

# TRIBE PROPERTY TECHNOLOGIES INC. MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2025

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, 2025. This MD&A should be read in conjunction with our audited consolidated financial statements for the years ended December 31, 2025 and 2024, prepared in accordance with IFRS Accounting 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, 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 27, 2026. 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 includes, but is not limited to, our expectations regarding industry trends and challenges, overall market growth rates and our growth rates and growth strategies; increased savings from continued efficiency efforts; 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); the exercise by the Canadian Schedule A bank of its rights and remedies under the definitive loan agreement in the event Tribe is not in compliance with all of the covenants under such agreement; 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.

## CORPORATE HIGHLIGHTS

- 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 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. 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 (the "2025 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 March 28, 2030, subject to adjustment in certain events.
- On June 6, 2025, we acquired 100% of the outstanding share capital of Ace Agencies Ltd. ("Ace Agencies") for \$1,000,000 in common shares of the Company, at a face value of \$0.52 per share, and up to \$400,000 upon the date that is one-month after the first anniversary of the closing date, payable in shares at an issue price equal to the 20-day weighted average closing market price prior to issuance, but not less than the discounted market price of the shares as at June 6, 2025, subject to adjustment based on the performance of Ace Agencies.
- On July 7, 2025, we completed the previously announced best efforts public offering of units of the Company, pursuant to which we issued a total of 12,777,777 units, including the full exercise of the over-allotment option, at an issue price of \$0.45 per unit for the aggregate gross proceeds of approximately \$5,750,000. Each unit is comprised of one common share of the Company and one-half of one Common Share purchase warrant. Each warrant entitles the holder thereof to purchase one common share for a period of 36 months from the date of closing at an exercise price of \$0.60 per common share, subject to adjustment in certain events.
- On September 12, 2025, we appointed our new Chief Financial Officer, Scott Ullrich. He has been with the Company since the acquisition of Gateway Property Management in 2021, and brings four decades of leadership experience in the property management and real estate sectors. He most recently served as Executive Vice President at the Company.
- On December 2, 2025, we signed a definitive loan agreement with another Canadian Schedule A bank, which provides a senior term loan facility (the "New 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 \$12 million. The New Facility has a lower interest rate than that of the previous facility.
- On January 6, 2026, we appointed our new Executive Vice President, Operations. Jerome Samuels brings more than 15 years of senior leadership experience across operations, customers experience, and organizational transformation.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The following table sets forth selected financial information of the results of operations for the quarters and years ended December 31, 2025, 2024, and 2023 as follows:

	For the quarters ended			For the years ended		
	December 31, 2025	December 31, 2024	December 31, 2023	December 31, 2025	December 31, 2024	December 31, 2023
Revenue	\$ 8,271,351	\$ 8,427,070	\$ 5,110,135	\$ 32,653,766	\$ 28,257,929	\$ 19,388,463
Cost of software and services and software licensing fees	4,588,264	4,751,776	2,972,279	18,273,119	16,809,595	12,196,865
Operating expenses	4,453,661	4,072,859	8,958,114	17,474,679	17,031,459	20,845,270
Operating loss	(770,574)	(397,564)	(6,820,258)	(3,094,122)	(5,583,125)	(13,653,672)
Other expenses	(605,877)	(500,634)	(187,830)	(1,606,689)	(1,568,823)	(634,802)
GST re-assessment	-	(297,394)	-	-	(297,394)	-
Other income	63,034	109,156	17,655	175,263	122,145	109,492
Net loss before income taxes	(1,313,417)	(1,086,436)	(6,990,433)	(4,525,548)	(7,327,197)	(14,178,982)
Income tax recovery (expense)	(104,774)	(208,708)	22,132	43,054	(208,813)	11,681
Net loss	\$ (1,418,191)	\$ (1,295,144)	\$ (6,968,301)	\$ (4,482,494)	\$ (7,536,010)	\$ (14,167,301)
Basic and diluted loss per share	\$ (0.03)	\$ (0.04)	\$ (0.33)	\$ (0.11)	\$ (0.27)	\$ (0.67)
Adjusted EBITDA <sup>(1)</sup>	\$ 21,596	\$ 726,598	\$ (1,053,300)	\$ 218,410	\$ (1,920,322)	\$ (6,563,347)

The following table sets forth gross profit information for the quarters and years ended December 31, 2025, 2024 and 2023 as follows:

	For the quarters ended			For the years ended		
	December 31, 2025	December 31, 2024	December 31, 2023	December 31, 2025	December 31, 2024	December 31, 2023
Revenue, excluding ancillary revenues	\$ 7,766,827	\$ 7,946,336	\$ 4,400,972	\$ 30,698,445	\$ 26,092,148	\$ 16,160,063
Cost of software and services and software licensing fees (excluding costs related to ancillary revenues)	4,281,330	4,427,352	2,287,078	17,073,776	15,364,354	9,526,945
Gross profit <sup>(2)</sup>	3,485,497	3,518,984	2,113,894	13,624,669	10,727,794	6,633,118
Gross profit percentage <sup>(2)</sup>	44.9%	44.3%	48.0%	44.4%	41.1%	41.0%

- (1) 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. Refer to section "Reconciliation of Net Loss to Adjusted EBITDA" below of this MD&A for a reconciliation of this measure to the most directly comparable measure under IFRS.

- (2) 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, 2025, 2024 and 2023:

As at	December 31, 2025	December 31, 2024	December 31, 2023
Total assets	\$ 25,025,996	\$ 27,720,205	\$ 14,398,217
Note payables, non-current portion	502,608	1,486,219	626,007

### 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, 2025, 2024 and 2023:

	For the quarters ended			For the years ended		
	December 31, 2025	December 31, 2024	December 31, 2023	December 31, 2025	December 31, 2024	December 31, 2023
Net loss	\$ (1,418,191)	\$ (1,295,144)	\$ (6,968,301)	\$ (4,482,494)	\$ (7,536,010)	\$ (14,167,301)
Depreciation	181,187	200,307	211,905	681,298	820,402	858,088
Amortization of intangible assets	517,364	786,883	493,374	2,018,604	1,624,850	934,605
Amortization of deferred financing asset	-	24,858	24,858	74,574	99,432	24,858
Impairment of goodwill	-	-	5,025,000	-	-	5,025,000
Stock-based compensation	3,521	29,713	(29,027)	(23,957)	125,690	106,509
Fair value gain on investment	(2,272)	(7,431)	(2,638)	(355)	(17,911)	(6,322)
Gain on sale of intangible assets	-	(52,143)	(12,148)	-	(52,143)	(12,148)
Interest expense <sup>(1)</sup>	317,203	500,628	187,175	1,406,689	1,483,654	623,299
Interest income	(762)	(11)	(2,869)	(15,300)	(2,520)	(74,763)
Standby fees	117	151	10,554	144	14,520	10,554
Foreign exchange loss (gain)	-	6	655	(20)	327	(6,259)
Severance costs	-	82,145	1,635	224,426	222,390	74,298
Acquisition costs	-	-	28,659	101,408	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	-	-	-	35,000	10,000	-
Legal fees for amendments to credit facility	39,214	-	-	46,176		
Legal fees for switching credit facility	86,570			86,570		
Legal fees for amalgamation	52,871			52,871		
Investor relations costs for LIFE	-	-	-	-	72,000	-
Bonus compensation	-	-	-	-	37,500	-
Gain on termination of lease	-	(49,571)	-	(84,170)	(49,571)	-
Reduction in loan repayment	(60,000)	-	-	(60,000)	-	-
Purchase price adjustment for Ace Agencies acquisition	200,000	-	-	200,000	-	-
GST in arrears <sup>(2)</sup>	-	297,394	-	-	297,394	-
Income tax expense (recovery)	104,774	208,813	(22,132)	(43,054)	208,813	(11,681)
<b>Adjusted EBITDA</b>	<b>\$ 21,596</b>	<b>\$ 726,598</b>	<b>\$ (1,053,300)</b>	<b>\$ 218,410</b>	<b>\$ (1,920,322)</b>	<b>\$ (6,563,347)</b>

(1) Interest expense incurred on short-term debt, demand loan, notes 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, 2025 and 2024:

	<u>For the Quarters Ended</u>		<u>For the Years Ended</u>	
	<u>December 31, 2025</u>	<u>December 31, 2024</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Software and service fees	\$ 6,805,549	\$ 6,708,638	\$ 26,621,672	\$ 22,713,519
Transactional revenues	1,465,802	1,718,432	6,032,094	5,544,410
<b>Total revenue</b>	<b>\$ 8,271,351</b>	<b>\$ 8,427,070</b>	<b>\$ 32,653,766</b>	<b>\$ 28,257,929</b>

(1) Software and service fees are considered to be recurring revenues as they represent ongoing contracts to manage condominium, rental and commercial properties. This includes Tribe Home platform used by managed communities.

(2) Transactional revenues consist of fees charged to clients regarding one-time incremental services, Tribe marketplace/partnerships, data-driven project management services, and Tribe Home Pro software sales.

(3) The Company reassessed certain software and service fees recognized during the three and twelve months ended December 31, 2024, and concluded that it was transactional revenues. Therefore, the Company has revised the presentation from software and service fees to transactional revenues. The effect of the change was a reduction of software and service fees from \$7,321,782 to \$6,708,638 and an increase of transactional revenues from \$1,105,288 to \$1,718,432 for the three months ended December 31, 2024, and a reduction of software and service fees from \$23,853,097 to \$22,713,519 and an increase of transactional revenues from \$4,404,832 to \$5,544,410 for the year ended December 31, 2024. No other amounts were affected.

During the three months ended December 31, 2025, we generated total revenue of \$8,271,351, a decrease of 1.8% over the same period in 2024. The decrease in revenue was primarily due to a 14.7% decrease in transactional revenues from decreased project management fees. This was partially offset by a 1.4% increase in software and service fees due to the acquisition of Ace Agencies.

During the year ended December 31, 2025, we generated total revenue of \$32,653,766, an increase of 15.6% over the same period in 2024. The increase in revenue was primarily due to a 17.2% increase in software and service fees as a result of the acquisition of DMSI and Ace Agencies. Furthermore, there was a 8.8% increase in transactional revenues due to the acquisition of DMSI and its associated project management revenue.

### Consolidated gross profit and gross profit percentage

Gross profit decreased by \$33,487, but gross profit percentage increased to 44.9% for the three months ended December 31, 2025, from 44.3%, compared to the same period in 2024. The increase in gross profit percentage was due to decreased salaries from efficiency efforts.

Gross profit increased by \$2,896,875 and gross profit percentage increased to 44.4% for the year ended December 31, 2025 from 41.1% compared to the same period in 2024. The increase in gross profit and gross profit percentage was due to increased revenues from the acquisition of DMSI and Ace Agencies, as well as decreased salaries from efficiency efforts.

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.

### 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, 2025 and 2024:

	For the quarters ended		For the years ended	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Salaries and wages	\$ 1,821,355	\$ 1,437,405	\$ 7,746,762	\$ 7,986,320
Office expenses	1,002,913	1,108,599	3,974,898	3,523,543
Professional fees	566,886	200,278	1,806,301	1,849,128
Subcontractors	222,487	223,751	883,193	666,562
Investor relations	58,088	10,515	171,404	205,764
Advertising and promotion	79,744	50,399	141,548	115,248
Standby fees	116	151	144	14,520
Total SG&A	\$ 3,751,589	\$ 3,031,098	\$ 14,724,250	\$ 14,361,085

During the three months ended December 31, 2025, our SG&A increased by \$720,491 or 23.8% compared to the same period in 2024.

The increase in salaries and wages during the three months ended December 31, 2025 compared to the same period in 2024 was due to the acquisition of Ace Agencies.

The increase in investor relations for the three months ended December 31, 2025 compared to the same period in 2024 was due to investor relations costs incurred in the 2025 public offering financing. The increase in professional fees was due to legal fees associated with closing out the previous credit facility and starting the new credit facility.

During the year ended December 31, 2025, our SG&A increased by \$363,165 or 2.5% compared to the same period in 2024.

The decrease in salaries and wages during the year ended December 31, 2025 compared to the same period in 2024 was due to efficiency efforts, partially offset by the acquisition of DMSI and Ace Agencies.

The increase in office expenses and subcontractors during the year ended December 31, 2025 compared to the same period in 2024 was due to the acquisition of DMSI and Ace Agencies.

### **Stock-based compensation**

Stock-based compensation for the three and twelve months ended December 31, 2025 was \$3,521 and (\$23,957) respectively, compared to \$29,713 and \$125,690 for the same period in 2024 respectively. The timing of cancelled stock options for the three and twelve ended December 31, 2025 contributed to the decrease. Stock-based compensation is calculated at fair value using the Black-Scholes-Merton option pricing model.

### **Other expenses**

During the three and twelve months ended December 31, 2025, other expenses were \$605,877 and \$1,606,689 respectively, compared to \$500,634 and \$1,568,823 for the same period in 2024 respectively. The increase in the three months ended period was due to a purchase price adjustment on the acquisition of Ace Agencies, partially offset by lower interest expense from payments toward the promissory notes and the credit facility. The Gateway promissory note was fully repaid on August 7, 2025, the Meritus promissory note was fully repaid on December 3, 2025, and we continue to make payments towards the DMS promissory note. The increase in the year-ended period was due to the same reasons above.

### **Other income**

During the three and twelve months ended December 31, 2025, other income was \$63,034 and \$175,263 respectively compared to \$109,156 and \$122,145 for the same period in 2024 respectively. The decrease is mainly due to a gain on the early termination of an office lease in 2024 in the three months ended period, and due to a gain on the sale of customer contracts in 2024 for the twelve-months ended period. Both periods were partially offset from a purchase price adjustment on the acquisition of Meritus.

### **Net loss**

Net loss from the three months ended December 31, 2025 was \$1,418,191 compared to \$1,295,144 for the same period in 2024. The increase in net loss was primarily due to the purchase price adjustment for the acquisition of Ace Agencies, partially offset by increased revenues from the acquisition of Ace Agencies, decreased salaries from efficiency efforts, and lower income tax expense.

Net loss for the year ended December 31, 2025 was \$4,482,494 compared to \$7,536,010 for the same period in 2024. The decrease in net loss was primarily due to increased revenues from the acquisition of DMSI and Ace Agencies, decreased salaries from efficiency efforts, and lower income tax expense. This was partially offset by increased office expenses from the acquisition of DMSI and Ace Agencies.

### **Financing Activities**

On March 28, 2025, we completed the 2025 Offering 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. To date, there has been no variance to the use of proceeds previously announced for such financing activities. The Company used net proceeds of 2025 Offering to retire debt payments and reduce payables.

On July 7, 2025, we completed the best efforts public offering in which we raised gross proceeds of \$5,750,000 from the sale of units of the Company at a price of \$0.45 per unit. To date, there has been no variance to the use of proceeds previous announced for such financing activities. The Company used net proceeds from the best efforts public offering to retire debt payments, reduce payables, and for growth initiatives.

### **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, 2025	December 31, 2025	\$ 8,271,351	\$ (1,418,191)	\$ (0.03)
Q3, 2025	September 30, 2025	8,301,799	(1,171,724)	(0.02)
Q2, 2025	June 30, 2025	8,103,258	(1,287,254)	(0.04)
Q1, 2025	March 31, 2025	7,977,358	(605,324)	(0.02)
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)

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

- 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 efficiency 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.
- In the first quarter of 2025, our revenue decreased by \$449,712 to \$7,977,358. Our net loss decreased by \$698,820 to \$605,324, or a loss per share of \$0.02. The decrease in net loss was primarily due to decreased salaries from efficiency efforts.
- In the second quarter of 2025, our revenue increased by \$125,900 to \$8,103,258. Our net loss increased by \$681,930 to \$1,287,254 or a loss per share of \$0.04. The increase in net loss was primarily due to increased professional fees.
- In the third quarter of 2025, our revenue increased by \$198,451 to \$8,301,799. Our net loss decreased by \$115,530 to \$1,171,724 or a loss per share of \$0.02. The decrease in net loss was primary due to the acquisition of Ace Agencies
- In the fourth quarter of 2025, our revenues decreased by \$30,448 to \$8,271,351. Our net loss increased by \$246,647 to \$1,418,191 or a loss per share of \$0.03. The increase in net loss was primarily due to income tax expense accrued in the quarter, partially offset by a decrease in salaries expense.

## LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2025, we had cash and cash equivalents of \$1,244,547 (December 31, 2024 - \$1,819,520). 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 \$2,550,703 during the year ended December 31, 2025 compared to \$1,935,588 used during the same period in 2024. The increase in cash flows used is primarily driven by the timing and receipts of our receivables, and the timing and repayment of our accounts payable and accrued liabilities, and partially offset by the decrease in net loss after adjustments not affecting cash.

### *Investing activities*

We had net cash flows used in investing activities of \$116,384 during the year ended December 31, 2025 compared to \$10,042,777 during the same period in 2024. The decrease in cash flows used is due to the acquisition of DMSI in 2024 compared to the Ace acquisition in 2025, which was acquired through the issuance of Company share units.

### Financing activities

We had net cash flows provided financing activities of \$2,092,114 during the year ended December 31, 2025 compared to net cash flows provided by financing activities of \$12,473,784 during the same period in 2024. This is driven by the proceeds from the draw on the M&A facility to acquire DMS in 2024, and the repayment of notes payable in 2025.

### Funding requirements

We expect to devote financial resources to our current planned operations, the DMSI promissory note, the operating and M&A facilities, and business development. 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 three and twelve months ended December 31, 2025 and 2024 was as follows:

	<u>Three Months Ended</u>		<u>Twelve Months Ended</u>	
	<u>December 31, 2025</u>	<u>December 31, 2024</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Salary	\$ 255,000	\$ 241,000	\$ 1,122,083	\$ 1,025,263
Board of Directors' fees	54,812	53,563	209,772	197,584
Short-term benefits	6,100	5,612	22,845	38,505
Stock-based compensation	(1,539)	29,713	(30,313)	125,690
	<u>\$ 314,373</u>	<u>\$ 329,888</u>	<u>\$ 1,324,387</u>	<u>\$ 1,387,042</u>

- b) During the year ended December 31, 2025, the Company made office lease payments of \$775,509 to a company affiliated with Scott Ullrich, Chief Financial Officer, a member of the executive team, for purposes of conducting business operations. As at December 31, 2025, the Company owed \$525,817 in accounts payable. As at December 31, 2025, the office leases have an average remaining term of 5 years, and the minimum remaining lease payments total \$2,227,800. For the same period in 2024, the Company paid \$272,885 related to the lease.
- c) During the year ended December 31, 2025, the Company made office lease payments of \$210,981 to a company affiliated with Raymond Choy, a member of the Board of Directors, for purposes of conducting business operations. As at December 31, 2025, the office lease has a remaining term of 1.5 years, and the minimum remaining base lease payments total \$159,022. For the same period in 2024, the Company paid \$200,029 related to the lease.
- d) During the year ended December 31, 2025, directors and officers of the Company subscribed for 1,216,928 units for total consideration of \$632,803, as part of the March 28, 2025 private placement equity financing
- e) During the year ended December 31, 2025, directors of the Company subscribed for 54,544 units for total consideration of \$24,545, as part of the July 7, 2025 public offering financing.

### 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 issued and effective as of April 27, 2026.

Our significant accounting policies are included in the notes to the audited consolidated financial statements for the year ended December 31, 2025.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Our financial assets and liabilities are classified as follows:

	December 31, 2025	December 31, 2024
<b>Financial assets:</b>		
<b><i>Fair value through profit and loss</i></b>		
Cash	\$ 1,244,547	\$ 1,819,520
Investments	92,277	91,922
<b><i>Amortized cost</i></b>		
Accounts receivable, net of allowance for doubtful accounts	1,829,375	2,731,134
<b>Financial liabilities:</b>		
<b><i>Financial liabilities at amortized cost</i></b>		
Accounts payable	\$ 3,094,974	\$ 3,657,621
Operating and M&A facilities	10,158,231	10,945,279
Notes payable	1,394,987	3,938,718

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 previous notes payable were issued in connection with the Gateway and Meritus acquisitions and was used to finance the transactions. 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, notes 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 its liabilities when they become due. We monitor our cash balances and cash flows generated from operations to meet its requirements. As at December 31, 2025, the most significant financial liabilities are its accounts payables, loans and borrowings, and note payable. As at December 31, 2025, we assessed liquidity risk as moderate.

## 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.

#### **OUTSTANDING SHARE DATA**

As at April 27, 2026, we had 50,020,740 common shares outstanding, 147,500 stock options outstanding, 924,608 compensation options outstanding and 13,373,234 common share purchase warrants outstanding.