

**DEEPMARKIT CORP.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**

**Date**

This management's discussion and analysis ("MD&A") dated November 17, 2020 is in respect of the nine months ended September 30, 2020 for DeepMarkit Corp. ("DeepMarkit", the "Company" or the "Corporation"). This MD&A should be read in conjunction with the condensed consolidated interim financial statements for the nine months ended September 30, 2020 and the audited consolidated financial statements for the years ended December 31, 2019 and 2018 (the "Financial Statements"). The financial information presented herein has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All financial data is expressed in Canadian dollars unless otherwise noted.

**Forward-Looking Statements**

This MD&A may contain "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein may be forward-looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budgets", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. This forward-looking information reflects the Corporation's current beliefs and is based on information currently available to the Corporation and on assumptions the Corporation believes are reasonable. These assumptions include, but are not limited to, future costs and expenses being based on historical costs and expenses, adjusted for inflation, and the ability of the Corporation to obtain necessary financing. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: the early stage development of the Corporation and its business and products; unfavourable capital market circumstances and uncertainty; general business, economic, competitive, political and social uncertainties; competition; changes in product scope as plans continue to be refined; other risks inherent in the technology industry; lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation affecting the Corporation and its business; timing and availability of external financing on acceptable terms; the effect of the COVID-19 pandemic on industry activity and economic activity globally, and in particular; and lack of qualified, skilled labour, the loss of key individuals or the ability to develop new business opportunities. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

**Operations Overview**

A free production version of the Company's promotions platform was released during the third quarter of 2017. During fiscal 2018 and 2019, DeepMarkit focused entirely on the further development of its digital marketing and promotions software platform. A paid version of the product was released during the third quarter of fiscal 2018. Throughout fiscal 2019, the Company focused on marketing the product and seeking new business opportunities. The Company's present focus is on sourcing new business opportunities. All of the Corporation's new business and potential financing opportunities have been significantly affected by the global COVID-19 pandemic.

## **Corporation Profile**

The Corporation completed its initial public offering as a capital pool company (“CPC”) and began trading on the TSXV effective June 20, 2008. On November 26, 2009, the Corporation completed its Qualifying Transaction and began trading under the symbol “CDE.V” as a tier 2 mining issuer on the TSXV on December 15, 2009.

From 2009 through fiscal 2015 the business of the Corporation was a mining exploration company, specifically the coal mining industry. The Corporation disposed of all its coal mining related assets and ceased all related operations during 2014, following which it focused on a transition to the technology industry and the digital marketing and promotions platform development which is described below.

The Corporation’s change of business was approved by the shareholders and accepted by the Exchange at the end of October, 2015 and the Corporation became a technology issuer as categorized by the TSXV. The Corporation began trading under the symbol “MKT.V” on November 2, 2015.

## **Overview of the Business**

The Corporation’s business is the development and operation of a digital marketing/promotions platform for retailers and other businesses. The platform is called the DeepMarket Platform.

The DeepMarket Platform offers a range of promotion products and services providing an additional marketing and advertising opportunity to consumer-facing businesses. The promotion products and services offered by DeepMarket focus on providing game driven experiences, supporting various promotion models including sweepstakes, giveaways, and contests. The Corporation offers both instant-win and post-completion win models for promotion campaigns.

The Corporation is attempting to generate revenue through a monthly subscription service however results to date have proven that the platform cannot generate revenue sufficient to support the Corporation’s operations. As a result, the Corporation has researched and developed tools to facilitate cross-border e-commerce activities between North American markets and Asian consumers. The pandemic and general economic circumstances related to this cross-border trade initiative have proven this to be unworkable.

## **Product Development**

No new development on the existing product suite is being conducted at this time.

## **Operations**

The Corporation’s products and services are delivered to customers and consumers digitally using the Internet as a distribution method across multiple channels. Products and services are developed using industry-standard software development practices by employees of the Corporation.

The Corporation leverages a range of technologies to deliver an engaging and seamless promotions experience to businesses and consumers. These technologies include but are not limited to HTML5 supporting the client-side experience and Java for server-side processing.

## **The Market**

The Corporation’s promotions application is designed to promote brand awareness, drive lead generation through data acquisition, reward loyalty and generate sales for businesses with physical and/or online presence.

DeepMarket’s product is available for any type or size of business which communicates or promotes its products or services to potential customers using an online channel such as direct email, social media or website promotions. Accordingly, the Corporation’s product will be useable by businesses which sell online only and those who sell offline or through a combination of online and offline methods, assuming they have some form of online presence.

The Corporation’s primary focus to date has been on the North American market.

## **Marketing Plans and Strategies**

Various advertising opportunities available to market the Corporation's promotion products and services, include paid ad placements, direct sales, press releases, and trade shows.

These marketing initiatives have been suspended and will be continued only as capital resources are available.

The Corporation's customer acquisition plan is focussed primarily on integrations to e-commerce systems.

The Corporation has limited sales and accordingly has no history with its pricing models necessary to accurately predict optimal pricing required to attract new customers. As a result, in the future the Corporation may be required to change its pricing models or reduce its prices, which would adversely affect its potential revenue, profitability, financial position and cash flows.

## **Competitive Conditions**

A number of existing digital marketing service providers offer similar promotion solutions. The Corporation differentiates its products from these competitors on the basis of its expanded customization options and more sophisticated game options. While the Corporation will also support promotions using social media, the Corporation's products and services will not be limited to social media or rely on social media platforms to deliver value. DeepMarkit's product is designed to provide greater flexibility to business owners in the design and operation of their digital promotions.

In comparison with marketing agencies and individuals, the Corporation will offer a flexible and customizable, channel agnostic solution at a significantly lower price point.

A potentially significant source of competition is product expansion by existing digital marketing service providers. New competitors may emerge, which has also been identified as a potentially significant source of competition.

The market is transforming, competitive and highly fragmented, and the Corporation expects competition to increase in the future. The principal competitive factors in the Corporation's market are: vision for entertainment as a component of effective promotions; simplicity and ease of use of its platform; integration of multiple sales channels; cost-effectiveness of promotional campaigns; breadth and depth of functionality; pace of game and feature innovation; ability to scale; security and reliability.

## **Future Developments**

The Corporation has created a substantial catalogue outlining future enhancements and new features however any further development has been suspended indefinitely.

New business opportunities are being investigated and developed.

## **Proprietary Protections**

DeepMarkit's intellectual property rights are important to the Corporation. During the product development phase DeepMarkit utilizes a combination of confidentiality clauses with its employees and third-party partners, and invention assignment agreements with its employees and trade secrets. The Corporation is investigating additional protections through copyright, trademarks and patents issued or registered where available. DeepMarkit's has recently received a receipt for its first international patent application relating to DeepMarkit's promotions and marketing platform. To date, no patents have been issued or granted.

## Stated Business Objectives

The Corporation's business objective is to provide businesses that sell products to consumers or offer services to consumers, a sophisticated promotion solution, increasing brand awareness and ultimately sales. To accomplish this objective DeepMarkit's promotions application will facilitate promotional activities such as prize give-aways, instant win prizes and sweepstakes using games-based interactive online communication with customers. The Corporation's objective is to deliver to its customers a solution which:

1. is engaging and entertaining for consumers,
2. is fast and easy to use by its customers, and
3. is versatile in its ability to deliver enhancements to product purchasing behaviour and brand reinforcement.

## Summary of Quarterly Financial Results

|                              | Third Quarter<br>Ended<br>Sept. 30, 2020 | Second<br>Quarter Ended<br>June 30, 2020 | First Quarter<br>Ended<br>Mar. 31, 2020 | Fourth Quarter<br>Ended<br>Dec. 31, 2019 | Third Quarter<br>Ended<br>Sept. 30, 2019 | Second<br>Quarter Ended<br>June 30, 2019 | First Quarter<br>Ended<br>Mar. 31, 2019 | Fourth Quarter<br>Ended<br>Dec. 31, 2018 |
|------------------------------|--|--|---|--|--|--|---|--|
|                              | \$                                       | \$                                       | \$                                      | \$                                       | \$                                       | \$                                       | \$                                      | \$                                       |
| Revenue                      | 1,136                                    | 1,347                                    | 2,303                                   | 1,763                                    | 1,672                                    | 2,014                                    | 2,063                                   | 2,546                                    |
| Interest income              | 198                                      | 168                                      | 475                                     | 833                                      | 305                                      | 908                                      | 762                                     | 1,713                                    |
| Operating expenses *         | 59,544                                   | 63,980                                   | 122,592                                 | 146,244                                  | 124,041                                  | 133,385                                  | 140,739                                 | 290,792                                  |
| Finance costs                | 74,632                                   | 68,111                                   | 66,112                                  | 64,957                                   | 62,446                                   | 60,434                                   | 58,422                                  | 62,446                                   |
| Loss and comprehensive loss  | (132,843)                                | (130,579)                                | (175,771)                               | (115,099)                                | (185,691)                                | (181,583)                                | (202,418)                               | (338,764)                                |
| Comprehensive loss per share | (\$0.01)                                 | (\$0.01)                                 | (\$0.01)                                | (\$0.01)                                 | (\$0.01)                                 | (\$0.01)                                 | (\$0.02)                                | (\$0.03)                                 |
| Working capital              | (2,450,871)                              | (2,318,928)                              | (2,189,250)                             | (2,004,228)                              | (2,318,530)                              | (135,135)                                | 54,698                                  | 249,479                                  |

\* Operating expenses includes costs related to wages, G&A, Professional and listing fees and amortization.

The decrease in working capital during Q3 2020 was the result of payments made to maintain operations and the accrual of unpaid debenture interest.

## Results of Operations

For the nine months ended September 30, 2020, the Corporation incurred operating expenses (including wages, general and administrative expenses, business investigation costs, professional fees, listing and filing fees and amortization) of \$246,116 (\$394,347 in YTD Q3 2019). The decrease of \$148,231 or 38% is primarily due to lower listing fees as the Company is no longer listed on the OTCQB, lower general and administrative expenses, lower personnel cost due to a reduction in employees and the Canadian Emergency Wage Subsidy, and lower professional fees as the Company cut cost to preserve cash. The breakdown of general and administrative expense is as follows:

### G&A Expense

|                            | Nine months ended<br>September 30, 2020 | Nine months ended<br>September 30, 2019 | % change |
|----------------------------|---|---|----------|
| Consulting fees            | 17,442                                  | 54,731                                  | -68%     |
| Travel                     | 1,902                                   | 20,923                                  | -91%     |
| Rent                       | 22,500                                  | 61,800                                  | -64%     |
| Advertising and promotions | 1,121                                   | 30,386                                  | -96%     |
| Other Canadian G&A         | 2,614                                   | 38,310                                  | -91%     |
| Total                      | 45,579                                  | 206,150                                 | 19%      |

The Company has decreased its G&A expense in Q3 2020. The decrease in expense is due to the Corporation's efforts to conserve capital.

### Capital Expenditures

The Corporation expended the following amounts on purchasing (disposing) equipment during the below referenced periods.

|                  | Nine Months Ended  |                    |          |
|------------------|--------------------|--------------------|----------|
|                  | September 30, 2020 | September 30, 2019 | % change |
| Office equipment | \$0                | \$0                | 0%       |

### Liquidity

As at September 30, 2020, the Corporation had working capital deficit of \$2,450,871 (December 31, 2019 \$2,004,228).

The Corporation's accounts payable and accrued liabilities of \$116,104 are current and \$494,866 are past due. The past due accounts payable and accrued liabilities are primarily with directors and officers of the Corporation. Included in the accounts payable is \$554,611 due to related parties (see "Related Party Transactions, Balances and Key Management Compensation").

Management believes that although the Corporation has sufficient cash and cash equivalents to meet its immediate current obligations, additional financing will be required during 2020 in order to continue business operations. Management cannot confirm that additional financing may be obtained or if financing is available, that it will be on favorable terms and if financing is not secured the Corporation will be unable to continue its business.

### Financings

There were no transactions during Q3 2020.

On June 22, 2019 the Corporation entered into a strategic investment agreement with HK Datang Investment Holding Group Co. Limited ("HK Datang"), an arm's length, private Hong Kong investment company (the "Investment Agreement"). Under the terms of the Investment Agreement, HK Datang, subject to certain conditions, including a 10:1 consolidation of DeepMarket's outstanding common shares, was to purchase 29,527,120 post-consolidation common shares at a price of \$0.075 per share (post-consolidation) for total subscription proceeds of \$2,214,535 (the "Transaction"). Following completion of the Transaction, HK Datang would own approximately 72% of the outstanding post-consolidation common shares and accordingly, would become a control person of DeepMarket. As a condition to completing the Transaction, concurrent with closing of the Transaction, the Company would be required to enter into an agreement with the holders of DeepMarket's outstanding 12% participating debentures due July 14, 2020 ("Debentures") to (i) repay \$1,000,000 owing under the Debentures directly following closing of the Transaction; (ii) eliminate all Participation Interest, (iii) reduce basic interest to 10%, (iv) defer all interest payments to the maturity date, and (v) provide for conversion, at the option of DeepMarket, into common shares at a conversion price of \$0.33 per share, provided that for the 20 days prior to the maturity date, DeepMarket's common shares have traded on the TSX Venture Exchange at or above the price of \$0.33 per common share.

On August 1, 2019, the shareholders of the Company at an Annual General and Special Meeting, approved:

1. a share consolidation on a one for ten basis, consolidating the 114,827,733 outstanding common shares to 11,482,773 common shares; and
2. the issuance of 29,527,120 common shares to HK Datang at a price of \$0.075 per share for a total purchase price of \$2,214,534.

On August 21, 2019, HK Datang and the Company entered into an agreement to amend the terms of the Investment Agreement to provide for a private placement of Units consisting of common shares and common share purchase warrants (the "Units"). Under the terms of the amended Investment Agreement, and subject to TSXV approval, HK Datang would purchase 17,333,333 Units at a price of \$.075 (CAD) per Unit for a total purchase price of \$1,300,000 (CAD). Each Unit would consist of one common share and 0.7034 of a warrant to purchase a common share at an exercise price of \$0.10 (CAD) per share. The warrants would have a one-year term. The amending agreement provides for HK Datang to deliver to the Company a non-refundable \$100,000 (CAD) deposit in respect of the private placement. All other terms of the original Investment Agreement remain unchanged.

On October 3, 2019 the consolidation of the common shares was completed.

The Company and HK Datang subsequently agreed to simplify the investment arrangement to allow the parties to complete a private placement transaction for the total amount of 10,000,000 Units (as defined below) for total gross proceeds of \$750,000, to be provided in two tranches (the "Private Placement").

On October 4, 2019, the Company closed the first tranche of the Private Placement of 6,263,194 Units of the Company to HK Datang for gross proceeds of \$469,739.55. Each Unit consists of one (1) common share of the Company (each, a "Common Share") and one (1) of a warrant to purchase a common share at an exercise price of \$0.10 per Common Share (the "Units"). The warrants are exercisable for one year following the date of issuance. The second tranche of the Private Placement, representing 3,736,806 Units was not completed.

### **Options**

During the first quarter of 2020, 610,000 options were cancelled and no options remain outstanding.

During the second quarter of 2019, 1,050,000 options expired and 375,000 options were forfeited. During the first quarter of 2019, 929,167 options expired and 325,000 options were forfeited.

### **Acquisitions/Dispositions**

There were no acquisitions or dispositions during the nine months ended September 30, 2020.

### **Non-accountable Arrangements**

There are no arrangements as at September 30, 2020, which are not disclosed in the Financial Statements, nor have any such arrangements been entered into by the Corporation as of the date of this report.

### **Transactions with Related Parties**

Included in wages and benefits, general and administrative, professional fees and finance costs are transactions with related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the condensed consolidated interim financial statements.

During the three and nine months ended September 30, 2020, the Company incurred \$30,000 and \$90,000 respectively for wages, benefits and consulting fees (2019 - \$25,000 and \$78,833 respectively), charged by directors, officers and key management personnel of the Company.

During the three and nine months ended September 30, 2020, the Company incurred \$3,750 and \$22,500 respectively for rental fees (2019 - \$17,400 and \$61,800 respectively), paid to two companies in which a director and officer of the Company is the principal or a significant shareholder.

At September 30, 2020, \$1,900,000 (December 31, 2019 - \$1,900,000) in debentures payable were owing to a director and officer and his family members. During the three and nine months ended September 30, 2020, the Company incurred \$70,900 and \$198,412 respectively (2019 - \$59,324 and \$172,237 respectively) for interest in respect of the debenture financing which is included in finance costs on the condensed consolidated interim statement of loss and comprehensive loss. No interest has been paid on the Debenture since March 31, 2019.

Interest of \$376,952 remains unpaid (2019 - \$178,445). See Note 6. - Debenture payable, for detailed information regarding the debentures.

Related party transactions are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. As of September 30, 2020, \$177,659 (December 31, 2019 - \$130,792) was due to related parties and included in accounts payable and accrued liabilities with respect to those transactions. The amounts are non-interest bearing, unsecured and have no specific terms of repayment.

### Disclosure of Outstanding Share Data

The following table describes the outstanding equity securities and convertible securities issued by the Corporation:

|   | Authorized  | Outstanding                               | Outstanding   | Outstanding  |
|---|---|---|---|--|
|   |   | as at<br>November 17, 2020 <sup>(1)</sup> | as at<br>September 30, 2020 <sup>(1)</sup>                                    | as at<br>September 30, 2019  |
| Voting or equity securities issued and outstanding  | Unlimited Common Shares   | 17,745,967 Common Shares                  | 17,745,967 Common Shares  | 114,827,733 Common Shares  |
| Securities convertible or exercisable into voting or equity securities – stock options              | Stock options to acquire up to 10% of outstanding Common Shares | Nil                                       | Nil   | 6,100,000 Stock options granted exercisable at prices between \$0.07 and \$0.20 per option |
| Voting or equity securities issuable on conversion or exchange of outstanding securities - warrants | Warrants to acquire up to 6,263,194 Common Shares               | Nil                                       | 6,263,194 Warrants to acquire Common Shares exercisable at \$0.10 per Warrant | Nil  |

Note 1 – On October 2, 2019 the Corporation's common shares were consolidated at a ratio of 1:10.

### Critical Accounting Estimates and Accounting Policies

The Corporation's critical accounting estimates and significant accounting policies, as well as changes in accounting policy and disclosure, are disclosed in notes 3 and 4 of the condensed consolidated interim financial statements for the nine months ended September 30, 2020 and notes 3, 4 and 5 of the audited consolidated financial statements for the year ended December 31, 2019.

### Financial Instruments

The Corporation, through its financial assets and liabilities, is exposed to various risks. The following analysis provides descriptions and measurement of the significant risks as at September 30, 2020:

#### 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 Corporation's cash and cash equivalents are exposed to credit risk; however, the risk is deemed minimal as the counterparty is considered to be a low risk financial institution. Accounts receivable consists of the amount due from Canada Revenue Agency in relation to input tax credits arising as a result of the Goods and Services Tax (GST).

### 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's cash and cash equivalents are exposed to interest rate risk as the Company invests cash and cash equivalents at floating rates of interest in highly liquid instruments. Fluctuations in interest rates impact the value of cash and cash equivalents. For the nine months ended September 30, 2020 and 2019, if interest rates had been 1% higher, total interest income received would have been higher by approximately \$2,000 and \$2,500 respectively on an annualized basis. If interest rate had been 1% lower, total interest income would have been lower by approximately \$2,000 and \$2,500 respectively on an annualized basis. Pursuant to the terms of the participating debentures, the Company is required to pay additional interest equal to 12% of the revenue generated on qualifying product sales, see Note 6. - Debenture payable.

### Currency Risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company minimizes its currency risk by maintaining the majority of its liquid assets in stable currencies, including Canadian and US currencies. The Company holds US dollars; a 10% change in the exchange rate between the Canadian dollar and the US Dollar would result in the Company incurring a gain or loss of \$300 (2019 - \$1,000).

### Liquidity Risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation's accounts payable and accrued liabilities of \$116,104 are current and \$494,866 are past due. The past due accounts payable and accrued liabilities are primarily with directors and officers of the Corporation and the majority of which relates to unpaid interest on the Corporation's unpaid interest on the Company's outstanding Debentures. The Corporation ensures that it has sufficient capital to meet short term financial obligations after taking into account cash and cash equivalents on hand.

### Fair Value Risk

The methods and assumptions used to develop fair value measurements for those financial instruments carried at fair value on the statement of financial position have been prioritized into three levels of a fair value hierarchy included in IFRS 7. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities, level two includes inputs that are observable other than quoted prices included in level one and level three includes inputs that are not based on observable market data.

Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

The Corporation's cash and cash equivalents are recorded using a level one fair value measurement.

The accounts receivable and accounts payable and accrued liabilities carrying values approximate fair value due to the short-term nature of the financial instruments.

The fair value of the debenture payable is impacted by changes in market yields which can result in differences between the carrying value and the fair value of the instruments. The carrying value of the debenture payable as at September 30, 2020 is \$2,000,000 (December 31, 2019 - \$2,000,000). The fair value of the debenture payable is not disclosed as it cannot be measured reliably due to the fact that there is no open market for similar debentures, the majority of the balance is held by related parties and the participating interest component is dependent on future sales, which are not reliably predictable.

## **Risks and Uncertainties**

The Corporation's new business as a technology issuer is subject to a number of significant risk factors. The following are certain risk factors related to the Corporation, its business, and ownership of securities of the Corporation. If any event arising from the risk factors set forth below occurs, the Corporation's business, prospects, financial condition, results of operation or cash flows and in some cases, its reputation, could be materially adversely affected.

### **Risk Factors Related to the Operations of the Corporation**

#### *No Operating History as a Technology Issuer*

The Corporation has a limited record of operating as a technology issuer in the media/promotions software research and development areas. As such, the Corporation is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Corporation will not achieve its financial objectives as estimated by management of the Corporation. Past successes of management of the Corporation or the Board in other ventures do not guarantee future success.

#### *Problems Resulting from Rapid Growth*

The Corporation is pursuing a plan to market its promotional platforms throughout North America and abroad and will require additional capital in order to meet these growth plans. Besides attracting and maintaining qualified personnel, employees or contractors, the Corporation requires working capital and other financial resources to meet the needs of its planned growth. No assurance exists that the plans will be successful or that these requirements will be satisfactorily handled, and this may have material adverse consequence on the business of the Corporation.

#### *Risks Related to the Corporation's Business and Industry*

DeepMarkit's success will depend on its ability to attract new customers and subsequently retain them and to subsequently increase sales to both new and existing customers. The Corporation will principally generate revenues through the sale of promotion campaigns. The current financial model is pay-as-you-go. DeepMarkit's customers have no obligation to purchase more than one campaign at a time. The Corporation may also fail to attract customers or increase sales to customers as a result of a number of other factors, including: competitive factors affecting the software as a service, or SaaS, business software applications market, including the introduction of competing products, discount pricing and other strategies that may be implemented by its competitors; its ability to execute on its growth strategy and operating plans; and the timeliness and success of its products. The Corporation currently has no paying customers.

#### *Growth of E-Commerce*

The gamification of online advertising is a relatively nascent marketing medium. The Corporation's ability to attract clients and grow is directly connected to growth in, demand for, alternative online marketing solutions.

#### *Competition Risk*

The Corporation will face competition from a number of direct and indirect competitors. These competitors may limit the Corporation's opportunities to penetrate new markets and grow its market share. Further, the Corporation may face challenges attracting and retaining clients as other larger marketing/advertising companies with significantly more resources expand their product and services offerings to include promotional games and other services similar to those of the Corporation.

### *Liquidity and Capital Requirements*

The Corporation faces significant challenges in order to achieve sustainability. There can be no assurance that it will be able to maintain adequate liquidity or achieve long-term viability. The Corporation's ability to meet its obligations in the ordinary course of business is dependent upon management's ability to establish profitable operations or raise capital, as needed, through public or private debt or equity financings, or other sources of financing to fund operations. The disruption of the capital markets and the continued decline in economic conditions, amongst other factors, could negatively impact the Corporation's ability to sustain operations or raise additional capital when needed.

From time to time, DeepMarkit may seek additional equity or debt financing to fund its growth, enhance its platform, respond to competitive pressures or make acquisitions or other investments. The Corporation's business plans may change, general economic, financial or political conditions in its markets may deteriorate or other circumstances may arise, in each case that have a material adverse effect on its potential cash flows and the anticipated cash needs of its business. Any of these events or circumstances could result in significant additional funding needs, requiring the Corporation to raise additional capital. DeepMarkit cannot predict the timing or amount of any such capital requirements at this time however the Corporation will require equity capital in the near term and may require further capital in the medium or long term. If near-term financing is not available, the Corporation will be unable to continue its business. If continued financing over the medium or long term is not available on satisfactory terms, or at all, the Corporation may be unable to expand its business at the rate desired and its results of operations may suffer. Financing through issuances of equity securities would be dilutive to holders of DeepMarkit's shares.

### *Existing Debt*

The Corporation has granted a security interest in its assets, including its intellectual property, to certain lenders under the provisions of a Participating Debenture as security for the loan. The loan also requires the Corporation to comply with certain financial covenants, which are tested on a monthly basis, and contains a number restrictive covenants, which would, among other things, prevent the Corporation from: (i) disposing of or selling its assets; (ii) making any changes in its debt or capital structure or amending its bylaws, (iii) consolidating or merging with other entities; (iv) entering into contracts outside of the normal course of business; (v) purchasing or redeeming any shares; (vi) paying dividends; or (vii) incurring lease obligations or capital expenditures above defined thresholds. A failure by the Corporation to repay the Debenture in accordance with its terms or other default would entitle the Debenture holder to, among other things, foreclose on the Corporation's assets, which would likely terminate its ability to continue its current business operations.

Interest payable under the Debenture is in arrears and the Debentures have matured. The Corporation is attempting to negotiate a restructuring of the indebtedness.

### *New Technology*

Online advertising and promotions is a competitive environment where software and other products and services are subject to rapid technological change and evolving industry standards. The Corporation's future success depends on its ability to design and produce new games, products, services and platforms, deliver enhancements to its products and services, accurately predict and anticipate evolving technology and respond to technological advances in its industry and its customer's increasingly sophisticated needs. The Corporation's platforms embody complex technology that may not meet those standards, changes and preferences. If the Corporation is unable to respond to technological changes, or if it fails or delays to develop products in a timely and cost-effective manner, its products and services may become obsolete and the Corporation may be unable to recover research and development expenses which could negatively impact sales, profitability and the continued viability of the business.

### *Management of Growth*

The Corporation may be subject to growth-related execution risks including capacity constraints and pressure on its internal systems and controls. The ability of the Corporation to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Corporation to deal with this growth could have a material adverse impact on its business, operations and prospects.

### *Acquisitions or Other Business Transactions*

The Corporation may, when and if the opportunities arise, acquire other products, technologies or businesses involved in activities similar to the Corporation, or having products or intellectual property that are complementary to its business. Acquisitions involve numerous risks, including difficulties in the assimilation of operations, technologies and products of the acquired companies, the diversion of management's attention from other business concerns, risks associated with entering new markets or conducting operations in industry segments in which the Corporation has no or limited experience, and the potential loss of key employees of the acquired company. Future acquisitions by the Corporation could result in potentially dilutive issuances of equity securities, the use of cash, the incurrence of debt and contingent liabilities, and write-off of acquired research and development costs, all of which could materially adversely affect the Corporation's financial condition, results of operations and cash flows. Moreover, there can be no assurances that any anticipated benefits of an acquisition will be realized.

### *Impact of Competition*

The online advertising and promotions industry is dynamic and competitive with new technology and services being introduced by a range of players, from larger established companies to start-ups, on a frequent basis. Newer technology may render the Corporation's platforms obsolete which would have a material, adverse effect on its business and results of operations.

If the Corporation's platforms fail to achieve or maintain market acceptance, or if new technologies are introduced by competitors that are more favorably received than the Corporation's platforms, or are more cost-effective or are otherwise able to render the Corporation's platforms obsolete, the Corporation would experience a decline in demand which would result in lower sales performance (if achieved at all) and associated reductions in operating profits (if achieved at all), all of which would negatively affect trading price of the Corporation's shares.

### *Viability of Internet and System Infrastructure*

The end-customers of the Corporation's software depend on internet service providers, online service providers and the Corporation's infrastructure for access to the software solutions. These services are subject to service outages and delays due to system failures, stability or interruption. As a result, the Corporation may not be able to meet a satisfactory level of service which could have a material adverse effect on the Corporation's business, revenues, operating results and financial condition.

### *New Laws or Regulations*

A number of laws and regulations may be adopted with respect to browser-based and mobile phone services and promotional games covering issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights, consumer disclosure, prize award restrictions and information security. Adoption of any such laws or regulations may impact the ability of the Corporation to deliver innovative online promotional services thus adversely affecting results of operations.

### *Retention or Maintenance of Key Personnel*

There can be no assurance that the Corporation will be able to continuously retain or maintain key personnel. Failure to ensure the Corporation has adequate personnel may materially impact the Corporation's operations.

### *Strategic Relationships*

DeepMarkit's growth will depend in part on its success in establishing strategic relationships with third parties such as e-commerce design and development platforms and marketing agencies. Identifying, negotiating and documenting relationships with third parties requires significant time and resources as does integrating with third-party technology. The Corporation's competitors may be effective in providing incentives to third parties to favor their products or services or to prevent or reduce sales of its promotional campaigns. The Corporation do not currently have any such strategic relationships established.

### *Conflicts of Interest*

The Corporation may contract with affiliated parties or other companies or members of management of the Corporation or companies owned or controlled by members of the Corporation's management and associated and affiliated parties thereto. These parties may obtain compensation and other benefits in transactions relating to the Corporation. Certain members of management of the Corporation have business activities other than the business of the Corporation, but each member of management intends to devote a large portion of his or her working time to the Corporation. Although management intends to act fairly, there can be no assurance that the Corporation will not inadvertently enter into arrangements under terms less favorable than what might otherwise be available.

### *Proprietary Rights could be subject to Suits or Claims*

No assurance exists that the Corporation or any company with which it transacts, can or will be successful in pursuing protection of proprietary rights such as business names, logos, marks, ideas, inventions, copyrights in visual works and technology which may be acquired over time. Failure by the Corporation to successfully defend or claim against a breach of proprietary rights may have a material adverse effect on the Corporation.

### *Market Price Volatility*

Volatility in the market price of the Common Shares may affect the ability of holders to sell the Common Shares at an advantageous price. Market price fluctuations affecting the Common Shares may be due to the Corporation's operating results failing to meet the expectations of securities analysts or investors, downward revision in securities analysts' estimates, governmental regulatory action, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Corporation or its competitors, among others. Additionally, macro-economic conditions may adversely affect the market price of the Common Shares

### *Insurance Inadequacy*

No assurance can be given that insurance will cover the risks to which the Corporation's activities will be subject, or will be available at economically feasible premiums, or at all. There is no assurance that in the event of claim or loss, the Corporation will have adequate insurance coverage.

### *Foreign Currency Risk*

The Corporation anticipates transacting business in multiple currencies, the most significant of which are expected to be the Canadian dollar, the US dollar, the Euro and various Asian currencies. As a result, the Corporation will have foreign currency exposure with respect to items denominated in foreign currencies.

### *Forward-Looking Information May Prove Inaccurate*

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

### *Investment Returns*

The Corporation may never achieve a level of profitability that would permit payment of dividends or making other forms of distributions to security holders. Payment of any future dividends by the Corporation will be at the sole discretion of the Board of Directors. The Corporation currently intends to retain earnings to finance the expansion of its business and does not anticipate paying dividends in the foreseeable future.

### *Litigation Risks*

In the normal course of the Corporation's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, intellectual property rights and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Corporation and as a result, could have a material adverse effect on the Corporation's assets, liabilities, business, financial condition and results of operations. Even if the Corporation succeeds in any such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Corporation's business operations, which could adversely affect its financial condition.

### *Risks Relating to the Corporation's Intellectual Property*

#### Protection of the Corporation's Intellectual Property

The Corporation intends to protect its intellectual property through trade secrets, reliance upon copyright legislation and patent or patent pending applications, where applicable. Despite the Corporation's best efforts, filing patent or patent pending applications may not result in enforceable patent rights in all jurisdictions in which the Corporation conducts operations. Any issued patents or third-party patents to which the Corporation has licensed rights may be of a restricted scope that does not cover possible foundational technologies and/or technologies used by others.

The Corporation may not be successful in securing or maintaining proprietary or future patent protection for the technology developed internally and used in its systems or services, and protection that is secured may be challenged and possibly lost.

Unauthorized parties may attempt to copy aspects of the Corporation's products or to obtain information the Corporation may regard as proprietary. Policing unauthorized use of proprietary technology, if required, may be difficult, time-consuming and costly. If a third-party misappropriates the Corporation's intellectual property, the Corporation may be unable to enforce its rights. If the Corporation is unable to protect its intellectual property against unauthorized use by others, an adverse effect on the Corporation's business, operations and market position.

## Open Source Software

The Corporation may use open source software in some of its software solutions. Licenses governing the Corporation's use of open source software may contain requirements that the Corporation make available source code for modifications or derivative works based upon the open source software, and that the Corporation license such modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use. The terms of certain open source licenses may require that the Corporation release the source code of its proprietary software and make it available under open source licenses. Although the Corporation monitors its use of open source software, the Corporation cannot provide assurance that all open source software has been reviewed prior to use in its software solutions, or that the Corporation's programmers have not incorporated open source software into its platforms and will not do so in the future. In addition, the terms of open source software licenses may require the Corporation to provide software that the Corporation develops using such open source software to others on unfavorable license terms. As a result of the Corporation's future use of open source software, the Corporation may face claims or litigation, be required to release its proprietary source code, pay damages for breach of contract, re-engineer its solutions, discontinue making its solutions available in the event re-engineering cannot be accomplished on a timely basis or take other remedial action. Any such re-engineering or other remedial efforts could require significant additional research and development resources, and the Corporation may not be able to successfully complete any such re-engineering or other remedial efforts. Further, in addition to risks related to license requirements, use of certain open source software may lead to additional unanticipated risks as open source licensors generally do not provide warranties or controls on the origin of software. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a negative effect on the Corporation's business, financial condition and operating results.

## COVID-19

The COVID-19 pandemic continues to have a significant negative effect on the business of the Corporation. The largest and controlling shareholder of the Corporation is a Chinese based company. The new business opportunities which had been pursued by the Corporation were all focussed on the Chinese e-commerce and consumer market which has proven unworkable for the Corporation. Financing opportunities for the Corporation are primarily focussed in China and have been unsuccessful. As a result of these factors, the impact of the COVID 19 pandemic will be particularly negative for the Corporation. The extent and duration of the impact of the COVID 19 pandemic is unknown however it has had and may continue to have a very negative impact on the ability of the Corporation to continue or to develop new business opportunities must be assumed.

Reference is made in this MD&A to the Corporation's financial statement disclosure for the relevant periods filed on the SEDAR website for the Corporation at [www.sedar.com](http://www.sedar.com) where additional disclosure relating to the Corporation can also be located. Readers are strongly encouraged to review such additional disclosure.

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