

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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This management discussion and analysis (“MD&A”) of the results of the operations and financial position of CryptoStar Corp. and its subsidiaries (the “Company” or “CryptoStar”) is dated as of November 28, 2022 and should be read in conjunction with the Company’s condensed interim consolidated financial statements (unaudited) and the related notes for the three and nine months ended September 30, 2022. All amounts are expressed in United States dollars (\$) unless otherwise stated.

### **Management’s Responsibility**

The Company’s management is responsible for the preparation and presentation of the condensed interim consolidated financial statements (unaudited) and the MD&A. This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators. Information provided in this report, including the condensed interim consolidated financial statements (unaudited), is the responsibility of management. In the preparation of these statements, estimates and judgements are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates and judgements have been based on careful assessments and have been properly reflected in the accompanying condensed interim consolidated financial statements (unaudited). Management maintains a system of internal controls to provide reasonable assurances that the Company’s assets are safeguarded and to facilitate the preparation of relevant and timely information.

### **Non-IFRS Measures**

This MD&A presents certain non-IFRS (“IFRS” refers to International Financial Reporting Standards) financial measures to assist readers in understanding the Company’s performance. These non-IFRS measures do not have any standardized meaning and therefore are unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The following terms are used, which are not found in the Chartered Professional Accountants of Canada Handbook and do not have a standardized meaning under IFRS:

- “Net gain from operations” represents gross profit or loss excluding depreciation and amortization.
- “EBITDA” represents net income or loss excluding net finance income or expense, income tax or recovery, depreciation, and amortization.
- “Adjusted EBITDA” represents EBITDA adjusted to exclude non-cash share-based compensation, fair value loss or gain on remeasurement of foreign currency and digital assets, and costs associated with one-time or non-recurring transactions.

The Company uses these non-IFRS measures to supplement the analysis and evaluation of operating performance as it provides an indication of the operational results generated by its business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration asset depreciation and amortization and it excludes items that could affect the comparability of our operational results and could potentially alter the trends analysis in business performance. Excluding these items does not necessarily imply they are non-recurring, infrequent or unusual. Net gain from operations, EBITDA and Adjusted EBITDA are also used by some investors and analysts for the purpose of valuing a company. Investors are cautioned that Net gain from operations, EBITDA and Adjusted EBITDA should not be construed as an alternative to operating earnings or net earnings determined in accordance with IFRS as an indicator of the Company’s financial performance or as a measure of the Company’s liquidity and cash flows. Net gain from operations, EBITDA and Adjusted EBITDA do not take into account the impact of working capital changes, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the condensed interim consolidated statements of cash flows.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

---

**Non-IFRS Measures (continued)**

See “Reconciliation of Non-IFRS Measures” section of this MD&A for reconciliations of non-IFRS measures to IFRS measures.

**Description of Business**

CryptoStar operates in the distributed ledger technology space, utilizing specialized equipment (“miners”) to perform computationally intensive cryptographic operations to validate transactions on the Blockchain (a process known as “mining”), receiving digital currencies (primarily Bitcoin and Ethereum). CryptoStar has cryptocurrency mining operations with data centres located in Canada and the USA and is currently dedicated to becoming one of the lowest cost cryptocurrency producers in North America. The Company also provides equipment hosting services to customers worldwide, for which services the Company receives hosting fees, as well as sells miners to customers.

CryptoStar Corp. was incorporated under the Ontario Business Corporations Act on January 6, 2017. The registered and head office of the Company is located at 181 Bay Street, Suite 4400, Toronto, Ontario, Canada M5J 2T3. CryptoStar Corp.’s common shares are listed on the TSX Venture Exchange (“TSXV”) under the trading symbol “CSTR” and the OTCQB Venture Market under the trading symbol “CSTXF”.

**Q3 2022 Highlights**

Significant events and operating highlights for the three months ended September 30, 2022 include the following:

- On August 29, 2022, the Company provided an update on operations.

Self-Mining Operations:

- As at August 29, 2022, the Company had an aggregate self-mining Hashrate of 94.4 PH/s from ASIC miners and 125,550 MH/s from GPU miners running at its data centres.
- The 94.4 PH/s and 125,550 MH/s of existing self-mining Hashrate was contributing USD\$332,569 per month in self-mining revenue for CryptoStar. (Source: <https://whattomine.com/> Mining metrics are calculated based on a BTC - USD exchange rate of 1 BTC = \$19,813.77 and ETH - USD exchange rate of 1 ETH = \$1,447.91 updated at 2022-08-29 11:33:39 UTC).
- 160 high performance ASIC miners of the previously announced purchase of 600 high performance ASIC miners remained to be deployed. This would increase the Company’s self-mining Hashrate from ASIC miners by a further 14.1 PH/s. The Company anticipated deploying these ASIC miners as expeditiously as possible upon expansion of its operations in Quebec, Canada.

Hosting Operations:

- The Company executed a new Equipment Hosting Agreement for one of its award-winning data centre facilities in Utah, USA, effective August 14, 2022, which increased the aggregate monthly hosting revenues earned by the Company by USD\$37,000 to USD\$177,000 for an aggregate mining capacity of approximately 12 MW (annual hosting revenues of USD\$2.1 million).

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

---

**Q3 2022 Highlights (continued)**

Expansion in Quebec:

- The Company, through a subsidiary, continued to make progress on its expansion of operations in Quebec, Canada, and on its application with Hydro Quebec to secure an additional 5 MW of power at its data centre.

LOI with Kansas Partner:

- The Company continued to perform diligence on the potential power supply agreement with a Kansas-based energy company as previously announced on February 10, 2022.

Alberta Operations:

- The natural gas power generation site of 611890 Alberta Inc. DBA Avila Energy (the "Alberta Partner") remained shut down. Litigation against the Alberta Partner et al. was ongoing with respect to the non-compliance with terms of the power supply agreement for up to 30 MW and damages arising therefrom.

Future Growth:

- The Company planned to continue to further expand its self-mining inventory of mining hardware. Further orders for mining hardware may be placed using astute capital management strategies based upon prevailing market conditions.
- The Company planned to continue to further expand its data centre operations in North America by partnering with large cryptocurrency miners seeking operating locations in North America. The Company continued to consider and perform diligence on several potential transactions and opportunities.

Financial Position:

- The Company was in a strong financial position and was well capitalized.
- As at August 29, 2022, the Company held 555.03 ETH, 80.60 BTC and USD\$2.8 million (CAD\$3.5 million) in cash.
- Additionally, the Company had made payments and deposits for buildings and infrastructure equipment of USD\$4.2 million (CAD\$5.4 million).

**Subsequent Events**

- On October 7, 2022, the Company announced that it had terminated the letter of intent (the "LOI") with a Kansas, USA based energy company (the "Kansas Partner") effective October 6, 2022. The Company also provided an update on operations.

Self-Mining Operations:

- As at October 7, 2022, the Company had an aggregate self-mining Hashrate of 92.24 PH/s from ASIC miners running at its data centres.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Subsequent Events (continued)**

- The 92.24 PH/s of existing self-mining Hashrate was contributing USD\$227,247 per month in self-mining revenue for CryptoStar. (Source: <https://whattomine.com/> Mining metrics are calculated based on a BTC – USD exchange rate of 1 BTC = \$19,985.68 updated at 2022-10-07 11:42:12 UTC).
- 160 high performance ASIC miners of the previously announced purchase of 600 high performance ASIC miners remained to be deployed. This would increase the Company's self-mining Hashrate from ASIC miners by a further 14.1 PH/s. The Company anticipated deploying these ASIC miners as expeditiously as possible upon expansion of its operations in Quebec, Canada.
- Since the completion of Ethereum's merge to proof of stake, the Company was actively exploring opportunities to utilize its GPU computing power.

Hosting Operations:

- As at October 7, 2022, the Company had Equipment Hosting Agreements for an aggregate mining capacity of approximately 12 MW located at its award-winning data centre facilities in Utah, USA, contributing annual hosting revenues for the Company of USD\$2.1 million.

LOI with Kansas Partner:

- On October 6, 2022, the Company terminated the LOI with the Kansas Partner previously announced on February 10, 2022 as a result of its due diligence investigations.

Expansion in Quebec

- The Company, through a subsidiary, continued to make progress on its expansion of operations in Quebec, Canada, and on its application with Hydro Quebec to secure an additional 5 MW of power at its data centre.

Alberta Operations

- The natural gas power generation site of 611890 Alberta Inc. DBA Avila Energy (the "Alberta Partner") remained shut down. Litigation against the Alberta Partner et al. was ongoing with respect to the non-compliance with terms of the power supply agreement for up to 30 MW and damages arising therefrom.

Future Growth

- The Company planned to continue to further expand its self-mining inventory of mining hardware. Further orders for mining hardware may be placed using astute capital management strategies based upon prevailing market conditions.
- The Company planned to continue to further expand its data centre operations in North America by partnering with large cryptocurrency miners seeking operating locations in North America. The Company continued to consider and perform diligence on several potential transactions and opportunities.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

---

**Subsequent Events (continued)**

Financial Position

- The Company was in a strong financial position and was well capitalized.
- As at October 7, 2022, the Company held 550.64 ETH, 80.05 BTC and USD\$2.1 million (CAD\$2.9 million) in cash.
- The Company had made payments and deposits for buildings and infrastructure equipment of USD\$3.9 million (CAD\$5.4 million).
- Additionally, effective October 1, 2022, the Company extended its lease for a further five years at one of its award-winning data centre facilities in Utah, USA and made security deposit payments of USD\$340,000 (CAD\$466,500) in relation to the extension of the lease.
- During the subsequent period from October 1, 2022 to November 24, 2022, no common shares were issued by the Company upon the exercise of warrants and 30,075,000 warrants expired.
- As at November 28, 2022, the Company's self-mining revenue run rate is USD\$158,251/month and its hosting revenue run rate is USD\$150,000/month. Further orders for mining hardware may be placed using astute capital management strategies based upon prevailing market conditions. (Source: <https://whattomine.com/> Mining metrics are calculated based on a BTC - USD exchange rate of 1 BTC = \$16,220.71 updated at 2022-11-28 12:12:25 UTC).
- As at November 28, 2022, the Company is in a strong financial position, is well capitalized and holds 78.84 BTC, 550.64 ETH and USD\$2.3 million (CAD\$3.1 million) in cash. Additionally, the Company has made prepayments and deposits for buildings and infrastructure equipment of USD\$4.5 million (CAD\$6.0 million).

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Overall Operational Performance and Results**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Income from operations</b>				
Digital assets mined	882,505	1,157,582	2,872,785	1,733,865
Hosting income	538,141	341,400	1,502,953	389,400
Sales of miners	—	—	14,454	27,912
Cost of revenue	(743,843)	(116,301)	(1,546,443)	(216,924)
<b>Net gain from operations</b>	676,803	1,382,681	2,843,749	1,934,253
Realized gain (loss) of digital currencies	(540,540)	—	(2,185,134)	1,339
Operating expenses	(585,811)	(322,832)	(1,520,949)	(1,241,249)
<b>Net gain (loss) before other items</b>	(449,548)	1,059,849	(862,334)	694,343
Depreciation of property and equipment	(1,298,494)	(1,156,016)	(3,593,650)	(2,639,881)
Amortization of intangible assets	(75,093)	(147,006)	(225,281)	(441,021)
Depreciation of right-of-use assets	(107,560)	(81,424)	(286,313)	(244,272)
Foreign exchange gain (loss)	8,215	(216,246)	(136,542)	(68,519)
Interest expense on lease obligations	(70,537)	(59,084)	(191,499)	(179,291)
Share based compensation	(82,898)	(120,784)	(196,098)	(1,041,400)
Write down of inventory	—	—	(266,015)	—
Unrealized gain (loss) on revaluation of digital currencies	732,487	—	(1,591,029)	—
Interest income (expense), net	(52,733)	3,543	(48,155)	4,945
Other income	—	—	—	128,933
<b>Net loss</b>	(1,396,161)	(717,168)	(7,396,916)	(3,786,163)
Revaluation gain (loss) on digital currencies	—	395,669	(176,301)	105,467
Currency translation loss	(60,881)	—	(41,930)	—
<b>Net comprehensive loss</b>	(1,457,042)	(321,499)	(7,615,147)	(3,680,696)
<b>Adjusted EBITDA</b>	90,992	1,059,849	1,322,800	693,004
Loss per share, basic and diluted	(0.003)	(0.002)	(0.017)	(0.011)
Weighted average shares, basic and diluted	429,016,069	411,230,738	427,626,093	358,713,245
Bitcoin mined	34.03	17.50	71.74	23.64
Ethereum mined	117.70	142.93	390.21	256.20
Average Bitcoin price when mined during the period	21,288	42,817	28,029	42,521
Average Ethereum price when mined during the period	1,343	2,857	2,209	2,845

**Financial and Operational Results**

The Company recorded a net loss of \$1,396,161 in the three months ended September 30, 2022 (September 30, 2021 – \$717,168).

The Company's revenue from operations was \$1,420,646 in the three months ended September 30, 2022 (September 30, 2021 – \$1,498,982).

The Company's direct cost of revenue was \$743,843 in the three months ended September 30, 2022 (September 30, 2021 – \$116,301). Direct cost of revenue consisted of site operating costs.

The Company incurred non-cash expenses consisting of depreciation and amortization of \$1,481,147 and share based compensation of \$82,898 in the three months ended September 30, 2022 (September 30, 2021 – \$1,384,446 and \$120,784).

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Financial and Operational Results (continued)**

The Company's operating expenses, including non-cash share based compensation, in the three months ended September 30, 2022 totaled \$668,709 (September 30, 2021 – \$443,616) and were comprised of:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022 \$	2021 \$	2022 \$	2021 \$
Interest and bank charges	2,219	2,101	6,550	7,948
Management fees, salaries and wages	203,616	220,272	628,037	456,600
Share based compensation	82,898	120,784	196,098	1,041,400
Office and administration	241,922	46,046	489,160	252,836
Professional fees	138,054	54,413	397,202	523,865
<b>Total operating expenses</b>	<b>668,709</b>	<b>443,616</b>	<b>1,717,047</b>	<b>2,282,649</b>

The Company's revenue from mining digital currencies is highly dependent upon the market price of digital currencies and the Company's ability to transact with and convert digital currencies. Management monitors the legal and regulatory environment surrounding digital currencies on an ongoing basis.

**Summary of Financial Results for the Trailing Four Quarters**

	Three Months Ended			
	December 31, 2021 \$	March 31, 2022 \$	June 30, 2022 \$	September 30, 2022 \$
Revenue	2,590,548	1,205,241	1,764,305	1,420,646
Net income (loss) for the period	217,511	(1,224,475)	(4,776,280)	(1,396,161)
Income (loss) per share for the period, basic and diluted	0.001	(0.003)	(0.011)	(0.003)

The net loss for the three months ended September 30, 2022 amounted to \$1,396,161 and was primarily related to the reduced prices of digital currencies. The reduction in the prices of digital currencies negatively impacted the income recognized from the digital assets mined by the Company.

**Reconciliation of Non-IFRS Measures**

This MD&A presents certain non-IFRS ("IFRS" refers to International Financial Reporting Standards) financial measures to assist readers in understanding the Company's performance. These non-IFRS measures do not have any standardized meaning and therefore are unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Company uses these non-IFRS measures including "Net gain from operations" and "Adjusted EBITDA" to supplement the analysis and evaluation of operating performance and should not be viewed as alternatives to, or replacements of, measures of operating results and liquidity presented in accordance with IFRS.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Reconciliation of Non-IFRS Measures (continued)**

The following tables and definitions reconcile non-IFRS measures used by the Company to analyze the operational performance of the Company to their nearest IFRS measure and should be read in conjunction with the condensed interim consolidated financial statements (unaudited) for the three and nine months ended September 30, 2022.

*Net Gain from Operations*

“Net gain from operations” represents gross profit or loss excluding depreciation and amortization. Net gain from operations shows the profitability of the Company’s operations without the impact of non-cash depreciation and amortization expense. Net gain from operations provides the investors the ability to assess the profitability of the Company’s operations exclusive of operating expenses.

The following table reconciles gross loss to the non-IFRS measure, net gain from operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
Gross loss	(804,344)	(1,765)	(1,261,495)	(1,390,921)
Add:				
Amortization of intangible assets	75,093	147,006	225,281	441,021
Depreciation of right-of-use assets	107,560	81,424	286,313	244,272
Depreciation of property and equipment	1,298,494	1,156,016	3,593,650	2,639,881
<b>Net gain from operations</b>	<b>676,803</b>	<b>1,382,681</b>	<b>2,843,749</b>	<b>1,934,253</b>

*Adjusted EBITDA*

“Adjusted EBITDA” represents EBITDA (net income or loss excluding net finance income or expense, income tax or recovery, depreciation, and amortization) adjusted to exclude non-cash share-based compensation, fair value loss or gain on remeasurement of foreign currency and digital assets, and costs associated with one-time or non-recurring transactions. Adjusted EBITDA is used to assess the profitability without the impact of non-cash accounting policies, capital structure and one-time or non-recurring transactions.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Reconciliation of Non-IFRS Measures (continued)**

The following table reconciles net loss to the non-IFRS measure, adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
Net loss	(1,396,161)	(717,168)	(7,396,916)	(3,786,163)
Add (deduct):				
Interest expense on lease obligations	70,537	59,084	191,499	179,291
Interest expense (income), net	52,733	(3,543)	48,155	(4,945)
Amortization of intangible assets	75,093	147,006	225,281	441,021
Depreciation of right-of-use assets	107,560	81,424	286,313	244,272
Depreciation of property and equipment	1,298,494	1,156,016	3,593,650	2,639,881
<b>EBITDA</b>	<b>208,256</b>	<b>722,819</b>	<b>(3,052,018)</b>	<b>(286,643)</b>
Add (deduct):				
Realized gain (loss) of digital currencies	540,540	—	2,185,134	(1,339)
Foreign exchange gain (loss)	(8,215)	216,246	136,542	68,519
Share based compensation	82,898	120,784	196,098	1,041,400
Write down of inventory	—	—	266,015	—
Unrealized gain (loss) on revaluation of digital currencies	(732,487)	—	1,591,029	—
Other income	—	—	—	(128,933)
<b>Adjusted EBITDA</b>	<b>90,992</b>	<b>1,059,849</b>	<b>1,322,800</b>	<b>693,004</b>

**Outstanding Share Data**

As of the date of this MD&A, the Company has the following securities issued and outstanding:

1. 429,016,069 common shares;
2. 95,449,447 common share purchase warrants; and
3. 21,417,110 options to purchase common shares issued.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Segmented Information**

The Company has two reportable segments based on geographical locations: Canada and the USA, and three reportable segments based on operations: self-mining, hosting and miner sales, along with a Head Office segment. The disclosures with regards to the Company's aforementioned segments for the three and nine months ended September 30, 2022 and 2021 are listed below:

	Three Months Ended September 30, 2022				
	Canada	USA		Head Office	Total
	Mining	Mining	Hosting		
	\$	\$	\$	\$	\$
<b>Income from operations</b>					
Digital assets mined	610,769	271,736	—	—	882,505
Hosting income	—	—	538,141	—	538,141
Site operating costs	(527,698)	(202,071)	(14,074)	—	(743,843)
Depreciation of right-of-use assets	(9,861)	(13,476)	(84,223)	—	(107,560)
Depreciation of property and equipment	(804,478)	(374,789)	(119,227)	—	(1,298,494)
Amortization of intangible assets	(75,093)	—	—	—	(75,093)
Realized loss on digital currencies	(540,540)	—	—	—	(540,540)
<b>Net income (loss) before operating expenses</b>	<b>(1,346,901)</b>	<b>(318,600)</b>	<b>320,617</b>	<b>—</b>	<b>(1,344,884)</b>
<b>Operating and other expenses (income)</b>					
Interest and bank charges	357	176	258	1,428	2,219
Interest expense on lease obligations	7,164	8,741	54,632	—	70,537
Management fees, salaries and wages	32,477	20,516	36,180	114,443	203,616
Office and administration	55,744	48,690	78,872	58,616	241,922
Professional fees	19,788	208	—	118,058	138,054
Unrealized gain on revaluation of digital currencies	(732,487)	—	—	—	(732,487)
Share based compensation	—	—	—	82,898	82,898
Interest expense	—	16,226	36,507	—	52,733
Foreign exchange gain	—	—	—	(8,215)	(8,215)
<b>Total operating and other expenses (income)</b>	<b>(616,957)</b>	<b>94,557</b>	<b>206,449</b>	<b>367,228</b>	<b>51,277</b>
<b>Net income (loss)</b>	<b>(729,944)</b>	<b>(413,157)</b>	<b>114,168</b>	<b>(367,228)</b>	<b>(1,396,161)</b>
Currency translation loss	—	—	—	(60,881)	(60,881)
<b>Net comprehensive income (loss)</b>	<b>(729,944)</b>	<b>(413,157)</b>	<b>114,168</b>	<b>(428,109)</b>	<b>(1,457,042)</b>

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Segmented Information (continued)**

	Three Months Ended September 30, 2021				
	Canada	USA		Head Office	Total
	Mining	Mining	Hosting		
	\$	\$	\$	\$	\$
<b>Income from operations</b>					
Digital assets mined	1,019,302	138,280	—	—	1,157,582
Hosting income	—	—	341,400	—	341,400
Site operating costs	(83,886)	(10,856)	(21,559)	—	(116,301)
Depreciation of right-of-use assets	(10,086)	(9,840)	(61,498)	—	(81,424)
Depreciation of property and equipment	(765,510)	(53,863)	(336,643)	—	(1,156,016)
Amortization of intangible assets	(147,006)	—	—	—	(147,006)
<b>Net income (loss) before operating expenses</b>	12,814	63,721	(78,300)	—	(1,765)
<b>Operating and other expenses (income)</b>					
Interest and bank charges	355	42	104	1,600	2,101
Interest expense on lease obligations	7,779	7,077	44,228	—	59,084
Management fees, salaries and wages	32,267	1,244	3,070	183,691	220,272
Office and administration	27,627	7,181	6,088	5,150	46,046
Professional fees	1,925	16,960	—	35,528	54,413
Share based compensation	—	—	—	120,784	120,784
Interest income	—	—	—	(3,543)	(3,543)
Foreign exchange loss	—	—	—	216,246	216,246
Total operating and other expenses	69,953	32,504	53,490	559,456	715,403
<b>Net income (loss)</b>	(57,139)	31,217	(131,790)	(559,456)	(717,168)
Revaluation gain on digital currencies	—	—	—	395,669	395,669
<b>Net comprehensive income (loss)</b>	(57,139)	31,217	(131,790)	(163,787)	(321,499)

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Segmented Information (continued)**

	Nine Months Ended September 30, 2022					
	Canada	USA			Head Office	Total
	Mining	Mining	Hosting	Miner Sales	Office	Total
	\$	\$	\$	\$	\$	\$
<b>Income from operations</b>						
Digital assets mined	1,815,137	1,057,648	—	—	—	2,872,785
Hosting income	—	—	1,502,953	—	—	1,502,953
Sales of miners	—	—	—	14,454	—	14,454
Cost of miners sold	—	—	—	(8,543)	—	(8,543)
Site operating costs	(944,233)	(553,218)	(40,449)	—	—	(1,537,900)
Depreciation of right-of-use assets	(29,584)	(35,411)	(221,318)	—	—	(286,313)
Depreciation of property and equipment	(2,285,453)	(950,519)	(357,678)	—	—	(3,593,650)
Amortization of intangible assets	(225,281)	—	—	—	—	(225,281)
Realized loss on digital currencies	(2,185,134)	—	—	—	—	(2,185,134)
<b>Net income (loss) before operating expenses</b>	<b>(3,854,548)</b>	<b>(481,500)</b>	<b>883,508</b>	<b>5,911</b>	<b>—</b>	<b>(3,446,629)</b>
<b>Operating and other expenses (income)</b>						
Interest and bank charges	1,367	215	306	—	4,662	6,550
Interest expense on lease obligations	21,940	23,387	146,172	—	—	191,499
Management fees, salaries and wages	158,489	56,847	80,781	—	331,920	628,037
Office and administration	91,855	98,753	140,331	—	158,221	489,160
Professional fees	23,709	4,000	—	—	369,493	397,202
Write down of inventory	—	—	—	266,015	—	266,015
Revaluation loss on digital currencies	1,591,029	—	—	—	—	1,591,029
Share based compensation	—	—	—	—	196,098	196,098
Interest expense (income)	—	16,226	36,507	—	(4,578)	48,155
Foreign exchange loss	—	—	—	—	136,542	136,542
Total operating and other expenses	1,888,389	199,428	404,097	266,015	1,192,358	3,950,287
<b>Net income (loss)</b>	<b>(5,742,937)</b>	<b>(680,928)</b>	<b>479,411</b>	<b>(260,104)</b>	<b>(1,192,358)</b>	<b>(7,396,916)</b>
Revaluation loss on digital currencies	—	—	—	—	(176,301)	(176,301)
Currency translation loss	—	—	—	—	(41,930)	(41,930)
<b>Net comprehensive income (loss)</b>	<b>(5,742,937)</b>	<b>(680,928)</b>	<b>479,411</b>	<b>(260,104)</b>	<b>(1,410,589)</b>	<b>(7,615,147)</b>

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Segmented Information (continued)**

	Nine Months Ended September 30, 2021						Total \$
	Canada		USA			Head Office	
	Mining \$	Mining \$	Hosting \$	Miner Sales \$	\$		
<b>Income from operations</b>							
Digital assets mined	1,421,971	311,894	—	—	—	—	1,733,865
Hosting income	—	—	389,400	—	—	—	389,400
Sales of miners	—	—	—	27,912	—	—	27,912
Cost of miners sold	—	—	—	(25,121)	—	—	(25,121)
Site operating costs	(103,006)	(18,632)	(70,165)	—	—	—	(191,803)
Depreciation of right-of-use assets	(30,259)	(29,519)	(184,494)	—	—	—	(244,272)
Depreciation of property and equipment	(765,510)	(258,534)	(1,615,837)	—	—	—	(2,639,881)
Amortization of intangible assets	(441,021)	—	—	—	—	—	(441,021)
Realized gain on digital currencies	1,339	—	—	—	—	—	1,339
<b>Net income (loss) before operating expenses</b>	83,514	5,209	(1,481,096)	2,791	—	—	(1,389,582)
<b>Operating and other expenses (income)</b>							
Interest and bank charges	355	162	202	15	7,214	—	7,948
Interest expense on lease obligations	23,733	21,456	134,102	—	—	—	179,291
Management fees, salaries and wages	32,267	40,256	50,260	3,603	330,214	—	456,600
Office and administration	151,459	28,498	35,579	2,550	34,750	—	252,836
Professional fees	1,925	86,909	—	—	435,031	—	523,865
Share based compensation	—	—	—	—	1,041,400	—	1,041,400
Interest income	—	—	—	—	(4,945)	—	(4,945)
Other income	—	(62,196)	(59,155)	(7,582)	—	—	(128,933)
Foreign exchange loss	—	—	—	—	68,519	—	68,519
Total operating and other expenses	209,739	115,085	160,988	(1,414)	1,912,183	—	2,396,581
<b>Net income (loss)</b>	(126,225)	(109,876)	(1,642,084)	4,205	(1,912,183)	—	(3,786,163)
Revaluation gain on digital currencies	—	—	—	—	105,467	—	105,467
<b>Net comprehensive income (loss)</b>	(126,225)	(109,876)	(1,642,084)	4,205	(1,806,716)	—	(3,680,696)

The disclosures with regards to the Company's aforementioned segments as at September 30, 2022 and December 31, 2021 are listed below:

	Canada		USA			Head Office	Total \$
	Mining \$	Hosting \$	Mining \$	Hosting \$	Miner Sales \$		
	\$	\$	\$	\$	\$		
<b>As at September 30, 2022</b>							
Total assets	8,509,109	4,182,820	2,486,079	2,922,963	821,637	9,422,299	28,344,907
Total non-current assets	10,436,342	4,924,715	3,417,573	3,907,750	—	—	22,686,380
Total liabilities	447,729	2,034,557	34,832	1,589,995	—	1,958,682	6,065,795
<b>As at December 31, 2021</b>							
Total assets	11,019,701	5,416,951	3,219,590	3,785,376	1,064,059	12,202,325	36,708,002
Total non-current assets	9,831,757	4,639,422	3,219,590	3,681,370	—	—	21,372,139
Total liabilities	534,733	2,429,915	41,601	1,898,966	—	2,339,299	7,244,514

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

**Liquidity and Capital Resources**

	Nine Months Ended September 30,	
	2022	2021
	\$	\$
<b>Cash provided by (used in):</b>		
Operating activities	(1,760,791)	(850,031)
Investing activities	(2,820,988)	(8,512,387)
Financing activities	(122,786)	24,729,998
Effect of foreign exchange on cash	107,709	—
<b>Net change in cash during the period</b>	<b>(4,596,856)</b>	<b>15,367,580</b>

As at September 30, 2022, the Company had current assets of \$5,658,527 and current liabilities of \$3,488,478, resulting in a working capital surplus of \$2,170,049 (December 31, 2021 – working capital surplus of \$9,989,993).

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements as at the date of this MD&A.

**Related Party Transactions**

During the three and nine months ended September 30, 2022, certain expenses were paid on the Company's behalf by A.C.N. 117 402 838 PTY LTD ("ACN"), which is a related party by virtue of its shareholdings in the Company.

The balance of \$1,966,604 payable to related party as at September 30, 2022 and December 31, 2021 represents the amount advanced under a line of credit provided by A.C.N 117 402 838 PTY LTD ("ACN") on December 22, 2017. The available line of credit totals \$4,000,000, is unsecured, bears interest at 12% per annum and is repayable on December 22, 2022. Interest on the time of credit can be waived at any point at the sole discretion of ACN. ACN waived the interest charge on the line of credit for the three and nine months ended September 30, 2022 (three and nine months ended September 30, 2021 – \$Nil). During the three and nine months ended September 30, 2022, the Company did not obtain an additional loan or make repayments (September 30, 2021 – additional loan of \$76,760 and repayment of \$1,678,779).

On May 4, 2021, an employee of the Company exercised 10,000,000 stocks options. These options had an exercise price of CAD \$0.05 per stock option. The Company recorded an amount receivable from the employee for half of the exercised stock options with the amount to be repaid in full no later than May 2022. Interest equal to 2% above the prime rate of interest charged by Royal Bank of Canada on Canadian dollar commercial loans was charged by the Company to the employee on the amount receivable. As at September 30, 2022, the employee had repaid the amount receivable and accrued interest. The Company earned interest income related to this loan during the three months and nine months ended September 30, 2022 of \$Nil (September 30, 2021 – \$3,543) and \$4,578 (September 30, 2021 – \$4,945), respectively.

**Key Management Remuneration**

Management fees, salaries and wages comprise amounts paid to key management personnel, including officers and directors of ACN, for services provided. Key management remuneration paid to key management personnel and directors during the three and nine months ended September 30, 2022 was \$114,443 (September 30, 2021 – \$125,907) and \$364,503 (September 30, 2021 – \$353,927), respectively.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Key Management Remuneration (continued)**

On May 3, 2021, the Company granted 2,000,000 stock options under the Company's stock option plan to an officer of the Company. These options have an exercise price of CAD\$0.28 per stock option, and an expiry date of May 3, 2031. The options vest in equal 25% tranches in each of August 2021, March 2022, October 2022 and May 2023. Share based compensation related to these options during the three and nine months ended September 30, 2022 was \$32,684 (September 30, 2021 – \$120,784) and \$129,145 (September 30, 2021 – \$220,309), respectively.

On June 17, 2022, the Company granted 5,000,000 stock options under the Company's stock option plan to an officer of the Company. 2,500,000 of these options have an exercise price of CAD\$0.05 per stock option and 2,500,000 of these options have an exercise price of CAD\$0.10. These options have an expiry date of June 17, 2032. The options vest in equal 25% tranches in each of September 2022, April 2023, November 2023 and June 2024. Share based compensation related to these options during the three and nine months ended September 30, 2022 was \$50,214 (September 30, 2021 – \$Nil) and \$66,953 (September 30, 2021 – \$Nil).

The Company paid directors fees during the three and nine months ended September 30, 2022 of \$14,956 (September 30, 2021 – \$16,271) and \$47,540 (September 30, 2021 – \$32,800), respectively.

Included in trade payable and accrued liabilities was \$14,956 payable to the directors of the Company for the director fees for the three months ended September 30, 2022 (September 30, 2021 – \$16,271).

The remuneration of key management personnel paid by ACN on the Company's behalf during the three and nine months ended September 30, 2022 was \$67,277 (September 30, 2021 – \$75,918) and \$215,242 (September 30, 2021 – \$231,394), respectively.

**Business Risks and Uncertainties**

There are a number of risk factors that could impact the Company's ability to successfully execute its key strategies and may materially affect future events, performance or results. The risks and uncertainties described herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, could have a material adverse effect on the Company. If any of the following or other risks occurs, the Company's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. Risk factors relating to the Company include, but are not limited to, the factors set out below.

*Credit Risk*

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, restricted cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

The Company's maximum exposure to credit risk at the end of any period is equal to the carrying amount of these financial assets as recorded in the condensed interim consolidated statement of financial position. As at September 30, 2022, no amounts were held as collateral.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Business Risks and Uncertainties (continued)**

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company scaling to become profitable or raising additional equity in excess of anticipated cash needs. The Company's cash is held in corporate bank accounts available on demand.

*Market Risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk. These are discussed further below.

*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. The Company is not exposed to significant interest rate risk relating to its loans payable and accounts payable. The interest rate on the loans payable is fixed, and the accounts payable are not subject to any interest. A 10% change in the interest rate would not result in a material impact on the Company's operations.

*Foreign Currency Risk*

As at September 30, 2022, portions of the Company's financial assets and liabilities are held in USD and CAD. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in Canadian dollars. The Company does not currently use foreign exchange contracts to hedge its exposure of its foreign currency cash flows as management has determined that this risk is not significant at this point in time. The following amounts are presented in USD to demonstrate the effect of changes in foreign exchange rates:

	<b>September 30, 2022</b>
	<b>\$</b>
Canadian dollar-based net assets	1,751,133
Effect of a +/- 10% change in exchange rate	240,013

*Digital Currency and Risk Management*

Digital currencies are measured based on their fair values, determined using the daily weighted close price for the digital currency on [www.bitcoincharts.com](http://www.bitcoincharts.com) and [www.coinmarketcap.com](http://www.coinmarketcap.com). Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of digital currencies; in addition, the Company may not be able to liquidate its inventory of digital currency at its desired price if required. A decline in the market prices for digital currencies could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its digital currency sales.

*Price Risk*

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant price risks with respect to its financial instruments.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Business Risks and Uncertainties (continued)**

*Market Risk for Securities*

The Company is a reporting issuer whose common shares are listed for trading on a stock exchange. There can be no assurance that an active trading market for the Company's common shares will be sustained in the future. The market price for the Company's common shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

*Global Economic Risk*

Economic slowdown and downturn of global capital markets would make raising of capital through equity or debt financing more difficult. The Company will be dependent upon capital markets to raise additional financing in the future. The Company is subject to liquidity risks in meeting developmental and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized resulting in an adverse impact on the Company's operations and the price of the Company's common shares.

*Share Price Volatility Risk*

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly cryptocurrency companies, like the Company, have experienced wide fluctuations that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

**Covid-19**

The outbreak of Covid-19 has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the pandemic continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the pandemic may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. The effect that these events will have on the price of digital currencies, the ability for the Company to raise capital, the ability for the Company to obtain additional power permits and the supply of upgraded equipment are highly uncertain and as such, the Company is unable to determine the corresponding financial impact at this time.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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## Capital Management

The Company's objectives when managing its capital are:

1. To maintain a flexible capital structure that optimizes the cost of capital at acceptable risk while providing an appropriate return to its shareholders;
2. To maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business;
3. To safeguard the Company's ability to obtain financing should the need arise; and
4. To maintain financial flexibility in order to have access to capital in the event of future capital acquisitions.

The Company manages its capital structure and makes adjustments to it in accordance with the objectives stated above, as well as responds to changes in economic conditions and the risk characteristics of the underlying assets. The Company monitors the return on capital, which is defined as total shareholders' equity. The Company is not subject to externally imposed capital requirements.

## Current Market Conditions

The average price of Bitcoin remained flat in Q3 2022, with the average price increasing slightly from \$19,344 as at June 30, 2022 to \$19,527 as at September 30, 2022.



(Source: <https://bitinfocharts.com/comparison/bitcoin-price.html#1y>).

\*The Company holds no liability for any inaccurate data.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Current Market Conditions (continued)**

Bitcoin difficulty increased in Q3 2022.



(Source: <https://bitinfocharts.com/comparison/bitcoin-difficulty.html#1y>).

\*The Company holds no liability for any inaccurate data.

The average price of Ethereum increased in Q3 2022, with the average price increasing from \$1,047 as at June 30, 2022 to \$1,337 as at September 30, 2022.



(Source: <https://bitinfocharts.com/comparison/ethereum-price.html#1y>).

\*The Company holds no liability for any inaccurate data.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Current Market Conditions (continued)**

Ethereum difficulty decreased in Q3 2022 as Ethereum completed its merge to proof of stake.



(Source: <https://bitinfocharts.com/comparison/ethereum-difficulty.html#1y>).

\*The Company holds no liability for any inaccurate data.

The Company is actively exploring opportunities to utilize its GPU computing power.

**Critical Accounting Policies and Estimates**

The Company has prepared the accompanying condensed interim consolidated financial statements (unaudited) in accordance with International Financial Reporting Standards (“IFRS”). Significant accounting policies and estimates are described in Note 3 of the Company’s consolidated financial statements as at and for the year ended December 31, 2021.

The preparation of condensed interim consolidated financial statements (unaudited) in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

**Significant Accounting Judgments and Estimates**

The Company is in the business of digital currencies, many aspects of which are not specifically addressed by current IFRS guidance. The Company is required to make judgments as to its accounting policies under IAS 8. The Company has disclosed its presentation, recognition and derecognition, and measurement of digital currencies, and the recognition of revenue as well as significant assumptions and judgments, however, if specific guidance is enacted by the IASB in the future, the impact may result in changes to the Company’s income and financial position as presented. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Significant Accounting Judgments and Estimates (continued)**

Information about estimates made in applying accounting policies that could potentially have an effect on the amounts recognized in the condensed interim consolidated financial statements, are discussed below:

(a) Useful Lives and Residual Values of Property and Equipment

Management determines the estimated useful lives and residual values of property and equipment for calculating depreciation. This estimate is determined after considering expected usage of the assets or physical wear and tear. Management reviews the useful lives and residual value annually and future depreciation charges are adjusted where management believes the useful lives differ from previous estimates.

(b) Long-Term Receivable

Management determines the estimated amount of long-term receivable based on its understanding and estimate of the damages recoverable pursuant to the non-compliance by its supplier with terms of the power supply agreement and the supplier's failure to deliver power in accordance with the stipulated terms.

(c) Share Based Compensation

The Company estimates the cost of equity-settled share based compensation using the Black-Scholes option pricing model. The model takes into account an estimate of the expected life of the option, the current price of the underlying common share, the expected volatility, an estimate of future dividends on the underlying common share, the risk-free rate of return expected for an equity instrument with a term equal to the expected life of the option, and the expected forfeiture rate.

(d) Income Taxes

The Company is subject to income tax assessment in multiple jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken in the ordinary course of business for which the ultimate tax determination is uncertain.

The Company recognizes liabilities based on the Company's current understanding of tax laws as applied to the Company's circumstances.

Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Company computes an income tax provision in each of the jurisdictions in which it operates. Actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant authorities, which occur subsequent to the issuance of these condensed interim consolidated financial statements (unaudited). Additionally, estimating income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income before such deductions expire. The assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Significant Accounting Judgments and Estimates (continued)**

(e) Revenue Recognition

The Company recognizes revenue from the provision of transaction verification services withing digital currency networks, commonly described as “mining”. As consideration for these services, the Company receives digital currencies from the mining pools in which it participates. Revenue is recognized when the Company receives payouts from the mining pools in which it participates.

For hosting and other services contracts, the Company has determined that the substance of the service contracts is provision of services under IFRS 15 Revenue from Contracts with Customers. Revenue is recognized only when the amount of the contract and separate performance obligations are identified, the transaction can be measured reliably, the transaction price can be allocated to the performance obligations, and the performance obligations is satisfied. Accordingly, the Company has determined that revenue should be recognized as the provision of services under the contract is completed.

The Company recognizes revenue from the sale of mining equipment once the risks and rewards of ownership of equipment are transferred to the customer and it is probable that the economic benefits associated with the sale contract will flow to the Company.

Determination of separate elements under the terms of the contract and completion of performance obligation may be subject to significant judgment exercised by management.

(f) Business Combination and Goodwill

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. For any intangible asset identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert or management may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. The evaluations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. Goodwill is assessed for indicators of impairment at each reporting date and is tested annually or whenever events or changes in circumstances indicate that the carrying amount of goodwill exceeds its recoverable amount.

(g) Functional Currency

The functional currency of the Company and its subsidiaries has been assessed by management based on consideration of the currency and economic factors that mainly influence the Company’s digital currencies, production and operating costs, financing and related transactions. Specifically, the Company considers the currencies in which digital currencies are most commonly denominated and expenses are settled by each entity as well as the currency in which each entity receives or raises financing. Changes to these factors may have an impact on the judgment applied in the determination of the Company’s functional currency. The application of the Company’s accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income, assets and liabilities recognized and disclosures made in the condensed interim consolidated financial statements (unaudited).

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Significant Accounting Judgments and Estimates (continued)**

(h) Impairment of Assets

The Company uses judgment in determining the grouping of assets to identify its CGUs for the purposes of testing for impairment of property and equipment and intangible assets. In testing for impairment of intangibles with indefinite lives, these assets are allocated to the CGUs to which they relate. Furthermore, on a quarterly basis, judgment has been used in determining whether there has been an indication of impairment, which would require the completion of a quarterly impairment test, in addition to the annual requirement.

The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as the relationship between mining rewards and the required computing power, digital currency prices, the periodic contribution margin of digital currency mining activities, changes in underlying costs, such as electricity, and technological changes.

When required, the determination of fair value less costs of disposition and value in use requires management to make estimates and assumptions about digital currency prices, required computing power, technological changes and operating costs, such as electricity. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances some or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in the condensed interim consolidated statement of loss and comprehensive loss.

(i) Digital Currencies

Digital currencies generally meet the relatively wide definition of an intangible asset, as they are identifiable, lack physical substance, are controlled by the holder and give rise to future economic benefits for the holder.

Intangible assets should be accounted for under IAS 38, except when they are within the scope of another standard (e.g., crypto-assets that meet the definition of a financial asset under IAS 32 or crypto-assets held for sale in the ordinary course of business under IAS 2).

(j) Digital Currencies Valuation

Management has determined that revenues should be recognized as the fair value of digital currencies received in exchange for mining services on the date that digital currencies are received and subsequently measured as an intangible asset. Digital currencies consist of cryptocurrency denominated assets and are included in current assets. Digital currencies are carried at their fair value determined by the spot rate less costs to sell. The digital currency market is still a new market and is highly volatile; historical prices are not necessarily indicative of future value; a significant change in the market prices for digital currencies would have a significant impact on the Company's earnings and financial position. Fair value is determined by taking the price of the digital currencies from [www.bitcoincharts.com](http://www.bitcoincharts.com) and [www.coinmarketcap.com](http://www.coinmarketcap.com).

(k) Decommission Cost

The Company has recognized a provision for decommissioning obligations associated with the lease assets. In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle from the site and the expected timing of those costs.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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**Significant Accounting Judgments and Estimates (continued)**

(l) Contingencies

Contingencies can be either possible assets or liabilities arising from past events which, by their nature, will be resolved only when one or more uncertain future events occur or fail to occur. Such contingencies include, but are not limited to, litigation, regulatory proceedings, tax matters and losses resulting from other events and developments. The assessment of the existence and potential impact of contingencies inherently involves the exercise of significant judgement regarding the outcome of future events.

**Changes in Accounting Standards**

Standards, Amendments and Interpretations Issued but not yet Adopted

The following new standards, amendments and interpretations have been issued but are not effective for the fiscal year ending December 31, 2022 and, accordingly, have not been applied in preparing these condensed interim consolidated financial statements (unaudited).

*Improving Accounting Policy Disclosures and Clarifying Distinction between Accounting Policies and Accounting Estimates (Amendments to IAS 1 and IAS 8)*

In February 2021, the IASB issued narrow-scope amendments to IAS 1 Presentation of Financial Statements, IFRS Practice Statement 2 Making Materiality Judgments and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

The amendments to IAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendments to IFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

The amendments to IAS 8 clarify how companies should distinguish changes in accounting policies from change in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The Company is assessing the potential impact of these amendments.

*IAS 12: Amendment to IAS 12, Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction*

In May 2021, the IASB issued targeted amendments to IAS 12 – Income Taxes to specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, companies are exempt from recognizing deferred tax when they recognize assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations transactions for which companies recognize both an asset and a liability. The amendments clarify that the exemption does not apply and that companies are required to recognize deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The Company is assessing the potential impact of the amendment.

**CRYPTOSTAR CORP.**  
**Management Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
(Expressed in U.S. dollars)

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### **Forward-Looking Statements**

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward- looking statements as a result of various risk factors.

Some of the important factors, but certainly not all, that could cause actual results to differ materially from those indicated by such forward-looking statements are:

- i. That the information is of a preliminary nature and may be subject to further adjustment;
- ii. The possible unavailability of financing;
- iii. Start-up risks;
- iv. General operating risks;
- v. Dependence on third parties;
- vi. Changes in government regulation;
- vii. The effects of competition;
- viii. Dependence on senior management;
- ix. Impact of global economic conditions;
- x. Fluctuations in currency exchange rates and interest rates; and
- xi. Fluctuations in cryptocurrency prices.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).