MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

May 9th, 2023

All amounts herein are in U.S. Dollars unless otherwise stated.

OVERVIEW

The following "Summary Financial Information and Management's Discussion and Analysis of Results of Operations and Financial Condition" ("MD&A") was prepared by Management of ProntoForms Corporation ("ProntoForms" or the "Company") and approved by the Board of Directors of the Company (the "Board of Directors"). Throughout this MD&A, unless otherwise specified, "ProntoForms", "Company", "we", "us" and "our" refer to ProntoForms Corporation and its subsidiaries.

This interim MD&A is an update of management's discussion and analysis provided in the Company's annual filings dated March 8, 2023 and filed on www.SEDAR.com and includes a discussion of the results of operations and cash flows for the three months ended March 31, 2023. Such discussion and comments on liquidity and capital resources of the Company should be read in conjunction with the unaudited interim financial report for the three months ended March 31, 2023. The interim financial report has been prepared in U.S. Dollars and using International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

Management is responsible for ensuring that processes are in place to provide enough knowledge to support the representations made in the interim filings. Our Audit Committee and Board of Directors provide an oversight role with respect to all public financial disclosures by the Company and have reviewed this MD&A and the accompanying financial statements.

Alvaro Pombo, Co-Chief Executive Officer, Phillip Deck, Co-Chief Executive Officer, and David Croucher, Chief Financial Officer, in accordance with National Instrument 52-109 ("NI 52-109"), have all certified that they have reviewed the interim financial report and this MD&A (the "Interim Filings") and that, based on their knowledge having exercised reasonable diligence, that (a) the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the interim filings; and (b) the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in the interim filings.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis Disclosure Controls and Procedures and Internal Controls over Financial Reporting as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

NON-GAAP MEASURES

This MD&A makes reference to certain non-GAAP financial measures, including non-GAAP net loss and non-GAAP loss from operations. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures 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. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. These non-GAAP measures should be read in conjunction with our annual audited consolidated financial statements and the related notes thereto as at and for the year ended December 31, 2022. Readers should not place undue reliance on non-GAAP measures and should instead view them in conjunction with the most comparable GAAP financial measure. See the reconciliations of non-GAAP measures in the "Reconciliation of non-GAAP measures" section of this MD&A.

FORWARD LOOKING STATEMENTS

Certain statements in this MD&A may constitute forward-looking statements, including those identified by the expressions such as "anticipate", "believe", "estimate", "expect", "foresee", "intend", "plan", or similar expressions to the extent that they relate to the Company or its management. The forward-looking statements are not historical facts but reflect the Company's current assumptions and expectations regarding future events. Forward-looking statements in this MD&A include but are not limited to statements regarding subscriber additions, the variability of our revenues, anticipated market trends and technology adoption by our customers and industry peers, anticipated growth in revenue and expenses, the potential impacts of additional expenditures on revenue growth rates, the future availability of government grants or tax credit programs, the sufficiency of cash on hand and the Company's ability to obtain financing necessary to continue operations. There can be no assurance that such statements will prove to be accurate, and actual results and future events may differ materially from those anticipated in such statements. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations and assumptions, including but not limited to the following: (i) there can be no assurance that the Company will earn any profits in the future or that profitability, if achieved, will be sustained; (ii) if the Company is not able to achieve profitability, it will require additional equity or debt financing, and there can be no assurances that the Company will be able to obtain additional financial resources on favourable commercial terms or at all; (iii) the Company's quarterly revenues and operating results may fluctuate, which may harm its results of operations; (iv) the loss of business from a major customer, operator or other reseller could reduce the Company's sales and harm its business and prospects; (v) a portion of the Company's sales are through partners and resellers, and an adverse change in the Company's relationship with any of such partners or resellers may result in decreased sales; (vi) the market for software as a service at a relatively early stage of development, and if it does not develop or develops more slowly than expected, the Company's business will be harmed; (vii) the Company faces competition from other software solution providers, which may reduce its market share or limit the prices it can charge for its software solutions; (viii) a global economic downturn or market volatility may adversely affect our business and/or our ability to complete new financings; (ix) the business of the Company may be harmed if it does not continue to penetrate markets; (x) the success of the business depends on the Company's ability to develop new products and enhance its existing products; (xi) the Company's growth depends in part on the success of its strategic relationships with third parties; (xii) the financial condition of third parties may adversely affect the Company; (xiii) the US dollar may fluctuate significantly compared to the Canadian dollar, causing fluctuations in earnings and cash flow as most of our revenues are received in US dollars while most of our expenses are payable in Canadian dollars; (xiv) subscription services which produce the majority of the Company's revenue are hosted by a third party service for the Company and any interruption in service could harm its results of operations; (xv) the Company may be liable to its customers or third parties if it is unable to collect data or it otherwise loses data; (xvi) the Company may be liable for the handling of personal information; (xvii) intellectual property claims against the Company may be time consuming, costly to defend, and disruptive to the business; (xviii) the Company uses open source software in connection with its products which exposes it to uncertainty and potential liability; (xix) economic uncertainty and downturns in the software market may lead to decreases in the Company's revenue and margins; (xx) any significant changes in the technological paradigm utilized for building or delivering applications in mobile devices could harm the Company's business and prospects; (xxi) if the Company loses any of its key personnel, its operations and business may suffer and (xxii) COVID-19 and similar global health crises could have a negative impact on the Company, its employees, suppliers and customers. Readers should refer to the Company's Management's Discussion and Analysis of Results of Operations and Financial Condition for the year ended December 31, 2022 dated March 8, 2023, which is available at www.SEDAR.com, for more details about the above listed risk factors and other risk factors that could impact Company's business and its industry.

Please see the Company's MD&A for the year ended December 31, 2022 filed on www.SEDAR.com and dated March 8, 2023 for a more complete discussion of these and other risks. Readers are cautioned not to place undue reliance on forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

BUSINESS OVERVIEW AND OUTLOOK

ProntoForms is the global leader in field intelligence. Our platform's field workflows and data collection capabilities enable enterprise field teams to increase the efficiency of field service personnel, optimize decision-making, decrease organizational risk, maximize the uptime of valuable assets, and deliver exceptional service experiences. Our subscribers use ProntoForms across multiple use cases, including asset inspection, compliance, installation, repair, maintenance, and environmental, health & safety with quantifiable business impacts.

Organizations within our prime focus verticals—medical device manufacturing, heavy manufacturing (elevator/escalator, building automation, heavy machinery, minerals & mining), energy resources, construction, and utilities—gain the following benefits through deploying ProntoForms:

Optimize Decision-Making
ProntoForms' ability to eliminate data latency by capturing real-time, rich data from the field and ingesting it across multi-system environments means that every level of the organization can make better decisions. Internal leaders have increased visibility into field data and KPIs while field engineers have immediate access to information they need for decision-making on site.

Decrease Organizational Risk
ProntoForms helps ensure safety related to high-risk work and complex assets that require intensive regulatory tracking and reporting. Intuitive workflows reduce operational risks by installing and maintaining assets the correct way, every time.

Deliver Exceptional Service Experiences
ProntoForms is a differentiator for our customers as our guided user experience directs field engineers (full-time or contracted) to the most effective path of service completion, regardless of tenure or experience. This reduces the engineers' administrative burden and empowers them to make real-time decisions and pursue revenue opportunities. For customers, this means having an engineer on site who can deliver an immediate summary of the work completed and is responsive to any additional needs.

Maximize Asset Uptime
It is mission critical for organizations with a high install base of complex assets to maintain uptime. Enterprise customers are moving towards outcome-based service mandates where outcomes and services are their central business model. ProntoForms is necessary to execute these mandates as a deep level of rich data must be captured and connected across the organization to refine and perfect the asset lifecycle stages.
Our dedication to providing our customers with value and our system-friendly capabilities have led ProntoForms to be named G2's leader in Mobile Forms Automation Software year-over-year since 2018, most recently for Winter 2023. 99% of users rated ProntoForms 4 stars or above while 92% of those who replied said they would be likely to recommend ProntoForms to another person. A third-party researcher, Wakefield Research, published a customer-impact report that defines the quantifiable ROI that ProntoForms customers

achieve by using the platform. It uncovered that 91% of surveyed customers said that ProntoForms has made the handling of complex work more efficient, 89% of customers have a reduction in administrative burden, and 83% experience improved engineer job satisfaction. Additional third-party reports from Nucleus Research have found similar high-ROI results, with multi-million dollars saved by a global equipment manufacturer, a 1:3.5 cost benefit ratio for PrimeLine Utility Services, and over 3000 work hours saved per year for a floating liquid natural gas facility.

We compete in a mobile field automation market that remains highly fragmented. Niche providers focus on a narrow set of technologies or are targeted to a very specific vertical industry segment. ProntoForms is the most advanced solution that fully extends the capabilities of Enterprise Asset Management, Field Service Management and Safety Management systems with essential workflows and data capture that meet the needs of organizations that manage complex, distributed high-value assets.

Recent developments have seen consolidation among niche providers. While we do not consider these patterns to be unusual for an emerging industry, market dynamics, combined with our company size, suggest that the abundance of application and software vendors will continue to impact implementation cycles and buying decisions.

The conditions outlined above are subject to variability, and we caution readers that quarter-to-quarter comparisons of our operating results are not necessarily meaningful and should not be relied upon as the only indication of likely future performance or annual operating results.

See "Forward Looking Statements" above.

RECENT DEVELOPMENTS

2023

During the three months ended March 31, 2023, 59,750 common shares were issued upon the exercise of options, for proceeds of USD $14,889.

2022

On March 9, 2022, the Company expanded the revolving credit facility with Toronto-Dominion Bank ("TD Bank") by CAD $4,000,000 resulting in a total revolving credit facility of CAD $10,000,000. The interest rates and the maturity date remained the same as the original facility.

During the year ended December 31, 2022 2,281,388 common shares were issued upon the exercise of options for proceeds of $645,567.

In July 2022, the maturity date for the revolving credit facility with TD Bank was extended from October 30, 2023 to October 30, 2024.

KEY PERFORMANCE INDICATORS

We use certain key performance indicators to assess performance and evaluate our business. Such key supplementary financial measures do not have any standardized meaning prescribed by IFRS and cannot be reconciled to a directly comparable IFRS measure. These key performance indicators may be calculated in a manner different from similar key performance indicators used by other companies.

Annual Recurring Revenue

Annual Recurring Revenue ("ARR") is an element we use to estimate our recurring revenue for future reporting periods and is a measure we use to assess the performance of the business over time. We caution that recurring revenue will fluctuate by the amount and timing of additions and deletions in the following periods and by the foreign exchange impact on non-US Dollar ARR.

ARR is calculated as the annual equivalent of the recurring elements of our contracts with customers that are in effect at the end of the period. It excludes one-time professional service fees and assumes that customers will renew the contractual commitments on a periodic basis as those commitments come up for renewal, unless such renewal is known to be unlikely at period end. Non-US Dollar ARR is converted at the period end exchange rate. As at March 31, 2023, 98% of ARR was denominated in US Dollars.

	2023	**2022**		
	March 31	**December 31**	**September 30**	**June 30**
ARR	22,109,310	21,585,219	20,894,207	20,002,999
ARR Growth				
- sequential (QoQ)	2.4%	3.3%	4.5%	1.9%
- comparable (YoY)	12.6%	9.1%	8.4%	7.1%
Proportion of Base from				
Customers with > $100k ARR	43%	43%	41%	41%

	2022	**2021**		
		December 31	**September 30**	**June 30**
ARR	19,637,584	19,778,939	19,274,177	18,680,498
ARR Growth				
- sequential (QoQ)	-0.7%	2.6%	3.2%	4.2%
- comparable (YoY)	9.6%	15.6%	13.4%	15.8%
Proportion of Base from				
Customers with > $100k ARR	41%	41%	41%	40%

In Q1 2023, we showed continued growth with a 2.4% increase in our Annual Recurring Revenue (ARR) base. On April 10, 2023, we announced a 3.5-year $3 million contract from a subsidiary of a global fortune 500 medical manufacturing company. This new contract is not included in the growth for Q1 2023. We are focused on more growth through enterprise expansion and new sales by investing in product and sales and marketing.

We use the metric “Proportion of Base from Customers with > $100k ARR” as an indicator of sales to larger customers and higher penetration within those accounts. Over time, larger customers have constituted an increasing share of our revenue and we expect this trend to continue as larger enterprises recognize the value of our product. An ARR customer is defined as a separate and distinct buying entity, such as a company, an educational or government institution, or a distinct business unit of a large company that has an active contract with us or one of our partners to access our platform. We caution that this indicator may fluctuate depending on the size of customers added or deleted in the following periods. See “Forward Looking Statements” above.

PRESENTATION OF FINANCIAL STATEMENTS
(in U.S. Dollars)

Selected Quarterly Financial Information

Statement of Operations Data

	Three months ended	
	March 31, 2023	**March 31, 2022**
Revenue	**$ 5,771,853**	$ 5,041,110
Loss from operations	**(1,035,718)**	(1,489,705)
Net loss	**(1,128,266)**	(1,543,608)
Non-GAAP loss from operations [1]	**(790,441)**	(1,061,502)
Non-GAAP net loss [1]	**(880,180)**	(1,115,123)
Basic and diluted loss per share	**$ (0.01)**	$ (0.01)

[1] See Non-GAAP measures below

Balance Sheet Data

	As at	
	March 31, 2023	**December 31, 2022**
Cash and cash equivalents	**$ 7,041,930**	6,112,071
Net working capital	**1,907,484**	2,676,784
Total assets	**11,965,691**	12,670,939
Long-term liabilities	**6,015,292**	6,007,585
Total liabilities	**15,538,658**	15,375,806
Total shareholders' deficit	**$ (3,572,967)**	(2,704,867)

DISCUSSION OF OPERATIONS

Three months ended March 31, 2023 compared to three months ended March 31, 2022 and December 31, 2022

	Three months ended		Change from Q1 2023 to Q1 2022		Three months ended December, 2022	Change from Q4 2022 to Q1 2023	
	March 31, 2023	March 31, 2022					
Revenue							
Recurring revenue	**$ 5,428,736**	$ 4,890,716	538,020	11%	$ 5,289,635	139,101	3%
Professional and other services	**343,117**	150,394	192,723	128%	$ 321,122	21,995	7%
	5,771,853	5,041,110	730,743	14%	5,610,757	161,096	3%
Cost of revenue							
Recurring revenue	**520,103**	552,072	(31,969)	-6%	472,269	47,834	10%
Professional and other services	**265,593**	255,377	10,216	4%	246,937	18,656	8%
	785,696	807,449	(21,753)	-3%	719,206	66,490	9%
Gross margin	**4,986,157**	4,233,661	752,496	18%	4,891,551	94,606	2%
	86%	84%			87%		
Expenses							
Research and development	**1,735,545**	1,771,752	(36,207)	-2%	1,599,196	136,349	9%
Selling and marketing	**2,864,681**	2,934,240	(69,559)	-2%	2,734,628	130,053	5%
General and administrative	**1,421,649**	1,017,374	404,275	40%	1,002,856	418,793	42%
	6,021,875	5,723,366	298,509	5%	5,336,680	685,195	13%
Loss from operations	**(1,035,718)**	(1,489,705)	453,987	-30%	(445,129)	(590,589)	133%
Foreign exchange gain (loss)	**(9,793)**	(27,843)	18,050	nm	(22,289)	12,496	nm
Finance income	**33,325**	3,319	30,006	904%	23,517	9,808	42%
Finance costs	**(116,080)**	(29,379)	(86,701)	295%	(106,952)	(9,128)	9%
Net loss	**$ (1,128,266)**	$ (1,543,608)	415,342	-27%	$ (550,853)	(577,413)	105%

nm - not considered meaningful

Loss from operations (see additional GAAP measures) for the three months ended March 31, 2023 was $1,035,718 compared to loss from operations of $445,129 in the fourth quarter of 2022 and loss from operations of $1,489,705 for the comparable first quarter of 2022. Non-GAAP loss from operations (see non-GAAP measures) for the three months ended March 31, 2023 was a loss of $790,441 up from a loss of $179,143 in the fourth quarter of 2022 and down from a loss of $1,061,502 for the comparable first quarter of 2022.

The Company had a net loss of $1,128,266 for the three months ended March 31, 2023 compared to a net loss of $550,854 in the fourth quarter of 2022 and a net loss of $1,543,608 for the comparable first quarter of 2022. Non-GAAP net loss (see Non-GAAP measures) for the three months ended March 31, 2023 was $880,180 up from a Non-GAAP net loss of $282,059 in the fourth quarter of 2022 and down from $1,115,123 for the comparable first quarter of 2022.

Over the course of 2022 we held our operating expenses steady with the intention of reducing losses as revenue increased. However, in Q4 2022 our operating expenses decreased from prior quarters due to annual variable compensation adjustments, additional government ITC's and property tax credits resulting in a larger reduction in loss compared to the prior quarter. In our first quarter of 2023 our loss increased compared to Q4 2022 as our operating expenses increased over the 2022 quarterly average with extra expense related to organizational changes including legal fees and executive severance costs. We expect our losses to gradually decrease over the next several quarters as operating costs generally remain steady and revenue increases as we continue to invest in product and sales relative to our revenue growth. We are encouraged that the sales infrastructure is driving expected operational outcomes and we will continue to work to improve results. Our focus going forward is to continue to optimize our go-to-market investment towards enterprise customers in our four main verticals: medical equipment, heavy manufacturing, utilities and oil and gas.

Revenue

We earn recurring revenue from subscription fees for our cloud-based software.

We also generate professional services revenue by offering platform configuration services, training and assistance in connecting data to back-end systems. Since our product is relatively simple to configure, many of our customers choose to implement the ProntoForms software, integrate and build forms themselves or take advantage of ProntoForms deployment services.

Our revenue is generated through a combination of direct and indirect sales. Our current focus is on building sales primarily through direct channels as we believe this will provide us with the best opportunity for broad based subscription revenue growth. We expect that our increasingly global sales organization network will provide us with broad worldwide reach to capitalize on the expected growth in the mobile business application software market. See "Forward Looking Statements" above.

Revenue detail

	Three months ended			Change from	
	March 31, 2023	December 31, 2022	March 31, 2022	Previous 2022 Q4	Comparable 2022 Q1
Revenue					
Recurring	$ 5,428,736	$ 5,289,635	$ 4,890,716	3%	11%
Professional services	$ 343,117	$ 321,122	$ 150,394	7%	128%
	$ 5,771,853	$ 5,610,757	$ 5,041,110	3%	14%

Total revenue for the three months ended March 31, 2023 was $5,771,853 representing a 3% increase compared to the fourth quarter of 2022 revenue of $5,610,757 and a 14% increase over the comparable first quarter of 2022 revenue of $5,041,110.

Recurring revenue for the three months ended March 31, 2023 of $5,428,736 increased by 3% from the fourth quarter of 2022 of $5,289,635 and a 11% increase over the comparable first quarter of 2022 revenue of $4,890,716. The increase was due to continued investment in sales and marketing activities which has subsequently driven larger revenue from expansions and new customers.

Professional service revenue mainly relates to the deployment services for new implementations or expansions for new use cases or in new geographies. Professional services revenue for the three months ended March 31, 2023 of $343,117 increased by 7% from the fourth quarter of 2022 of $321,122 and increased by 128% from the comparable first quarter of 2022 revenue of $150,394. The increase in professional service revenue relates to increased sales and delivery of larger engagements with enterprise customers.

See "Forward Looking Statements" above.

Cost of Revenue and Gross Margin

Cost of recurring revenue consists of hosting, software and support department costs. Cost of professional and other services revenue includes personnel and other costs for deployment and analytics services and other marketing and development costs as needed.

	Three months ended		
	March 31, 2023	December 31, 2022	March 31, 2022
Gross Margin on:			
Total revenue	86%	87%	84%
Recurring revenue	90%	91%	89%
Professional services revenue	23%	23%	-70%

Total revenue gross margin for the three months ended March 31, 2023 was $4,986,157 representing 86% of revenue compared to gross margin of $4,891,551 representing 87% for the fourth quarter in 2022 and $4,233,661 representing 84% of revenue in the comparable first quarter of 2022.

Recurring revenue gross margin was $4,908,633 representing 90% of recurring revenue for the three months ended Mach 31, 2023, compared to $4,817,366 representing 91% for the fourth quarter in 2022 and $4,338,644 representing 89% in the comparable first quarter of 2022.

Professional services gross margin was a margin of $77,524, representing 23% of professional services revenue for the three months ended March 31, 2023 compared to a gross margin of $74,185 representing 23% of professional services revenue for the fourth quarter of 2022 and a negative gross margin of $104,983 or -70% in the comparable first quarter of 2022.

Gross margins for Q1 2023 were relatively consistent compared to Q4 2022. Recurring revenue gross margin as a percent of recurring revenue for the last 3 years has remained in the range of 88% to 93%. Professional Services revenue gross margin was positive due to higher bookings and service delivery while we maintain services team capacity to support rapid deployment and support recurring revenue expansion. We expect the gross margins to remain steady.

Research and Development Expenses

Research and development expenses consist primarily of remuneration paid to engineering personnel and independent contractors whom we occasionally use to provide additional technical capacity on a short-term basis. Other research and development expenses include travel, rent and other occupancy costs for our engineering and technical support personnel.

For the three months ended March 31, 2023, research and development expense increased to $1,735,545 from $1,599,196 in the prior quarter and decreased from $1,771,752 for the comparable period of 2022. Research and development expenses are shown net of Government Investment tax credits ("ITC's") and other government assistance as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Gross research and development expense	$ 1,776,510	$ 1,631,052	$ 1,811,458
Less:			
Investment tax credits	(40,965)	(31,856)	(19,627)
Information and Communication Technology Council Program	-	-	(20,079)
	$ 1,735,545	$ 1,599,196	$ 1,771,752

We claim research and development deductions and related investment tax credits for income tax purposes based on management's interpretation of the applicable legislation in the Income Tax Act of Canada. We expect that the ITC's will continue to accrue at similar levels as Q1 2023.

Gross research and development costs increased slightly in the first quarter of 2023 compared to the fourth quarter of 2022. We generally have kept headcount constant, however, the R&D expenses increased in Q1 due to variable compensation and vacation expense. We expect R&D expense to remain relatively flat. While we do not have any active government funding programs at this time, we continue to review various programs that may benefit us in the future. See "Forward Looking Statements" above.

Selling and Marketing Expenses

Our sales and marketing expenses consist primarily of compensation, including sales commissions paid to our sales and marketing personnel. Other significant sales and marketing expenses include rent and other occupancy costs, travel and living costs for the sales and marketing staff, and other advertising, promotion and trade show costs.

Our sales and marketing expenses increased to $2,864,681 in the three months ended March 31, 2023 from $2,734,628 in the prior quarter and decreased from $2,934,240 for the comparable period 2022.

Sales and marketing expense increased from prior quarter primarily due to severance cost related to the outgoing head of marketing. See "Forward Looking Statements" above.

General and Administrative Expenses

Our general and administrative expenses consist primarily of remuneration paid to executive, finance, legal and corporate administrative staff. Other significant general and administrative expenses include legal and accounting professional fees, travel and insurance, rent and other occupancy costs.

General and administrative expenses increased to $1,421,649 for the three months ended March 31, 2023 compared to $1,002,856 for the prior quarter and from $1,017,374 for the comparable period in 2022.

General and administrative expenses increased from prior quarter primarily due to legal fees relating to organizational changes of approximately $200,000 plus increased executive and share-based compensation compared to Q4 2022. We expect that general and administrative expenses, adjusted to exclude the Q1 additional organization changes of legal fees, will remain generally flat for the remainder of the year. See “Forward Looking Statements” above.

Foreign Exchange Loss

The Company had a foreign exchange loss of $9,793 in the three months ended March 31, 2023, compared to a foreign exchange loss of $27,843 in the three months ended March 31, 2022. The foreign exchange loss primarily arose due to effect on our net Canadian Dollar liability position as the US Dollar slightly weakened against the Canadian Dollar.

Finance costs

Finance costs relate primarily to the interest and accretion on the CAD $10 million two-year revolving operating facility with TD Bank. The amount outstanding of USD $6,015,292 bears interest at a combination of prime plus 1% (7.7% (6.7% + 1%)) at March 31, 2023 and a Bankers acceptance + 2.5% (7.45% (4.95% + 2.5%)) at March 31, 2023.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2023, cash and cash equivalents were $7,041,930 with an undrawn amount of $1,355,922 remaining on our $7,389,000 (CAD $10 million) TD Bank credit facility. Given the existing cash and cash equivalents balance, combined with certain sales-related efforts and available capacity in the credit facility agreement at the date of authorization of the financial statements for the quarter ended March 31, 2023 we believe there is sufficient liquidity to meet our current and planned financial obligations in the foreseeable future. Our future financing requirements will depend on many factors including our growth rate, subscription renewal activity, the timing and extent of spending to support development of our platform, and the expansion of sales and marketing activities. Our TD Bank credit facility matures on October 30, 2024 and while we currently expect that we will have sufficient cash flow for us to continue operations in our present form, there is a risk that the Company may not be able to comply with long-term debt covenants, obtain sufficient other additional financing or that such arrangements may result in dilution to existing shareholders. Turmoil and uncertainty in the financial and business markets may impact our ability to raise additional financing proceeds and the terms related to the financing. See "Forward Looking Statements" above.

Operating Activities

Cash inflows from operating activities for the three months ended March 31, 2023, totaled $1,025,284 compared to cash outflows from operating activities of $1,075,465 for the three months ended March 31, 2022. The inflow from operating activities was driven primarily by a change in working capital which was mainly due to a decrease in accounts receivable.

Financing Activities

Cash outflows from financing activities for the three months ended March 31, 2023, totaled $60,911 compared to cash inflows from financing activities of $2,409,074 for the three months ended March 31, 2022.

During the three months ended March 31, 2023, 59,750 common shares were issued upon the exercise of options for proceeds of $14,889, and payment of lease obligations of $73,796.

During the three months ended March 31, 2022, 260,388 common shares were issued upon the exercise of options for proceeds of $87,816, payment of lease obligations were $74,610 and a further draw-down of $2,402,124 from the TD Bank credit facility.

Investing Activities

Purchases of property and equipment was $30,232 for the three months ended March 31, 2023, compared to $13,675 for the three months ended March 31, 2022, and relate primarily for computers and office equipment for the day-to-day activities of employees. We currently have no material commitments for capital expenditures.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

See our annual consolidated financial statements for the year ended December 31, 2022 and the related notes thereto for a discussion of the accounting policies and estimates that are critical to the understanding of our business operations and the results of our operations.

OTHER OBLIGATIONS, CONTINGENCIES AND RELATED PARTY TRANSACTIONS

The Company leases office premises from a company controlled by a member of the Board, Sir Terence Matthews. This office premise is included as part of the right-of-use assets of $84,858 and as part of lease obligations of $99,568. Operating expenses under the related party lease plus commitments for other office leases, have the following minimum annual payments:

	Related party commitments
2023 (April through July)	91,826

Loans totaling $397,090 ($537,407 CAD) have been issued to co-CEO, Alvaro Pombo to purchase common shares (the "Pombo Share Purchase Loans"). The loans are non-interest bearing and the principal is repayable on demand.

The 2,668,488 common shares acquired under the Pombo Share Purchase Loans are pledged as security against the share purchase loans and are held as security by the Company until such time as the individual loans are repaid. The share purchase loans were due on demand but were modified in February 2023, to be payable upon sale of shares or if the Company's share price reaches CAD $1.50 or greater for a period of at least thirty (30) days subject to certain conditions being met. The market value of the underlying common shares for the Pombo Share Purchase Loans as at March 31, 2023 was $876,118 ($1,200,820 CAD). At the same time his employment agreement was revised to provide that, in the event of termination without cause or a resignation for good reason, Mr. Pombo will be entitled to payment equal to 24 months compensation.

Despite their legal form, the Pombo Share Purchase Loans are accounted for similar to the grant of an option under IFRS. As such, for accounting purposes, the common shares issued and the share purchase loans granted under the loan and share pledge agreements are not recognized as outstanding until such time as payments are received on the loan balances. The $78,396 ($107,451 CAD) Related Party Loan Receivable for related tax remittances is treated as a current receivable.

The following table provides a summary of the rent and the Company's other contractual obligations outstanding as at March 31, 2023:

	Payments due by Period			
	Carrying amount	**Contractual cash flows**	**Year 1**	**Years 2-3**
Accounts payable and accrued liabilities	$ 2,100,692	$ 2,100,692	$ 2,100,692	$ -
Office lease obligations	99,568	100,686	100,686	-
Long-term debt	6,015,292	6,744,730	336,104	6,408,626
	$ 8,215,552	$ 8,946,108	$ 2,537,482	$ 6,408,626

SUMMARY OF OUTSTANDING SHARES AND DILUTIVE INSTRUMENTS

The authorized capital of the Company consists of an unlimited number of common shares, of which 132,799,621 common shares were issued and outstanding as of the date of this MD&A.

The stock option plan (the "Option Plan") of the Company is administered by the Board of Directors, which is responsible for establishing the exercise price (at not less than the Discounted Market Price as defined in the policies of the TSX Venture Exchange) and the vesting and expiry provisions. The maximum number of common shares reserved for issuance for options that may be granted under the Option Plan is 21,679,583. Options granted under the Option Plan to purchase up to an aggregate of 19,538,003 (average exercise price of CAD $0.65) common shares are issued and outstanding.

Assuming that all of the outstanding options and warrants are vested and exercised, 152,337,624 common shares would be issued and outstanding on a fully diluted basis.

QUARTERLY INFORMATION

	Three months ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Revenue	$ 5,771,853	$ 5,610,757	$ 5,463,306	$ 5,211,616
Loss from operations	$ (1,035,718)	$ (445,127)	$ (1,074,037)	$ (1,316,718)
Net loss	$ (1,128,266)	$ (550,852)	$ (1,011,677)	$ (1,342,633)
Weighted average number of shares outstanding basic and diluted	130,081,341	128,763,361	128,763,361	128,278,739
Net loss per common share, basic and diluted	$ (0.01)	$ 0.00	$ (0.01)	$ (0.01)

	Three months ended			
	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021
Revenue	$ 5,041,110	$ 5,006,723	$ 4,892,514	$ 4,841,047
Loss from operations	$ (1,489,705)	$ (1,031,783)	$ (997,230)	$ (1,065,268)
Net loss	$ (1,543,608)	$ (1,119,870)	$ (1,114,890)	$ (1,124,616)
Weighted average number of shares outstanding basic and diluted	125,869,247	125,869,247	125,918,010	125,277,003
Net loss per common share, basic and diluted	$ (0.01)	$ (0.04)	$ (0.01)	$ (0.01)

RECONCILIATION OF NON-GAAP MEASURES

We use Non-GAAP financial measures, including Non-GAAP Loss from Operations and Non-GAAP Net Loss, to provide investors with supplemental measures of our operating performance and to highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also uses non-GAAP measures in order to facilitate operating performance comparisons, prepare annual operating budgets and assess our ability to meet working capital requirements.

Non-GAAP Loss from Operations

The Company uses "Non-GAAP Loss from Operations" as a non-GAAP financial measure within the MD&A but it is not a defined term under IFRS to assess performance. Non-GAAP Loss from Operations adjusts the Loss from Operations to exclude our share-based compensation plans.

Non-GAAP loss from Operations

	Three months ended		
	March 31, 2023	December 31, 2022	March 31, 2022
GAAP loss from Operations	$ (1,035,718)	$ (445,129)	$ (1,489,705)
Add back:			
Share based compensation	245,277	265,986	428,203
	$ (790,441)	$ (179,143)	$ (1,061,502)

Management use this information to measure operating results in relation to available working capital and cash and believes that this measure provides useful supplemental information to investors and is computed on a consistent basis for each reporting period. We believe that securities analysts, investors and other interested parties frequently use Non-GAAP measures in the evaluation of issuers.

Non-GAAP Net Loss

The Company uses "Non-GAAP Net Loss" as a non-GAAP financial measure within the MD&A but it is not a defined term under IFRS to assess performance. Non-GAAP Loss from Operations adjusts Net loss to exclude share based compensation and accretion of long-term debt.

	Three months ended		
	March 31, 2023	December 31, 2022	March 31, 2022
GAAP Net loss	$ (1,128,266)	$ (550,854)	$ (1,543,608)
Add back:			
Share based compensation	245,277	265,986	428,203
Accretion on long-term debt	2,809	2,808	282
	$ (880,180)	$ (282,060)	$ (1,115,123)

Management use this information to measure financial results in relation to available working capital and cash and believes that this measure provides useful supplemental information to investors and is computed on a consistent basis for each reporting period. We believe that securities analysts, investors and other interested parties frequently use Non-GAAP measures in the evaluation of issuers.

Additional information relating to the Company may be found at www.SEDAR.com.