

# TRIBE PROPERTY TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2024

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Tribe Property Technologies Inc. ("Tribe", the "Company", "we", "us" or "our") is for the year ended December 31, 2024. This MD&A should be read in conjunction with our audited consolidated financial statements for the years ended December 31, 2024 and 2023, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), together with the notes thereto. This MD&A complements and supplements, but does not form part of, our financial statements. All dollar amounts in this MD&A are expressed in Canadian dollars ("CAD"), unless otherwise stated.

This MD&A contains non-IFRS measures, including Gross Profit, Gross Profit Percentage and Adjusted EBITDA. Refer to the section "Selected Annual and Quarterly Financial Information" for information on the calculation of these non-IFRS measures. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS and should be read in conjunction with the consolidated financial statements for the periods indicated.

### Date

The date of this MD&A is April 14, 2025. The MD&A was approved by the Board of Directors.

Additional information relating to Tribe can be obtained from the System for Electronic Document Analysis and Retrieval ("SEDAR+") and is available for review under our profile on the SEDAR+ website at <http://www.sedarplus.ca>.

### **FORWARD-LOOKING INFORMATION**

This MD&A contains forward-looking information within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "estimates", "intends", "anticipates", "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken to occur or be achieved. Forward-looking information in this MD&A include, but are not limited to our expectations regarding industry trends and challenges, overall market growth rates and our growth rates and growth strategies; addressable markets for our solutions; the achievement of advances in and expansion of our offerings and markets; expectations regarding our revenue and the revenue generation potential of our products, services and other solutions; our business plans and strategies including expected acquisitions; our expectations regarding certain of our future results, including, among others, revenue, expenses, sales growth, expenditures, operations and use of future cash flow; our ability to execute on our strategic growth priorities and to successfully integrate acquisition targets; our competitive position in our industry and our expectations regarding competition; our anticipated cash needs and needs for additional financing; our plans for the timing and expansion of our services; our ability to attract and retain personnel; payment obligations under existing commercial agreements; future prospective consolidation in the rental management sector; industry trends; and prospective benefits of our platform. To the extent that any forward-looking information contained herein may be considered future-oriented financial information or a financial outlook, such information has been included to provide readers with an understanding of management's expectations with respect to revenue generation and readers are cautioned that the information may not be appropriate for other purposes.

Forward-looking information is necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such information. Forward-looking information is based upon a number of estimates and assumptions that, while considered reasonable by us at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause our actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking information include, without limitation, our ability to capitalize on growth opportunities and implement our growth strategy; our ability to retain key personnel; our ability to maintain existing customer relationships and to continue to expand our customers' use of our product solutions; our ability to acquire new customers; our ability to enhance our offerings to remain at the forefront of our industry; the impact of competition; the successful integration of future acquisitions; the absence of material adverse changes in our business, our industry or the global economy; and that the risks and uncertainties described under "*Risks and Uncertainties*" will not materialize.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, but are not limited to, fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in national and local government legislation, taxation, controls, regulations and political

or economic developments in Canada or the United States, or other countries in which we may carry on business; international conflicts; integration of acquired businesses; business opportunities that may be presented to, or pursued by us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; adverse changes in our credit rating; risks related to third parties passing off or otherwise leveraging our branding and/or messaging; risks related to intellectual property protection including cybersecurity risks and ransomware risks; and the occurrence of natural disasters, hostilities, acts of war or terrorism. The factors identified above are not intended to represent a complete list of the factors that could affect us. Additional factors are noted under the heading “*Risks and Uncertainties*”.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this MD&A. These factors should be carefully considered, and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this MD&A. All subsequent forward-looking information attributable to us is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. We do not undertake any obligation to update the forward-looking information contained in this MD&A to reflect events or circumstances that occur after the date of this MD&A or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

## **COMPANY OVERVIEW**

On March 15, 2021, the Company (then “Cherry Street Capital Inc.”, a Canadian capital pool company previously listed on the TSX Venture Exchange (the “Exchange”) under the symbol “CHSC.P”) (“Cherry Street”) acquired all of the outstanding shares of Tribe Property Technologies Inc. (“Tribe Private”) by way of a three-cornered amalgamation, pursuant to which a wholly-owned subsidiary of Cherry Street amalgamated with Tribe Private, with Tribe Private surviving as a wholly-owned subsidiary of Cherry Street under the name “Tribe Property Solutions Inc.” (the “Qualifying Transaction”). On March 15, 2021, Cherry Street changed its name to “Tribe Property Technologies Inc.” and on March 25, 2021, the Company was listed on the Exchange under the symbol “TRBE”.

We were incorporated under the *Business Corporations Act* (Ontario) on June 5, 2017 under the name “Cherry Street Capital Inc.” As noted, in connection with the Qualifying Transaction, we changed our name to “Tribe Property Technologies Inc.” on March 15, 2021. Our head office is located at 1606-1166 Alberni Street, Vancouver, BC, V6E 3Z3 and our registered office is located at Suite 3200, Bay Adelaide Centre – North Tower, 40 Temperance Street, Toronto, Ontario, M5H 0B4.

Our principal business activity is offering technology-enabled property management services to meet the needs of developers, condominium and residential communities, and owners and residents. The services provided via our technology platform are focused on improving the living experience of the residents within each community, with a key focus on communication, information, education and protection. Through our technology platform, we provide on-demand access to important records and documents, simple communication tools, online payment options, bookable amenities and a ticketing system for residents to notify their developer or management of issues, warranty concerns and deficiencies.

Our community-living technology platform provides strata councils and residents with on-demand access to important records and documents, simple communication tools, online payment options and bookable amenities. Our community-living platform strengthens communications, empowers residents and builds community. It offers high value for community residents with features that allow councils, boards and homeowners’ associations to protect their real estate investment through improved communication, greater collaboration and self-service tools for residents. Examples include secure and easy communications tools with easy-to-find records, on-demand access to shared community documents, amenity booking and a help desk ticketing system.

Our deficiency management software for real estate developers provides developers and residents with a ticketing system for residents to notify their developer or management of issues, warranty concerns or deficiencies. This deficiency management software is used by property developers to organize and streamline post-construction workflow from pre-inspection and owner walk-throughs to post-occupancy and beyond. Developers can digitally track and manage home issues, while owners can access digital homeowner manuals and submit warranty issues upon move-in, directly to customer care teams.

Our rental management software for landlords provides landlords and tenants with an online tool designed to streamline landlord tasks. The tool eliminates tedious tasks and streamlines every step in the rental process, allowing users to take advantage of listing websites, online rental applications, tenant vetting and onboarding, digital lease agreements, cashflow management, online rent collection and financial reporting. This software is available to owner-investors within our end-to-end community solution.

## CORPORATE HIGHLIGHTS

- On July 12, 2023, we partnered with OctoAI Technologies Corp. to provide condominium boards and strata councils with enhanced reporting and benchmarking capabilities to better understand the operational and financial health of their buildings.
- On July 27, 2023, we partnered with KnockNok, an app which connects maintenance and repair services to residents requiring service in our communities. It will be available on the Tribe Home – Market platform.
- On October 5, 2023, we signed a definitive loan agreement with a Canadian Schedule A bank, which provides a senior term loan facility for up to \$15 million. The facility consists of a \$3 million operating line to support the company's working capital requirements, and an M&A facility of \$7 million, with an additional accordion feature of \$5 million.
- On October 10, 2023, we appointed our new President and Chief Financial Officer, Angelo Bartolini. He has over 12 years of experience in a public company setting, where he led as the CFO of Altus Group.
- On November 30, 2023, we acquired 100% of the outstanding share capital of Meritus Group Management Inc. ("Meritus") for 143,678 common shares (with a fair value of \$133,985) of the Company, \$400,000 cash consideration, and a \$300,000 promissory note.
- On June 3, 2024, we completed a private placement equity financing in which we raised gross proceeds of \$3,665,439 from the sale of units of the Company at a price of \$0.52 per unit (the "June 2024 Offering"). Each unit consisted of one common share and a one-half of a common share purchase warrant of the Company. Each whole common share purchase warrant entitles the holder to acquire one common share at a price of \$0.82 per common share, until June 3, 2029, subject to adjustment in certain events.
- On June 4, 2024, we acquired 100% of outstanding share capital of DMSI Holding Ltd. ("DMSI") for \$10,000,000 cash consideration and a \$3,000,000 promissory note.
- On June 21, 2024, we completed a private placement equity financing under the listed issuer financing exemption under Canadian securities laws, in which we raised gross proceeds of \$2,500,000 from the sale of units of the Company at a price of \$0.52 per unit (the "LIFE Offering"). Concurrent with the LIFE Offering, we completed a private placement equity financing in which we raised gross proceeds of \$10,400 from the sale of units of Company at a price of \$0.52 per unit. Each unit consisted of one common share and a one-half of a common share purchase warrant of the Company. Each whole common share purchase warrant entitles the holder to acquire one common share at a price of \$0.82 per common share, until June 21, 2029, subject to adjustment in certain events.
- On July 17, 2024, we launched our Tribe Home app for Android devices, making it easier to manage and live in multifamily residential homes
- On March 28, 2025, we completed a private placement equity financing in which we raised gross proceeds of \$1,087,882 from the sale of units of the Company at a price of \$0.52 per unit. Each unit consisted of one common share and a one-half of a common share purchase warrant of the Company. Each whole common share purchase warrant entitles the holder to acquire one common share at a price of \$0.82 per common share, until March 28, 2030, subject to adjustment in certain events.

## SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

The following table sets forth selected financial information of the results of operations for the quarters and years ended December 31, 2024, 2023 and 2022 as follows:

	For the quarters ended				For the years ended	
	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2024	December 31, 2023	December 31, 2022
Revenue	\$ 8,427,070	\$ 5,110,135	\$ 4,748,205	\$ 28,257,929	\$ 19,388,463	\$ 17,812,550
Cost of software and services and software licensing fees	4,751,776	2,972,279	3,101,901	16,809,596	12,196,865	11,517,528
Operating expenses <sup>(1)</sup>	4,072,859	8,958,114	4,290,593	17,031,459	20,845,270	16,296,289
Operating loss	(397,564)	(6,820,258)	(2,644,289)	(5,583,125)	(13,653,672)	(10,001,267)
Other expenses	(500,634)	(187,830)	(190,593)	(1,568,823)	(634,802)	(747,651)
GST re-assessment	(297,394)	-	-	(297,394)	-	-
Other income	109,156	17,655	51,662	122,145	109,492	204,376
Net loss before income taxes	(1,086,436)	(6,990,433)	(2,783,220)	(7,327,197)	(14,178,982)	(10,544,542)
Income tax expense	(208,708)	22,132	-	(208,813)	11,681	282
Net loss	\$ (1,295,144)	\$ (6,968,301)	\$ (2,783,220)	\$ (7,536,010)	\$ (14,167,301)	\$ (10,544,260)
Basic and diluted loss per share	\$ (0.04)	\$ (0.33)	\$ (0.13)	\$ (0.27)	\$ (0.67)	\$ (0.50)
Adjusted EBITDA <sup>(2)</sup>	\$ 726,598	\$ (1,053,300)	\$ (2,084,853)	\$ (1,920,322)	\$ (6,563,347)	\$ (8,182,130)

The following table sets forth gross profit information for the quarters and years ended December 31, 2024, 2023 and 2022 as follows:

	For the quarters ended			For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2024	December 31, 2023	December 31, 2022
Revenue, excluding ancillary revenues	\$ 7,946,336	\$ 4,400,972	\$ 3,964,513	\$ 26,092,148	\$ 16,160,063	\$ 15,170,231
Cost of software and services and software licensing fees (excluding costs related to ancillary revenues)	4,427,352	2,287,078	2,509,742	15,364,354	9,526,945	9,418,127
Gross profit <sup>(3)</sup>	3,518,984	2,113,894	1,454,771	10,727,794	6,633,118	5,752,104
Gross profit percentage <sup>(3)</sup>	44.3%	48.0%	36.7%	41.1%	41.0%	37.9%

(1) In Q4 2023, operating expenses included a goodwill impairment charge of \$5,025,000.

(2) Non-IFRS measures: Adjusted EBITDA does not have a standardized meaning under IFRS, and therefore may not be comparable to similar measures presented by other issuers. We define Adjusted EBITDA attributed to shareholders as net income or loss excluding severance and acquisition costs, interest expense and finance costs, foreign exchange gains and losses, current and deferred income taxes, depreciation and amortization, stock-based compensation, fair value gains and losses on investments, and other expenses. We believe Adjusted EBITDA is a useful measure as it provides important and relevant information to our management about our operating and financial performance. Adjusted EBITDA also enables our management to assess our ability to generate operating cash flow to fund future working capital needs, and to support future growth. Excluding these items does not imply that they are non-recurring or not useful to investors. Investors should be cautioned that Adjusted EBITDA attributable to shareholders should not be construed as an alternative to net income (loss) or cash flows as determined under IFRS.

- (3) Non-IFRS measures: Gross profit and gross profit percentage do not have a standardized meaning under IFRS, and therefore may not be comparable to similar measures presented by other issuers. We define gross profit as revenue, excluding ancillary revenues, less cost of software and services and software licensing fees. Cost of software and services include direct costs of community managers, client accounting staff and accounting software, excluding client administration and other administrative applications. We define gross profit percentage as gross profit calculated as a percentage of revenues, excluding ancillary revenues. Gross profit and gross profit percentage should not be construed as an alternative for revenue or net loss in accordance with IFRS. We believe that gross profit and gross profit percentage are meaningful metrics in assessing our financial performance and operational efficiency.

The following table sets forth our total assets and non-current financial liabilities as December 31, 2024, 2023 and 2022:

As at	December 31, 2024	December 31, 2023	December 31, 2022
Total assets	\$ 27,720,205	\$ 14,398,217	\$ 26,054,849
Note payable, non-current portion	1,486,219	626,007	1,924,647

### Reconciliation of Net Loss to Adjusted EBITDA

The following table sets forth the reconciliation of net loss to adjusted EBITDA for the quarters and years ended December 31, 2024, 2023 and 2022:

	For the quarters ended			For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2024	December 31, 2023	December 31, 2022
Net loss	\$ (1,295,144)	\$ (6,968,301)	\$ (2,783,220)	\$ (7,536,010)	\$(14,167,301)	\$ (10,544,260)
Depreciation	200,307	211,905	232,446	820,402	858,088	894,068
Amortization of intangible assets	786,883	493,374	247,934	1,624,850	934,605	547,383
Amortization of deferred financing asset	24,858	24,858	-	99,432	24,858	-
Impairment of goodwill	-	5,025,000	-	-	5,025,000	-
Stock-based compensation	29,713	(29,027)	79,056	125,690	106,509	377,686
Fair value gain on investment	(7,431)	(2,638)	(8,529)	(17,911)	(6,322)	8,143
Gain on sale of intangible assets	(52,143)	(12,148)	27,387	(52,143)	(12,148)	27,387
Interest expense <sup>(1)</sup>	500,628	187,175	170,873	1,483,654	623,299	706,867
Interest income	(11)	(2,869)	(51,662)	(2,520)	(74,763)	(204,376)
Standby fees	151	10,554	-	14,520	10,554	-
Foreign exchange loss (gain)	6	655	862	327	(6,259)	5,254
Severance costs	82,145	1,635	-	222,390	74,298	-
Acquisition costs	-	28,659	-	648,689	56,413	-
Loss on revaluation of government grant	-	-	-	-	11,503	-
Loan forgiveness on government grant	-	-	-	-	(10,000)	-
Loss on sale of software asset	-	-	-	72,172	-	-

Administrative fee for amendment of bank covenants	-	-	-	10,000	-	-
Investor relations costs for LIFE	-	-	-	72,000	-	-
Bonus compensation	-	-	-	37,500	-	-
Gain on termination of lease	(49,571)	-	-	(49,571)	-	-
GST in arrears <sup>(2)</sup>	297,394	-	-	297,394	-	-
Income tax expense (recovery)	208,813	(22,132)	-	208,813	(11,681)	(282)
Adjusted EBITDA	\$ 726,598	\$ (1,053,300)	\$ (2,084,853)	\$ (1,920,322)	\$ (6,563,347)	\$ (8,182,130)

(1) Interest expense incurred on short-term debt, demand loan, note payable and amounts due to related parties

(2) During the quarter, the Company was reassessed for input tax credits claimed for the period March 2021 to July 2024.

## DISCUSSION OF OPERATIONS

### Revenue

The following table sets forth a breakdown of revenue for the quarters and years ended December 31, 2024 and 2023:

	For the Quarters Ended		For the Years Ended	
	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Software and service fees	\$ 7,321,782	\$ 4,242,541	\$ 23,853,097	\$ 16,903,857
Transactional revenues	1,105,288	867,594	4,404,832	2,484,606
Total revenue	\$ 8,427,070	\$ 5,110,135	\$ 28,257,929	\$ 19,388,463

During the three months ended December 31, 2024, we generated total revenue of \$8,427,070, an increase of 65% over the same period in 2023. The increase in revenue was primarily due to a 73% increase in software and service fees as a result of pricing adjustments and the acquisitions of DMSI and Meritus. Furthermore, there was a 27% increase in transactional revenues due to an increase in financial services revenues associated with our banking partnership.

During the year ended December 31, 2024, we generated total revenue of \$28,257,929, an increase of 46% over the same period in 2023. The increase in revenue was primarily due to a 41% increase in software and service fees as a result of pricing adjustments and the acquisitions of DMSI and Meritus. Furthermore, there was a 77% increase in transactional revenues due to an increase in financial services revenues associated with our banking partnership and trust returns prepared on behalf of clients.

### Consolidated gross profit and gross profit percentage

Gross profit increased by \$1,405,090 but gross profit percentage decreased to 44.3% for the three months ended December 31, 2024, from 48.0%, compared to the same period in 2023. The decrease in gross profit was due to reduced management fees from the selling of unprofitable customer portfolios prior to the restructuring its associated costs.

Gross profit increased by \$4,094,676 and gross profit percentage slightly increased to 41.1% for the year ended December 31, 2024, from 41.0%, compared to the same period in 2023. The increase in gross profit was a result of pricing adjustments and the acquisitions of DMSI and Meritus, financial services revenues associated with our banking partnership and restructuring efforts.

Gross profit increased by \$659,123 and gross margin percentage increased to 48% for the three months ended December 31, 2023, from 36.7% compared to the same period in 2022. The increase in gross profit and gross profit percentage was a result of the addition of service contracts through organic growth and acquisitions, and restructuring efforts.

Gross profit increased by \$881,014 and gross margin percentage increased to 41% for the year ended December 31, 2023, from 37.9% compared to the same period in 2022. The increase in gross profit and gross profit percentage was a result of the addition of service contracts through organic growth and acquisitions, and restructuring efforts.

### Selling, general and administrative expenses

The following table sets forth a breakdown of selling, general and administrative ("SG&A") expenses for the quarters and years ended December 31, 2024 and 2023:

	For the quarters ended		For the years ended	
	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Salaries and wages	\$ 1,437,405	\$ 1,476,210	\$ 7,986,320	\$ 9,140,187
Office expenses	1,108,599	643,092	3,523,543	2,638,546
Professional fees	200,278	338,869	1,849,128	1,224,825
Subcontractors	223,751	103,667	666,562	410,140
Investor relations	10,515	37,905	205,764	320,683
Advertising and promotion	50,399	21,724	115,248	151,275
Standby fees	151	10,554	14,520	10,554
Total SG&A	\$ 3,031,098	\$ 2,632,021	\$ 14,361,085	\$ 13,896,210

During the three months ended December 31, 2024, our SG&A increased by \$399,077 or 15% compared to the same period in 2023.

The decrease in salaries and wages during the three months ended December 31, 2024 compared to the same period in 2023 was due to restructuring efforts, partially offset by the acquisitions of DMSI and Meritus.

The increase in office expenses during the three months ended December 31, 2024 compared to the same period in 2023 was due to the acquisitions of DMSI and Meritus. The decrease in professional fees for the three months ended December 31, 2024 compared to the same period in 2023 was due to the legal fees incurred for the acquisition of Meritus. The decrease in investor relations for the three months ended December 31, 2024 compared to the same period in 2023 was due to lower investor relations activities.

During the year ended December 31, 2024, our SG&A increased by \$464,875 or 3.3% compared to the same period in 2023.

The increase in office expenses during the year ended December 31, 2024 compared to the same period in 2023 was due to the acquisitions of DMSI and Meritus. The increase in professional fees for the year ended December 31, 2024 compared to the same period in 2023 was due to the acquisition of DMSI. The decrease in investor relations for the year ended December 31, 2024 compared to the same period in 2023 was due to lower investor relations activities.

## Other expenses

During the quarter and year ended December 31, 2024, other expenses were \$500,634 and \$1,568,823 respectively, compared to \$187,830 and \$634,802 for the same period in 2023 respectively. The increase was due to interest expense on the operating and M&A facilities, and interest expense on the DMSI promissory note, for the year ended December 31, 2024. This was partially offset by decreased interest expense on the Gateway promissory note, which we continue to make principal and interest payments towards.

## Other income

During the quarter and year ended December 31, 2024, other income was \$109,156 and \$122,145 respectively, compared to \$17,655 and \$109,492 for the same period in 2023 respectively. The increase in the quarterly comparison is due to a gain on sale of intangible assets. The decrease for the annual comparison was due to no cash being held for the year ended December 31, 2024 in the 1-year cashable GIC investment with an interest yield of 2.23% annually, resulting in \$nil interest income. The GIC investment matured on April 25, 2023.

## Net loss

Net loss from the three months ended December 31, 2024 was \$1,295,144 compared to \$6,968,301 for the same period in 2023. The decrease in net loss was due to increased revenues from the acquisition of DMSI and financial services revenues associated with our banking partnership, and decreased salaries from restructuring efforts. This was partially offset by increased office expenses and professional expenses from the acquisition of DMSI, and increased interest expense discussed above.

Net loss for the year ended December 31, 2024 was \$7,536,010 compared to \$14,167,301 for the same period in 2023. The decrease in net loss was due to increased revenues from the acquisition of DMSI and financial services revenues associated with our banking partnership, and decreased salaries from restructuring efforts. This was partially offset by increased office expenses and professional expenses from the acquisition of DMSI, and increased interest expense discussed above.

## Financing Activities

On June 21, 2024, we completed the LIFE Offering in which we raised gross proceeds of \$2,500,000 from the sale of units of the Company at a price of \$0.52 per unit. The table below summarized the expected use of proceeds:

Intended Use of Available Funds in Order of Priority		Actual Use of Proceeds	Variances
Advance and Improve Tribe Home Digital Platform	\$1,000,000	\$334,579	\$665,421
Retire Indebtedness <sup>(1)</sup>	\$500,000	\$500,000	\$ -
General Working Capital	\$1,229,975.49	\$1,229,975.49	\$ -
<b>Total:</b>	<b>\$2,729,975.49</b>	<b>\$2,064,554.49</b>	<b>\$665,421</b>

### Notes:

- (1) The outstanding indebtedness of \$500,000 the ("Indebtedness") was incurred as a vendor-take back loan in connection with the Company's acquisition of Gateway Property Management Corp. The creditor of the Indebtedness is Scott Ullrich, the Executive Vice-President of the Company. Upon repaying the Indebtedness, the Company will owe Mr. Ullrich \$1,500,000.

The balance from the variance above will be used to continue advancing and improving the Tribe Home digital platform.



On June 3, 2024, we completed the June 2024 Offering in which we raised gross proceeds of \$3,665,439 from the sale of units of the Company at a price of \$0.52 per unit.

Intended Use of Proceeds		Actual Use of Proceeds		Variances
The net proceeds of the June 2024 Offering were used to partially fund the purchase price of the DMSI acquisition and related transaction costs <sup>(1)</sup>	\$3,665,439	\$3,665,439	\$	-
<b>Total:</b>	<b>\$3,665,439</b>	<b>\$3,665,439</b>	<b>\$</b>	<b>-</b>

Notes:

- (1) The June 2024 Offering was over-subscribed and the Company used the over-subscribed amount of the June 2024 Offering to fund working capital.

### Summary of quarterly results

The following table sets forth a summary of financial data for our most recent eight quarters as follows:

	Quarter ended	Revenue	Total comprehensive loss	Basic and diluted loss per common share
Q4, 2024	December 31, 2024	\$ 8,427,070	\$ (1,295,144)	\$ (0.04)
Q3, 2024	September 30, 2024	8,333,637	(1,341,044)	(0.04)
Q2, 2024	June 30, 2024	6,159,030	(2,696,875)	(0.11)
Q1, 2024	March 31, 2024	5,338,192	(2,202,947)	(0.10)
Q4, 2023	December 31, 2023	5,110,135	(6,968,301)	(0.33)
Q3, 2023	September 30, 2023	4,798,627	(2,070,649)	(0.10)
Q2, 2023	June 30, 2023	4,820,654	(2,715,954)	(0.13)
Q1, 2023	March 31, 2023	4,659,047	(2,412,397)	(0.11)

Variations in our revenue and total comprehensive loss for the periods above resulted primarily from the following factors:

- In the first quarter of 2023, our net loss decreased by \$370,823 to \$2,412,397, or a loss per share of \$0.11. The decrease in net loss was due to increased gross margin percentage, decreased office expenses and professional fees, and decreased interest expense.
- In the second quarter of 2023, our net loss increased by \$303,557 to \$2,715,954, or a loss per share of \$0.13. The increase in net loss was due increased professional fees, and severance costs related to restructuring efforts.
- In the third quarter of 2023, our revenue decreased by \$22,027 to \$4,798,627. We terminated a portfolio of buildings that did not fit our strategic and financial profile. Our net loss decreased by \$645,305 to \$2,070,649, or a loss per share of \$0.10. The decrease in net loss was primarily due to restructuring efforts, leading to decreased salaries and wages and subcontractor expenses.
- In the fourth quarter of 2023, our revenue increased by \$311,508 to \$5,110,135, driven by the acquisition of Meritus and net addition of buildings to the Tribe Home platform. Our net loss increased by \$4,897,652 to \$6,968,301, driven by the impairment of goodwill.
- In the first quarter of 2024, our revenue increased by \$228,057 to \$5,338,192. Our net loss decreased by \$4,765,354 to \$2,202,947, or a loss per share of \$0.10, driven by the impairment of goodwill in the previous quarter.
- In the second quarter of 2024, our revenue increased by \$820,838 to \$6,159,030, due to acquisition of DMSI. Our net loss increased by \$493,928 to \$2,696,875, or a loss per share of \$0.11, driven by the professional fees incurred in the acquisition of DMSI.

- In the third quarter of 2024, our revenue increased by \$2,174,607 to \$8,333,637, due to the acquisition of DMSI. Our net loss decreased by \$1,355,831 to \$1,341,044 or a loss per share of \$0.04, driven by the acquisition of DMSI and restructuring efforts.
- In the fourth quarter of 2024, our revenue increased by \$93,433 to \$8,427,070. Our net loss decreased by \$45,900 to \$1,295,144, or a loss per share of \$0.04, driven by decrease in salaries and professional fees in Q4 2024.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at December 31, 2024, we had cash and cash equivalents of \$1,819,520 (December 31, 2023 - \$1,324,101). All cash and cash equivalents were held in bank accounts with Canadian financial institutions.

Ongoing working capital requirements are expected to be funded through future operating cash flows.

### *Operating activities*

We had net cash flows used in operating activities of \$1,935,588 during the year ended December 31, 2024 compared to \$7,483,411 during the same period in 2023. The decrease in cash flows used is primarily driven by the decrease in net loss after adjustments not affecting cash and further driven by the timing and receipts of our receivables, and the timing and repayment of our accounts payable and accrued liabilities.

### *Investing activities*

We had net cash flows used in investing activities of \$10,042,777 during the year ended December 31, 2024 compared to \$777,173 during the same period in 2023. The increase in cash flows used is due to the acquisition of DMSI on June 4, 2024.

### *Financing activities*

We had net cash flows provided by financing activities of \$12,473,784 during the year ended December 31, 2024 compared to net cash flows used by financing activities of \$1,487,989 during the same period in 2023, driven by the June 2024 Offering and LIFE Offering, and draws on the M&A facility, partially offset by repayments to the operating facility, Gateway promissory note, and DMSI promissory note.

### *Funding requirements*

We expect to devote financial resources to our current planned operations, the repayment of the Gateway promissory note, the DMS promissory note, the operating and M&A facilities, and business development. We are currently assessing a number of acquisition opportunities. As at the date of this MD&A, we have an M&A facility of \$10 million with a Canadian Schedule A bank. We may need to raise additional financing through the public or private equity and debt markets.

## **OFF-BALANCE SHEET ARRANGEMENTS**

None.

## **RELATED PARTY TRANSACTIONS**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling our activities, directly or indirectly. Key management personnel include our Board of Directors and members of the executive team.

In the normal course of business, we enter into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

- a) Key management compensation for the quarter and year ended December 31, 2024 and 2023 was as follows:

	<u>For the Quarters Ended</u>		<u>For the Years Ended</u>	
	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Salary	\$ 241,000	\$ 281,929	\$ 1,025,263	\$ 980,301
Board of Directors' fees	53,563	47,313	197,584	191,063
Short-term benefits	5,612	6,705	38,505	25,140
Stock-based compensation	29,713	(45,043)	125,690	40,107

- b) During the year ended December 31, 2024, the Company made lease payments for office space of \$272,885 to a company affiliated with a member of the executive team. As at December 31, 2024, the Company owed \$264,810 of lease payments. As at December 31, 2024, the office leases have an average remaining term of 6 years, and the minimum remaining lease payments total \$3,174,462. For the same period in 2023, the Company paid \$500,180 for the same purpose.
- c) During the year ended December 31, 2024, the Company made lease payments for office space of \$200,029 to a company affiliated with a member of the Board of Directors. As at December 31, 2024, the office lease has a remaining term of 2.5 years, and the minimum remaining base lease payments total \$269,765. For the same period in 2023, the Company paid \$180,960 for the same purpose.

On October 10, 2023, we granted the equivalent of 500,000 stock options of the Company to our President and Chief Financial Officer. The stock options have an exercise price of \$1.00. 100,000 of the options immediately vested, and an additional 80,000 options will vest on September 1<sup>st</sup> on each of the following five years.

## ACCOUNTING POLICIES

MD&A of our financial condition and results of operations is based on our audited consolidated financial statements which have been prepared in accordance with IFRS and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective as of April 14, 2025.

Our significant accounting policies are included in the notes to the audited consolidated financial statements for the year ended December 31, 2024.

Beginning on January 1, 2024, the Company revised the useful life of its customer relationships from 10 years to 8 years for a subset of customer contracts in the Tribe CGU. The Company performed an evaluation of the length of the useful life and determined 8 years was a more appropriate measurement. This change increased the amortization of intangible assets for the year ended December 31, 2024, and will have the same effect for the periods thereafter.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Our financial assets and liabilities are classified as follows:

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
<b>Financial assets:</b>		
<b><i>Fair value through profit and loss</i></b>		
Cash	\$ 1,819,520	\$ 1,324,101
Investments	91,922	74,011
<b><i>Amortized cost</i></b>		
Accounts receivable, net of allowance for doubtful accounts	2,731,134	1,528,151
<b>Financial liabilities:</b>		
<b><i>Financial liabilities at amortized cost</i></b>		
Accounts payable	\$ 3,657,621	\$ 817,115
Operating and M&A facilities	10,945,279	3,039,469
Note payable	3,938,718	2,167,397

We use our cash and receivables to support our current planned operations and to settle our accounts payable, short-term debt and demand loan, all of which were incurred in the normal course of business. Our note payable was issued in connection with the Gateway Acquisition and was used to finance the transaction. Our investments consist of shares of a publicly traded company on the Toronto Stock Exchange. We plan to liquidate these shares in the future.

Our financial instruments expose us to certain financial risks, including credit risk, interest rate risk, foreign currency risk and liquidity risk.

#### *Credit risk*

Credit risk arises from the potential that a counterparty will fail to perform its obligations. We have a significant number of customers which minimizes concentration of credit risk. We are exposed to credit risk from customers. In order to reduce our credit risk, we deal only with financially sound counterparties and, accordingly, do not anticipate loss for non-performance. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information. Our cash is also exposed to credit risk. Cash is held with a major financial institution, consequently, the credit risk is assessed as low.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our interest rates on our short-term debt, note payable and demand loan are fixed. Management monitors our interest rates compared to market rates on a regular basis. We do not use derivative instruments to reduce our exposure to interest rate risk. Accordingly, interest rate risk is assessed as low.

#### *Currency risk*

Currency risk is the risk that our net income (loss) will vary from fluctuations of foreign exchange rates and the degree of volatility of these rates. We have not entered into any forward currency contracts or other financial derivatives to hedge foreign exchange risk. We are exposed to limited foreign currency transactions and have assessed the currency risk as low.

#### *Liquidity risk*

Our objective is to have sufficient liquidity to meet our liabilities when they become due. We monitor our cash balances and cash flows generated from operations to meet our requirements. As at December 31, 2024, the most significant financial liabilities are our accounts payables and accrued liabilities, and notes payable. As at December 31, 2024, we assessed our liquidity risk as high.

### **RISKS AND UNCERTAINTIES**

We are subject to a number of risks and uncertainties that may significantly impact our financial condition and future financial performance. Prospective investors should carefully consider the risks described in our most recent annual information form, available for review under our profile on the SEDAR+ website at <http://www.sedarplus.ca>, before making an investment decision.

### **CONTINGENCIES**

We are from time to time involved in legal proceedings of a nature considered normal to our business. We believe that none of the litigation in which we are currently involved, individually or in the aggregate, are material to our consolidated financial condition or results of operations.

### **SUBSEQUENT EVENTS**

On March 31, 2025, the Company announced that it closed a private placement equity financing in which we raised \$1,087,882 from the sale of 2,092,081 units of the Company at a price of \$0.52 per unit. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share at a price of \$0.82 per common share, until March 28, 2030, subject to adjustment in certain events.

### **OUTSTANDING SHARE DATA**

As at April 14, 2025, we had 35,319,887 common shares outstanding, 1,268,370 stock options outstanding, 132,057 compensation options outstanding and 6,984,346 common share purchase warrants outstanding.