



BEWHERE HOLDINGS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023

Set out below is a review of the activities, results of operations, and financial condition of BeWhere Holdings Inc. ("BEW", "BeWhere", or the "Company") for the period ended September 30, 2023.

The discussion below should be read in conjunction with the Company's unaudited interim consolidated financial statements and the accompanying notes for the three and nine months ended September 30, 2023, which are prepared in accordance with International Accounting Standard ("IFRS") as issued by the International Accounting Standards Board, Interim Financial Reporting. The discussion should also be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2022. Those financial statements were also prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

*All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at **November 21, 2023**.*

The Company is a reporting issuer in the provinces of British Columbia, Ontario, and Alberta in Canada and is listed on the TSX Venture under the symbol BEW. Additional information related to the Company is available on SEDAR at www.sedar.com.

1. CONTINUED GROWTH

The Company progressed well during the second quarter. Highlights include:

- **Total Revenue increased by 16% year over year** – Total Revenue for the three months ended September 30, 2023 was \$3,075,102 compared to \$2,648,541 for the same period in 2022: an increase of \$426,561.
- **Recurring Revenue increased by 23% year over year** – Recurring Revenue for the three months ended September 30, 2023 was \$1,286,885 compared to \$1,044,624 for the same period in 2022: an increase of \$242,261.
- **Gross Profit increased by 25% year over year** – Gross profit for the three months ended September 30, 2023 was \$1,250,649 compared to \$997,221 for the same period in 2022: an improvement of \$253,428.
- **Income before income tax expense increased by 91% year over year** – The Company recorded Income before income tax expense for the three months ended September 30, 2023, was \$413,260 compared to \$216,771 for the same period in 2022: an increase of \$196,489. The Company's efforts to increase recurring revenue, coupled by new products launched and product improvements, are showing desired results.

More details on each of these items are provided later in this document.

2. BACKGROUND AND OVERVIEW OF CORE BUSINESS – Generation of Smart Data

BeWhere is an Industrial Internet of Things ("IIoT") solutions company that designs, sells and manufactures hardware or beacons, with sensors and software applications to track real-time information on fixed and movable assets, including equipment like trucks and construction equipment. The detailed information provided to owners of these assets allows them to operate these assets at maximum efficiency.

Use for the beacons continues to expand across many sectors including agriculture for the monitoring of weather

conditions, and municipal services including water and sewage systems to improve reliability of those services and reduce operating, maintenance and renewing costs. BeWhere's monitors have proven their worth in the following applications:

- Transportation trailer location, temperature monitoring of food products and efficient utilization to reduce idling costs,
- Construction site conditions, including water detection, temperature, air pressure, humidity, and equipment location,
- Atmospheric conditions data in agriculture application to trigger other equipment such as watering,
- Medical equipment utilization and distribution,
- Municipal clean water supply for rapid detection of pipe bursts and to trigger maintenance and operational service.

The most important value that BeWhere solutions deliver is the provision of precise data that ranges from location of assets to weather conditions, and at as many points-in-time wanted or needed by the client. The data generated give asset owners very detailed and easily accessible operational visibility that significantly improves the usability and management of assets, triggers just-in-time maintenance, and enhances their capability to deliver reliable and cost-effective services generating maximum value from their assets.

The Company develops mobile applications, middleware, and cloud-based solutions that stand-alone or that can readily integrate with existing software. Its solutions are very easy to implement.

BeWhere M-IoT devices are small rugged devices, powered either by two long-life AA batteries or solar energy rechargeable batteries. As they are self-powered, they are simple and quick to install, without any additional electrical wiring. They are configured to report their internal and external sensor data and GPS location to BeWhere's servers via the M-IoT networks. Users can view and manage the information as well as set their reporting frequency to match their requirements through easy-to-understand dashboards. The solution also supports setting alarms and warnings to alert users in real-time. They provide 'electronic eyes' on assets.

These Cellular beacons are disruptive and new innovative product that have quickly seen traction within the transportation and construction verticals where they are used to monitor the location, activity and conditions of mobile and fixed assets. Transport and construction equipment have been tracked for decades with limited market penetration due to the high-cost factor but our price model overcomes that hurdle. Use for the beacons continues to expand to other industries including agriculture to monitor weather conditions, and smart-city applications to monitor water systems. The data collected allows businesses to lower their operating costs and provide significantly enhanced customer service.

There are a number of features which uniquely position BeWhere for growth:

1. BeWhere is an early entrant launching new low-cost, low-powered, location-based data solutions.
2. BeWhere partners with a growing network of developers and resellers, including some of the largest North American fleet management/telematics companies, wireless carriers, and enterprise software solution providers. The advantage of working through partners, including telecommunication providers such as Bell,

allows BeWhere to shorten the sales process and bring new product and application solutions to the market more quickly. It also provides for an expanded customer base and allows for quick market penetration. BeWhere also works with in-house developers of client firms, and third-party software providers to develop tailored solutions that may be cost-effective.

3. The level of flexibility and accessibility provided to asset owners is significant, it gives them 'electronic eyes' on their assets. Our key innovation lies in the ability to allow manufacturers and clients to connect their own existing sensors to BeWhere's M-IoT devices, enabling them to use BeWhere solutions and dashboards which delivers data over the cellular network without having to design, or invest in, a separate cellular device. This will allow BeWhere to expand into an untapped market.
4. BeWhere has an established client base in verticals such as transportation, construction, utilities and municipalities to which it can provide and expand its suite of services.

As the application of its monitors becomes better known, BeWhere is well positioned to serve an increasingly broader market.

BeWhere Holdings Inc. (TSX-V: BEW, OTCQB: BEWFF) (the "Company" or "BeWhere") was incorporated on October 28, 2003, under the Ontario Business Corporations Act. The Corporation continued into British Columbia from Ontario on May 22, 2015, as evidenced by the Certificate of Continuation issued on that date and pursuant to the provisions of the Business Corporations Act (British Columbia). The primary office of the Company is located at 2475 Skymark Avenue Mississauga, Ontario L4W 4Y6.

3. SIGNIFICANT HIGHLIGHTS

The following were key aspects for the period ended September 30, 2023:

Innovation and Business Update

On June 2, 2023, the Company received acceptance from TSX Venture Exchange to the Company's intention to purchase by way of a Normal Course Issuer Bid of up to an aggregate of 4,391,349 of its Common Shares, representing approximately 5% of the issued and outstanding Common Shares of the Company. The normal course issuer bid commenced on June 7, 2023 and will terminate on June 6, 2024 or the earlier of the date all shares which are subject to the Normal Course Issuer Bid are purchased. Purchases subject to the Normal Course Issuer Bid will be carried out pursuant to open market transactions through the facilities of the TSX Venture Exchange and the price which the Corporation will pay for the Common Shares acquired by it will be the market price of the Common Shares at the time of acquisition.

The Company had previously received acceptance for its intentions to purchase 4,416,074 common shares from TSX Venture Exchange, on May 18, 2022 which commenced on May 24, 2022 and expired on May 23, 2023.

During the nine months ended September 30, 2023, the Company purchased 522,000 common shares at an average price of \$0.2017 under its Normal Course Issuer Bid. These common shares were cancelled.

The Company continues to focus on its strategies of enabled growth by working on developing contracts and business opportunities with fleet management companies and service providers in North America. Our strategy of working with companies who have existing relationships with the end users, is already paying off as it greatly diminishes the sales cycle. This strategy allows BeWhere to expand its marketing reach with a minimum sales force and therefore keep overheads low.

The Company continues to invest in the development of next generation devices and solutions. The Company expects these new solutions to both improve product margin, enhance functionality and reduce price points ensuring continued leadership in the M-IOT asset tracking and connected sensor markets.

The Company continues to work on a number of other opportunities in its sales pipeline.

Revenue increase

Total Revenue for the three months ended September 30, 2023 was \$3,075,102 compared to \$2,648,541 for the same period in 2022: an increase of \$426,561 or 16%. For the nine months ended September 30, 2023 the revenue was \$8,837,036 which increased by 14% or \$1,094,224 from \$7,742,812 for the same period in 2022.

Recurring Revenue for the three months ended September 30, 2023 was \$1,286,885 compared to \$1,044,624 for the same period in 2022: an increase of \$242,261 or 23%. For the nine months ended September 30, 2023 the Recurring revenue was \$3,741,424 as compared to \$2,758,809 for the same period in 2022, an increase of \$982,615 or 36%.

Gross profit

Gross profit for the three months ended September 30, 2023 was \$1,250,649 compared to \$997,221 for the same period in 2022: an improvement of \$253,428 or 25%. For the nine months ended September 30, 2023 the gross profit was \$3,386,309 which increased by 30% or \$773,490 from \$2,612,819 for the same period in 2022.

Gross margin

Gross margin for the three months ended September 30, 2023 was 41% which improved by 3% compared to 38% for the same period of 2022. This is mainly due to the continuous product improvements.

Operating expenses

Operating expenses, which do not include share-based compensation expenses, for three months ended September 30, 2023 were \$872,410 which increased by \$35,716 or 4% from \$836,694 of the same period in 2022. This was mainly due to the expense of \$144,121 of Research and development cost compared to \$127,472

for the same period in 2022: an increase of \$16,649. The increase is also due to salaries and expenses associated with business scale up.

Total Comprehensive income

Total comprehensive income for three months ended September 30, 2023 was \$284,662 as compared to \$216,771 for the same period in 2022 an increase of \$67,891 or 31%. For the nine months ended September 30, 2023 the Total comprehensive income was \$506,753 which increased by 31% or \$119,288 from \$387,465 for the same period in 2022.

Working capital balance

The Company continued its focus on managing the efficient use of its capital, including its cash on hand balances. Cash balance was \$4,108,767 and working capital balance of \$5,663,115 on September 30, 2023. The Company maintained a healthy working capital despite incurring Research and development costs totaling \$144,121 for its next generation of M-IOT sensors and solutions.

Non-IFRS Measures

Adjusted EBITDA is a non-IFRS measure and does not have standardized meaning as it relates to performance measures and may not be comparable to other issuer disclosures of similar performance measures. The Company has provided a reconciliation of Adjusted EBITDA to IFRS loss in the following table. Adjusted EBITDA is defined as earnings before interest income, taxes, depreciation and amortization, share-based compensation, and other non-recurring gains and losses. Management believes that Adjusted EBITDA is a useful measure that facilitates period to period operating comparisons. Adjusted EBITDA should not be considered superior to IFRS net income (loss).

	Three months ended		Nine months ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
	\$	\$	\$	\$
Comprehensive income	284,662	216,771	506,753	387,465
Foreign exchange gain (loss)	(43,827)	(50,870)	(5,138)	(81,679)
Interest income	(25,696)	(10,639)	(47,391)	(15,957)
Interest expense	15,595	13,867	47,558	36,923
Taxes	130,684	-	178,887	-
Amortization for Internally developed technology	55,636	55,636	166,908	166,908
Amortization and depreciation	38,671	49,034	116,011	145,109
Share-based compensation	38,993	11,890	46,424	30,372
Adjusted EBITDA	494,718	285,689	1,010,042	669,141

The Company has recorded sixteenth consecutive quarter of positive Adjusted EBITDA.

4. SELECTED FINANCIAL INFORMATION

4.1 Annual Information

The following table represents selected financial information of the Company for the recent three years audited financial statements:

	2022	2021	2020
	\$	\$	\$
Total revenue	10,024,902	8,541,075	7,037,286
Net income (loss) before taxes	526,134	416,521	(76,485)
Income (loss) after taxes	2,085,246	416,521	(76,485)
Total comprehensive income (loss)	2,103,835	416,521	(1,971,884)
Total assets	8,712,386	5,657,208	5,640,195
Total liabilities	2,061,922	1,073,025	1,599,868
Income (loss) per share – basic	0.0236	0.0047	(0.0021)
Income (loss) per share – diluted	0.0235	0.0047	(0.0018)

4.2 Results of operations for the three and nine months ended September 30, 2023 and 2022

Revenue:

Total Revenue for the three months ended September 30, 2023 was \$3,075,102 compared to \$2,648,541 for the same period in 2022: an increase of \$426,561 or 16%. For the nine months ended September 30, 2023 the revenue was \$8,837,036 which increased by 14% or \$1,094,224 from \$7,742,812 for the same period in 2022. Recurring Revenue for the three months ended September 30, 2023 was \$1,286,885 compared to \$1,044,624 for the same period in 2022: an increase of \$242,261 or 23%. For the nine months ended September 30, 2023 the Recurring revenue was \$3,741,424 as compared to \$2,758,809 for the same period in 2022, an increase of \$982,615 or 36%.

Major components of revenues are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Product sales	\$ 1,733,267	\$ 1,546,456	\$ 4,916,805	\$ 4,744,154
Service fees	55,950	57,461	179,807	239,849
Recurring fees	1,286,885	1,044,624	3,741,424	2,758,809
	\$ 3,075,102	\$ 2,648,541	\$ 8,837,036	\$ 7,742,812

Our new mobile-IoT (M-IoT) devices generate both one-time and recurring revenue. Revenue from recurring fees has increased due to expansion of the existing solutions and addition of new subscribers as more mobile-IoT devices are deployed.

Gross profit:

Gross profit for the three months ended September 30, 2023 was \$1,250,649 compared to \$997,221 for the same period in 2022: an improvement of \$253,428 or 25%. For the nine months ended September 30, 2023 the gross profit was \$3,386,309 which increased by 30% or \$773,490 from \$2,612,819 for the same period in 2022. The increase is primarily a result of the increased volume of product and solution deliveries.

Total expenses:

Total expenses, which include Share-based compensation expenses, for three months ended September 30, 2023 were \$911,403 which is an increase of \$62,819 or 7% from \$848,584 of the same period in 2022. This was partially due to the expense of \$144,121 of Research and development cost compared to \$127,472 for the same period in 2022: an increase of \$16,649. The increase is also due to Share-based expense of \$38,993 compared to \$11,890 for the same period in 2022: an increase of \$27,103. The increase is also due to salaries and expenses associated with business scale up.

Total Comprehensive income

Total comprehensive income for three months ended September 30, 2023 was \$284,662 as compared to \$216,771 for the same period in 2022 an increase of \$67,891 or 31%. For the nine months ended September 30, 2023 the Total comprehensive income was \$506,753 which increased by 31% or \$119,288 from \$387,465 for the same period in 2022.

4.3 Cash flows for the nine months ended September 30, 2023 compared to 2022

Cash generated by operating activities amounted to \$876,122 compared to \$697,040 in the same period in 2022 as the Company managed its accounts receivable and payable balances, while maintaining its inventory level on hand. During the nine months ended September 30, 2023, the Company used \$222,123 to prepay various components for next quarter production.

Cash used in investing activities amounted to \$4,581 compared to \$30,253 used in the comparative nine months in 2022.

Cash provided in financing activities in nine months ended September 30, 2023 was \$10,203 compared to cash generated of \$15,021 from financing activities for the same period in 2022.

4.4 Summary of quarterly results

The following table shows information for each of the eight most recent quarters. The quarterly information has derived from our interim consolidated financial statements which have been prepared on a basis consistent with the annual audited consolidated financial statements.

	Q2 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	3,075,102	3,086,441	2,675,493	2,282,090	2,648,541	2,727,436	2,366,835	2,109,965
Gross Profit	1,250,649	1,077,677	1,057,983	935,777	997,221	878,617	736,981	703,840
Comprehensive income	284,662	80,517	141,574	1,716,370	216,771	154,532	16,162	177,204
Income per share – basic	0.00	0.00	0.00	0.02	0.00	0.00	0.00	0.00

Revenues during the three months ended September 30, 2023 were \$3,075,102 with Gross profit of \$1,250,649. Total expenses were \$911,403 including Stock-based compensation expense of \$38,993 and Research and development expense of \$144,121 resulting in profit of \$284,662.

5. FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

At September 30, 2023, the Company's working capital balance amounted to \$5,663,115 including cash of \$4,108,767. This compares with the working capital balance of \$4,429,466 including cash of \$3,240,481 at September 30, 2022.

The Company maintains a revolving demand facility of \$250,000. During the year the Company incurred no interest expense. At September 30, 2023 the Company had not drawn against the credit facility. The revolving demand facility is secured by a first ranking security interest in all personal property of the Company. The Revolving demand facility has no financial or non-financial covenants.

The non-cash component of working capital amounted to \$1,554,348 at September 30, 2023 as compared to \$1,188,985 at September 30, 2022, an increase of \$365,363. This is primarily due to the increase in trade receivable associated with higher sales and partially offset by lower inventory.

The business model of the Company comprises of the sale of hardware as well as the provision of application fees. Recurring monthly fees have started to generate a constant stream of revenue which is expected to grow as more units are deployed.

The Company's continued development is contingent upon its ability to raise sufficient financing both in the short and long-term, successfully execute its business plan, generate sufficient cash flows, and achieve profitable operations as it continues to scale. There are no guarantees that additional sources of funding will be available to the Company, however management is committed to pursuing all possible sources of financing and to continue to execute its business plan.

6. OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. At September 30, 2023, there were 87,561,488 Common Shares outstanding.

At September 30, 2023, 11,231,024 share purchase warrants were outstanding.

Exercisable warrants	Exercise price \$	Expiry date
10,592,105	0.35	February 15, 2024
638,919	0.19	February 15, 2024
11,231,024		

Subsequent to September 30, 2023 and up to the date of this MD&A, no warrants were exercised.

Employees, directors, officers, and consultants have been granted options to purchase common shares under the Company's stock option plan. As at September 30, 2023, there were 1,891,375 exercisable stock options outstanding. Subsequent to September 30, 2023 and up to the date of this MD&A, no options were exercised.

7. OFF-BALANCE SHEET ARRANGEMENTS

At September 30, 2023, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations, or any obligations that trigger financing, liquidity, market or credit risk to the Company.

8. PROPOSED TRANSACTIONS

There are no proposed transactions as at the date of this report that have not been disclosed.

9. SUBSEQUENT EVENTS

Subsequent to the period ended September 30, 2023, the Company repurchased 668,000 common shares at an average price of \$0.2193 under its normal course issuers bid.

10. KEY MANAGEMENT AND RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

- For the nine months ended September 30, 2023, the Key Management of the Company was paid salaries and consulting fees of \$570,750 (2022 - \$534,423).
- For the nine months ended September 30, 2023, the Independent Directors of the Company accrued Salaries and consulting fees of \$36,000 (2022 - \$40,500).

- c. Total accrued fees due to Directors as at September 30, 2023 is \$nil (2022 - \$13,500). The amounts due are unsecured, due on demand, and bear no interest.
- d. For the period ended September 30, 2023, the Company incurred \$1,337 (2022 - \$10,901) in share-based payments to directors of the Company.

11. CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates

- i. Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes Option Valuation Model. The Option Valuation Model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.
- ii. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations and estimates that there are no taxes payable resulting from the financial results for the year ended December 31, 2022. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence, and any new legislation may result in an increase or decrease in our provision for income taxes.
- iii. Impairment exists when the carrying amount of a cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell or its value in use. The Company measures the recoverable amount for each CGU by using a fair value less costs to sell ("market") approach. The market approach assumes that companies operating in the same industry will share similar characteristics and that Company values will correlate to those characteristics.
- iv. In valuing inventories at a lower of cost and net realizable value, the Company makes estimates in determining the net realizable price of products.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or financial instruments. The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at

amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. Trade receivables and accounts payable are classified at amortized cost. Cash is classified and recorded at FTVPL. The Company does not have any other financial instruments classified in other categories. The carrying value of these instruments approximates their fair values due to their short term to maturity.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is held in a Canadian financial institution. The Company does not have any asset-backed commercial paper.

The carrying amounts of cash and accounts receivable on the consolidated financial position represent the Company's maximum credit exposure at September 30, 2023. The Company reduces its credit risk on cash by placing cash with institutions of high credit worthiness and by monitoring customers creditworthiness on an ongoing basis. The amounts disclosed in the interim consolidated financial statements for accounts receivable are net of allowance for doubtful accounts, estimated by management based on its assessment of the current economic environment.

b) 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 collecting its accounts receivable in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At September 30, 2023 the Company's accounts payable and accrued liabilities were \$1,382,950 (September 30, 2022 - \$1,431,647). The Company maintained cash at September 30, 2023 in the amount of \$4,108,767 (September 30, 2022 - \$3,240,481).

c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange, will affect the Company's income or the value of its holdings of financial instruments. At September 30, 2023 the Company carried no debt.

Interest rate risk

As of September 30, 2023, the Company does not have any financial instruments subject to this risk.

Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency.

The Company has financial assets and liabilities denominated in the American dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in currencies other than the functional currency of the entities:

	September 30, 2023		December 31, 2022	
Financial assets				
Cash	\$	1,794,736	\$	84,354
Trade receivable		414,916		539,147
		2,209,652		623,501
Financial liabilities				
Accounts payable		119,751		227,337
	\$	119,751	\$	227,337

13. RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but these are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances, or other possible additional risks and uncertainties of which the management are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business, and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Potential Acquisitions and Investments

The Company expects to continue acquiring or investing in businesses, products and technologies that expand or complement the Company's current business, products, and services. Such acquisitions or investments may involve significant commitments of financial or other resources of the Company. There can be no assurance that any such acquisition or investment can be satisfactorily financed or, if acquired, will generate revenue, income or other returns for the Company, or that financial or other resources committed to such activities will not be lost. Such activities could also place additional strains on the Company's administrative and operational resources and its ability to manage growth.

Financial Condition, Liquidity, and Requirements Outlook

The Company's cash balance and working capital position are not adequate to sustain the Company's existing operations. If the Company is unable to continue to raise capital from issuances of shares, loans, or by other means, its cash and working capital position could be affected.

Major Contracts

The Company has, and may enter into, major contracts that are complex and have several delivery milestones. These contracts are often subject to delay, change, revision and renewal. There is no guarantee that the Company can complete all activities on time and on budget and that the funding available will be adequate to meet adjustments to the contract. Failure by the Company to fulfill such contracts on a timely basis is a significant risk to the Company.

Risk to Reputation

Reputation is a critical asset in the investment industry. Potential damage to that reputation is a significant risk for the Company. Any of the risks identified herein could damage the Company's reputation, which in turn could result in a lack of client or employee confidence, legal liability, and difficulties in raising capital.

Risks Related to Investments

The Company intends to expand its operations and business by investing in additional businesses, products or technologies. Investments may involve a number of special risks, including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, and legal liabilities. In addition, there can be no assurance that the businesses, products or technologies, if any, will achieve anticipated revenues and income. Investments could also result in potentially dilutive issuances of equity securities. The failure of the Company to manage its investment and acquisition strategy successfully could have a material adverse effect on the Company's business, results of operations and financial condition.

Dependence on Key Personnel

The success of the Company is largely dependent on the performance of its key senior management employees. Failure to retain key employees and to attract and retain additional key employees with necessary skills could impact the Company's growth and profitability. The Company's progress to date in commercializing its proprietary products has been dependent, to a significant extent, on the skills of its senior management. The departure or death of certain members of the executive team could have an adverse effect on the Company. The Company has experienced changes in its management personnel and further changes may occur in the future. The Company may face transitional difficulties in connection with these changes, and there can be no assurance that the Company will be able to attract and retain highly skilled and qualified personnel to replace employees who leave the Company.

Industry Growth

There can be no assurance that the market for the Company's existing products will continue to grow or that the Company will be successful in independently establishing markets for its products. If the markets in which the Company's products compete fail to grow or grow more slowly than the Company currently anticipates, or if the Company is unable to establish markets for its new products, the Company's operating results, and financial condition could be adversely affected.

Economic Slowdown

From time-to-time markets have witnessed the weakening of global macro-economic conditions. This weakness could have adverse effects on the investments of the Company's ability to continue as a going concern.

Management of Future Growth and Expansion

Planned expansion of the Company's business and its future success will depend on its ability to manage growth as it expands its products and marketing capacities, which may place a significant strain on the Company's management resources, employees, and operations, as well as its ability to finance such growth. To manage growth effectively, the Company will be required to continue to implement changes in certain aspects of its business, expand its operations, and develop, train, manage and assimilate an increasing number of management-level and other employees. If management is unable to manage growth effectively, the Company's business, prospects, financial condition, and operating results could be affected. The Company can give no assurance that it will produce revenue, operate profitably, or provide a return on investment in the future.

Legislative, Insurance, Compliance Costs, Regulatory Action and Environment

Compliance with various increasing and complex regulatory reporting and standards involves significant cost. Changes to securities regulatory standards, account policy, and compliance reporting could place an additional expense burden on the Company. Insurers may increase premiums as the Company's business continues to grow so future premiums for the Company's insurance policies, including directors' and officers' insurance policies, could be subject to increase.

14. CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Forward-looking information typically contains statements including words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, expectations regarding future revenues, earnings, capital expenditures, operating and other costs; business strategy and objectives; market trends; acquisition and disposition plans; the sufficiency of cash and working capital for future operations; and the timing and the completion of various development projects.

Forward-looking information is based on a number of assumptions, which may prove to be incorrect. In addition to other assumptions identified in this MD&A, assumptions have been made regarding, among other things, the

Company's transition to new products and releases; a continuing increase in the number of customer relationships; the length of the sales cycles; the competitive environment; the ability to maintain or accurately forecast revenue from the Company's products or services; the ability of the Company to identify, hire, train, motivate, and retain qualified personnel; the ability of the Company to develop, introduce, and implement new products as well as enhancements or improvements for existing products that respond in a timely fashion to customer/product requirements and rapid technological change; risks associated with operations; the impact of any changes in the laws and regulations in the jurisdictions in which the Company operates; and the effect of new accounting pronouncements or guidance.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. The forward-looking information contained herein is based on BeWhere's current expectations, estimates, and projections, and is subject to a number of significant risks and uncertainties that could cause actual results to differ materially from those anticipated. Such risks and uncertainties include, among others; general business and economic conditions; the overall performance of stock markets; actions of competitors and partners; the regulatory environment; the corporate governance environment and regulatory reporting requirements for BeWhere's clients; product capability and acceptance; the Company's ability to generate sufficient cash flow from operations to meet its current and future obligations; and the Company's ability to access external sources of financing, if required.

A more detailed assessment of the risks that could cause actual results to materially differ from current expectations is contained in the Risk Factors section of this MD&A, and in the Annual Information Form filed by the Company on November 13, 2018. The foregoing list is not exhaustive and other risks are detailed from time to time in other continuous disclosure filings of the Company.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, or expected. Forward-looking information contained herein is based on estimates and opinions of management at the date the statements are made. Except as required by law, BeWhere does not undertake any obligation to update forward-looking information even if management's estimates or opinions should change. The Company uses future-oriented financial information for budgeting and planning purposes and the information may not be appropriate for other purposes. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above.

This Management's Discussion and Analysis was approved by the Audit Committee and the Board for release on November 21, 2023.