Wishpond Technologies Ltd.
Management's Discussion & Analysis ("MD&A")
For the year ended December 31, 2021

All amounts herein are in Canadian Dollars unless otherwise stated.

INTRODUCTION

This Management Discussion and Analysis of the results of operations, cash flows and financial position ("**MD&A**") was prepared by Management of Wishpond Technologies Ltd. (formerly Antera Ventures I Corp.), ("**Wishpond**" or the "**Company**") and approved by the Board of Directors of the Company (the "Board"). References in this MD&A to "Wishpond", the "Company", "us", "we", and "our" mean Wishpond Technologies Ltd. unless the context otherwise suggests.

This MD&A discusses material changes in the Company's financial condition, financial performance and cash flows for the year ended December 31, 2021. Such discussion and comments on the Company's liquidity and capital resources should be read in conjunction with the Company's audited consolidated financial statements (the "Financial Statements") and related notes for the corresponding periods, which have been prepared in Canadian dollars using International Financial Reporting Standards ("**IFRS**").

The Chief Executive Officer and Chief Financial Officer of the Company, in accordance with National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), have both certified that they have reviewed the annual financial statements and this MD&A (together, the "Annual Filings") and that, based on their knowledge having exercised reasonable diligence, that (a) the Annual Filings do not contain any untrue statements 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 Annual Filings; and (b) the annual financial report together with the other financial information included in the Annual 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 Annual Filings.

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

This MD&A is dated and approved by the Board as of April 25, 2022.

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 the revenues going forward, anticipated market trends and technology adoption by customers and industry peers, anticipated growth in revenue and expenses, the potential impacts of additional expenditures on revenue growth rates, the sufficiency of cash on hand and the Company's ability to obtain the 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:

Please see the "Risks & Uncertainties" section in this document for a complete discussion of these and other risks. Readers are cautioned not to place undue reliance on forward-looking statements. Management undertakes 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.

COMPANY OVERVIEW

The Company is a provider of marketing focused online business solutions. As of December 31, 2021, the Company had approximately 235 employees and full-time contractors globally. The Company's head office is located at Suite 1000 - 1500 West Georgia Street, Vancouver, BC.

The Company offers an "all-in-one" platform that provides companies with marketing, promotion, lead generation, sales automation, ad management, referral marketing and sales conversion capabilities. Wishpond replaces disparate marketing functions with an easy-to-use platform for a fraction of the cost while enabling its customers to manage all major aspects of their marketing function on a centralized platform. The Company provides proprietary cloud-based software for lead generation, marketing automation, and analytics, including landing pages, social promotions, website pop-ups, online forms, lead activity tracking, and email marketing, among others. Moreover, Wishpond provides a wide range of integrated marketing services, including campaign design and management, online advertising, search engine optimization, and landing page design, among others.

As of the date of the MD&A, Wishpond serves over 3,700 customers, primarily small-to-medium sized businesses ("**SMBs**") across various industries, including e-commerce, marketing agencies, beauty, fitness, and design, among others. In addition to SMBs, the platform is also used by several large blue-chip companies across North America.

Wishpond has been developing and selling a sales engine that delivers predictable revenue and growth since 2017. To this end, management has developed a proprietary process that provides systematic lead generation and a targeted strategy for nurturing and closing sales leads successfully. Wishpond's sales cycle is relatively short with the majority of sales closing in two or three weeks. Therefore, the sales pipeline is continually being refilled. In addition to the outbound sales team, Wishpond has an inbound sales team devoted to attracting, nurturing, and converting incoming leads from its website, blog, social media channels, webinars, etc.

Qualifying transaction

On December 8, 2020, the Company completed a reverse takeover transaction. Through this transaction, Wishpond Technologies Ltd. ("**Wishpond Private**") and a newly formed subsidiary of the Company amalgamated, and the Company acquired all of the issued and outstanding securities of Wishpond Private, via a reverse-takeover transaction (the "Transaction"). Upon completion of the Transaction, Wishpond Private became a wholly owned subsidiary of the Company and the Resulting Issuer and the Company carried on the business previously carried on by Wishpond Private. In connection with the Transaction, the Company consolidated its common shares (the "Shares") on the basis of one (1) post-consolidation Share for every 4.646720625 pre-consolidation Shares and all shares of Wishpond Private were consolidated on the basis of 3.2439938 post-consolidation Shares for each one (1) pre-consolidation Share. The Company changed its name to "Wishpond Technologies Ltd." and the Shares commenced trading on the Exchange at opening on December 11, 2020 under the symbol "**WISH**" as a Tier 1 technology issuer.

OPERATIONAL HIGHLIGHTS

Impact of COVID-19

COVID-19 created certain challenges due to the uncertainty introduced in the economy and the global business sector. Starting in March 2020, management took significant measures to reduce operating expenses and transition into a fully remote model, operating primarily online with employees working seamlessly across several time zones. This transition into a remote business model has enabled the Company to access strong talent globally and integrate them efficiently into its current systems and processes. The Company did not renew its Vancouver office lease at the end of the lease term on December 31, 2021 that will result in significant cost savings, partially offset by the cost of flexible shared workspace arrangements in areas with high employee concentration.

Management believes that COVID-19 and its variants may continue to transform the business landscape with a growing number of companies and consumers preferring to work from home, doing business online or minimizing close contact in public spaces. This requires companies to establish and/or expand their online presence to allow customers to find and reach them remotely, thereby continuing the adoption of digital sales and marketing tools and solutions. COVID-19 created challenges and pressures for companies without an online presence to transition to an online business model to reach global customers with little dependence on physical sales. While the relaxation of COVID-19 restrictions may reduce some urgency to continue investing in an online presence, the trends established during the COVID-19 lockdowns continue to create favorable tailwinds for Wishpond to empower business owners to successfully operate online. Online marketing techniques and technologies are constantly evolving and increasing in sophistication. As a result, we expect our target customers to continue to seek out solutions that help them to generate superior returns on their online marketing dollars.

Significant developments for the year ended December 31, 2021

Mergers and Acquisitions:

- **Invigo Media Corp. and its affiliates:** On January 7, 2021, Wishpond completed the acquisition of substantially all of the assets of Invigo Media Corp. and its affiliates, EverGenius LLC, and Invigo Media LLC (the "**Invigo Group**" or "**Invigo**"). Based in Surrey, BC, Invigo is a profitable and growing marketing technology and services company primarily focused on serving medical clinics.

  Invigo developed its own proprietary technology solutions providing advanced client relationship management and performance marketing tools which are complementary to Wishpond's "all-in-one" marketing platform. Over the past five years, the Invigo Group developed a comprehensive client retention and relationship management software, "EverGenius", tailored to the medical and adjacent industries designed to generate, nurture, and convert leads from a centralized platform.

  In consideration for the acquisition of Invigo, Wishpond provided a cash payment of $835,000 and a two-year performance earn-out that may be paid in cash, Wishpond Shares, or a combination thereof, at the Company's discretion. Based on the business's projected post-closing EBITDA on the acquisition date, the Company anticipates the total purchase price to be approximately $3.0 million, including the closing cash payment and the earn-out payments.

- **PersistIQ Inc**: On February 26, 2021, the Company completed the acquisition of the equity interests in PersistIQ, Inc. ("**PersistIQ**"). Based out of San Mateo, California, PersistIQ is a high performing software-as-a-service company which provides sales engagement technologies to empower salespeople and entrepreneurs.

  Founded in 2014, PersistIQ is a sales automation software developer with a platform that successfully integrates its users' sales communication, existing workflow, CRM and marketing automation systems. Through the acquisition, it is expected that PersistIQ will expand Wishpond's capabilities into the sales automation and communication space.

  In consideration for the acquisition of PersistIQ, Wishpond paid US$1.0 million in cash and issued 663,388 Wishpond Shares at a deemed price per Wishpond Share of $1.8915 (representing the 5-day volume weighted average price (VWAP) of the Wishpond Shares on the Exchange on the closing date) for aggregate share consideration of US$1.0 million on closing and granted the vendors a one-year earn-out valued at approximately US$1.03 million on the acquisition date.

- **Brax.io**: On August 31, 2021, the Company, through its wholly owned indirect subsidiary, Brax Technologies Inc. ("**Brax**"), acquired certain assets and specific liabilities of AtlasMind Inc. (doing business as "**Brax.io**"). Brax.io is a rapidly growing and profitable Software-as-a-Service business that offers a robust advertising platform for the management of a company's digital ads across multiple sources and is expected to be immediately accretive to Wishpond.

  In consideration for the acquisition of Brax, Wishpond paid US$1,333,334 in cash and granted the vendors a one-year earn-out that may be paid in cash, Wishpond Shares, or a combination thereof, at the company's discretion. Based on the projected revenue of Brax, the Company anticipates the earn-out is valued at $817,732 on the acquisition date.

- **Winback.chat**: On December 31, 2021, the Company, through its wholly owned indirect subsidiary, Winback Technologies Inc. ("**Winback**"), acquired certain assets of AtlasMind Inc. (doing business as "**Winback.chat**"). Winback.chat is a SMS marketing platform including a cart abandonment tool used by small and medium sized businesses on Shopify.

  In consideration for the acquisition of Winback, Wishpond paid US$700,000 in cash on the acquisition date.

  All the acquired companies operate as separate business units while maximizing synergies with Wishpond to drive sales growth, customer retention and cross sell opportunities.

Bought Deal Public Offering:

- On February 5, 2021, Wishpond closed its previously announced bought deal public offering of 4.6 million Wishpond Shares at a price of $1.75 per Wishpond Share (the "**Offering Price**") for gross proceeds of $8.05 million (the "**Offering**"), which includes the exercise in full of the underwriters' over-allotment option. The Company intends to use the net proceeds of the Offering for strategic acquisitions, including the related transaction costs, and for working capital and general corporate purposes.

  In consideration for the services provided by the Underwriters in connection with the Offering, the Company paid the Underwriters a commission equal to 7% of the gross proceeds raised under the Offering and issued to the Underwriters an aggregate of 313,766 non-transferable warrants, which represents 7% of the number of Wishpond Shares sold under the Offering.

Normal Course Issuer Bid:

- On June 7, 2021, the TSX Venture Exchange accepted a notice of the Company's intention to commence a normal course issuer bid ("**NCIB**") for its common shares, which permits the Company to repurchase up to 2,590,389 of its issued and outstanding common shares, representing approximately 5% of the issued and outstanding common shares of the Company as at June 3, 2021, for a one-year period from June 11, 2021 to June 10, 2022 or earlier should the Company complete its repurchases prior to such date.

- During the period from June 11, 2021 to December 31, 2021, the Company purchased 248,800 common shares under the NCIB, for aggregate consideration of $318,602.

OTC Venture Markets and DTC Eligibility:

- On May 12, 2021, the Company's common shares began trading on the OTCQB Venture Market ("**OTCQB**") under the ticker "WPNDF".

- On June 24, 2021, the Company's listing on the OTCQB Venture Market was upgraded to the OTCQX® Best Market ("the "**OTCQX**"), and its common shares began trading on the OTCQX under the ticker symbol "WPNDF".

- On July 14, 2021, the Company announced that the Depository Trust Company ("**DTC**") has made Wishpond common shares eligible for electronic deposit at DTC. The Company believes that the opportunity to clear and settle trades in its common shares on the OTCQX should provide a more seamless experience for its U.S. shareholders.

Revolving Credit Facility:

- On September 29, 2021, the Company entered into a new credit facility pursuant to the terms of a credit agreement between the Company and a major Canadian bank that provides for up to $6,000,000 in secured revolving operating line based on recurring revenue. The credit facility is secured against the assets of the Company and the interest rate is based on the Canadian Prime Rate plus 2.0% per annum. The credit facility is expected to provide the Company with an efficient way to optimize its working capital and the ability to retain its flexibility should the Company need to use proceeds for general corporate purposes or support future acquisitions. As at December 31, 2021, the credit facility remained undrawn and was fully available to the Company.

Product Development and Operations:

- On February 23, 2021, Wishpond launched its Payments Product, a new service enabling merchants to collect payments directly from the landing pages, without the need to refer them to an external website or payment gateway. This feature is expected to represent a new source of revenue for the Company as it will be collecting fees on payments processed through its landing pages and websites.

- On April 14, 2021, Wishpond launched its Funnels Product, a new feature that allows for progressive lead profiling and upselling opportunities. These features are a powerful addition to the landing page editor, increasing its effectiveness at profiling and converting new leads.

- On April 22, 2021, Wishpond launched its new fully managed Outbound Sales Solution by PersistIQ. This new solution features an enhanced sales automation platform and a service package that gives B2B small business owners access to PersistIQ's award-winning technology, outbound sales strategies and a team of experts to help accelerate growth.

- On May 17, 2021, the Company announced the promotion of Nicholas Steeves from Wishpond's Chief Product Officer to General Manager of Wishpond's PersistIQ business unit. The Company also appointed Wil Schmor as Wishpond's new Director of Product Management.

- On June 16, 2021, Wishpond launched its new Appointments Product, a new feature that enables businesses to offer automated scheduling to their clients. The new product represents the first feature integration of EverGenius software into Wishpond's platform which comes from the Company's acquisition of Invigo Media.

- On June 30, 2021, the Company announced a partnership with Stukent, Inc. ("**Stukent**"), a digital courseware provider, to introduce new real-world digital marketing and social media assignments with Wishpond's technology on Stukent's platform.

- On October 21, 2021, Wishpond launched its new integration of Zoom with Wishpond Appointments, and the availability of the Wishpond Zoom App in the Zoom App Marketplace. Wishpond Appointments now connects seamlessly with Zoom allowing Wishpond's customers to easily create virtual meetings for their next business call, customer meeting, or consultation.

- On November 16, 2021, the Company announced new product enhancements to PersistIQ's products, including an enhanced sales automation platform that gives B2B small business owners access to PersistIQ's outbound sales strategies. The Company also integrated PersistIQ with Wishpond's shared services. This integration has allowed PersistIQ to introduce new service packages that are integrated with Wishpond shared services, including a new lead generation team, outbound campaign teams, sales development rep (or "SDR") teams, and copy teams.

Events subsequent to December 31, 2021

- On January 10, 2022, the Company announced the appointment of David Pais as Chief Financial Officer (CFO). Mr. Pais will have responsibility for all finance, accounting, financial reporting, audit, tax and capital planning functions.

- On January 20, 2022, Wishpond announced that it had completed the integration of Brax, and launched a Universal Ads Editor, providing customers with a faster way to create, launch and monitor campaign performance across multiple platforms – all from one product.

- On March 3, 2022, the Company announced its new email marketing platform to help small businesses achieve higher levels of engagement, increase email open rates, improve conversion rates and generate higher return on investment. The new email marketing platform includes numerous enhancements including a new user-friendly interface, the ability to preview email text, support for accelerated mobile pages and a new email application programming interface.

- On March 17, 2022, the Company announced a partnership with J.P. Libros Ediciones Oklever, S.A. De C.V. ("**LaLeo**"), the largest medical eCommerce platform in Mexico and Latin America. Under the partnership, Wishpond and LaLeo will sell and support Invigo's Evergenius™ software platform to its medical and dental customers in Latin America. This partnership will help Wishpond access and sell into these major new markets.

- On April 1, 2022, the Company completed its acquisition of certain assets and specific liabilities of Viral Loops Ltd. ("**Viral Loops**") through the Company's wholly owned subsidiary. Viral Loops is a Software-as-a-Service ("**SaaS**") company which helps its customers design, create and manage campaigns that result in higher referral visits and revenue for their eCommerce merchants. In consideration for the Viral Loops acquisition, Wishpond provided a cash payment of US$1,380,000 and a one-year performance earn-out that may be paid in cash or by the issuance of the Company's

Shares, at the sole discretion of the Company. The one-year earn-out will be based on the projected revenue of the business and is payable on a quarterly basis. Any shares will be issued at a deemed price per share equal to the 10-day VWAP of the Shares on the TSX Venture Exchange on the payment date. Any shares issued in connection with the Acquisition will be subject to a restricted period of four months and one day from the date of issuance.

- On April 20, 2022, the Company announced that the number of Winback's customer installations has increased by over 50%, including more than 180 Wishpond clients who are now trialing the platform under promotional pricing plans. Wishpond has also developed and launched new innovative features to the Winback platform over the last quarter.

- Between January 1, 2022 and April 14, 2022, the Company purchased 130,100 common shares for cancellation in conjunction with the NCIB for aggregate consideration of approximately $148,232.

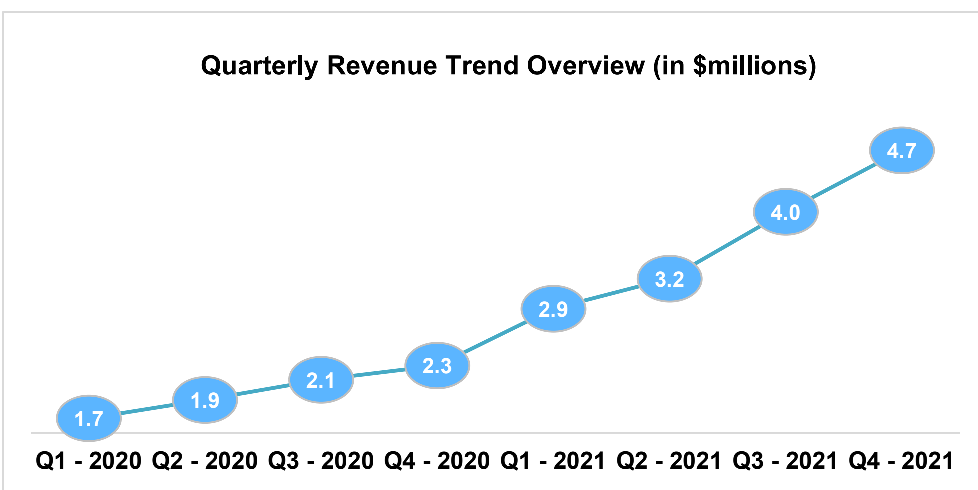
OVERALL PERFORMANCE & DISCUSSION OF OPERATIONS

The following table summarizes the Company's recent results of operations as of the dates below and for the periods indicated below. This information should be read together with the Financial Statements.

	Year ended December 31, 2021 $	**Year ended December 31, 2020 $**
Revenue	14,761,275	7,882,018
Gross profit	9,980,399	5,229,099
Gross margin	68%	66%
Adjusted EBITDA[1]	56,389	494,902
Net increase (decrease) in cash during the period	(1,063,093)	7,036,010
Cash - end of the period	6,242,453	7,305,546

[1]Defined in the ADDITIONAL GAAP AND NON-GAAP MEASURES section in this document.

Revenue:



For the year ended December 31, 2021, the Company achieved revenues of $14,761,275 compared to $7,882,018 for the comparable period in fiscal 2020, representing a year-over-year increase of 87%. The increase in revenue was driven primarily by the following:

- **Organic growth driven by the Company's outbound sales channel and upselling efforts**: The Company made incremental investment in outbound sales, including the hiring of an experienced sales team lead, additional sales professionals, and robust training and monitoring efforts. Revenue was also positively impacted by a focus on up-selling customers from lower-value to higher-value plans. Such efforts consist primarily of transitioning customers from technology-only plans (i.e. Self-serve) to Fully-managed plans to help them achieve superior results through the help of Wishpond's professional digital marketing team.

- **Invigo, PersistIQ, and Brax acquisitions:** Wishpond completed its acquisition of Invigo and PersistIQ during Q1 2021 which resulted in three full quarters of contribution to the consolidated revenue of the Company for the year ended December 31, 2021. Wishpond also completed its acquisition of Brax during Q3 2021 which resulted in a full quarter of contribution to the consolidated revenues of the Company for the year ended December 31, 2021.

In accounting for the initial acquisition of Invigo, PersistIQ, and Brax, the balance of deferred revenue on their acquisition dates was reduced by a total of $285,509 based on the estimated amount of costs remaining to service the balances. This total fair value adjustment of $285,509 resulted in reduced consolidated revenues over the estimated life of the average customer subscription commencing on the acquisition dates.

Had this fair value adjustment of $285,509 not been required, the Company estimates that it would have reported consolidated revenue of $15,046,784 for the year ended December 31, 2021 and Adjusted EBITDA of positive $341,898 for year ended December 31, 2021.

The Company's revenue is derived from the sale of rights to access its software and provision of digital marketing services. Substantially all the Company's revenue is considered subscription-based recurring revenue. The Company's two main revenue streams consist of the following:

- ***Software Subscription Revenues ("Self-serve"):*** subscription agreements provide customers the right to access the Company's suite of cloud-based marketing software. Pricing is based on a tiered system driven by features accessed, leads generated, user seats, ad spend, and SMS credits. Customers have the option to subscribe on a monthly or annual basis. Software subscription revenues are recognised over the term of the related contracts.

- ***Marketing Subscription Revenues ("Fully-managed"):*** customised professional marketing services are offered to customers on a subscription basis. Services typically include landing page design, contest campaigns, ad campaigns, outbound sales, SEO services, customer relationship management services, and managed media buying services among others. The majority of marketing contracts are annual with a monthly billing cycle. Marketing subscription revenues are recognised over the term of the related contracts.

Revenue Segmentation:

Geographic sales based on customer location are detailed as follows:

	For the years ended	
	December 31, 2021	December 31, 2020
	$	$
United States	11,541,630	6,168,157
Canada	1,423,865	780,831
Other	1,795,780	933,030
Total	**14,761,275**	**7,882,018**

For the year ended December 31, 2021, revenue from the United States accounted for 78% of total revenues. The Company achieved revenues from the United States of $11,541,630 for the year ended December 31, 2021, compared to $6,168,157 for the year ended December 31, 2020, representing a year-over-year increase of 87%.

Cost of Sales and Gross Margin

The cost of sales primarily consists of hosting services, email infrastructure, direct labour related to the Fully managed plans, and payment processing fees. Such costs are primarily correlated with movement in revenue. During the year ended December 31, 2021, the Company achieved gross margins of 68%, compared to gross margins of 66% achieved in the comparable period in fiscal 2020.

Notable Operating Expenses

	For the years ended	
	December 31, 2021	December 31, 2020
	$	$
Salaries, wages, employee benefits	3,039,188	1,800,542
Stock-based compensation	2,322,735	100,649
Subcontractor expenses	2,010,236	731,787
Sales and marketing	2,181,702	1,217,162
Office and general	1,030,486	407,721
Software subscriptions	914,162	411,321
Professional fees	670,285	74,788

- **Salaries, wages, employee benefits:** During the year ended December 31, 2021, the Company incurred $3,039,188 in salaries, wages, and employee benefits expenses compared to $1,800,542 in the comparable period in fiscal 2020. The increase is due to a net increase in full time employee headcount during 2021 and is consistent with the year over year growth in revenues and operations.

- **Stock-based compensation:** The Company uses employee stock options as a means for employee compensation, retention, and incentives. During the year ended December 31, 2021, the Company incurred $2,322,735 in stock compensation, compared to $100,649 for the comparable period in fiscal 2020, primarily due to new stock options granted to officers and employees in the company.

- **Subcontractor expenses:** The Company employs several full-time contractors primarily involved in supporting sales and operations. Many of these subcontractors are based in jurisdictions outside of Canada. During the year ended December 31, 2021, the Company incurred $2,010,236 in subcontractor expenses compared to $731,787 for the comparable period in fiscal 2020. The increase is primarily attributable to the Company ramping up hiring efforts to support growth from the comparable period in fiscal 2020 and to expand internal capacity in anticipation of continued growth.

- **Sales and marketing:** Sales and marketing expenses consist primarily of employee and contractor remuneration, commissions and bonuses paid to sales development representatives and account executives involved in the lead generation, qualification, and sales closing process. During the year ended December 31, 2021, sales and marketing expenses increased to $2,181,702 from $1,217,162 for the comparable period in fiscal 2020. The increase was consistent with the increase in sales and the hiring of new account executives and sales development representatives.

- **Office and general:** Consists of communication, supplies, office lease, bank charges, insurance, bad debt, and recruiting expenses incurred in the ordinary course of business. During the year ended December 31, 2021, the Company incurred $1,030,486 in office and general expenses, compared to $407,721 for the comparable period in fiscal 2020. The increase is primarily attributable to recruiting and communication expenses incurred in connection with the growth in headcount and bad debt expenses increasing in line with the growth in revenues.

- **Software subscriptions:** Consists of several software subscriptions used by Wishpond in the ordinary course of business. During the year ended December 31, 2021, the Company incurred $914,162 in software subscriptions, compared to $411,321 for the comparable period in fiscal 2020. The increase is primarily attributable to the implementation of new systems designed to improve internal operating efficiency and an increase in the number of licenses purchased consistent with the growth in headcount.

- **Professional fees**: Professional fees includes routine accounting and legal expenditures, as well as investor relations expenses which the Company began incurring from the date it went public in December 2020. During the year ended December 31, 2021, the Company incurred $670,285 in professional fees compared to $74,788 for the comparable period in fiscal 2020. The increase is attributed primarily to more stringent compliance requirements from becoming publicly traded, including financial statement audits, legal matters involving securities, and investor relations expenditures.

Notable Non-Operating Expenses

	For the years ended	
	December 31, 2021 $	**December 31, 2020 $**
Remeasurement of contingent consideration liability	859,672	-
Credit facility initial set-up fees	160,160	-
Acquisition related expenses	177,537	72,594
Other expenses	170,974	24,710
Earn-out remuneration	141,728	-
Filing fees	93,609	3,185

- **Remeasurement of contingent consideration liability:** During the year ended December 31, 2021, the Company recorded a remeasurement of contingent consideration liability of $859,672 compared to $Nil for the comparable period in fiscal 2020. The increase is primarily due to PersistIQ Earn-out Payments that constituted consideration for the business combination as defined by IFRS 3 Business Combinations and is recorded as a contingent consideration liability. The contingent consideration liability is remeasured to fair value at each reporting date, until such time as the earn-out period is over, with changes to fair-value included in the consolidated statements of loss and comprehensive loss. Since its acquisition, PersistIQ has exceeded growth expectations by scaling its sales teams, successfully renewing several key contracts, and increasing its customer count to over 900 clients. As a result, the contingent consideration liability related to the PersistIQ Earn-out Payments was remeasured to a fair value of $1,696,993 based on an increase in forecasted PersistIQ revenues as at December 31, 2021.

- **Credit facility initial set-up fees:** During the year ended December 31, 2021, the Company incurred credit facility set-up fees of $160,160 compared to $Nil for the comparable period in fiscal 2020. The increase is due to legal fees incurred on the initial setup of a new credit facility pursuant to the terms of a credit agreement entered into between the Company and a major Canadian bank in September 2021 that provides for a $6,000,000 secured revolving operating line based on recurring revenue of the Company.

- **Acquisition related expenses:** During the year ended December 31, 2021, the Company incurred acquisition related expenses of $177,537 compared to $72,594 for the comparable period in fiscal 2020. The increase is due to accounting, legal, and advisory costs in connection with the acquisitions of Invigo and PersistIQ which closed on January 7, 2021 and February 26, 2021, respectively. Acquisition related transaction costs of $44,316 and $35,564 for Brax and Winback, respectively were allocated to the net assets acquired on a relative fair value basis. Refer also to the “Significant developments for the year ended December 31, 2021” section in this MD&A.

- **Other expenses:** During the year ended December 31, 2021, the Company incurred other expenses of $170,974 compared to $24,710 for the comparable period in fiscal 2020. The increase was primarily attributable to OTC initial and upgraded listing fees incurred during the year ended December 31, 2021.

- **Earn-out remuneration:** During the year ended December 31, 2021, the Company incurred Earn-out remuneration of $141,728 compared to $Nil for the comparable period in fiscal 2020. The increase is due to Invigo Earn-out Payments that constituted remuneration as defined by IFRS 3 and is recorded as non-operating expense on the consolidated statements of loss and comprehensive loss.

- **Filing fees:** During the year ended December 31, 2021, the Company incurred filing fees of $93,609 compared to $3,185 for the comparable period in fiscal 2020. The increase is due to filing fees for acquisitions and financing transactions incurred during the year ended December 31, 2021.

RESEARCH AND DEVELOPMENT EXPENDITURES

Research and development expenses consist primarily of remuneration paid to engineer personnel and independent contractors. Development costs that meet the criteria under IAS 38 Intangible Assets are capitalized as deferred development costs. Deferred development costs have finite lives and are carried at cost less accumulated amortization and accumulated impairment losses. The deferred development costs are amortized on a straight-line basis over an estimated useful life between 7 to 10 years.

During the year ended December 31, 2021, the Company capitalized $881,591 to deferred development costs, compared to $270,323 for the comparable period in fiscal 2020.

During the year ended December 31, 2021, the Company amortized a total of $197,227 in development expenses, compared to $136,944 for the comparable period in fiscal 2020.

As of December 8, 2020, the Company lost its Canadian-Controlled Private Corporation status in connection with the Qualifying Transaction and no longer receives a refundable research tax credit. Subsequent to December 8, 2020, research tax credits are applied against taxable income as a non-refundable tax credit and will expire in 2030 and forward unless previously utilized.

As of December 31, 2021, the Company had accrued $209,372 in investment tax credit recoverable related to expenditures incurred in fiscal 2020.

Summary of Quarterly Results:

	Q4 FY21 **$**	**Q3 FY21** **$**	**Q2 FY21** **$**	**Q1 FY21** **$**	**Q4 FY20** **$**
Revenue	4,666,853	3,976,965	3,226,877	2,890,580	2,254,771
Cost of sales	1,482,242	1,216,256	988,734	1,093,644	799,296
Gross profit	**3,184,611**	**2,760,709**	**2,238,143**	**1,796,936**	**1,455,475**
Operating expenses	3,583,151	3,374,112	3,331,699	2,836,759	1,459,497
Loss from operations	**(398,540)**	**(613,403)**	**(1,093,556)**	**(1,039,823)**	**(4,022)**
Reverse takeover listing expense	-	-	-	-	2,114,085
Remeasurement of contingent consideration liability	166,134	458,605	234,933	-	-
Filing fees, credit facility setup fees, and other expenses (income)	166,160	141,883	71,524	45,176	(20,122)
Earn-out remuneration	45,934	43,528	52,266	-	-
Foreign currency losses (gains)	4,186	22,988	9,006	(64)	(16,049)
Acquisition related expenses	17,334	-	53,953	106,250	72,594
Interest expense	1,489	1,442	2,520	3,584	5,665
Income tax expense	93,724	-	-	-	-
Net loss and comprehensive loss	**(893,501)**	**(1,281,849)**	**(1,517,758)**	**(1,194,769)**	**(2,160,195)**
Adjusted EBITDA	**490,873**	**204,322**	**(320,027)**	**(318,779)**	**121,151**

Revenue for the fourth quarter ended December 31, 2021 was $4,666,853, representing an increase of 107% compared to revenue of $2,254,771 for the fourth quarter ended December 31, 2020. The increase in revenue is attributable to an increase in the size of the Company's sales team, launching of new products over the past year and inorganic growth from the acquisitions of Invigo, PersistIQ and Brax. On a sequential quarter over quarter basis, revenue increased 17% compared to revenue of $3,976,965 for the third quarter ended September 30, 2021.

The fourth quarter is Wishpond's strongest seasonal quarter while the first quarter is the weakest quarter seasonally. Revenue growth in the fourth quarter benefited from seasonality as our small and medium sized business customers invested in various online marketing campaigns, contests, and promotions to maximize their revenue from the increase in consumer spending during the holiday season. Consequently, the Company signed up a larger number of new customers during this period.

Wishpond did not experience a significant amount of seasonality between Q4 2020 and Q1 2021 as the seasonality effects were offset by the additional revenue contribution from the two acquisitions that

Wishpond completed in Q1 2021. Seasonality in Wishpond's business has become more pronounced over the past year due to the acquired businesses having greater seasonality effects than Wishpond's incumbent business. The acquired businesses offer products and services that can be tailored to special marketing campaigns that boost demand around various holidays and special occasions, such as back-to-school, Thanksgiving and Christmas, which results in higher seasonal revenue in Q4 and a decline in seasonal revenue in Q1.

Net loss for the fourth quarter ended December 31, 2021 was $893,501 compared to a net loss of $1,281,849 in the third quarter ended September 30, 2021. The decrease in net loss was primarily driven by an increase in gross profit from $2,760,70 for the third quarter ended September 30, 2021 to $3,184,611 for the fourth quarter ended December 31, 2021.

During the year ended December 31, 2021, the average US dollar to Canadian dollar exchange rate decreased to approximately 1.254 compared to 1.341 for the comparable period in fiscal 2020. Had this decrease in exchange rate not occurred, the Company estimates that it would have reported consolidated revenue of $15,514,395 and Adjusted EBITDA of positive $338,842 for the year ended December 31, 2021.

FINANCIAL LIQUIDITY

	Year ended December 31, 2021 $	**Year ended December 31, 2020 $**
Net cash provided by (used in) operating activities	(1,538,146)	3,215,023
Net cash used in investing activities	(6,268,240)	(286,122)
Net cash provided by financing activities	6,743,293	4,107,108
Net increase (decrease) in cash	**(1,063,093)**	**6,963,680**
Cash - beginning of the year	7,305,546	269,536
Cash - end of the year	**6,242,453**	**7,305,546**

Cash position: As at December 31, 2021, the Company had a net cash position of $6,242,453 and a credit facility with a major Canadian bank for $6,000,000. As at December 31, 2021, the credit facility remained undrawn and was fully available to the Company.

Cash from operating activities: During the year ended December 31, 2021, the Company had net negative cash from operations of $1,538,146, compared to net positive cash of $3,215,023 for the comparable period in fiscal 2020. The decrease is primarily attributed to the timing of cash flows related to long-term agreements with certain clients which require up-front prepayments, thereby creating quarter-over-quarter fluctuations in cash flows. Cash from operating activities were further negatively impacted by the Company ramping up hiring efforts to expand internal capacity in anticipation for continued growth.

Cash from investing activities: During the year ended December 31, 2021, the Company had net negative cash from investing activities of $6,268,240, compared to $286,122 for the comparable period in fiscal 2020. The decrease in cash from investing activities is primarily attributable to upfront cash paid for acquisition transactions net of cash acquired in the amount of $4,705,903 for the year ended December 31, 2021. Cash from investing activities was further decreased by an increase in additions to deferred development cost intangible assets.

Cash from financing activities: During the year ended December 31, 2021, the Company had net positive cash from financing activities of $6,743,293 compared to $4,107,108 for the comparable period in fiscal 2020. The increase for the year ended December 31, 2021, is primarily attributed to proceeds from the Offering in February 2021, net of share issuance costs in the amount of $7,181,862 and proceeds from the exercise of warrants in the amount of $244,944.

Working Capital:

As of December 31, 2021, Wishpond had Net Working Capital of $546,833, compared to $2,828,019 as of December 31, 2020, broken down as follows:

	December 31, 2021 $	December 31, 2020 $
Cash	6,242,453	7,305,546
Short-term investments	170,000	-
Accounts and other receivables	169,662	30,621
Prepaid expenses	358,870	287,783
Investment tax credit recoverable	209,372	234,840
Accounts payable and accrued liabilities	(1,232,444)	(845,779)
Deferred revenue	(2,841,894)	(3,840,699)
Current portion of contingent consideration liability	(2,529,186)	-
Current portion of lease liability	-	(344,293)
Net Working Capital	**546,833**	**2,828,019**

CAPITAL RESOURCES

Capital Expenditures:

The Company is asset-light and does not have ongoing material capital expenditure requirements to operate the business. As at December 31, 2021, the Company did not have any material commitments for capital expenditures.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2021, 555,000 options were granted to members of management and related parties (3,061,105 for the comparable period in fiscal 2020) as a means for compensation, retention, and incentives.

FINANCIAL INSTRUMENTS

Refer to the accompanying Financial Statements for the Company's recognition and measurement accounting policies of financial instruments. As of December 31, 2021, and December 31, 2020, the Company's financial instruments are valued as follows:

	December 31, 2021 $	December 31, 2020 $
Cash	6,242,453	7,305,546
Short-term investments	170,000	-
Accounts and other receivables	169,662	30,621
Accounts payable and accrued liabilities	1,232,444	845,779
Lease liability	-	344,293
Contingent consideration liability	2,529,186	-

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not aware of any material off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed transactions.

ADDITIONAL GAAP AND NON-GAAP MEASURES

This MD&A makes reference to certain additional GAAP and non-GAAP financial measures. 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. The Company uses Loss from Operations as an additional GAAP measure and uses non-GAAP financial measures, including Adjusted Earnings Before Interest, Tax and Amortization ("**Adjusted EBITDA**"), to provide investors with supplemental measures of its operating performance and to highlight trends in their core business that may not otherwise be apparent when relying solely on IFRS financial measures.

Loss from Operations

The Company uses Loss from Operations as an additional GAAP financial measure within the financial statements and MD&A, but it is not a defined term under IFRS to assess performance. Management believes that this measure provides useful supplemental information to investors and is computed consistently for each reporting period.

Loss from Operations is calculated as total revenues less total operating expenses derived from the Statement of Comprehensive Loss. This measure provides an indication of financial performance excluding the undernoted items such as foreign exchange, other income and expenditures (which typically include non-recurring transaction) and interest expense. As a result, management believes that this metric provides a clearer picture of the ongoing financial performance of the Company from operating activities. This non-GAAP metric is used by management to analyze operating performance, but it is not intended to represent an alternative to net earnings or other measures of financial performance in accordance with IFRS.

The following table summarizes the Company's Loss from Operations for the years ended December 31, 2021 and 2020:

	Year ended December 31, 2021 $	**Year ended December 31, 2020 $**
Revenue	14,761,275	7,882,018
Cost of sales	4,780,876	2,652,919
Gross profit	**9,980,399**	**5,229,099**
Operating expenses	13,125,721	5,230,744
Loss from operations	**(3,145,322)**	**(1,645)**

The loss from operations for the year ended December 31, 2021 is largely driven by a significant increase in the amount of stock-based compensation ($2,322,735 for the year ended December 31, 2021 compared to $100,649 for the comparable period in fiscal 2020), driven by the incentive stock options issued in December 2020 and June 2021 which constitutes a non-cash expense, as well as an increase in salaries, wages, and subcontractor expenses incurred during the year in line with the increase in headcount to expand the operating capacity of the Company ahead of the expected revenue growth.

Adjusted EBITDA

Management uses Adjusted EBITDA as a supplemental measure of operating results and believes that this measure provides useful supplementary information to investors as it identifies and normalizes one-time, non-recurring income and expenses that may cloud the ongoing operating results of the Company. Moreover, management believes that this metric enables securities analysts, investors and other interested parties to perform a more objective valuation of the Company.

Adjusted EBITDA for the year ended December 31, 2021 and the comparable period in fiscal 2020 was as follows:

	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Loss before income taxes	(4,794,153)	(2,215,493)
Depreciation and amortization	878,976	395,898
Interest expense	9,035	26,781
Stock based compensation expense	2,322,735	100,649
Remeasurement of contingent consideration liability	859,672	-
Reverse takeover listing expense	-	2,114,085
Foreign currency losses (gains)	36,116	(27,507)
Other expenses	170,974	24,710
Credit facility set-up fees	160,160	-
Filing fees	93,609	3,185
Acquisition related expenses	177,537	72,594
Earn-out remuneration	141,728	-
Adjusted EBITDA	**56,389**	**494,902**

DISCLOSURE OF OUTSTANDING SHARE DATA

As at December 31, 2021, the Company had the following securities issued and outstanding:

Description of security	Number of securities outstanding	Additional comments
Common shares	51,766,291	
Stock options	3,727,459	Exercisable at prices ranging from $0.05 to $2.05
Warrants	460,365	Exercisable at prices ranging from $0.75 to $1.75
Total fully diluted	**55,954,115**	

- During the year ended December 2021, 327,591 warrants were exercised resulting in 327,591 common shares being issued and total cash proceeds of $244,944.

- During the year ended December 2021, 843,890 stock options were granted to employees of the Company with an exercise price of $1.26 - $2.05.

- During the year ended December 2021, 254,962 stock options were exercised at a weighted average exercise price of $0.27 for total cash proceeds of $68,320.

As at March 31, 2022, the Company had the following securities issued and outstanding:

Description of security	Number of securities outstanding	Additional comments
Common shares	51,648,991	
Stock options	3,849,793	Exercisable at prices ranging from $0.05 to $2.05
Warrants	460,365	Exercisable at prices ranging from $0.75 to $1.75
Total fully diluted	**55,959,149**	

BUSINESS OUTLOOK

Wishpond remains on track to achieve its goals for FY2022, which are as follows:

1. Increase the Company's customer base and Monthly Recurring Revenue ("**MRR**") through organic growth and inorganic acquisition opportunities;
2. Accelerate organic growth with investments in sales and marketing;
3. Achieve positive annual Adjusted EBITDA in 2022, at levels exceeding 2021 results;
4. Pursue a disciplined acquisition and capital allocation plan;
5. Invest in research and development to expand the Company's product offerings and intellectual property.

Wishpond has continued to invest in sales and marketing activities and operations in Q1-2022 to support the organic growth expected in 2022. Despite some seasonality in Q1-2022, Wishpond expects healthy year-over-year revenue growth in 2022. The Company plans to increase operating spend in 2022 compared to 2021, primarily to increase headcount in Wishpond's sales team to maintain organic growth as well as in its research and development team to maintain its competitiveness in the industry. The Company expects revenue and earnings growth to accelerate in the second half of 2022 with the completed integration of its recent acquisitions, an expanded sales team and an increase in the cross-selling opportunities between products and solutions offered across all its product lines.

RISKS & UNCERTAINTIES:

The following risk factors are not a definitive list of all risk factors associated with the Company. Additional risks and uncertainties, including those currently unknown or considered immaterial by Wishpond, may also adversely affect the Wishpond Shares and/or the business.

Forward-Looking Information May Prove Inaccurate

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risk and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Readers should carefully consider the risk factors set out in this MD&A in conjunction with the Company's audited financial statements and consider all other information contained herein before making an investment decision. If any of the risks described above materialize, the business, financial condition or results of operations of the Parties could be materially and adversely affected. Additional risks and uncertainties not currently known to or currently seen as immaterial by management of Wishpond may also materially and adversely affect the business, financial condition or results of operations of the Parties.

Wishpond may issue equity securities to finance its activities. If Wishpond were to issue additional equity securities, the ownership interest of existing shareholders may be diluted and some or all of Wishpond's financial measures on a per share basis could be reduced. Moreover, as Wishpond's intention to issue additional equity securities becomes publicly known, Wishpond's share price may be materially adversely affected.

Wishpond's officers and directors control a large percentage of Wishpond's issued and outstanding Wishpond Shares and such officers and directors may have the ability to control matters affecting Wishpond and its business.

From time to time the directors and executive officers of Wishpond may sell Wishpond Shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, the directors and executive officers of Wishpond may sell a significant number of Wishpond Shares for a variety of reasons unrelated to the performance of Wishpond's business. The shareholders of Wishpond may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Wishpond Shares. These sales could cause the market price of the Wishpond Shares to drop.

Reliance on New Product and Service Offerings

The success of the business of Wishpond is dependent upon its ability to develop new software products or features and enhance existing marketing services. To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance, Wishpond must enhance and improve existing software products and must also continue to introduce new features and services. If Wishpond is unable to successfully develop new products or enhance and improve existing products or it fails to position and/or price its products to meet market demand, the business and operating results of Wishpond will be adversely affected. Market acceptance of the Software-as-a-Service model, which is a fairly new model, may impair Wishpond's ability to sell its products. Any new products or features could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue. There are factors which may prevent Wishpond from the realization of growth targets.

Being a Public Company May Increase Price Volatility

Wishpond's status as a reporting issuer may increase price volatility due to various factors, including the ability to buy or sell Wishpond Shares, different market conditions in different capital markets and different trading volumes. In addition, low trading volume may increase the price volatility of the Wishpond Shares. The increased price volatility could adversely affect the results of operations or financial condition.

The Requirements of Being a Public Resulting Issuer May Strain Wishpond's Resources

As a reporting issuer, Wishpond, and its business activities, are subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with those rules and regulations increases Wishpond's legal and financial costs as compared to Wishpond's previous activities making some activities more difficult, time consuming or costly and increase demand on its systems and resources.

Third Party Licenses

Wishpond may license software from third parties. The loss of rights to use this software could increase operating expenses and could adversely affect Wishpond's ability to compete. Wishpond may license certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately maintain or update their products, could delay Wishpond's ability to ship its products, as Wishpond may need to seek to implement alternative technology offered by other sources. This may require unplanned investments by Wishpond. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third-party technology licenses relating to one or more products or relating to current or future technologies to enhance Wishpond's product offerings. There is a risk that Wishpond will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all. Both Wishpond and its vendors make use of open source software that may open Wishpond to certain risks, uncertainties and potential liability.

Risks Inherent in Strategic Alliances

Wishpond may enter into strategic alliances with third parties that it believes will complement or augment its existing business. Wishpond's ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance Wishpond's business, and may involve risks that could adversely affect Wishpond, including significant amounts of management time that may be diverted from operations to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve the expected benefits to Wishpond's business or that Wishpond will be able to consummate future strategic alliances on satisfactory terms, or at all.

Competition

The industry in which Wishpond operates is highly competitive and competition could intensify, or any technological advantages held by Wishpond may be reduced or lost, as a result of technological advances by its competitors.

If Wishpond does not compete effectively with these competitors, its revenue may not grow. Wishpond has experienced competition from a number of marketing software companies and digital marketing agencies, and expects continued competition in the future. Wishpond's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and reduced growth in sales, any of which could have a material adverse effect on the business, results of operations and financial condition of Wishpond. Wishpond faces substantial competition from established competitors, many of which may have greater financial, engineering and marketing resources than it does. Many of these companies also have a larger customer base, have longer operating histories or have greater name recognition than Wishpond does. There can be no assurance that Wishpond will successfully differentiate its current and proposed products from the products of its competitors, or that the marketplace will consider the products of Wishpond, to be superior to competing products. Because of the industry in which Wishpond operates, Wishpond expects to face additional competition from new entrants. To maintain Wishpond's competitive position, it is believed that Wishpond will be required to continue to invest in engineering, research and development, marketing and customer service and support. There can be no assurance that Wishpond will have sufficient resources to continue to make these investments, that it will be able to make the technological advances necessary to maintain its competitive position, or that its products will receive market acceptance. Wishpond's competitors may be able to respond more quickly to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products. Wishpond may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand its development of new products.

Dependence on Key Management Personnel

The success of Wishpond is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management as well as certain consultants (the "Key Personnel"). Wishpond's future success depends on its continuing ability to attract, develop, motivate, and retain the Key Personnel. Qualified individuals for Key Personnel positions are in high demand, and Wishpond may incur significant costs to attract and retain them. The loss of the services of Key Personnel, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on Wishpond's ability to execute on its business plan and strategy, and Wishpond may be unable to find adequate replacements on a timely basis, or at all. While employment and consulting agreements are customarily used as a primary method of retaining the services of Key Personnel, these agreements cannot assure the continued services of such individuals and consultants.

Conflicts of Interest

Wishpond may be subject to various potential conflicts of interest because of the fact that some of its officers, directors and consultants may be engaged in a range of business activities. Wishpond's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to Wishpond. In some cases, Wishpond's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to Wishpond's business and affairs and that could adversely affect Wishpond's operations. These business interests could require significant time and attention of Wishpond's executive officers, directors and consultants.

In addition, Wishpond may also become involved in other transactions which conflict with the interests of its directors, officers and consultants who may from time-to-time deal with persons, firms, institutions or corporations with which Wishpond may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of Wishpond. In addition, from time to time, these persons may be competing with Wishpond for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of Wishpond's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of Wishpond are required to act honestly, in good faith and in the best interests of Wishpond.

Fraudulent or Illegal Activity by Employees, Contractors and Consultants

Wishpond may be exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to Wishpond that violates: (a) government regulations; (b) federal and provincial healthcare fraud and abuse laws and regulations; or (c) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for Wishpond to identify and deter such misconduct by its employees and other third parties, and the precautions taken by Wishpond to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting Wishpond from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Wishpond, and it is not successful in defending itself or asserting its rights, such actions could have a significant impact on Wishpond's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Resulting Issuer's operations, any of which could have a material adverse effect on Wishpond's business, financial condition, results of operations or prospects.

Technological Errors

Errors in Wishpond products could result in significant costs to Wishpond and could impair its ability to sell its products. Wishpond products are complex and, accordingly, they may contain errors, or "bugs", that could be detected at any point in their product life cycle. The reputation of Wishpond could be materially and adversely affected by errors in the products. These errors could result insignificant costs to Wishpond, delay planned release dates and impair the ability to sell products in the future. The costs incurred in correcting any product errors may be substantial and could adversely affect operating margins. While Wishpond plans to continually test its products for errors and work with customers through maintenance support services to identify and correct bugs, errors in the products may be found in the future.

Internal Controls

Effective internal controls are necessary for Wishpond to provide reliable financial reports and to help prevent fraud. Although Wishpond will undertake a number of procedures and will implement a number of safeguards in order to help ensure the reliability of its financial reports, including those imposed on Wishpond under applicable law, in each case Wishpond cannot be certain that such measures will ensure that Wishpond maintains adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm Wishpond's results of operations or cause it to fail to meet its reporting obligations. If Wishpond or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in Wishpond's consolidated financial statements and could result in a material adverse effect on Wishpond.

General Economic Risks

Wishpond's operations could be affected by changing economic conditions should interest rates, access to credit or the capital markets, inflation or the unemployment level reach levels that influence consumer confidence, trends and spending and, consequently, impact Wishpond's sales and profitability.

Any investors should further consider, among other factors, Wishpond's prospects for success in light of the risks and uncertainties encountered by companies that, like Wishpond, are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur, which may result in material delays in the operation of Wishpond's business. Wishpond may not successfully address these risks and uncertainties or successfully implement its operating strategies. If Wishpond fails to do so, it could materially harm Wishpond's business to the point of having to cease operations and could impair the value of Wishpond's securities.

Uncertainty of Use of Proceeds

Although Wishpond has set out its intended use of proceeds, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by Wishpond to apply these funds effectively could have a material adverse effect on Wishpond's business, including Wishpond's ability to achieve its stated business objectives.

Failure to successfully integrate acquired businesses, its products and other assets into Wishpond, or if integrated, failure to further Wishpond's business strategy, may result in Wishpond's inability to realize any benefit from such acquisition.

Wishpond may grow by acquiring businesses. The consummation and integration of any acquired business, product or other assets into Wishpond may be complex and time consuming and, if such businesses and assets are not successfully integrated, Wishpond may not achieve the anticipated benefits, cost-savings or growth opportunities. Furthermore, these acquisitions and other arrangements, even if successfully integrated, may fail to further Wishpond's business strategy as anticipated, expose Wishpond to increased competition or other challenges with respect to Wishpond's products or geographic markets, and expose Wishpond to additional liabilities associated with an acquired business, technology or other asset or arrangement.

Liquidity and Additional Financing

As of the date of this MD&A, the Company has sufficient funds to meet its current obligations.

There is no guarantee that Wishpond will be able to achieve its business objectives. The continued development of Wishpond may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or Wishpond going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to Wishpond. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. In addition, from time to time, Wishpond may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase Wishpond's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for Wishpond to obtain additional capital and to pursue business opportunities, including potential acquisitions. Wishpond may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict Wishpond's ability to pursue its business objectives.

Difficulty to Forecast

Wishpond must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, loss of customers, failure or inability of key vendors to perform, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Market Price of Wishpond Shares may be subject to Wide Price Fluctuations

The market price of Wishpond Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of Wishpond and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for Wishpond and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of Wishpond's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Wishpond Shares.

Management of Growth

Wishpond may be subject to growth-related risks. The ability of Wishpond to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Wishpond to deal with this growth may have a material adverse effect on Wishpond's business, financial condition, results of operations and growth prospects.

There is no assurance that Wishpond will turn a profit

There is no assurance as to whether Wishpond will be profitable or continue to be profitable or pay dividends. Wishpond has incurred and anticipates that it will continue to incur substantial expenses relating to the development of its business. The payment and amount of any future dividends will depend upon, among other things, Wishpond's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Equity Price Risk

Wishpond may be exposed to equity price risk as a result of holding long-term investments in other companies. Just as investing in Wishpond is inherent with risks such as those set out in this MD&A, by investing in these other companies, Wishpond may be exposed to the risks associated with owning equity securities and those risks inherent in the investee companies.

Anti-Money Laundering Laws and Regulation Risks

Wishpond is subject to a variety of laws and regulations domestically and internationally that concern money laundering, financial recordkeeping and proceeds of crime, including the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities internationally.

In the event that any of Wishpond's proceeds, any dividends or distributions therefrom, or any profits or revenues accruing from operations were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of Wishpond to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

Regulation

Wishpond is subject to general business regulations and laws as well as regulations and laws specifically governing collection of information and the internet. Existing and future laws and regulations may impede Wishpond's growth strategies. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, consumer protection, web services, websites, and the characteristics and quality of products and services. Unfavourable changes in regulations and laws could decrease demand for Wishpond's digital media properties and inventory and increase its cost of doing business or otherwise have a material adverse effect on Wishpond's reputation, popularity, results of operations, and financial condition. The requirements of being a public company may strain Wishpond's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.

As a reporting issuer, Wishpond will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations will increase Wishpond's legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources. Applicable securities laws require Wishpond to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws require Wishpond to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that Wishpond will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm Wishpond's business and results of operations. To comply with these requirements, Wishpond may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Wishpond intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against Wishpond and Wishpond's business may be adversely affected.

As a public company subject to these rules and regulations, Wishpond may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for Wishpond to attract and retain qualified members of its Board of Directors, particularly to serve on its audit committee and compensation committee, and qualified executive officers. As a result of disclosure of information in filings required of a public company, Wishpond’s business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, Wishpond’s business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of Wishpond’s management and harm its business and results of operations.

Unknown Defects and Impairments

A defect in any business arrangement may arise to defeat or impair the claim of Wishpond to such transaction, which may have a material adverse effect on Wishpond. It is possible that material changes could occur that may adversely affect management’s estimate of the recoverable amount for any agreement Wishpond enters into. Impairment estimates, based on applicable key assumptions and sensitivity analysis, will be based on management’s best knowledge of the amounts, events or actions at such time, and the actual future outcomes may differ from any estimates that are provided by Wishpond. Any impairment charges on Wishpond’s carrying value of business arrangements could have a material adverse effect on Wishpond.

Challenging Global Financial Conditions

Global financial conditions, particularly in light of the recent COVID-19 pandemic, Russia-Ukraine war, trade sanctions, supply chain disruptions, energy shocks and other geo-political instability, have been characterized by increased volatility, with numerous companies having either gone into bankruptcy or having to be rescued by government authorities. Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Global capital markets have continued to display increased volatility in response to global events. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the ability of Wishpond, or the ability of the operators of the companies in which Wishpond will hold interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on Wishpond and the price of Wishpond’s securities could be adversely affected.

Additionally, recent global events have also led to significant changes in corporate behaviour and many companies are experiencing increased business instability and as a result may reduce or defer spending on products and services, including products and services that may be provided by the Company until when greater economic certainty can be determined. If customers and/or potential customers alter their current spending habits and/or budgetary allocations towards products and services that are provided by the Company, the Company’s financial outlook could be adversely affected.

Credit and Liquidity Risk

Wishpond will be exposed to counterparty risks and liquidity risks including, but not limited to:

- through suppliers of Wishpond which may experience financial, operational or other difficulties, including insolvency, which could limit or suspend those suppliers’ ability to perform their obligations under agreements with Wishpond;
- through financial institutions that may hold Wishpond’s cash and cash equivalents;
- through customers that have payables to Wishpond;
- through Wishpond’s insurance providers; and

- through Wishpond's lenders, if any.

Wishpond will also be exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of Wishpond to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to Wishpond. If these risks materialize, Wishpond's operations could be adversely impacted and the price of the Wishpond Shares could be adversely affected.

Litigation

Wishpond may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. Additionally, as more and more enterprises and consumers experience increased financial uncertainty, customers, suppliers and other parties with whom the Company may conduct business may be unable to carry out its obligations including payment for services and products provided by the Company. In such circumstances, the Company may not be able to resolve disputes without referring such disputes to courts of competent jurisdiction.

If Wishpond is unable to resolve these disputes favourably, it may have a material adverse effect on Wishpond. Even if Wishpond is involved in litigation and wins, litigation can redirect significant Company resources. Litigation may also create a negative perception of Wishpond. Securities litigation could result in substantial costs and damages and divert Wishpond's management's attention and resources. Any decision resulting from any such litigation that is adverse to Wishpond could have a negative impact on Wishpond's financial position. Additionally, in cases where opposing parties are bankrupt, Wishpond may be in an unsecured position subordinate to other priority creditors and may not be able to realize any proceeds regardless of the results of any dispute.

Cybersecurity Risks

The information systems of Wishpond and any third-party service providers and vendors, are vulnerable to an increasing threat of continually evolving cybersecurity risks. These risks may take the form of malware, computer viruses, cyber threats, extortion, employee error, malfeasance, system errors or other types of risks, and may occur from inside or outside of the respective organizations. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapid evolving nature of the threats, targets and consequences. Additionally, unauthorized parties may attempt to gain access to these systems through fraud or other means of deceiving third-party service providers, employees or vendors. The operations of Wishpond depend, in part, on how well networks, equipment, IT systems and software are protected against damage from a number of threats. These operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. However, if Wishpond is unable or delayed in maintaining, upgrading or replacing IT systems and software, the risk of a cybersecurity incident could materially increase. Any of these and other events could result in information system failures, delays and/or increases in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the reputation and results of operations of Wishpond.

Security

Wishpond cannot guarantee absolute protection against unauthorized attempts to access its IT systems, including malicious third party applications or denial of service attacks that may interfere with or exploit security flaws in its digital media properties. Viruses, worms, and other malicious software programs could jeopardize the security of information stored in a user's computer or in Wishpond's computer systems or attempt to change the internet experience of users by interfering with Wishpond's ability to connect with a user, ensure the privacy of customer data or the complete loss of customer or company data. If any compromise to Wishpond's security measures were to occur and Wishpond's efforts to combat this breach were unsuccessful, Wishpond's reputation or ability to perform on its customer agreements may be harmed leading to an adverse effect on Wishpond's financial condition and future prospects.

Dividend Policy

The declaration, timing, amount and payment of dividends are at the discretion of Wishpond's Board of Directors and will depend upon Wishpond's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that Wishpond will declare a dividend on a quarterly, annual or other basis.

Customer Acquisitions

Wishpond's success depends, in part, on Wishpond's ability to attract and retain customers. There are many factors which could impact Wishpond's ability to attract and retain customers, including but not limited to the successful implementation of marketing plans, development of new products and services for customers, and the continued growth in the aggregate number of customers. The segments and industries in which Wishpond operates may be subject to increased competition and other competitors may be able to develop new ideas faster and may be able to devote more resources than Wishpond. If Wishpond is not able to offer competitive products and services, its revenues and operations may materially decline. Additionally, while the Company uses the tools at its disposal to predict and develop new products and services that the Company considers attractive to customers, there is no guarantee that such development decisions undertaken by the Company will accurately reflect customer demands and lead to the outcomes the Company anticipates. If the Company fails to anticipate customer demands, customers may purchase or subscribe for competing products and services which could have an adverse effect on the finances and operations of the Company. The failure to acquire and retain customers would have a material adverse effect on Wishpond's business, operating results and financial condition.

Constraints on Marketing Products

The development of Wishpond's businesses and operating results may be hindered by applicable restrictions on marketing technology products or digital marketing services. The Canadian federal regulatory regime requires plain packaging of products, and has further prohibitions with respect to marketing, including prohibitions on testimonials, lifestyle branding and packaging that is appealing to youth.

The regulatory environment in Canada and abroad limits Wishpond's ability to compete for market share in a manner similar to other industries. If Wishpond is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, Wishpond's sales and operating results could be adversely affected, which could have a materially adverse effect on Wishpond's business, financial condition and operating results.

Intellectual Property

The ownership and protection of trademarks, patents, trade secrets and intellectual property rights brought in from the acquisition of Wishpond are significant aspects of Wishpond's future success. Unauthorized parties may attempt to replicate or otherwise obtain and use Wishpond's products and technology. Policing the unauthorized use of Wishpond's current or future trademarks, patents, trade secrets or intellectual property rights could be difficult, expensive, time-consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. In addition, in any infringement proceeding, some or all of the trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defense proceedings could put one or more of the trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly and could put existing intellectual property applications at risk of not being issued. Any or all of these events could materially and adversely affect the business, financial condition and results of operations of Wishpond.

In addition, other parties may claim that Wishpond's products infringe on their proprietary and perhaps patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, result in injunctions, temporary restraining orders and/or require the payment of damages. As well, Wishpond may need to obtain licences from third parties who allege that Wishpond has infringed on their lawful rights. However, such licences may not be available on terms acceptable to Wishpond or at all. In addition, Wishpond may not be able to obtain or utilize on terms that are favorable to it, or at all, licences or other rights with respect to intellectual property that it does not own.

Foreign Exchange

Wishpond is exposed to foreign currency risk by reason of Wishpond operating in the United States. As a majority of the Company's revenue is derived from customers in the United States while the Common Shares are traded in and the financial statements of the Company are reported in Canadian dollars, the movement of the US dollar against the Canadian dollar could have a material adverse effect on Wishpond's prospects, business, financial condition, and results of operation.