, 2023.

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.sedarplus.ca.