

FORM 51-102F4

BUSINESS ACQUISITION REPORT

ITEM 1 IDENTITY OF COMPANY

1.1 Name and Address of Company

**WISHPOND TECHNOLOGIES LTD.** (formerly ANTERA VENTURE I CORP.) (the “**Issuer**”)

1000 - 1500 West Georgia Street  
Vancouver, BC  
V6G 2Z6

1.2 Executive Officer

**ALI TAJSKANDAR**  
Chief Executive Officer  
778.846.0310

ITEM 2 DETAILS OF ACQUISITION

2.1 Nature of Business Acquired

The Issuer entered into a merger agreement with Wishpond Technologies Ltd. (“**Old Wishpond**”) and 1264881 B.C. Ltd. (“**SubCo**”) on September 10, 2020, whereby the Issuer acquired all of the issued and outstanding shares of Old Wishpond through a three-corner amalgamation between the Issuer, Old Wishpond, and SubCo (the “**Transaction**”). The Transaction constitutes the Issuer’s qualifying transaction pursuant to the applicable policies of the TSX Venture Exchange (the “**Exchange**”).

For more details on the nature and business of Old Wishpond, please refer to the filing statement of the Issuer dated November 26, 2020 (the “**Filing Statement**”) under the section entitled “*Information Concerning Wishpond*”. The Filing Statement can be found under the Issuer’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and is incorporated by reference into this Business Acquisition Report.

2.2 Acquisition Date

December 8, 2020.

2.3 Consideration

In consideration of the Transaction, the Issuer issued to shareholders of Old Wishpond approximately 37,333,335 common shares in the capital of the Issuer (“**Common Shares**”) at a deemed price of \$0.75 per Common Shares, representing an aggregate consideration of approximately \$28,000,001.25.

## **2.4 Effect on Financial Position**

Upon the amalgamation of Old Wishpond and SubCo, Old Wishpond became a wholly-owned subsidiary of the Issuer and the Issuer will carry on the business of Old Wishpond. Upon the closing of the Transaction, the Issuer changed its name to "Wishpond Technologies Ltd." and its shares began trading as a Tier 1 TSX Venture Issuer under the trading symbol "WISH". As a result of the Transaction, upon closing, there were 46,132,995 common shares issued and outstanding.

## **2.5 Prior Valuations**

Not applicable.

## **2.6 Parties to Transaction**

Not applicable.

## **2.7 Date of Report**

December 8, 2020

## **ITEM 3 FINANCIAL STATEMENTS AND OTHER INFORMATION**

The following financial statements are attached hereto and form part of this report:

- (a) Audited Financial Statements of the Issuer for the Financial Year Ended December 31, 2019 and period from incorporation to December 31, 2018 as Schedule "A";
- (b) Management's Discussion and Analysis of the Issuer for the Financial Year Ended December 31, 2019 and period from incorporation to December 31, 2018 as Schedule "B";
- (c) Interim Unaudited Financial Statements of the Issuer for Six Months Ended June 30, 2020 as Schedule "C";
- (d) Management's Discussion and Analysis of the Issuer for the Six Months Ended June 30, 2020 as Schedule "D";
- (e) Audited Financial Statements of Old Wishpond for the Financial Years Ended December 31, 2019 and December 31, 2018 as Schedule "E";
- (f) Management's Discussion and Analysis of Old Wishpond for the Financial Years Ended December 31, 2019 as Schedule "F";
- (g) Management's Discussion and Analysis of Old Wishpond for the Six Months Ended June 30, 2020 as Schedule "G"; and
- (h) Pro Forma Consolidated Financial Statements of the Resulting Issuer As At June 30, 2020 as Schedule "H".

The issuer has not obtained the consent of BDO Canada LLP and MNP LLP, to include their auditors' report in respect of the Issuer and Old Wishpond's financial statements incorporated in this report.

**SCHEDULE "A"**

**AUDITED FINANCIAL STATEMENTS OF THE ISSUER FOR THE FINANCIAL YEAR ENDED  
DECEMBER 31, 2019 AND PERIOD FROM INCORPORATION TO DECEMBER 31, 2018**

**Antera Ventures I Corp.**  
(A Capital Pool Corporation)

**Financial Statements**

(in Canadian Dollars)

**For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018**

## Independent Auditor's Report

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To the Shareholders of Antera Ventures I Corp.:

### Opinion

We have audited the financial statements of Antera Ventures I Corp. (the "Corporation"), which comprise the statements of financial position as at December 31, 2019 and December 31, 2018, and the statements of comprehensive loss, changes in shareholders' equity and cash flows for year ended December 31, 2019 and for the period from June 20, 2018 (date of incorporation) to December 31, 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2019 and December 31, 2018, and its financial performance and its cash flows for year ended December 31, 2019 and for the period from June 20, 2018 to December 31, 2018 in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Brock Stroud.

Toronto, Ontario  
April 29, 2020

*MNP LLP*

Chartered Professional Accountants  
Licensed Public Accountants

**MNP**



# Antera Ventures I Corp.

## Statements of Comprehensive Loss

(in Canadian Dollars)

For the year ended December 31, 2019 and period from the date of incorporation (June 20, 2018) to December 31, 2018

	Year Ended December 31, 2019	From the date of incorporation (June 20, 2018) to December 31, 2018
<b>General and administrative expenses</b>		
Professional fees	\$ 45,530	87,096
Stock-based compensation	70,713	-
General and administrative	18,209	-
Bank fees	35	12
<b>Total expenses</b>	<b>134,487</b>	<b>87,107</b>
<b>Net loss and comprehensive loss</b>	<b>\$ (134,487)</b>	<b>(87,107)</b>
<b>Basic and diluted net loss per share</b>	<b>\$ (0.02)</b>	<b>-</b>
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>5,496,264</b>	<b>-</b>

*The accompanying notes are an integral part of these financial statements*

# Antera Ventures I Corp.

## Statements of Changes in Shareholders' Equity

(in Canadian Dollars)

For the year ended December 31, 2019 and period from the date of incorporation (June 20, 2018) to December 31, 2018

	Number of shares	Share capital	Contributed Surplus	Accumulated deficit	Total Shareholders' Equity
<b>Balance, June 20, 2018</b>	-	-	-	-	-
Issuance of common shares (Note 3)	5,900,000	295,000	-	-	295,000
Offering costs	-	-	-	-	-
Stock-based compensation	-	-	-	-	-
Net loss	-	-	-	(87,107)	(87,107)
<b>Balance, December 31, 2018</b>	5,900,000	\$ 295,000	\$ -	\$ (87,107)	\$ 207,893
Issuance of common shares (Note 3)	6,491,255	694,038	-	-	694,038
Offering costs	-	(133,932)	9,509	-	(124,424)
Stock-based compensation	-	-	70,713	-	70,713
Net loss	-	-	-	(134,487)	(134,487)
<b>Balance, December 31, 2019</b>	12,391,255	\$ 855,106	\$ 80,222	\$ (221,594)	\$ 713,733

*The accompanying notes are an integral part of these financial statements*

# Antera Ventures I Corp.

## Statements of Cash Flows

(in Canadian Dollars)

For the year ended December 31, 2019 and period from the date of incorporation (June 20, 2018) to December 31, 2018

	Year ended December 31st, 2019	From the date of incorporation (June 20, 2018) to December 31st, 2018
<b>Cash provided by/(used in)</b>		
<b>Operating activities</b>		
Net loss for the year/period	\$ (134,487)	(87,107)
Items not affecting cash:		
Stock-based compensation	70,713	-
Subtotal	70,713	-
Change in non-cash working capital:		
Prepaid expenses	21,500	(21,500)
Accounts payable	(13,486)	48,770
Accrued liabilities	(23,435)	31,410
Subtotal	(15,421)	58,680
Total	(79,195)	(28,427)
<b>Financing Activities</b>		
Issuance of common shares	694,038	295,000
Share issuance costs	(124,424)	-
	569,614	295,000
Net change in cash	490,420	266,573
Cash beginning of year/period	266,573	-
Cash end of year/period	\$ 756,993	266,573

*The accompanying notes are an integral part of these financial statements*

# Antera Ventures I Corp.

Notes to Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 1. INCORPORATION AND NATURE OF BUSINESS

Antera Ventures I Corp. (the "Corporation") was incorporated under the Business Corporation Act (British Columbia) on June 20, 2018 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The registered office of the Corporation is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

On April 29, 2020, the Board of Directors approved the financial statements for the year ended December 31, 2019.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

### Basis of Presentation

The financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVPTL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

### Loss Per Share

Basic loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. The dilutive effect of options and warrants has not been included as they would be antidilutive. 6,070,800 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (note 3).

# Antera Ventures I Corp.

Notes to Financial Statements

(a Capital Pool Corporation)

(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial Instruments

#### Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

#### Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Cash is classified as an asset at fair value through profit and loss and any period change in fair value is recorded in profit or loss.

Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

#### Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

# Antera Ventures I Corp.

Notes to Financial Statements

(a Capital Pool Corporation)

(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial Instruments (Continued)

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and;

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is a level 1 financial instrument measured at fair value on the statements of financial position.

### Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Corporation's share issuance (note 3) and are charged against share capital.

### Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

### Estimates

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of expenses during the period. Actual results could differ from those estimates used in the financial statements. The value of the options and warrants is a significant estimate. The Company does not have any other significant estimates as of December 31, 2019.

# Antera Ventures I Corp.

Notes to Financial Statements

(a Capital Pool Corporation)

(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

## 3. SHARE CAPITAL

Authorized:

Unlimited number of common shares

Issued and fully paid:

	Number of shares		Amount
<b>Balance, June 20, 2018</b>	-	\$	-
Issuance of common shares	5,900,000		295,000
<b>Balance, December 31, 2018</b>	5,900,000	\$	295,000
Issuance of common shares (i)	2,000,000		200,000
Issuance of common shares (ii)	4,491,255		494,038
Share issuance costs - cash	-		(124,424)
Share issuance costs - share-based			(9,509)
<b>Balance, December 31, 2019</b>	12,391,255	\$	855,106

### Escrowed Shares

During the period ended December 31, 2018, the Corporation issued 5,900,000 common shares at \$0.05 per share for total proceeds of \$295,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

# Antera Ventures I Corp.

Notes to Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

## 3. SHARE CAPITAL (Continued)

### Initial Public Offering

(i) On January 11, 2019, the company completed its initial public offering of 2,000,000 common shares in the capital of the Company at \$0.10 per share for gross proceeds of \$200,000 pursuant to a prospectus dated December 14, 2018.

Pursuant to an agency agreement, the agent has received 9% of the gross proceeds of the offering as well as compensation options to acquire up to 9% of the number of offered shares sold under the offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the exchange. The agent has also received a non-refundable corporate finance fee equal to \$10,000, as well as an additional \$10,000 paid to cover the agent's reasonable expenses and legal fees.

### Private Placement

(ii) On March 7, 2019, the Corporation has closed a private placement financing of 4,491,255 common shares for gross proceeds of \$494,038 (the "Offering"). Pursuant to the Offering, \$475,250 of the gross proceeds of the Offering was raised under the terms of the agency agreement dated March 7, 2019. Under the brokered component of the Offering, the agent received cash commissions equal to \$42,773 in consideration of its services. 170,800 shares were purchased by Control Persons and are therefore held in escrow pursuant to the requirements of the Exchange. These shares were excluded from the weighted average share-count calculation.

### Options

The Corporation has adopted an incentive stock option plan (the "Option Plan") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares.

	Number of Stock Options and Warrants		Weighted Average Exercise Price
<b>Balance, December 31, 2018</b>	-	\$	-
Granted broker warrants (i)	180,000		0.10
Granted to directors and officers (ii)	790,000		0.10
<b>Balance, December 31, 2019</b>	<b>970,000</b>	<b>\$</b>	<b>0.10</b>

(i) On January 11, 2019, the Corporation granted 180,000 warrants to the Agent, which are exercisable within two years from the date of grant at an exercise price of \$0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: current share price of \$0.10, risk-free interest rate of 1.62%, expected volatility of 100% and an expected life of two years. The value attributed to these options was \$9,509.

# Antera Ventures I Corp.

Notes to Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 3. SHARE CAPITAL (Continued)

### Options (Continued)

(ii) On January 11, 2019, the Corporation granted 790,000 options to directors and officers, which are exercisable within ten years from the date of grant at an exercise price of \$0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: current share price of \$0.10, risk-free interest rate of 1.62%, expected volatility of 100% and an expected life of ten years. The value attributed to these options was \$70,713.

## 4. CAPITAL MANAGEMENT OBJECTIVE AND POLICIES

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

## 5. FINANCIAL INSTRUMENTS

### *Fair Values*

At December 31, 2019, the Corporation's financial instruments consist of cash, accounts payable and accrued liabilities. The fair values of these financial instruments approximates carrying value due to the relatively short-term maturity of the instruments.

### *Credit Risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. To minimize the credit risk the Corporation places these instruments with a high credit quality financial institution.

### *Interest Rate Risk*

The Corporation is not exposed to any significant interest rate risk.

# Antera Ventures I Corp.

Notes to Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 5. FINANCIAL INSTRUMENTS (Continued)

### *Liquidity Risk*

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the corporation's liabilities. The \$35,284 of accounts payable and \$7,975 of accrued liabilities are due within one year.

## 6. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2019, legal fees totaling \$79,319 were incurred from a firm of which a director of the Company is counsel. Of this total, \$34,724 is listed as accounts payable as of December 31, 2019 and has been paid subsequent to year end. \$42,000 of legal fees from this firm were capitalized to share issuance costs.

During the year ended December 31, 2019, no cash compensation has been paid to key management personnel. Share-based compensation was paid to directors and officers as indicated in note 3. The value attributed to these options was \$70,713.

## 7. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 27% and the Corporation's effective income tax expense is as follows:

	<u>2019</u>	<u>2018</u>
Loss before taxes	(134,487)	(87,107)
Expected income taxes	(36,311)	(23,083)
Share compensation expense	19,096	-
Change in tax benefit not recognized	51,244	23,083
Share issuance cost booked through equity	(33,594)	-
Impact in change of tax rate	(436)	-
Income Tax Expense (Recovery)	-	-

At December 31, 2019, the Corporation has non – capital losses for income tax purposes of approximately \$221,594 which can be carried forward to be applied against future taxable income. These losses expire to the extent unutilized against future taxable income in 2038 and 2039.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses as it is not probable that future taxable profits will be available against which these can be deducted.

# Antera Ventures I Corp.

Notes to Financial Statements

(a Capital Pool Corporation)

(in Canadian Dollars)

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018

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## 8. SUBSEQUENT EVENTS

Subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

**SCHEDULE "B"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE ISSUER FOR THE FINANCIAL  
YEAR ENDED DECEMBER 31, 2019 AND PERIOD FROM INCORPORATION TO  
DECEMBER 31, 2018**

**Antera Ventures I Corp.**  
(A Capital Pool Company)

**Management's Discussion and Analysis**

*For the year ended December 31, 2019 and for the period from  
the date of incorporation (June 20, 2018) to December 31, 2018*

# Antera Ventures I Corp. Management's Discussion and Analysis

*For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)*

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**Dated: April 29, 2020**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Antera Ventures I Corp. (the "Corporation") was prepared by management of the Corporation for year ended December 31, 2019 and for the period date of incorporation (June 20, 2018) to December 31, 2018 and should be read in conjunction with the Corporation's audited financial statements for the year ended December 31, 2019 (the "Financial Statements"). Additional information including the Corporation's final prospectus dated December 14, 2018 is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Financial Statements have been prepared by management and have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Corporation's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Corporation's certifying officers certify that the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the Corporation as the date of and for the periods presented in the interim filings.

The Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Corporation. The Board of Directors approves the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

## **Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Corporation's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Corporation's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: limited operating history; no history of earnings or payment of any dividends; unlikely to generate earnings or pay dividends in the immediate or foreseeable future; no current business operations; no current assets other than cash; ability to complete a qualifying transaction; ability to raise additional funds if required; potential dilution of shares as a result of potential qualifying transaction; reliance on management team; conflicts of interest among certain directors and officers of the Corporation; lack of liquidity for shareholders of the Corporation; and market risk. See "Risks and Uncertainties".

Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no

# Antera Ventures I Corp. Management's Discussion and Analysis

*For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)*

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assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Corporation. These forward-looking statements are made as of the date of this MD&A and the Corporation assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Corporation's present and future business strategies and the environment in which the Corporation will operate in the future, including assumptions regarding business and operating strategies.

## **Description of the Business**

The Corporation was incorporated as Antera Ventures I Corp. under the *Canada Business Corporations Act* on June 20, 2018. The Corporation is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") corporate finance manual.

On January 11, 2019, the company completed its initial public offering of 2,000,000 common shares in the capital of the Company at \$0.10 per share for gross proceeds of \$200,000 pursuant to a prospectus dated December 14, 2018. The Corporation's shares began trading on the Exchange on January 15, 2019 under the symbol "ANTI.p".

The Corporation has no assets other than cash and prepaid expense and proposes to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt and, if required, shareholder's approval.

As a Capital Pool Company, the proceeds raised by the Corporation from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Corporation and \$210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval.

The registered office of the Corporation is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

On April 29, 2020, the Board of Directors approved the Financial Statements for the year ended December 31, 2019.

## **Selected Financial Information**

The following selected financial data is derived from the Financial Statements of the Corporation prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards applicable to the preparation of interim Financial Statements, including IAS 34 and IFRS 1.

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**

*For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)*

Selected Statement of Financial Position Data

	Three Months Ended (\$)				
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Net working capital	713,734	732,661	754,617	763,761	207,893
Total current assets	756,993	761,511	779,533	809,857	288,073
Total current liabilities	43,259	28,850	24,916	46,096	80,180
Total shareholders' equity	713,734	732,661	754,617	763,761	207,893

Selected Statement of Operations Data

	Three Months Ended (\$)				
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Expenses	(44,724)	21,957	9,143	148,111	62,655
Net income (loss) and comprehensive income	44,724	(21,957)	(9,143)	(148,111)	(62,655)
Basic and diluted income (loss) per share	0.01	(0.00)	(0.00)	(0.05)	-

Variations over the quarters are primarily related to changes in professional fees and general corporate and administration costs. Variations in the three months ended March 31, 2019 relate to the Corporation's Initial Public Offering and Private Placement. Variations in the three months ended December 31, 2019 relate to the capitalization of legal costs to share issuance costs when they were previously expensed in the prior quarters.

**Discussion of Operations**

The Corporation does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition.

Three months ended December 31, 2019

During the quarter ended December 31, 2019, the Corporation recorded a net income of \$44,724. This was primarily due to a re-categorization of legal expenses incurred during the period from January 1, 2019 to September 30, 2019. Legal costs that were previously expensed were capitalized to share issuance costs. The total amount of legal fees allocated to share issuance costs in 2019 was \$63,651.

Year ended December 31, 2019

During the nine month period ended September 30, 2019, the Corporation recorded a net loss of \$179,211 consisting of \$95,338 in professional fees, \$70,713 in stock-based compensation, and \$13,159 in other expenses.

**Additional Disclosure for Venture Corporations without Significant Revenue**

The following table sets forth a breakdown of material components of the general and administration expenses of the Corporation for the year ended December 31, 2019.

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**

*For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)*

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	Period from January 1, 2019 to December 31, 2019
Stock-based compensation	\$ 70,713
Legal fees	8,924
TSX-V listing fees	23,258
Other expenses	31,592
	<u>\$ 134,487</u>

### **Liquidity, Capital Resources, and Outlook**

As at December 31, 2019, the Corporation had net working capital of \$713,734. This included \$756,993 in cash, \$35,284 in accounts payable and \$7,975 in accrued liabilities. Management believes that it has sufficient cash and cash equivalents to meet its ongoing obligations and its objective of completing a Qualifying Transaction. However, additional equity or debt financing may be required to complete a Qualifying Transaction. Except as described in the Corporation's final CPC prospectus dated December 14, 2018, the funds raised pursuant to the Corporation's initial public offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions. There can be no assurance that the Corporation will be able to obtain adequate financing to complete a Qualifying Transaction.

### **Financing Activities and Capital Expenditures**

During the quarter ended December 31, 2019, no financing activity took place.

During the quarter ended March 31, 2019, the Corporation issued 6,491,255 common shares for gross proceeds of \$694,038. This is comprised of two financing events as outlined below.

On January 11, 2019, the company completed its initial public offering of 2,000,000 common shares in the capital of the Company at \$0.10 per share for gross proceeds of \$200,000 pursuant to a prospectus dated December 14, 2018. Pursuant to an agency agreement, the agent has received 9% of the gross proceeds of the offering as well as compensation options to acquire up to 9% of the number of offered shares sold under the Offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the exchange. These 180,000 Agent warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: current share price of \$0.10, risk-free interest rate of 1.62%, expected volatility of 100% and an expected life of two years. The value attributed to these options was \$9,509. The agent has also received a non-refundable corporate finance fee equal to \$10,000, as well as an additional \$10,000 paid to cover the agent's reasonable expenses and legal fees. In addition, pursuant to the Company's stock option plan, 790,000 common shares were issued upon completion of the initial public offering to certain officers and directors of the Company. These options are exercisable at a price of \$0.10 for a period of period of 10 years from the closing date of the initial public offering.

On March 7, 2019, the Corporation has closed a private placement financing of 4,491,255 common shares for gross proceeds of \$494,038 (the "Offering"). Pursuant to the Offering, \$475,250 of the gross proceeds of the Offering was raised under the terms of the agency agreement dated March 7, 2019. Under the brokered component of the Offering, the agent received cash commissions equal to \$42,773 in consideration of its services.

### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements as at December 31, 2019.

# Antera Ventures I Corp. Management's Discussion and Analysis

For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)

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## Transactions with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

There was no cash remuneration paid to key management personnel during the year ended December 31, 2019. Share-based compensation was paid to directors and officers as indicated in note 3 of the Interim Financial Statements. The value attributed to these options was \$70,713.

## Critical Accounting Estimates and Policies

The Corporation's significant accounting policies and the adoption of new accounting policies are disclosed in note 2 of the audited Financial Statements as at December 31, 2019.

## Financial Instruments and Other Instruments

The Corporation's financial instruments consist of cash, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

## Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Corporation:

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	12,391,255 Common Shares
Securities convertible or exercisable into voting or equity securities – stock options	Directors' and officers' stock options to acquire up to 10% of the outstanding Common Shares	Directors' and officers' stock options to acquire up to 790,000 Common Shares at \$0.10 per share
	Agent's options to acquire up to 9% of the Common Shares sold in connection with the initial public offering	Agent's options to acquire up to 180,000 Common Shares at \$0.10 per share
Securities convertible or exercisable into voting or equity securities – stock options	(as above)	(as above)

## Risks and Uncertainties

The Corporation has a limited history of existence. There can be no assurance that a Qualifying Transaction will be completed. Equity or debt financing may be required to complete a Qualifying Transaction. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. The securities of the Corporation should be considered a highly speculative investment. The following risk factors should be given

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**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**

*For the year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018 (in Canadian Dollars)*

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special consideration when evaluating an investment in any of the Corporation's securities:

- (a) until completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (b) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions;
- (c) there can be no assurance that the Corporation will be able to successfully complete a proposed Qualifying Transaction;
- (d) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares;
- (e) trading in the common shares may be halted at any time and may remain halted for an indefinite period of time in connection with a proposed Qualifying Transaction; and
- (f) trading in the common shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required.

**Disclosure Controls and Procedures**

Management has designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Corporation is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Corporation, in an accurate and timely manner in order for the Corporation to comply with its continuous disclosure and financial reporting obligations and in order to safeguard assets.

**Other Information**

Additional information about the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com)

**SCHEDULE "C"**

**INTERIM UNAUDITED FINANCIAL STATEMENTS OF THE ISSUER FOR SIX MONTHS  
ENDED JUNE 30, 2020**

**Antera Ventures I Corp.**  
(A Capital Pool Corporation)

**Interim Financial Statements**

(in Canadian Dollars)

**For the Three and Six month Periods Ended June 30, 2020**



# Antera Ventures I Corp.

## Statement of Comprehensive Loss

(in Canadian Dollars)

For the three and six month periods ended June 30, 2020 and June 30, 2019

	Three month period ended		Six month period ended	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
<b>General and administrative expenses</b>				
Professional fees	\$ 11,297	8,134	15,705	85,497
Stock-based compensation	-	-	-	70,713
General and administrative	5,085	1,009	10,170	1,009
Bank fees	-	-	-	35
<b>Total expenses</b>	<b>16,382</b>	<b>9,143</b>	<b>25,875</b>	<b>157,254</b>
<b>Net loss and comprehensive loss</b>	<b>\$ (16,382)</b>	<b>(9,143)</b>	<b>(25,875)</b>	<b>(157,254)</b>
<b>Basic and diluted net loss per share</b>	<b>\$ (0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.03)</b>
Basic and diluted weighted average number of shares outstanding	6,320,455	6,320,455	6,320,455	4,658,413

*The accompanying notes are an integral part of these interim financial statements*

# Antera Ventures I Corp.

## Statement of Changes in Shareholders' Equity

(in Canadian Dollars)

For the year ended December 31, 2019 and six month period ended June 30, 2020

	Number of shares	Share capital	Contributed Surplus	Accumulated deficit	Total
<b>Balance, December 31, 2018</b>	5,900,000	\$ 295,000	\$ -	\$ (87,107)	\$ 207,893
Issuance of common shares (Note 3)	6,491,255	694,038	-	-	694,038
Offering costs	-	(133,932)	9,509	-	(124,424)
Stock-based compensation	-	-	70,713	-	70,713
Net income (loss)	-	-	-	(157,254)	(134,487)
<b>Balance, June 30, 2019</b>	12,391,255	\$ 855,106	\$ 80,222	\$ (244,361)	\$ 713,734
Issuance of common shares (Note 3)	-	-	-	-	-
Offering costs	-	-	-	-	-
Stock-based compensation	-	-	-	-	-
Net income (loss)	-	-	-	22,767	22,767
<b>Balance, December 31, 2019</b>	12,391,255	\$ 855,106	\$ 80,222	\$ (221,594)	\$ 713,734
Issuance of common shares (Note 3)	-	-	-	-	-
Offering costs	-	-	-	-	-
Stock-based compensation	-	-	-	-	-
Net income (loss)	-	-	-	(25,875)	(25,875)
<b>Balance, June 30, 2020</b>	12,391,255	\$ 855,106	\$ 80,222	\$ (247,469)	\$ 687,859

*The accompanying notes are an integral part of these interim financial statements*

# Antera Ventures I Corp.

## Statement of Cash Flows

(in Canadian Dollars)

For the six month periods ended June 30, 2020 and June 30, 2019

	Six month period ended	
	June 30, 2020	June 30, 2019
<b>Cash provided by/(used in)</b>		
<b>Operating activities</b>		
Net loss for the period	\$ (25,875)	(157,254)
Items not affecting cash:		
Stock-based compensation	-	70,713
Subtotal	-	(86,541)
Change in non-cash working capital:		
Refund receivable	-	(1,985)
Prepaid expenses	-	21,500
Accounts payable	(35,284)	(48,770)
Accrued liabilities	(920)	(6,494)
Subtotal	(36,204)	(35,749)
Total	(62,079)	(122,290)
<b>Financing Activities</b>		
Issuance of common shares	-	694,038
Share issuance costs	-	(60,773)
	-	633,266
Net change in cash	(62,079)	510,975
Cash beginning of period	756,993	266,573
Cash end of period	\$ 694,914	777,549

*The accompanying notes are an integral part of these interim financial statements*

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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## 1. INCORPORATION AND NATURE OF BUSINESS

Antera Ventures I Corp. (the “Corporation”) was incorporated under the Business Corporation Act (British Columbia) on June 20, 2018 and has applied to be classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

The Corporation’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s-length transaction, of the majority of the minority shareholders.

The registered office of the Corporation is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

On August 28, 2020, the Board of Directors approved the interim financial statements for the period from January 1, 2020 to June 30, 2020.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Statement of Compliance

These unaudited interim condensed financial statements, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

### Basis of Presentation

The interim financial statements are presented in Canadian dollars (“CAD”), which is the Corporation’s functional and presentation currency. The interim financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss (“FVPTL”), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these interim financial statements.

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Loss Per Share

Basic loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. 5,900,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (note 3).

### Financial Instruments

#### Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

#### Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Cash is classified as an asset at fair value through profit and loss and any period change in fair value is recorded in profit or loss.

Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

#### Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is a level 1 financial instrument measured at fair value on the interim statement of financial position.

### Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Corporation's share issuance (note 3) and are charged against share capital.

### Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Estimates

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of expenses during the period. Actual results could differ from those estimates used in the financial statements. The value of the options and warrants is a significant estimate. The Company does not have any other significant estimates as of March 31, 2020.

## 3. SHARE CAPITAL

Authorized:

Unlimited number of common shares

Issued and fully paid:

	Number of shares	Amount
<b>Balance, June 20, 2018</b>	-	\$ -
Issuance of common shares	5,900,000	295,000
<b>Balance, December 31, 2018</b>	5,900,000	\$ 295,000
Issuance of common shares (i)	2,000,000	200,000
Issuance of common shares (ii)	4,491,255	494,038
Share issuance costs - cash	-	(124,424)
Share issuance costs - share-based		(9,509)
<b>Balance, December 31, 2019</b>	12,391,255	\$ 855,106
<b>Balance, June 30, 2020</b>	12,391,255	\$ 855,106

### Escrowed Shares

During the period ended December 31, 2018, the Corporation issued 5,900,000 common shares at \$0.05 per share for total proceeds of \$295,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

## **Initial Public Offering**

(i) On January 11, 2019, the company completed its initial public offering of 2,000,000 common shares in the capital of the Company at \$0.10 per share for gross proceeds of \$200,000 pursuant to a prospectus dated December 14, 2018.

Pursuant to an agency agreement, the agent has received 9% of the gross proceeds of the offering as well as compensation options to acquire up to 9% of the number of offered shares sold under the offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the exchange. The agent has also received a non-refundable corporate finance fee equal to \$10,000, as well as an additional \$10,000 paid to cover the agent's reasonable expenses and legal fees.

## **Private Placement**

(ii) On March 7, 2019, the Corporation has closed a private placement financing of 4,491,255 common shares for gross proceeds of \$494,038 (the "Offering"). Pursuant to the Offering, \$475,250 of the gross proceeds of the Offering was raised under the terms of the agency agreement dated March 7, 2019. Under the brokered component of the Offering, the agent received cash commissions equal to \$42,773 in consideration of its services. 170,800 shares were purchased by Control Persons and are therefore held in escrow pursuant to the requirements of the Exchange. These shares were excluded from the weighted average share-count calculation.

## **Options**

The Corporation has adopted an incentive stock option plan (the "Option Plan") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares.

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

	Number of Stock Options and Warrants		Weighted Average Exercise Price
<b>Balance, December 31, 2018</b>	-	\$	-
Granted broker warrants (i)	180,000		0.10
Granted to directors and officers (ii)	790,000		0.10
<b>Balance, December 31, 2019</b>	970,000	\$	0.10
<b>Balance, June 30, 2020</b>	970,000	\$	0.10

(i) On January 11, 2019, the Corporation granted 180,000 warrants to the Agent, which are exercisable within two years from the date of grant at an exercise price of \$0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: current share price of \$0.10, risk-free interest rate of 1.62%, expected volatility of 100% and an expected life of two years. The value attributed to these options was \$9,509.

(ii) On January 11, 2019, the Corporation granted 790,000 options to directors and officers, which are exercisable within ten years from the date of grant at an exercise price of \$0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: current share price of \$0.10, risk-free interest rate of 1.62%, expected volatility of 100% and an expected life of ten years. The value attributed to these options was \$70,713.

## 4. CAPITAL MANAGEMENT OBJECTIVE AND POLICIES

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

# Antera Ventures I Corp.

Notes to Interim Financial Statements  
(a Capital Pool Corporation)  
(in Canadian Dollars)  
For the Period from January 1, 2020 to June 30, 2020

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## 5. FINANCIAL INSTRUMENTS

### *Fair Values*

At June 30, 2020, the Corporation's financial instruments consist of cash, accounts payable and accrued liabilities. The fair values of these financial instruments approximates carrying value due to the relatively short-term maturity of the instruments.

### *Credit Risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. To minimize the credit risk the Corporation places these instruments with a high credit quality financial institution.

### *Interest Rate Risk*

The Corporation is not exposed to any significant interest rate risk.

### *Liquidity Risk*

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the corporation's liabilities. The \$7,056 of accrued liabilities are due within one year.

## 6. RELATED PARTY TRANSACTIONS

During the six month period ended June 30, 2020, legal fees totaling \$1,800 were incurred from a firm of which a director of the Company is counsel. The full amount of these fees have been included in accrued liabilities as at the June 30, 2020 period end.

During the period ended June 30, 2020, no cash compensation has been paid to key management personnel.

## 7. SUBSEQUENT EVENTS

As previously reported, on July 27, 2020, the Company entered into a letter of intent (the "LOI") with Wishpond Technologies Ltd. ("Wishpond"), a provider of marketing focused online business solutions (the "Transaction"). The LOI outlines the principal terms and conditions for the Transaction, which will result in a reverse takeover of Antera Ventures I Corp. by Wishpond and its shareholders. In connection with the announcement of the LOI, which is deemed an Agreement in Principle for the Qualifying Transaction, trading in the common shares of the Company has been halted pursuant to the policies of the Exchange. Trading will remain halted until, among other things, the Company completes certain regulatory filings in connection with the Qualifying Transaction with the Exchange and the Exchange has completed certain matters it considers necessary or advisable. The Transaction is subject to satisfactory due diligence and the completion of a formal agreement which will be subject to a number of conditions precedent. Further details of the LOI are available in the news release dated July 27, 2020 which is available on [www.sedar.com](http://www.sedar.com) under the Company's profile.

**SCHEDULE "D"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE ISSUER FOR THE SIX MONTHS  
ENDED JUNE 30, 2020**

**Antera Ventures I Corp.**  
(A Capital Pool Company)

**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*  
*(in Canadian Dollars)*

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**Dated: August 28, 2020**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Antera Ventures I Corp. (the "Corporation") was prepared by management of the Corporation for the period from January 1, 2020 to June 30, 2020 and should be read in conjunction with the Corporation's unaudited interim financial statements for the period from January 1, 2020 to June 30, 2020 (the "Financial Statements") and the Company's audited consolidated financial statements for the year ended December 31, 2019 together with the notes thereto.

The Interim Financial Statements have been prepared by management and have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Corporation's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Corporation's certifying officers certify that the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the Corporation as the date of and for the periods presented in the interim filings.

The Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Corporation. The Board of Directors approves the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

### **Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Corporation's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Corporation's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: limited operating history; no history of earnings or payment of any dividends; unlikely to generate earnings or pay dividends in the immediate or foreseeable future; no current business operations; no current assets other than cash; ability to complete a qualifying transaction; ability to raise additional funds if required; potential dilution of shares as a result of potential qualifying transaction; reliance on management team; conflicts of interest among certain directors and officers of the Corporation; lack of liquidity for shareholders of the Corporation; and market risk. See "Risks and Uncertainties".

Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*  
*(in Canadian Dollars)*

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for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Corporation. These forward-looking statements are made as of the date of this MD&A and the Corporation assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Corporation's present and future business strategies and the environment in which the Corporation will operate in the future, including assumptions regarding business and operating strategies.

### **Description of the Business**

The Corporation was incorporated as Antera Ventures I Corp. under the *Canada Business Corporations Act* on June 20, 2018. The Corporation is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") corporate finance manual.

On January 11, 2019, the company completed its initial public offering of 2,000,000 common shares in the capital of the Company at \$0.10 per share for gross proceeds of \$200,000 pursuant to a prospectus dated December 14, 2018. The Corporation's shares began trading on the Exchange on January 15, 2019 under the symbol "ANTI.p".

The Corporation has no assets other than cash and prepaid expense and proposes to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt and, if required, shareholder's approval.

As a Capital Pool Company, the proceeds raised by the Corporation from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Corporation and \$210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval.

The registered office of the Corporation is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

On August 28, 2020, the Board of Directors approved the Interim Financial Statements for the period from January 1, 2020 to June 30, 2020.

### **Selected Financial Information**

The following selected financial data is derived from the Financial Statements of the Corporation prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards applicable to the preparation of interim Financial Statements, including IAS 34 and IFRS 1.

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
For the period from January 1, 2020 to June 30, 2020  
(in Canadian Dollars)

Selected Statement of Financial Position Data

	Three Months Ended (\$)				
	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Net working capital	687,858	704,241	713,734	732,661	754,617
Total current assets	694,914	714,929	756,993	761,511	779,533
Total current liabilities	7,056	10,688	43,260	28,850	24,916
Total shareholders' equity	687,858	704,241	713,734	732,661	754,617

Selected Statement of Operations Data

	Three Months Ended (\$)				
	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Expenses	16,382	9,493	(44,724)	21,957	9,143
Net income (loss) and comprehensive income (loss)	(16,382)	(9,493)	44,724	(21,957)	(9,143)
Basic and diluted income (loss) per share	(0.00)	(0.00)	0.01	(0.00)	(0.00)

Variations over the quarters are related to changes in professional fees and general corporate and administration costs.

**Discussion of Operations**

The Corporation does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition.

Three months ended June 30, 2020

During the quarter ended June 30, 2020, the Corporation recorded a net loss of \$16,382 consisting of \$11,297 of professional fees and \$5,085 of general and administrative fees.

Six months ended June 30, 2020

During the six-month period ended June 30, 2020, the Corporation recorded a net loss of \$25,875, consisting of \$15,705 of professional fees and \$10,170 of general and administrative fees.

**Additional Disclosure for Venture Corporations without Significant Revenue**

The following table sets forth a breakdown of material components of the general and administration costs of the Corporation for the six-month period ended June 30, 2020.

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*  
*(in Canadian Dollars)*

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	Six month period ended	
	June 30, 2020	June 30, 2019
Professional fees	15,705	85,497
Stock-based compensation	-	70,713
General and administrative	10,170	1,009
Bank fees	-	35
	25,875	157,254

### **Liquidity, Capital Resources, and Outlook**

As at June 30, 2020, the Corporation had net working capital of \$687,858. This included \$694,914 in cash and \$7,056 in accrued liabilities. Management believes that it has sufficient cash and cash equivalents to meet its ongoing obligations and its objective of completing a Qualifying Transaction. However, additional equity or debt financing may be required to complete a Qualifying Transaction. Except as described in the Corporation's final CPC prospectus dated December 14, 2018, the funds raised pursuant to the Corporation's initial public offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions. There can be no assurance that the Corporation will be able to obtain adequate financing to complete a Qualifying Transaction.

### **Financing Activities and Capital Expenditures**

During the quarter ended June 30, 2020, no financing activity took place.

### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements as at June 30, 2020.

### **Transactions with Related Parties**

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

During the six-month period ended June 30, 2020, legal fees totaling \$1,800 were incurred from a firm of which a director of the Company is counsel. The full amount of these fees has been included in accrued liabilities as at the June 30, 2020 period end.

There was no cash remuneration paid to key management personnel during the six-month period ended June 30, 2020.

### **Critical Accounting Estimates and Policies**

The Corporation's significant accounting policies and the adoption of new accounting policies are disclosed in note 2 of the Interim Financial Statements as at June 30, 2020.

### **Financial Instruments and Other Instruments**

The Corporation's financial instruments consist of cash, accounts payable and accrued liabilities. It is

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*  
*(in Canadian Dollars)*

management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

**Disclosure of Outstanding Share Data**

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Corporation:

	<b>Authorized</b>	<b>Outstanding</b>
Voting or equity securities issued and outstanding	Unlimited Common Shares	12,391,255 Common Shares
Securities convertible or exercisable into voting or equity securities – stock options	Directors' and officers' stock options to acquire up to 10% of the outstanding Common Shares	Directors' and officers' stock options to acquire up to 790,000 Common Shares at \$0.10 per share
	Agent's options to acquire up to 9% of the Common Shares sold in connection with the initial public offering	Agent's options to acquire up to 180,000 Common Shares at \$0.10 per share
Securities convertible or exercisable into voting or equity securities – stock options	(as above)	(as above)

**Risks and Uncertainties**

The Corporation has a limited history of existence. There can be no assurance that a Qualifying Transaction will be completed. Equity or debt financing may be required to complete a Qualifying Transaction. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. The securities of the Corporation should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

- (a) until completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (b) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions;
- (c) there can be no assurance that the Corporation will be able to successfully complete a proposed Qualifying Transaction;
- (d) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares;
- (e) trading in the common shares may be halted at any time and may remain halted for an indefinite period of time in connection with a proposed Qualifying Transaction; and
- (f) trading in the common shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required.

**Antera Ventures I Corp.**  
**Management's Discussion and Analysis**  
*For the period from January 1, 2020 to June 30, 2020*  
*(in Canadian Dollars)*

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The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

**Disclosure Controls and Procedures**

Management has designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Corporation is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Corporation, in an accurate and timely manner in order for the Corporation to comply with its continuous disclosure and financial reporting obligations and in order to safeguard assets.

**Other Information**

Additional information about the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com)

**SCHEDULE "E"**

**AUDITED FINANCIAL STATEMENTS OF OLD WISHPOND FOR THE FINANCIAL YEARS  
ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018**

Wishpond Technologies Ltd.  
Annual Financial Statements

For the Periods Ended  
June 30, 2020 (unaudited)  
December 31, 2019 (audited)  
December 31, 2018 (unaudited)

Expressed in Canadian Dollars



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BDO Canada LLP  
600 Cathedral Place  
925 West Georgia Street  
Vancouver BC V6C 3L2 Canada

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## Independent Auditor's Report

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To the Directors of Wishpond Technologies Ltd.

### Opinion

We have audited the financial statements of Wishpond Technologies Ltd. ("the Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of loss and comprehensive loss, changes in shareholder's equity (deficiency) and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$428,298 during the year ended December 31, 2019 and, as of that date, the Company's current liabilities exceeded its current assets by \$5,833,491. As stated in Note 1, these events indicate that material uncertainties exist that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Matter - Comparative Information

The comparative information as at December 31, 2018 and June 30, 2020 and for the year ended December 31, 2018 and the six month periods ended June 30, 2020 and 2019 is unaudited. Accordingly, we do not express an opinion on these periods.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

BDO Canada LLP  
Chartered Professional Accountants  
October 8, 2020

Wishpond Technologies Ltd.  
 Statements of Loss and Comprehensive Loss  
 (Expressed in Canadian Dollars)

	For the six months ended June 30, 2020 (Unaudited) \$	For the twelve months ended December 31, 2019 (Audited) \$	For the six months ended June 30, 2019 (Unaudited) \$	For the twelve months ended December 31, 2018 (Unaudited) \$
Revenue	3,488,014	6,050,303	2,894,838	4,307,770
Cost of sales	1,276,737	2,149,006	977,493	1,406,001
Gross profit	2,211,277	3,901,297	1,917,345	2,901,769
Operating expenses:				
Salaries, wages, and employee benefits	810,823	1,588,870	818,734	1,364,198
Sales and marketing	479,834	706,696	363,278	641,861
Subcontractor expenses	311,266	640,270	325,972	365,169
Depreciation and amortization	191,023	387,603	190,236	368,799
Software and subscriptions	178,307	304,916	148,519	318,061
Office and general	168,219	340,932	169,073	312,327
Stock based compensation (Note 10)	59,483	93,544	51,644	70,580
Professional fees	54,653	74,648	15,523	12,590
Property tax	45,438	86,592	43,296	93,408
Meals and entertainment	7,939	54,896	27,221	68,925
Total operating expenses	2,306,985	4,278,967	2,153,496	3,615,918
Loss before undernoted items	(95,708)	(377,670)	(236,151)	(714,149)
Foreign currency losses (gains)	2,258	(18,814)	3,192	83,444
Interest expense	14,655	43,097	26,648	64,808
Other expenses	53,929	26,345	9,378	164,214
Loss before income taxes	(166,550)	(428,298)	(275,369)	(1,026,615)
Income tax expense (recovery) (Note 9)	-	-	-	-
Net loss and comprehensive loss for the period	(166,550)	(428,298)	(275,369)	(1,026,615)
Weighted average number of common shares outstanding				
Basic and diluted	8,040,000	8,010,411	8,000,000	8,000,000
Loss Per Share – Basic and diluted	(0.02)	(0.05)	(0.03)	(0.13)

The accompanying notes are an integral part of these financial statements

Wishpond Technologies Ltd.  
Statements of Financial Position  
(Expressed in Canadian Dollars)

	As at June 30, 2020 (unaudited) \$	As at December 31, 2019 (audited) \$	As at December 31, 2018 (unaudited) \$
<b>Assets</b>			
<b>Current</b>			
Cash	848,144	269,536	148,270
Accounts and other receivables (Note 5)	101,678	164,289	175,129
Prepaid expenses	81,288	2,088	1,902
Investment tax credit recoverable (Note 9)	114,999	329,362	342,068
<b>Total current assets</b>	<b>1,146,109</b>	<b>765,275</b>	<b>667,369</b>
Property and equipment (Note 7)	386,126	515,613	780,168
Intangible assets (Note 8)	764,206	760,490	695,496
Other assets (Note 15)	64,462	64,462	61,392
<b>Total assets</b>	<b>2,360,903</b>	<b>2,105,840</b>	<b>2,204,425</b>
<b>Liabilities and shareholders' deficiency</b>			
<b>Liabilities</b>			
<b>Current</b>			
Accounts payable and accrued liabilities (Note 6)	475,628	344,598	160,509
Contract liability	1,628,422	1,278,106	1,256,432
Loan payable to employee (Note 11)	-	50,000	50,000
Current portion of lease liability (Note 15)	221,248	282,649	279,765
Due to shareholders (Note 11)	4,508,845	4,497,969	4,308,411
Other payables	149,695	145,444	81,178
<b>Total current liabilities</b>	<b>6,983,838</b>	<b>6,598,766</b>	<b>6,136,295</b>
Lease liability (Note 15)	261,989	267,041	524,104
Long-term debt (Note 12)	56,550	56,550	-
<b>Total liabilities</b>	<b>7,302,377</b>	<b>6,922,357</b>	<b>6,660,399</b>
<b>Shareholders' deficiency</b>			
Share capital (Note 10)	2,600	2,600	600
Deficit	(5,355,776)	(5,189,226)	(4,760,928)
Contributed surplus	411,702	370,109	304,354
<b>Total shareholders' deficiency</b>	<b>(4,941,474)</b>	<b>(4,816,517)</b>	<b>(4,455,974)</b>
<b>Total shareholders' deficiency and liabilities</b>	<b>2,360,903</b>	<b>2,105,840</b>	<b>2,204,425</b>

Nature of operations, and going concern (Note 1)  
Events after the reporting period (Note 17)

Approved by the Directors:

The accompanying notes are an integral part of these financial statements

Wishpond Technologies Ltd.  
 Statements of Changes in Shareholders' Deficiency  
 (Expressed in Canadian Dollars)

	Number of shares #	Share capital \$	Deficit \$	Contributed surplus \$	Total shareholders' deficiency \$
Balance at January 1, 2018 (unaudited)	8,000,000	600	(3,734,313)	257,614	(3,476,099)
Stock based compensation	-	-	-	70,580	70,580
Stock options repurchased	-	-	-	(23,840)	(23,840)
Net loss and comprehensive loss for the year	-	-	(1,026,615)	-	(1,026,615)
Balance at December 31, 2018 (unaudited)	8,000,000	600	(4,760,928)	304,354	(4,455,974)
Stock based compensation	-	-	-	93,544	93,544
Stock options exercised	40,000	2,000	-	-	2,000
Stock options repurchased	-	-	-	(27,789)	(27,789)
Net loss and comprehensive loss for the year	-	-	(428,298)	-	(428,298)
Balance at December 31, 2019	8,040,000	2,600	(5,189,226)	370,109	(4,816,517)
Stock based compensation	-	-	-	59,483	59,483
Stock options repurchased	-	-	-	(17,890)	(17,890)
Net loss and comprehensive loss for the period	-	-	(166,550)	-	(166,550)
Balance at June 30, 2020 (unaudited)	8,040,000	2,600	(5,355,776)	411,702	(4,941,474)

The accompanying notes are an integral part of these financial statements

Wishpond Technologies Ltd.  
Statements of Cash Flows  
(Expressed in Canadian Dollars)

	For the six months Ended June 30, 2020 (unaudited) \$	For the twelve months ended December 31, 2019 (audited) \$	For the six months Ended June 30, 2019 (unaudited) \$	For the twelve months ended December 31, 2018 (unaudited) \$
<b>Cash flows provided by (used in)</b>				
<b>Operating activities</b>				
Cash receipt from customers	3,802,134	5,923,325	2,774,582	4,374,687
Cash paid to vendors and employees	(3,210,419)	(5,834,719)	(2,964,480)	(4,758,013)
Cash paid for bank service fees	(10,063)	(12,204)	(7,559)	(8,303)
Proceeds from investment tax credits	329,363	342,068	342,068	322,274
Realised foreign currency gains (losses)	26,790	610	(3,279)	(9,435)
Net cash generated by operating activities	937,805	419,080	141,332	(78,790)
<b>Investing activities</b>				
Additions to intangible assets	(180,252)	(188,042)	(94,021)	(199,684)
Net cash used in investing activities	(180,252)	(188,042)	(94,021)	(199,684)
<b>Financing activities</b>				
Exercise and (repurchase) of employee stock options	(17,890)	(25,789)	7,920	(23,840)
Proceeds (repayment of) from shareholder loans	(17,975)	189,558	115,000	678,000
Interest	(14,320)	(42,638)	(26,648)	(64,808)
Proceeds from (repayment of) debt financing	(50,000)	56,550	-	500
Lease liability	(78,760)	(287,453)	(142,551)	(271,044)
Net cash provided by (used in) financing activities	(178,945)	(109,772)	(46,279)	318,808
Net increase in cash	578,608	121,266	1,032	40,334
Cash - beginning of period	269,536	148,270	148,270	107,936
Cash - end of period	848,144	269,536	149,302	148,270

The accompanying notes are an integral part of these financial statements

## 1. Nature of operations, going concern

Wishpond Technologies Ltd. ("Wishpond" or "the Company") was incorporated under the Business Corporations Act of British Columbia on February 21, 2007. Effective May 29, 2009, the Company's principal business is the provision of technological digital marketing solutions for businesses. The Company is currently privately held, however, subsequent to December 31, 2019, the Company entered into a binding merger agreement to enter into a reverse take-over ("RTO") transaction with a Capital Pool Company ("CPC") in order to effect a public listing on the Toronto Venture Exchange. Refer to Note 17 for further information on the proposed RTO transaction.

The Company's head office is located at Suite 1000 - 1500 West Georgia St., Vancouver, BC, V6G 2Z6.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future. As at December 31, 2019, the Company had not yet achieved profitable operations, had an accumulated deficit since inception of \$5,189,226, had a negative net working capital balance of \$5,833,491, and expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Moreover, as at June 30, 2020, the Company had not yet achieved profitable operations, had an accumulated deficit since inception of \$5,355,776 and a negative net working capital balance of \$5,837,729.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to develop and/or acquire business projects and to meet its ongoing levels of corporate overhead and discharge its liabilities as they fall due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Realization values may be substantially different from carrying values as shown in these financial statements. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's Board of Directors approved these financial statements on October 8, 2020.

## 2. Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

### 3. Significant accounting policies

The significant accounting policies used in the preparation of these financial statements are described below.

#### a) Basis of measurement

These financial statements have been prepared under the historical cost convention, except for certain financial instruments which are measured at fair value.

#### b) Foreign currency translation

##### Functional and presentation currency:

The functional currency of Wishpond is the Canadian Dollar. The determination of functional currency is based on the primary economic environment in which the entity operates.

Wishpond's financial statements are presented in Canadian dollars.

##### Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions (or using the average rate for the period when this is a reasonable approximation). Foreign exchange gains and losses resulting from the translation or settlement of monetary assets and liabilities denominated in currencies other than an entity's functional currency are recognised in the statements of loss and comprehensive loss.

#### c) Cash

Cash in the statements of financial position and statements of cash flows comprises cash in banks.

#### d) Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of a financial instrument. The Company is required to initially recognise all of its financial assets and liabilities, including derivatives and embedded derivatives in certain contracts, at fair value.

Subsequent to initial recognition, the Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management choices and intentions related thereto for the purpose of ongoing measurements.

##### Measurement of financial instruments:

#### i) Financial instruments at amortized cost:

Financial instruments are recorded at amortized cost when held with the objective of collecting (or paying) contractual cash flows and those cash flows represent solely payments of principal and interest and are not designated as FVTPL.

These instruments are measured at amortized cost subsequent to initial recognition using the effective interest method. This method uses an effective interest rate that discounts estimated future cash receipts (or payments) through the expected life of the financial instrument, if any. Interest income (and expense) and impairment losses are recognized through profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

ii) Financial assets at FVTPL:

All other financial instruments are measured at FVTPL.

The Company, at initial recognition, may irrevocably designate a financial instrument as measured at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different basis.

Derivative financial instruments are measured at fair value subsequent to initial recognition at the end of each reporting period, with any fair value gains or losses recognized in profit or loss.

Classification of financial instruments:

The Company's financial assets and liabilities are classified and measured as follows:

Cash	Amortised cost
Accounts receivable	Amortised cost
Accounts payable and accrued liabilities	Amortised cost
Bank indebtedness	Amortised cost
Lease liability	Amortised cost
Loan payable to employees	Amortised cost
Long-term debt	Amortised cost
Due to shareholders	Amortised cost
Foreign exchange forward contracts	FVTPL

Fair value hierarchy:

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. IFRS establishes a fair value hierarchy based on the level of independent and objective evidence surrounding the inputs used to measure fair value.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

- **Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- **Level 3** - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

Impairment:

With respect to financial assets measured at amortised cost, the Company assesses whether there are any indications of impairment. When there is an indication of impairment, and if the Company determines that during the period there was a significant adverse change in the expected timing or amount of future cash flows from a financial asset, they will then recognise a reduction as an impairment loss in the statements of loss and comprehensive loss. The reversal of a previously recognised impairment loss on a financial asset measured at amortised cost is recognised in the statements of loss and comprehensive loss in the period the reversal occurs.

Under IFRS 9, the loss allowance for trade receivables must be calculated using the expected lifetime credit loss and recorded at the time of initial recognition. There is no significant effect on the carrying value of the Company's financial instruments under IFRS 9 related to this requirement.

Derecognition:

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or if the Company transfers the financial asset to another party without retaining control or substantially all the risks and rewards of ownership of the financial asset. A financial liability is derecognised when its contractual obligations are discharged, cancelled or expire.

e) Stock-based compensation

The Company has an incentive share option plan as described in Note 10. The fair value of share options is measured at the grant date and each tranche is recognised on a graded vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model ("BSM") taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that are expected to vest.

The BSM requires management to estimate the expected volatility and term of the equity instrument, the price of a Wishpond common share, the risk-free rate of return over the term, expected dividends, and the number of equity instruments expected to ultimately vest. In estimating expected volatility, the Company considers the historical share price volatility of similar publicly listed entities. The share price of Wishpond was determined utilising a market multiple approach, utilising the best information available at the time of calculating the FV of the grant.

The fair value of share options is charged to loss and comprehensive loss with a corresponding increase in contributed surplus within equity. Previously recognised expenses are not subsequently reversed for options that vest but are not exercised. If, and when, share options are ultimately exercised, the applicable amount of contributed surplus is transferred to share capital.

#### f) Revenue recognition

Revenue represents the amount the Company expects to receive for services in its contracts with customers, net of discounts and sales taxes.

The core principle of IFRS 15 Revenue from Contracts with Customers ("IFRS 15") is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

IFRS 15 provides a principles-based five step model for revenue recognition to be applied to all customer contracts. The five steps are:

- Identify the contract with a customer;
- Identify the performance obligation in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise the revenue when (or as) the entity satisfies a performance obligation.

Revenues generated by the Company include the following:

(i) Software subscription revenues: subscription agreements provide customers the right to use Wishpond's suite of cloud-based marketing software. Pricing is based on a tiered system driven by features accessed and the number of leads generated. Customers have the option to subscribe on a monthly or annual basis. Software subscription revenues are recognised over the term of the related contracts.

(ii) Marketing subscription revenues: customised professional marketing services are offered to customers on a subscription basis. Services typically include landing page design, contest campaigns, ad campaigns, and SEO services, among others. The majority of marketing contracts are annual with a monthly billing cycle. Marketing subscription revenues are recognised over the term of the related contracts, which is akin to when the performance obligations are delivered.

Incremental costs of obtaining a contract include sales commissions. Given that the Company's contracts have terms of twelve (12) months or less, Wishpond employs the practical expedient which allows for expensing the sales commission costs as incurred.

#### g) Contract liability

Contract liability consists of cash received in advance of the Company providing the subscribed services and is recognised in income over the estimated life of the subscription agreement.

#### h) Income taxes

The income tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statements of loss and comprehensive loss, except to the extent it relates to items recognised in other comprehensive loss or directly in equity. In this case, the tax is recognised in other comprehensive income or loss, or equity, respectively.

Current tax is the expected tax payable on the taxable income for the period using tax rates enacted or substantively enacted, at the end of the period, and any adjustments to tax payable in respect to previous periods.

Deferred taxes are calculated using the asset and liability method on temporary differences between the carrying amount of assets and liabilities and their related tax bases. Deferred income taxes are measured using substantively enacted tax rates that will be in effect when the amounts are expected to be settled. Deferred tax assets are only recognizable to the extent it is probable that they will be utilised against future taxable income.

The assessment of probability of future taxable income in which deferred tax assets can be utilised is based on the Company's latest approved forecast, which is adjusted for significant non-taxable income and expenses. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, the deferred tax asset is generally recognised to the extent it is recoverable.

Deferred tax assets and liabilities are only offset when the Company has the right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets and liabilities are recognised as a component of income or expense in net earnings or loss, except where they relate to items that are recognised in other comprehensive income or loss, or equity.

#### i) Share capital

Common shares are classified as equity. Costs directly attributable to the issuance of shares are recognised as a deduction from equity. Share issuance costs consist of legal and other costs relating to raising capital.

#### j) Research and development

The Company is engaged in research and development activities. Research costs are expensed as incurred.

Development costs are expensed, unless all of the following can be demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- The ability to measure reliably the expenditures attributable to the intangible asset during its development.

Development costs that meet the above criteria are capitalised at cost as deferred development costs. Deferred development costs have finite useful lives and are carried at cost less accumulated amortization and accumulated impairment losses. The deferred development costs are amortised on a straight-line basis over the estimated useful life of 10 years.

#### k) Research tax credits

The Company is entitled to certain Canadian federal and provincial tax incentives for qualified scientific research and experimental development. These investment tax credits are recorded as a reduction in the related expenditures when there is reasonable assurance that such credits will be realised. Investment tax credits that are related to capitalised expenditures such as deferred development costs are recognized in the statement of financial position as a reduction to the asset that the tax credit relates.

#### l) Leases

Wishpond assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Wishpond applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Wishpond recognises lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### *i) Right-of-use assets:*

Wishpond recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. For Wishpond's right-of-use office lease, this period is approximately 4 years.

The right-of-use assets are also subject to impairment assessments.

##### *ii) Lease liabilities:*

At the commencement date of the lease, Wishpond recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, Wishpond uses its incremental borrowing rate at the commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### m) Impairment

The Company's tangible and intangible assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognised when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognised in the statements of loss and comprehensive loss for the period.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

#### n) Loss per share

Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted income per share is computed similar to basic income (loss) per share, except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. However, diluted loss per share does not include the increase to weighted average shares, as the effect of including additional shares would be anti-dilutive.

#### 4. Critical accounting estimates and judgments

The Company makes estimates and assumptions concerning its financial future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are addressed below:

##### *Stock-based compensation*

Management determines costs for share-based payments using market-based valuation techniques. The fair value of stock option awards is determined at the date of the grant using generally accepted valuation techniques. Assumptions are made and judgements are used in applying valuation techniques. These assumptions and judgements include estimating the future volatility of the stock price, expected dividend yield, forfeiture rates, and the fair value of the Company's common shares.

*Determination of functional currency*

In determining its functional currency, the Company considers factors related to its primary economic environment. These include the currency which mainly influences the Company's sales prices for goods and services, the country whose competitive forces and regulations mainly determine sale prices of its services, and the currency which mainly influences costs related to providing its services. The Company also considers secondary factors including the currency in which funds from financing activities are generated, and the currency in which operating activities are usually retained.

*Going concern*

The Company has historically incurred losses and the Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstance

*Investment tax credits recoverable*

The Company accrues for investment tax credits expected to be recovered. This requires management's judgement and analysis on past claims, and the eligibility of current development costs as valid SR&ED expenditures.

*Estimated useful lives of intangible assets*

The estimated useful lives of intangible assets are based on management's intentions, historical experience, internal plans and other factors as determined by management. The useful lives are reviewed on an annual basis and any revisions to the useful lives are accounted for prospectively.

## 5. Accounts and other receivables

	June 30, 2020 (unaudited)	December 31, 2019 (audited)	December 31, 2018 (unaudited)
	\$	\$	\$
Accounts receivable	74,574	164,289	175,129
Other receivables	27,104	-	-
Accounts and other receivables	101,678	164,289	175,129

## 6. Accounts payable and accrued liabilities

	June 30, 2020 (unaudited)	December 31, 2019 (audited)	December 31, 2018 (unaudited)
	\$	\$	\$
Trade	243,871	209,734	99,050
Sales Tax Payable	231,757	134,864	61,459
Accounts payable and accrued liabilities	475,628	344,598	160,509

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)

and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

7. Property and equipment

	Computer equipment \$	Furniture and fixtures \$	Right-of-use assets \$	Total \$
<b>Cost</b>				
As at January 1, 2018 (unaudited)	68,907	35,899	1,287,107	1,391,913
As at December 31, 2018 (unaudited)	68,907	35,899	1,287,107	1,391,913
As at December 31, 2019	68,907	35,899	1,287,107	1,391,913
As at June 30, 2020 (unaudited)	68,907	35,899	1,287,107	1,391,913
<b>Depreciation</b>				
Balance at January 1, 2018 (unaudited)	65,416	24,353	257,421	347,190
Depreciation charge for the year	1,358	5,773	257,424	264,555
As at December 31, 2018 (unaudited)	66,774	30,126	514,845	611,745
Depreciation charge for the year	1,358	5,773	257,424	264,555
As at December 31, 2019 (audited)	68,132	35,899	772,269	876,300
Depreciation charge for the year	775	-	128,712	129,487
As at June 30, 2020 (unaudited)	68,907	35,899	900,981	1,005,012
<b>Net Book Value</b>				
As at December 31, 2018 (unaudited)	2,133	5,773	772,262	780,168
As at December 31, 2019	775	-	514,838	515,613
As at June 30, 2020 (unaudited)	-	-	386,126	386,126

Wishpond Technologies Inc.  
Notes to Financial Statements  
For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)  
and December 31, 2018 (unaudited)  
(Expressed in Canadian Dollars)

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8. Intangible assets

	Deferred development costs	\$
<b>Cost</b>		
Balance at January 1, 2018 (unaudited)	842,755	
Additions (unaudited)	199,684	
Balance at December 31, 2018 (unaudited)	1,042,439	
Additions (audited)	188,042	
Balance at December 31, 2019	1,230,481	
Additions	65,252	
Balance at June 30, 2020 (unaudited)	1,295,733	
<b>Amortization</b>		
Balance at January 1, 2018 (unaudited)	242,699	
Amortization charge for the year	104,244	
As at December 31, 2018 (unaudited)	346,943	
Amortization charge for the year	123,048	
As at December 31, 2019	469,991	
Amortization charge for the period	61,536	
As at June 30, 2020 (unaudited)	531,527	
<b>Net Book Value</b>		
As at January 1, 2018 (unaudited)	600,056	
As at December 31, 2018 (unaudited)	695,496	
As at December 31, 2019	760,490	
As at June 30, 2020 (unaudited)	764,206	

Additions to deferred development costs are net of investment tax credits.

## 9. Income tax

The tax expense differs from the theoretical amount that would arise using the tax rate applicable to profits of the Company for the years ended December 31, 2019 and December 31, 2018 are as follows:

	December 31, 2019 (audited) \$	December 31, 2018 (unaudited) \$
Loss for the period before income tax recovery	(428,298)	(1,026,615)
Average statutory rate	27%	27%
Recovery of income taxes based on statutory rates	(115,640)	(277,186)
Increase in income taxes recoverable resulting from:		
Permanent differences	32,803	28,410
Change in non-recognized deferred tax assets	82,837	248,776
Income tax recovery	-	-

Deferred income tax assets are recorded to the extent that the realization of the related tax benefit is probable based on estimated future earnings. Deferred income tax assets have not been recognized with respect to the following deductible temporary differences:

	December 31, 2019 (audited) \$	December 31, 2018 (unaudited) \$
Deferred tax assets		
Losses carried forward	3,053,212	3,093,786
Total unrecognized temporary deductible differences	3,053,212	3,093,786

The Company has non-capital losses of approximately \$3.053 million (2018 - \$3.093 million) which are available to reduce future year's taxable income. The non-capital losses will commence to expire in 2030 if not utilized.

The significant components of the Company's deferred income tax asset/(liabilities) are comprised of the following:

	As of December 31, 2018 \$	Recovery/(expense) through earnings \$	As of December 31, 2019 \$
Property and equipment	43,444	1,925	45,369
Intangible assets	(187,784)	(17,548)	(205,332)
Other	8,534	876	9,410
Non-capital losses	213,648	11,923	225,571
Income tax credits	(77,842)	2,824	(75,018)
Total	-	-	-

## 10. Share capital

## a) Authorised

Unlimited common shares without par value.

Class BB common non-voting shares are also authorised for issuance under the employee stock option plan. The maximum aggregate number of Class BB non-voting shares that may be reserved for issuance under the employee stock option plan is that number of non-voting shares as is equal to 25% of all the issued and outstanding shares of all classes of shares of the Company including:

- (i) any additional shares of the Company which may be issued; and
- (ii) any shares of the Company into which shares, options or other securities may be converted, exchanged, reclassified, redesigned, subdivided, consolidated or otherwise changed at any time.

## b) Issued Common Shares

As at June 30, 2020, the issued share capital comprises 8,040,000 (unaudited) (December 31, 2019 - 8,040,000; December 31, 2018 - 8,000,000(unaudited)).

## c) Options to purchase class BB non-voting shares

The Company has a stock option plan ("the Plan") which authorises the Board of Directors to grant incentive stock options to directors, officers, employees and consultants. At the grant date, the vesting provisions, term, exercise price and other terms and conditions of grants of options are determined by the Board.

## d) Movement in share options

The changes in share options during the 12 months ended December 31, 2019 and 12 months ended December 31, 2018 were as follows:

	December 31, 2019		December 31, 2018 (unaudited)	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Balance outstanding, beginning of year	1,708,000	0.16	1,524,000	0.07
Options granted	74,000	0.39	244,000	0.81
Exercised	(40,000)	0.05	-	-
Forfeited/Expired	(96,000)	0.28	(44,000)	0.09
Repurchased	(8,000)	0.01	(16,000)	0.01
Balance outstanding, end of year	1,638,000	0.17	1,708,000	0.16

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited) and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

During the 12 months ended December 31, 2019, the Company recognised \$93,544 of stock-based compensation expense through the statement of loss. During the 12 months ended December 31, 2018, the Company recognised \$70,580 of stock-based compensation expense through the statement of loss (unaudited).

	June 30, 2020 (unaudited)	
	Number of options	Weighted average exercise price \$
Balance outstanding, beginning of year	1,638,000	0.17
Options granted	61,000	0.27
Forfeited/Expired	(13,000)	1.32
Repurchased	(3,000)	0.36
<u>Balance outstanding, end of period</u>	<u>1,683,000</u>	<u>0.16</u>

During the 6 months ended June 30, 2020, the Company recognised \$59,483 of stock-based compensation expense through the statement of loss (unaudited). During the 6 months ended June 30, 2019, the Company recognised \$51,644 of stock-based compensation expense through the statement of loss (unaudited).

e) Fair value of share options granted

During the 6 months ended June 30, 2020, the Company granted the following options (unaudited):

Grant date	Number of options granted	Exercise price	Vesting period (in years)	Expiry date
January 6, 2020	35,000	\$0.01	1.0	January 6, 2025
June 15, 2020	16,000	\$0.05	5.0	June 15, 2025
June 22, 2020	10,000	\$1.55	5.0	June 22, 2025

During the 12 months ended December 31, 2019, the Company granted the following options:

Grant date	Number of options granted	Exercise price	Vesting period (in years)	Expiry date
May 7, 2019	10,000	\$1.54	5.0	May 7, 2024
April 2, 2019	24,000	\$0.05	0.5	April 2, 2024
April 2, 2019	12,000	\$0.72	0.0	April 2, 2024
July 9, 2019	8,000	\$0.72	0.0	July 9, 2023
August 1, 2019	4,000	\$0.72	0.0	August 1, 2024
September 1, 2019	16,000	\$0.05	0.0	September 1, 2024

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)

and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

During the 12 months ended December 31, 2018, the Company granted the following options (unaudited):

Grant Date	Number of Options granted	Exercise price	Vesting Period (in years)	Expiry Date
February 2, 2018	64,000	\$1.54	5.0	February 2, 2023
February 2, 2018	16,000	\$0.05	5.0	February 2, 2023
April 1, 2018	40,000	\$1.54	5.0	April 1, 2023
August 24, 2018	24,000	\$0.05	0.0	August 24, 2022
September 1, 2018	8,000	\$0.42	0.0	September 1, 2023
November 20, 2018	40,000	\$0.25	5.0	November 20, 2023
December 1, 2018	40,000	\$0.10	5.0	December 1, 2023
July 1, 2018	12,000	\$0.05	0.0	July 1, 2023

The fair value of each option granted for the six months ended June 30, 2020 was estimated at the time of grant using the BSM with the following range of significant inputs (unaudited):

	Low	High
Exercise price	\$1.55	\$0.01
Share price	\$1.44	\$1.44
Risk-free interest rate	0.30%	0.30%
Expected term	5 years	5 years
Volatility	60%	60%
Expected dividend	\$0	\$0
Grant date fair value	\$0.70	\$1.43

The fair value of each option granted for the twelve months ended December 31, 2019 was estimated at the time of grant using the BSM with the following significant inputs:

	Low	High
Exercise price	\$1.54	\$0.05
Share price	\$1.15	\$1.31
Risk-free interest rate	1.56%	1.23%
Expected term	5	5
Volatility	68%	62%
Expected dividend	\$0	\$0
Grant date fair value	\$0.58	\$1.26

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited) and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

The fair value of each option granted for the twelve months ended December 31, 2018 was estimated at the time of grant using the BSM with the following significant inputs (unaudited):

	Low	High
Exercise price	\$1.54	\$0.05
Share price	\$0.38	\$0.84
Risk-free interest rate	2.03%	2.02%
Expected term	5	5
Volatility	70%	68%
Expected dividend	\$0	\$0
Grant date fair value	\$0.11	\$0.80

f) Share options outstanding at the end of the period

The following table summarises information concerning outstanding and exercisable options of the Company:

Period ended	Options outstanding	Options exercisable	Weighted average exercise price	Avg. exercise price of vested options	Avg. remaining contractual length (years)
June 30, 2020 (unaudited)	1,683,000	1,508,672	\$0.16	\$0.10	1.59
Dec 31, 2019	1,638,000	1,491,384	\$0.17	\$0.10	1.99
Dec 31, 2018 (unaudited)	1,708,000	1,499,386	\$0.16	\$0.08	2.70

## 11. Related party transactions

Key management compensation

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

	For the six months ended June 30, 2020 (unaudited)	For the twelve months ended December 31, 2019 (audited)	For the six months ended June 30, 2019 (unaudited)	For the twelve months ended December 31, 2018 (unaudited)
	\$	\$	\$	\$
Salaries, wages, benefits	406,793	645,631	287,186	403,276
Stock-based compensation expense	35,040	57,422	18,168	66,731
	441,833	703,053	305,354	470,007

In November 2017, Wishpond received a loan from an officer of the Company in the amount of \$50,000. The amount due was unsecured, bearing interest at 5.5% per year, and had no specified repayment terms. The loan was settled in full in January 2020.

As at June 30, 2020, a total of \$4,508,845 (unaudited) in loans payable is due to a shareholder (December 31 2019 - \$4,497,969; December 31, 2018 - \$4,308,411 (unaudited)). Included in the loans payable to a shareholder is a loan in the amount of \$450,800 USD (December 31, 2019 - \$450,800 USD, December 31, 2018 - \$450,800 USD). The loans due to the shareholder are non-interest bearing, unsecured and have no specified repayment terms.

The transaction amount of the shareholder loan approximates its carrying amount due to the lack of interest and repayment terms associated with the loan. Refer to Note 17 - Subsequent events, for details on Wishpond's agreement to convert the shareholder loan to common shares upon completion of the RTO transaction.

## 12. Debt

Short-term debt:

As of December 31, 2019, the Company has a credit facility with a major Canadian bank in the amount of \$100,000. The interest rate on the credit facility is based on RBP + 3.01% per annum with the interest payable monthly. Moreover, in April 2020, the Company obtained an additional credit facility from the same Canadian bank in the amount of \$500,000 with interest of RBP + 2.53% per annum. The aggregate of both credit facilities cannot exceed the total of \$500,000 at any time. As of December 31, 2019 and June 30, 2020, both credit facilities remained undrawn and were fully available to the Company.

#### Long-term debt:

On December 2, 2019, Wishpond entered into a loan with the Business Development Bank of Canada ("BDC") for \$56,550. As at December 31, 2019 and June 30, 2020 a total of \$56,550 is due to BDC. The loan is unsecured and subject to a floating interest base rate plus a variance of 1.00% per year. The interest is calculated monthly from the date of disbursement. The repayment of the principal is to be done in one (1) initial installment of \$1,040 and 59 monthly installments of \$940. In addition, interest is payable monthly. The balance of the loan in principal and interest including all other amounts owing, shall become due and payable on October 31, 2025.

### 13. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure which optimises the costs of capital under acceptable risks. In the management of capital, the Company includes the components of shareholders' equity and shareholder loans.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may attempt to: issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and investments. The Company is not subject to any externally imposed capital requirements. Historically, the Company has not paid dividends.

### 14. Financial Instruments

#### a. Classification of financial instruments

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, lease liability, long-term debt, loan payable to employees, and amounts due to shareholders. The recorded values of all of Wishpond's financial instruments, with the exception of the long-term debt, approximate their current fair values because of their short-term nature.

The fair value of the long-term debt due to BDC approximates its carrying value due to its market rate of interest.

The amount due to shareholders is non-interest bearing, unsecured and has no specified repayment terms.

#### b. Risk management

##### 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 credit risks relate to its cash and accounts receivable. The Company's cash is deposited with a Canadian chartered bank and as a result management believes the risk of loss on this item to be remote. Management believes that the credit risk on its accounts receivable is limited as the amounts are expected to be collected in the Company's next operating cycle.

Wishpond Technologies Inc.  
Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)  
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Furthermore, the Company does not typically extend credit to its customers and customers are required to remit payment when invoices are provisioned. Furthermore, customers are required to provide a pre-authorized method of payment upon entering into a service contract. If the customer fails to remit payment for a period exceeding 14 days, the Company puts services on hold until payment is received. As a result, the Company's historical bad debt is negligible.

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's management believes its existing working capital coupled with the cash that will be generated from its operations coupled with additional financing activities will enable the Company to meet its financial obligations. Furthermore, the Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

As at June 30, 2020, the maturity analysis of financial liabilities represented the following (unaudited):

	< 1 Year	2 to 3 Years	4 to 5 Years	> 5 Years	Total
	\$	\$	\$	\$	\$
A/P and accrued liabilities	475,628	-	-	-	475,628
Lease liability	221,248	261,989			483,237
Bank indebtedness	8,311	-	-	-	8,311
Due to BDC	7,670	22,560	22,560	3,760	56,550
Amounts due to shareholders	4,508,845	-	-	-	4,508,845
<b>Total</b>	<b>5,221,702</b>	<b>284,549</b>	<b>22,560</b>	<b>3,760</b>	<b>5,532,571</b>

As at December 31, 2019, the maturity analysis of financial liabilities represented the following (audited):

	< 1 Year	2 to 3 Years	4 to 5 Years	> 5 Years	Total
	\$	\$	\$	\$	\$
A/P and accrued liabilities	344,598	-	-	-	344,598
Lease liability	282,649	267,041			549,690
Bank indebtedness	72,098	-	-	-	72,098
Due to BDC	2,030	22,560	22,560	9,400	56,550
Loan payable to employee	50,000	-	-	-	50,000
Amounts due to shareholders	4,497,969	-	-	-	4,497,969
<b>Total</b>	<b>5,249,344</b>	<b>289,601</b>	<b>22,560</b>	<b>9,400</b>	<b>5,570,905</b>

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 has cash and interest-bearing debt. Interest rate risk arises from interest received on cash and interest on debt, which is based on the BDC's floating base rate. The Company's interest rate risk is considered to be low.

Foreign currency risk

The Company's functional currency is the Canadian Dollar. As a significant portion of the Company's sales are to customers located in the United States and are thus incurred in US Dollars, the Company's exposure to foreign currency risk is moderate.

The following table provides a summary of the Company's exposure to the United States Dollar, expressed in Canadian Dollars:

As at June 30, 2020, financial instruments were converted at a rate of US\$1.00 to CAD\$1.3585. Balances denominated in foreign currencies as at June 30, 2020 were as follows (unaudited):

	In USD Converted to	
	CAD	
	\$	\$
Cash	507,722	689,726
Accounts and other receivables	70,356	95,577
Accounts payable and accrued liabilities	60,351	81,985
Due to shareholder	450,800	612,398
Bank indebtedness/borrowing	1,453	1,947

Based on the Company's foreign currency exposure noted above, a 5% appreciation of the USD would have a negative impact on profit of CAD\$70,367 as at June 30, 2020 assuming all other variables remained constant.

A 5% depreciation of the USD would have an equal but opposite effect on the profit, assuming all other variables remained constant.

As at December 2019, financial instruments were converted at a rate of US\$1.00 to CAD\$1.2988. Balances denominated in foreign currencies as at December 31, 2019 were as follows (audited):

	In USD Converted to	
	CAD	
	\$	\$
Cash	110,468	143,475
Accounts and other receivables	118,903	154,432
Accounts payable and accrued liabilities	60,219	78,212
Due to shareholder	450,800	585,499
Bank indebtedness/borrowing	44,087	57,261

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)

and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

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Based on the Company's foreign currency exposure noted above, a 5% appreciation of the USD would have a negative impact on profit of CAD\$43,065 as at December 31, 2019 assuming all other variables remained constant.

A 5% depreciation of the USD would have an equal but opposite effect on the profit, assuming all other variables remained constant.

In March 2020, Wishpond began managing its foreign currency risk through the use of monthly foreign exchange contracts which allow Wishpond to exchange US Dollars to Canadian Dollars at a preferred rate of US\$1.00 to CAD\$1.39. The contracts are issued on a monthly basis, and as at June 30, 2020, Wishpond had a hedged amount outstanding of \$150,000 USD.

### 15. Lease liability

The Company has a lease contract for an office space, located at 1500 West Georgia Street, Vancouver B.C. The remaining lease term at June 30, 2020 was 1.5 years.

Set out below are the carrying amounts of lease liabilities and the movements during the periods:

	December 31, 2019 (audited)	December 31, 2018 (unaudited)
	\$	\$
As at January 1	803,869	1,029,686
Accretion of interest	33,274	45,227
Payments	(287,453)	(271,044)
As at December 31	<u>549,690</u>	<u>803,869</u>
Current	282,649	279,765
Non-current	267,041	524,104
	June 30, 2020 (unaudited)	
	\$	
As at January 1	549,690	
Accretion of interest	12,307	
Payments	(78,760)	
As at June 30	<u>483,237</u>	
Current	221,248	
Non-current	261,989	

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)

and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

The following are the amounts recognised in the statements of loss and comprehensive loss:

	6 months ended June 30, 2020 (unaudited)	12 months ended December 31, 2019 (audited)	6 months Ended June 30, 2019 (unaudited)	12 months ended December 31, 2018 (unaudited)
	\$	\$	\$	\$
Depreciation expense of right-of-use assets	128,712	257,424	128,712	257,424
Interest expense on lease liabilities	12,307	33,274	18,234	45,227
	141,019	290,698	146,946	302,651

Lease deposits:

The Company has \$64,462 of lease deposits recoverable from landlords as at June 30, 2020, December 31, 2019, and December 31, 2018, all of which has been included in other assets.

16. Geographic Information

The Company's assets are primarily located in Canada.

Geographic sales based on customer location are detailed as follows:

	For the six months ended June 30, 2020 (unaudited)	For the twelve months ended December 31, 2019 (audited)	For the six months ended June 30, 2019 (unaudited)	For the twelve months ended December 31, 2018 (unaudited)
	\$	\$	\$	\$
United States	2,278,495	4,293,508	1,960,855	2,917,922
Canada	472,343	855,686	365,070	543,256
Other	737,176	901,109	568,913	846,592
Total	3,488,014	6,050,303	2,894,838	4,307,770

## 17. Subsequent Events

Impact of COVID-19: The global outbreak of COVID-19 has created significant uncertainties in the business community as a result of restrictions put in place by governments around the world regarding travel, business operations, and isolation orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company going forward as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Merger Agreement signed with Antera Ventures I Corp: On September 10, 2020, Wishpond announced that it had entered into a binding merger agreement with Antera Ventures I Corp. ("Antera") in respect of completion an arm's length reverse-takeover transaction of Wishpond by Antera (the "Proposed Transaction"), which will constitute the completion of Antera's Qualifying Transaction (as such term is defined in Policy 2.4 – *Capital Pool Companies* of Corporate Finance Manual of the TSX Venture Exchange ("the Exchange")). Subject to satisfaction or waiver of the conditions precedent referred to in the Merger Agreement, Antera and Wishpond anticipate that the Proposed Transaction will be completed no later than February 28, 2021.

The Proposed Transaction will result in Antera acquiring all of the issued and outstanding securities of Wishpond in exchange for the issuance of securities of Antera, which will result in Wishpond becoming a wholly-owned subsidiary of Antera; the existing shareholders of Wishpond will own a majority of the outstanding Antera common shares (after completion of the Proposed Transaction and Antera will be renamed "Wishpond Technologies Ltd." (the "Resulting Issuer") or such other name as Wishpond may determine. Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be a tier 2 technology issuer listed on the Exchange.

The Proposed Transaction is contemplated as an amalgamation under the Business Corporations Act (British Columbia) between 1264881 B.C. Ltd., a wholly-owned subsidiary of Antera, and Wishpond, and will constitute an arm's length Qualifying Transaction pursuant to the policies of the Exchange.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to: (i) the completion of a concurrent brokered financing for gross proceeds of a minimum of \$4,000,000 and a maximum of \$4,666,666 Wishpond Subscription Receipts pursuant to the Agency Agreement; (ii) the approval by the directors of Antera and Wishpond of the Proposed Transaction; (iii) approval of the merger by the shareholders of Antera; and (iv) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the Exchange. Wishpond intends to use the net proceeds from the private placement for sales growth, product development, strategic acquisitions and general corporate purposes.

In connection with the concurrent brokered financing, the agents involved in the financing will be paid a cash commission equal to 8% of the gross proceeds raised under the Private Placement (the "Cash Fee"). In addition, the agents are to be issued such number of share purchase warrants (the "Agents' Warrants") as is equal to 8% of the number of Subscription Receipts sold under the concurrent brokered financing (with the exception of investors identified on a president's list in which the Cash Fee and number of Agents' Warrants shall be reduced to 3% for the respective subscriptions). Management estimates that 474,000 Agent Warrants will be issued in this regard. Each Agents' Warrant will entitle the holder to acquire a Resulting Issuer share at the Issue Price for a period of twenty-four months following the completion of the Proposed Transaction.

Wishpond Technologies Inc.

Notes to Financial Statements

For the periods ended June 30, 2020 and 2019 (unaudited), December 31, 2019 (audited)  
and December 31, 2018 (unaudited)

(Expressed in Canadian Dollars)

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As consideration for the acquisition of all of the outstanding securities of Wishpond, holders of the issued and outstanding common shares of Wishpond and Class BB non-voting participating shares of Wishpond will receive approximately 3.243993 post-Consolidation (as defined herein) Antera Common Shares for each one (1) Wishpond Share held.

In connection with the transaction, on September 10, 2020, Wishpond issued a convertible debenture of with a face value of \$150,000, convertible into 88,075 Wishpond Common Shares concurrent with the closing of the Proposed Transaction, which will be exchanged into approximately 285,714 Resulting Issuer Shares.

In September 2020, Wishpond employees exercised 1,529,167 employee stock options, and were issued Wishpond Class BB Common Shares. Wishpond received \$155,542 in consideration upon exercise. Furthermore, 23,333 in Wishpond stock options were cancelled subsequent to June 30, 2020.

Subject to the Proposed Transaction, Wishpond entered into a debt conversion agreement to convert the shareholder loan in the amount of \$4,508,845 into 1,851,205 Wishpond common shares, which will be exchanged into approximately 6,005,300 Resulting Issuer Shares.

**SCHEDULE "F"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF OLD WISHPOND FOR THE  
FINANCIAL YEARS ENDED DECEMBER 31, 2019**

**Wishpond Technologies Ltd.**  
**Management's Discussion & Analysis**  
**For the year ended December 31, 2019**

***All amounts herein are in Canadian dollars unless otherwise stated.***

## **INTRODUCTION**

This Management Discussion and Analysis of the results of operations, cash flows, and financial position ("MD&A") was prepared by Management of Wishpond Technologies Ltd. ("Wishpond" or "the Company") and approved by the Board of Directors of the Company ("the Board of Directors"). References in this MD&A to "Wishpond," the "Company", "us", "we", and "our" mean Wishpond Technologies Ltd. unless the context otherwise suggests.

This annual MD&A discusses material changes in the Company's financial condition, financial performance, and cash flows for the year ended December 31, 2019. Such discussion and comments on the Company's liquidity and capital resources should be read in conjunction with the Company's audited financial statements and related notes for the year ended December 31, 2019, which have been prepared in Canadian dollars using International Financial Reporting Standards ("IFRS").

Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. The Board of Directors provides an oversight role with respect to all public financial disclosures by the Company, and has reviewed this MD&A and the accompanying financial statements.

The Chief Executive Officer and Chief Financial Officer, in accordance with National Instrument 52-109 ("NI 52-109"), have both certified that they have reviewed the annual financial report and this MD&A (the "the Annual Filings") and that, based on their knowledge having exercised reasonable diligence, that (a) the Annual Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the Annual Filings; and (b) the annual financial report together with the other financial information included in the Annual Filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in the Annual Filings.

Investors should be aware of the inherent limitations of certifying officers of a venture issuer to design and implement, on a cost-effective basis, appropriate Disclosure Controls and Procedures and Internal Controls over Financial Reporting as defined in NI 52-109. Such limitations may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this MD&A may constitute forward-looking statements, including those identified by the expressions such as "anticipate", "believe", "estimate", "expect", "foresee", "intend", "plan", or similar expressions to the extent that they relate to the Company or its management. The forward-looking statements are not historical facts but reflect the Company's current assumptions and expectations regarding future events. Forward-looking statements in this MD&A include but are not limited to statements regarding subscriber additions, the variability of the revenues going forward, anticipated market trends and technology adoption by customers and industry peers, anticipated growth in revenue and expenses, the potential impacts of additional expenditures on revenue growth

rates, the sufficiency of cash on hand and the Company's ability to obtain financing necessary to continue operations. There can be no assurance that such statements will prove accurate, and actual results and future events may differ materially from those anticipated in such statements. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations and assumptions, including but not limited to the following: (i) there can be no assurance that the Company will earn any profits in the future or that profitability, if achieved, will be sustained; (ii) if the Company is not able to achieve profitability, it will require additional equity or debt financing, and there can be no assurances that the Company will be able to obtain additional financial resources on favourable commercial terms or at all; (iii) the Company's quarterly revenues and operating results may fluctuate, which may harm its results of operations; (iv) the loss of business from a major customer, or operator, could reduce the Company's sales and harm its business and prospects; (v) the market for software as a service is at a relatively early stage of development, and if it does not develop or develops more slowly than expected, the Company's business may be harmed; (vi) the Company faces competition from other software solution providers, which may reduce its market share or limit the prices it can charge for its software solutions; (vii) a global economic downturn or market volatility may adversely affect the business and/or its ability to complete new financings; (viii) the business of the Company may be harmed if it does not continue to penetrate markets; (ix) the success of the business depends on the Company's ability to develop new products and enhance its existing products; (x) the Company's growth depends in part on the success of its strategic relationships with third parties; (xi) the financial condition of third parties may adversely affect the Company; (xii) the US dollar may fluctuate significantly compared to the Canadian dollar, causing fluctuations in earnings and cash flow as most of the revenues are received in US dollars while most of the expenses are payable in Canadian dollars; (xiii) subscription services which produce the majority of the Company's revenue are hosted by a third party service for the Company and any interruption in service could harm its results of operations; (xiv) the Company may be liable to its customers or third parties if it is unable to collect data or it otherwise loses data; (xv) the Company may be liable for the handling of personal information; (xvi) intellectual property claims against the Company may be time consuming, costly to defend, and disruptive to the business; (xvii) the Company uses open source software in connection with its products which exposes it to uncertainty and potential liability; (xviii) economic uncertainty and downturns in the software market may lead to decreases in the Company's revenue and margins; (xix) any significant changes in the technological paradigm utilized for building or delivering applications in Smartphone devices could harm the Company's business and prospects; and (xx) if the Company loses any of its key personnel, its operations and business may suffer.

Please see the "Risks & Uncertainties" section in this document for a complete discussion of these and other risks. Readers are cautioned not to place undue reliance on forward-looking statements. Management undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

## **BUSINESS OVERVIEW:**

Wishpond is a provider of marketing focused online business solutions. The Company offers an “all-in-one” suite that provides companies with marketing, promotion, lead generation, and sales conversion capabilities. Wishpond replaces entire marketing functions in an easy to use platform, for a fraction of the cost while enabling its customers to manage all major aspects of their marketing function in a centralized platform. The Company provides proprietary cloud-based software for lead generation, marketing automation, and analytics, including landing pages, social promotions, website pop-ups, online forms, lead activity tracking, and email marketing, among others. Moreover, Wishpond provides a wide range of integrated marketing services, including campaign design and management, online advertising, search engine optimization, and landing page design, among others.

Wishpond serves over 2,000 customers who are primarily small-to-medium size businesses (SMBs) across various industries. Most customers are based in North America, with a growing presence in Europe and other continents. The Company charges its customers on a subscription-based SaaS model for software and services, which produce strong recurring revenues and cash flows.

Wishpond was founded in 2009 in Vancouver, British Columbia. The Company has approximately 90 employees and full-time contractors globally and its head office is located at Suite 1000 - 1500 West Georgia Street, Vancouver, BC.

## **VALUE PROPOSITION: “Marketing Made Simple”**

Wishpond’s vision is to become the leading provider of digital marketing solutions that empower entrepreneurs to achieve success online, regardless of their industry or size. With an increasing wave of consumers spending significant amounts of time surfing the web through all types of modern devices, businesses across several industries are following. Business owners have realized that adapting to modern technologies and trends is no longer an option but a necessity to survive and prosper long-term.

The transition into the online space comes with many challenges, especially for SMBs, who often lack the financial resources and expertise required to launch expensive and mass media driven marketing campaigns. While there are several tools and service providers available in the market, the lack of integration, low levels of transparency in the marketplace, and the prohibitive charges, make their use impractical and cumbersome. Hence, there is an increasing demand for cost-effective and user-friendly online marketing software, services, and strategies to enable SMBs to remain competitive in a rapidly evolving business environment.

Wishpond has spent years understanding the average SMB entrepreneur's challenges to design a suite of cloud-based applications and services developed with their challenges in mind. All the tools and services are designed to empower entrepreneurs to efficiently launch and manage professional marketing campaigns, obtain insights into customer behaviour and preferences, and generate a positive return on their marketing dollars. All for a fraction of the cost of what digital marketing agencies would charge for comparable solutions.

## **CUSTOMERS**

Wishpond serves over 2,000 customers, primarily SMBs across various industries, the main ones being e-commerce, marketing agencies, beauty, fitness, and design. In addition to SMBs, the platform is also used by several large blue-chip companies across North America. However, revenue from these companies is small relative to the revenue generated from SMBs.

Approximately 60% of customers are based in the United States, followed by Canada at 10%, Brazil at 6%, and Europe at 6%, with the balance spread among several other geographic regions. Wishpond's customer base is highly diversified, with low customer concentration and little economic dependence on individual customers.

## **SALES ENGINE**

Since 2017, Wishpond has focused on developing a sales engine that delivers predictable revenue and growth. For that purpose, management has developed a proprietary process that provides systematic lead generation and a targeted strategy for nurturing and converting them successfully. Since the implementation and refinement of the process, Wishpond has been generating consistent organic compound annual revenue growth of approximately 30% with minimal advertising spend.

Some of the verticals currently targeted by the outbound sales teams include e-commerce, fitness clubs, wellness centers, travel companies, and entertainment providers. Wishpond's sales cycle is relatively short, with the majority of deals closing in under twenty days. Therefore, the sales pipeline is continually being refilled.

In addition to the outbound sales team, Wishpond has an inbound sales team devoted to attracting, nurturing, and converting incoming leads from its website, blog, social media channels, webinars, etc.

## **IMPACT OF COVID-19**

The global outbreak of COVID-19 has created significant uncertainties in the business community due to restrictions put in place by governments around the world regarding travel, business operations, and isolation orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company going forward as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently or may be put in place by Canada and other countries to fight the virus.

Despite these economic risks and uncertainties, Wishpond continues to have ambitious growth targets and has access to the necessary financial, human, and technical resources to accelerate its growth trajectory over the upcoming months. COVID-19 has created challenges and pressures for companies without an online presence to quickly transition to an online business model to reach global customers with little dependence on physical sales. Such trends create favorable tailwinds for Wishpond to empower business owners to make a successful transition online while generating healthy returns on their marketing dollars.

In March 2020, the Company adopted a fully remote business model, and it is searching for a subtenant to take over the Vancouver office lease, which expires at the end of fiscal 2021. This

transition will enable the Company to access strong talent globally and integrate them efficiently into its current systems and processes.

## **BUSINESS OUTLOOK**

Wishpond has three key areas of focus for the next 30 months:

1. **Organic revenue growth:** Wishpond's primary goal is to generate organic revenue growth driven primarily by expanding the Company's inbound and outbound sales engines, which historically have created recurring and predictable revenue growth. From January to September 2020, the Company has more than doubled its sales team's size and will continue to accelerate its hiring efforts over the subsequent months. By the end of fiscal 2021, the Company expects to double the size of the current sales team once again.
2. **Product development:** Wishpond has an ambitious product roadmap laid out for the following years, which will require significant development efforts and resources. The Company will be investing heavily in growing the development team to expedite the release of crucial features under its product strategy. On September 1, 2020, the Company hired an experienced Chief Technology Officer to execute this plan.
3. **Inorganic growth:** A significant motivator for Wishpond to go public is the potential to grow inorganically through tuck-in acquisitions of marketing technology companies and digital marketing agencies. In January 2020, the Company hired a Chief Financial Officer with a strong corporate finance and M&A background to lead corporate development efforts. Currently, the Company is holding conversations with potential acquisition targets to complete its first acquisition after the Qualifying Transaction (as such term is defined in Policy 2.4 – *Capital Pool Companies* of Corporate Finance Manual of the TSX Venture Exchange) with Antera Venture I Corp ("Antera").

## **HIGHLIGHTS OF FISCAL 2019**

Highlights for Fiscal 2019 include the following:

### ***Product Development:***

- **Shopify integration:** Wishpond released a Shopify integration allowing merchants to track customer activities on their Shopify store and carry out targeted, personalized email campaigns to drive sales conversions.
- **Landing page builder ("Canvas"):** Wishpond began developing Canvas, one of the easiest to use drag-and-drop landing page builder in the industry, building upon all the customer feedback received from the original version launched in 2014. Canvas provides the ability for users to move and place content however they choose to quickly build, launch, and monitor the performance of professionally-looking landing pages. Canvas was successfully launched in Q1 2020 with very positive reviews to date.

### ***Operations:***

- **Transition from a marketing platform to an online business platform:** In 2019, Wishpond made a meaningful pivot by rebranding itself from a marketing platform to a fully fleshed online business platform giving businesses all the tools and services necessary to run their online business from a single place. The product roadmap for this enhanced platform includes a website builder, online payment and booking features, a customer management portal, workflow automation, visitor tracking, and robust analytics, among others. Integrating these tools into a single platform is intended to simplify the business owner's experience in running their business by having all of their lead generation, conversion, and sales analytics at their fingertips.

### ***Financial Developments:***

**Record sales and profitability:** Wishpond achieved an important milestone achieving record sales revenue of \$6.1 million for the year ended December 31, 2019, representing 40% year-over-year growth, and becoming Adjusted EBITDA<sup>1</sup> positive (defined later in this document) for the first time in its operating history. This performance is primarily due to the continued rationalization of redundant costs and the realization of economies of scale.

<sup>1</sup>Defined in the *ADDITIONAL GAAP AND NON-GAAP MEASURES* section in this document.

### **EVENTS SUBSEQUENT TO YEAR-END**

Refer to the *Management Discussion & Analysis* document for the six months ended June 30, 2020 for a complete discussion of the events subsequent to December 31, 2019.

## RESULTS OF OPERATIONS:

	<b>12 months ended December 31, 2019</b>	<b>12 months ended December 31, 2018</b>
	<b>\$</b>	<b>\$</b>
Revenue	6,050,303	4,307,770
Gross profit	3,901,297	2,901,769
Adjusted EBITDA <sup>1</sup>	103,477	(274,770)
Net increase in cash during the year	121,266	40,334
Cash - end of the year	269,536	148,270

<sup>1</sup>Defined in the ADDITIONAL GAAP AND NON-GAAP MEASURES section in this document.

### Revenue

Wishpond's revenue is derived from the sale of rights to use its software and provision of digital marketing services. Substantially all of Wishpond's revenue is considered subscription-based recurring revenue. Wishpond's two main revenue streams consist of the following:

1. **Software Subscription Revenues ("Self-serve"):** subscription agreements provide customers the right to use Wishpond's suite of cloud-based marketing software. Pricing is based on a tiered system driven by features accessed and the number of leads generated. Customers have the option to subscribe on a monthly or annual basis. Software subscription revenues are recognized over the term of the related contracts.
2. **Marketing Subscription Revenues ("Fully-managed"):** customized professional marketing services are offered to customers on a subscription basis and include a combination of software solutions and "done-for-you" marketing services. Services typically include landing page design, contest campaigns, ad campaigns, SEO services, among others. The majority of marketing contracts are annual with a monthly billing cycle. Marketing subscription revenues are recognized over the term of the related contracts.

During fiscal 2019, Wishpond achieved revenues of \$6,050,303 compared to \$4,307,770 in fiscal 2018. This represents a compound annual revenue growth of 40%. The increase in revenue during fiscal 2019 was driven primarily by the following:

- **Inbound sales channel:** Continuous refinement of the inbound content marketing strategy, including marketing conferences, podcasts, webinars, video tutorials, blog posts, and speaking engagements, among others.
- **Outbound sales channel:** Incremental investment in the outbound sales team, additional sales professionals, and robust training and monitoring efforts. During fiscal 2019, Wishpond

introduced a Sales Team Lead exclusively dedicated to training and incentivizing account executives, which has paid off well for the Company.

- **Upselling efforts:** Continued focus on up-selling customers from lower-value to higher-value plans. Such efforts consist primarily of transitioning customers from technology-only plans (i.e. Self-serve) to Fully-managed plans to help them achieve superior results through the help of Wishpond's professional digital marketing team.

The Company is not aware of seasonal factors causing variations in financial results between the quarters.

### **Cost of Sales and Gross Margin**

The cost of sales primarily consists of hosting services, email infrastructure, direct labour related to the Fully-managed plans, and payment processing fees. Such costs are largely correlated with movement in revenue. During fiscal 2019, the Company maintained gross margins of 64%, slightly lower than the gross margin of 67% achieved in 2018. The decrease in gross margin year-over-year is primarily related to expansion in the Fully-managed revenue segment which requires incremental labour costs compared to the Self-serve segment.

### **Notable Operating Expenses**

- **Subcontractor expenses:** The Company employs several full-time contractors primarily involved in supporting the outbound sales engine. Many of these subcontractors are based in jurisdictions outside of Canada. During fiscal 2019, the Company incurred \$640,270 in subcontractor expenses compared to \$365,169 in fiscal 2018. The increase is primarily attributable to the rise in the number of sales contractors hired during the year, consistent with the increase in sales achieved during the year and continuous refinements to their incentive plans.
- **Software subscriptions:** Consists of several software subscriptions used by employees of Wishpond in the ordinary course of business. During fiscal 2019, the Company incurred \$304,916 in software subscriptions, compared to \$318,061 in fiscal 2018.
- **Sales and marketing:** Sales and marketing expenses consist primarily of commissions and bonuses paid to sales development representatives and account executives involved in the lead generation, qualification, and sales closing process. These expenditures are positively correlated with sales of Fully-managed plans. The majority of self-serve deals are transacted directly through the website, and therefore, the Company does not incur commission expenses on those sales. Sales and marketing expenses increased from \$641,861 in fiscal 2018 to \$706,696 in fiscal 2019, consistent with the increase in Fully-managed sales and the hiring of several new commission-earning sales professionals.

- **Employee stock-based compensation:** The Company uses employee stock options as a means for employee compensation, retention, and incentives. During fiscal 2019, the Company incurred \$93,544 in employee stock compensation, compared to \$70,580 in fiscal 2018.
- **Foreign exchange gain (loss):** Foreign exchange gain (loss) relates primarily to the impact of the relative weakness of the Canadian dollar against the US dollar on the Company's Canadian denominated monetary assets and liabilities. The Company had a foreign exchange gain of approximately \$18,814 in fiscal 2019 and a loss of approximately \$83,444 in fiscal 2018 due to the effect on net Canadian monetary liabilities from the US dollar fluctuating in value compared to the Canadian dollar. The Company did not perform any foreign exchange hedging activities during these periods.
- **Interest expense:** The interest expense relates primarily to the interest on the lease obligation related to the Vancouver office lease, followed by interest in short-term financing. The interest expense was \$43,097 in fiscal 2019, compared to \$64,808 in fiscal 2018.

## **RESEARCH AND DEVELOPMENT EXPENDITURES**

Research and development ("R&D") expenses consist primarily of remuneration paid to engineer personnel and independent contractors. Development costs that meet the criteria under IAS 38 *Intangible Assets* are capitalized as deferred development costs. Deferred development costs have finite lives and are carried at cost less accumulated amortization and accumulated impairment losses. The deferred development costs are amortized on a straight-line basis over the estimated useful life of 10 years.

During fiscal 2019, the Company incurred \$517,408 in development expenses, which were capitalized as deferred development costs, compared to \$541,752 in fiscal 2018. During fiscal 2019, the Company amortized \$123,048 compared to \$104,244 in fiscal 2018.

The Company is entitled to certain Canadian federal and provincial tax incentives for qualified scientific research and experimental development ("SRED"). Investment tax credits related to development activities that meet the criteria under IAS 38 are offset against deferred development costs in the when there is reasonable assurance that such credits will be realized. Investment tax credits related to research activities are recorded as a reduction in the related expenditures when there is reasonable assurance that such credits will be realized.

## FINANCIAL LIQUIDITY

	Year-ended December 31, 2019	Year-ended December 31, 2018
	\$	\$
Net cash generated from (used in) operating activities	419,080	(78,790)
Net cash used in investing activities	(188,042)	(199,684)
Cash flow from financing activities	(109,772)	318,808
<b>Net increase in cash</b>	<b>121,266</b>	<b>40,334</b>
Cash - beginning of the year	148,270	107,936
<b>Cash - end of the year</b>	<b>269,536</b>	<b>148,270</b>

**Cash position:** As of December 31, 2019, the Company had a net cash position of \$269,536, compared to \$148,270 as of December 31, 2018, and a credit facility with a major Canadian bank for \$100,000, which remained fully available for use. The interest rate on the credit facility is based on RBP + 3.01% per annum with interest payable monthly. There are no covenants associated with this credit facility other than standard reporting requirements. Moreover, as of December 31, 2019, the Company had an investment tax credit recoverable in the amount of \$329,363 which was collected in full in April 2020.

**Cash from operating activities:** During fiscal 2019, the Company had net positive cash flow from operations of \$419,808, compared to net negative operating cash flows of \$78,790 in fiscal 2018. The improvement is primarily due to year-over-year revenue growth of 40% at healthy gross margins of 64%, continuous rationalization of redundant expenses, and economies of scale achieved. During fiscal 2019, total operating expenses represented 71% of revenues, compared to 84% in fiscal 2018.

**Cash from investing activities:** During fiscal 2019, the Company had net negative cash from investing activities of \$188,042 consisting of deferred development costs incurred. Comparatively, during fiscal 2018, the Company had net negative cash from investing activities of \$199,684.

**Cash from financing activities:** During fiscal 2019, the Company had net negative cash from financing activities of \$109,772 consisting primarily of shareholder loans of \$189,558, offset by lease liability payments, repurchases of stock options and interest paid. Comparatively, during fiscal 2018, the Company had net positive cash from financing activities of \$318,808 primarily driven by significant shareholder loan proceeds of \$678,000.

### Net Working Capital:

With the inclusion of the due to shareholder balance as a current liability, as of December 31, 2019, Wishpond had negative Net Working Capital of \$5,833,491 compared to negative \$5,468,926 as of December 31, 2018. The due to shareholder balance has been classified as a current liability due to the fact that in July 2020, Wishpond entered into a debt conversion agreement to convert the shareholder loan into common shares in the capital of the Company at a price per conversion share equal to the

deemed price per common share in the capital of the Company as in the go-public transaction. Subsequent to the Proposed Transaction, the Company will have no further obligation in relation to this debt.

Excluding the due to shareholder balance, as of December 31, 2019, Wishpond had negative Net Working Capital of \$1,335,522 relative to negative \$1,160,515 as of December 31, 2018. This is primarily driven by a sizeable contract liability balance of \$1,278,106 at the end of fiscal 2019 and \$1,256,432 at the end of 2018, which is recognized into revenue over the life of individual customer contracts.

	<b>Year-ended December 31, 2019</b>	<b>Year-ended December 31, 2018</b>
	<b>\$</b>	<b>\$</b>
Cash	269,536	148,270
Accounts and other receivables	164,289	175,129
Current prepaid expenses	2,088	1,902
Investment tax credit recoverable	329,362	342,068
Accounts payables and accrued liabilities	(344,598)	(160,509)
Contract liability	(1,278,106)	(1,256,432)
Loan payable to employee	(50,000)	(50,000)
Current portion of lease liability	(282,649)	(279,765)
Other payables	(145,444)	(81,178)
<b>Net working capital (before due to shareholder balance)</b>	<b>(1,335,522)</b>	<b>(1,160,515)</b>
Due to shareholder	(4,497,969)	(4,308,411)
<b>Net Working Capital (after due to shareholder balance)</b>	<b>(5,833,491)</b>	<b>(5,468,926)</b>

## **CAPITAL RESOURCES**

### **Capital expenditures:**

The Company is asset-light and does not have ongoing material capital expenditure requirements to operate the business. As of December 31, 2019, the Company did not have any material commitments for capital expenditures.

### **Summary of outstanding shares and dilutive instruments:**

As of December 31, 2019, the Company had 8,000,000 common shares, 40,000 common BB shares, and 1,638,000 stock options outstanding pursuant to the Company's 2014 Stock Option Plan. Of the outstanding options, 1,491,384 were vested and 146,616 remained unvested. Assuming that all of the outstanding options are vested and exercised, 9,678,000 common shares would be issued and outstanding on a fully diluted basis.

	<b>December 31, 2019</b>	<b>December 31, 2018</b>
	\$	\$
Common shares outstanding	8,000,000	8,000,000
Common BB shares outstanding	40,000	-
Stock options outstanding	1,638,000	1,708,000
Fully diluted common shares outstanding	9,678,000	9,708,000

## **RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2019, 24,000 options (December 31, 2018 - 128,000) were granted to key management members as a means for compensation, retention, and incentives.

At December 31, 2019, a total of \$4,497,969 (December 31, 2018 - \$4,308,411) in loans payable are due to a shareholder of the Company. Since the inception of the Company, such shareholder has been the primary source of debt financing to the Company. Such loans are without interest, and there are no specified terms of repayment.

In November 2017, Wishpond received a loan from an officer of the Company for \$50,000. The amount due was unsecured, bearing interest at 5.5% per year, and had no specified repayment terms. The loan was settled in full in January 2020.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, lease liability, long-term debt, loan payable to employees, and amounts due to shareholders. The recorded values of all of Wishpond's financial instruments, with the exception of the long-term debt, approximate their current fair values because of their short-term nature.

The fair value of the long-term debt due to BDC approximates its carrying value due to its market rate of interest. The amount due to shareholders is non-interest bearing, unsecured, and has no specified repayment terms.

As of December 31, 2019 and December 31, 2018, the Company's financial instruments are valued as follows:

	<b>December 31, 2019</b>	<b>December 31, 2018</b>
	\$	\$
Cash	269,536	148,270
Accounts receivable	164,289	175,129
Accounts payable and accrued liabilities	344,598	160,509
Loan payable to employees	50,000	50,000
Long-term debt	56,550	-
Due to shareholders	4,497,969	4,308,411

## **Risk management:**

### 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 credit risks relate to its cash and accounts receivable. The Company's cash is deposited with a Canadian chartered bank, and as a result, management believes the risk of loss on this item to be remote. Management believes that the credit risk on its accounts receivable is limited as the amounts are expected to be collected in the Company's next operating cycle.

Furthermore, the Company does not typically extend credit to its customers and customers are required to remit payment when invoices are provisioned. Moreover, customers are required to provide a pre-authorized method of payment upon entering into a service contract. If the customer fails to remit payment for a period exceeding 14 days, the Company puts services on hold until payment is received. As a result, the Company's historical bad debt is negligible.

### 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's management believes its existing working capital coupled with the cash that will be generated from its operations coupled with additional financing activities will enable the Company to meet its financial obligations. Furthermore, the Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

As at December 31, 2019, the maturity analysis of financial liabilities represented the following (audited):

	<b>&lt; 1 Year</b>	<b>2 to 3 Years</b>	<b>4 to 5 Years</b>	<b>&gt; 5 Years</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
A/P and accrued liabilities	344,598	-	-	-	<b>344,598</b>
Lease liability	282,649	267,041	-	-	<b>549,690</b>
Bank indebtedness	72,098	-	-	-	<b>72,098</b>
Due to BDC	2,030	22,560	22,560	9,400	<b>56,550</b>
Loan payable to employee	50,000	-	-	-	<b>50,000</b>
Amounts due to shareholders	4,497,969	-	-	-	<b>4,497,969</b>
<b>Total</b>	<b>5,249,344</b>	289,601	22,560	9,400	<b>5,570,905</b>

### 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 has cash and interest-bearing debt. Interest rate risk arises from interest received on cash and interest on debt, which is based on the BDC's floating base rate. The Company's interest rate risk is considered to be low.

### Foreign currency risk

The Company's functional currency is the Canadian Dollar. As a significant portion of the Company's sales are to customers located in the United States and are thus incurred in US Dollars, the Company's exposure to foreign currency risk is moderate.

The following table provides a summary of the Company's exposure to the United States Dollar, expressed in Canadian Dollars:

As at December 2019, financial instruments were converted at a rate of US\$1.00 to CAD\$1.2988. Balances denominated in foreign currencies as at December 31, 2019 were as follows (audited):

	<b>In USD</b>	<b>Converted to CAD</b>
	<b>\$</b>	<b>\$</b>
Cash	110,468	143,475
Accounts and other receivables	118,903	154,432
Accounts payable and accrued liabilities	60,219	78,212
Due to shareholder	450,800	585,499
Bank indebtedness/borrowing	44,087	57,261

Based on the Company's foreign currency exposure noted above, a 5% appreciation of the USD would have a negative impact on profit of CAD\$43,065 as at December 31, 2019 assuming all other variables remained constant.

A 5% depreciation of the USD would have an equal but opposite effect on the profit, assuming all other variables remained constant.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company is not aware of any material off-balance sheet arrangements.

## PROPOSED TRANSACTIONS

**Merger Agreement signed with Antera Ventures I Corp:** On September 10, 2020, Wishpond announced that it had entered into a binding merger agreement with Antera Ventures I Corp. ("Antera") in respect of completion of an arm's length reverse-takeover transaction of Wishpond by Antera (the "Proposed Transaction"), which will constitute the completion of Antera's Qualifying Transaction (as such term is defined in Policy 2.4 – *Capital Pool Companies* of Corporate Finance Manual of the TSX Venture Exchange ("the Exchange")). Subject to satisfaction or waiver of the conditions precedent referred to in the Merger Agreement, Antera and Wishpond anticipate that the Proposed Transaction will be completed no later than February 28, 2021.

The Proposed Transaction will result in Antera acquiring all of the issued and outstanding securities of Wishpond in exchange for the issuance of securities of Antera, which will result in Wishpond becoming a wholly-owned subsidiary of Antera; the existing shareholders of Wishpond will own a majority of the outstanding Antera common shares (after completion of the Proposed Transaction and Antera will be renamed "Wishpond Technologies Ltd." (the "Resulting Issuer") or such other name as Wishpond may determine. Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be a Tier 2 technology issuer listed on the Exchange.

The Proposed Transaction is contemplated as an amalgamation under the *Business Corporations Act* (British Columbia) between 1264881 B.C. Ltd., a wholly-owned subsidiary of Antera, and Wishpond, and will constitute an arm's length Qualifying Transaction pursuant to the policies of the Exchange.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to: (i) the completion of a concurrent brokered financing for gross proceeds of a minimum of \$4,000,000 and a maximum of \$4,666,666 Wishpond Subscription Receipts pursuant to the Agency Agreement; (ii) the approval by the directors of Antera and Wishpond of the Proposed Transaction; (iii) approval of the merger by the shareholders of Antera; and (iv) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the Exchange. Wishpond intends to use the net proceeds from the private placement for sales growth, product development, strategic acquisitions and general corporate purposes.

Wishpond intends to conduct, and it is a condition of the Proposed Transaction, for Wishpond to close a concurrent private placement for minimum aggregate gross proceeds of a minimum of \$4,000,000 through the offering of securities of Wishpond to be sold at an issue price to be determined in the context of the market. Wishpond intends to use the net proceeds from the private placement for sales growth, product development, strategic acquisitions, and general corporate purposes.

Subject to the Proposed Transaction, Wishpond entered into a debt conversion agreement to convert the shareholder loan into common shares in the capital of the Company at a price per conversion share

equal to the deemed price per common share in the capital of the Company as in the go-public transaction.

## **ADDITIONAL GAAP AND NON-GAAP MEASURES**

This MD&A makes reference to certain additional GAAP and non-GAAP financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. The Company uses Loss from Operations as an additional GAAP measure and uses non-GAAP financial measures, including Adjusted Earnings Before Interest, Tax and Amortization ("Adjusted EBITDA"), to provide investors with supplemental measures of its operating performance and to highlight trends in their core business that may not otherwise be apparent when relying solely on IFRS financial measures.

### **Loss from Operations**

The Company uses Loss from Operations as an additional GAAP financial measure within the financial statements and MD&A but it is not a defined term under IFRS to assess performance. Management believes that this measure provides useful supplemental information to investors and is computed consistently for each reporting period.

Loss from Operations is calculated as total revenues less total operating expenses derived from the Statement of Comprehensive Loss. This measure provides an indication of financial performance excluding the undernoted items such as foreign exchange, other income and expenditures (which typically include non-recurring transaction) and interest expense. As a result, management believes that this metric provides a clearer picture of the ongoing financial performance of the Company from operating activities. This non-GAAP metric is used by management to analyze operating performance, but it is not intended to represent an alternative to net earnings or other measures of financial performance in accordance with IFRS.

The following table summarizes the Company's Loss from Operations for fiscal 2019 and 2018:

	<b>Year-ended December 31, 2019</b>	<b>Year-ended December 31, 2018</b>
	<b>\$</b>	<b>\$</b>
Revenue	6,050,303	4,307,770
Cost of sales	2,149,006	1,406,001

<b>Gross profit</b>	<b>3,901,297</b>	<b>2,091,769</b>
Operating expenses	4,278,967	3,615,918
<b>Loss from operations</b>	<b>(377,670)</b>	<b>(714,149)</b>

## Adjusted EBITDA

Management uses Adjusted EBITDA as a supplemental measure of operating results and believes that this measure provides useful supplementary information to investors as it identifies and normalizes one-time, non-recurring income and expenses that may cloud the ongoing operating results of the Company. Moreover, management believes that this metric enables securities analysts, investors and other interested parties to perform a more objective valuation of the Company.

The Company achieved positive Adjusted EBITDA in fiscal 2019 of \$103,477, relative to negative \$274,770 in fiscal 2018. This is as a result of the revenue growth achieved during the year, healthy gross margins of 64%, and realized economies of scale.

	<b>Year-ended December 31, 2019</b>	<b>Year-ended December 31, 2018</b>
	\$	\$
Loss before income taxes	(428,298)	(1,026,615)
Depreciation and amortization	387,603	368,799
Interest expense	43,097	64,808
<b>EBITDA</b>	<b>2,402</b>	<b>(593,008)</b>
Foreign currency losses (gains)	(18,814)	83,444
Net other expenditures	26,345	164,214
Stock based compensation expense	93,544	70,580
<b>Adjusted EBITDA</b>	<b>103,477</b>	<b>(274,770)</b>

## RISKS & UNCERTAINTIES:

The following risk factors are not a definitive list of all risk factors associated with the Company. Additional risks and uncertainties, including those currently unknown or considered immaterial by Wishpond, may also adversely affect Wishpond Shares and/or the business.

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

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risk 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.

Readers should carefully consider the risk factors set out in this MD&A in conjunction with the Company's audited financial statements and consider all other information contained herein before making an investment decision. If any of the risks described above materialize, the business, financial condition or results of operations of the Parties could be materially and adversely affected. Additional risks and uncertainties not currently known to or currently seen as immaterial by management of Wishpond may also materially and adversely affect the business, financial condition or results of operations of the Parties.

Following the completion of the Qualifying Transaction, Wishpond may issue equity securities to finance its activities. If Wishpond were to issue additional equity securities, the ownership interest of existing Resulting Issuer shareholders may be diluted and some or all of Wishpond's financial measures on a per share basis could be reduced. Moreover, as Wishpond's intention to issue additional equity securities becomes publicly known, Wishpond's share price may be materially adversely affected.

Wishpond's officers and directors will control a large percentage of Wishpond's issued and outstanding Company shares and such officers and directors may have the ability to control matters affecting Wishpond and its business.

From time to time the directors and executive officers of Wishpond may sell Resulting Issuer shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, the directors and executive officers of Wishpond may sell a significant number of Resulting Issuer shares for a variety of reasons unrelated to the performance of Wishpond's business. The shareholders of Wishpond may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Resulting Issuer shares. These sales could cause the market price of Wishpond Shares to drop.

### ***Reliance on New Product and Service Offerings***

The success of the business of Wishpond is dependent upon its ability to develop new software products or features and enhance existing marketing services. To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance, Wishpond must enhance and improve existing software products and must also continue to introduce new features and services. If Wishpond is unable to successfully develop new products or enhance and improve existing products or it fails to position and/or price its products to meet market demand, the business and operating results of Wishpond will be adversely affected. Any new products or features could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue. There are factors which may prevent Wishpond from the realization of growth targets.

### ***Being a Public Company May Increase Price Volatility***

In the event the Qualifying Transaction is completed, Wishpond's status as a reporting issuer may increase price volatility due to various factors, including the ability to buy or sell Resulting Issuer

shares, different market conditions in different capital markets and different trading volumes. In addition, low trading volume may increase the price volatility of Wishpond Shares. The increased price volatility could adversely affect the results of operations or financial condition.

### ***The Requirements of Being a Public Resulting Issuer May Strain Wishpond's Resources***

In the event the Qualifying Transaction is completed, Wishpond will continue Wishpond's current business activities. As a reporting issuer, Wishpond, and its business activities, will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the exchange on which it would be listed and other applicable securities rules and regulations. Compliance with those rules and regulations will increase Wishpond's legal and financial costs as compared to Wishpond's current activities making some activities more difficult, time consuming or costly and increase demand on its systems and resources.

### ***Third Party Licenses***

Wishpond may license software from third parties. The loss of rights to use this software could increase operating expenses and could adversely affect Wishpond's ability to compete. Wishpond may license certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately maintain or update their products, could delay Wishpond's ability to ship its products, as Wishpond may need to seek to implement alternative technology offered by other sources. This may require unplanned investments by Wishpond. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third-party technology licenses relating to one or more products or relating to current or future technologies to enhance Wishpond's product offerings. There is a risk that Wishpond will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all.

### ***Risks Inherent in Strategic Alliances***

Wishpond may enter into strategic alliances with third parties that it believes will complement or augment its existing business. Wishpond's ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance Wishpond's business, and may involve risks that could adversely affect Wishpond, including significant amounts of management time that may be diverted from operations to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve the expected benefits to Wishpond's business or that Wishpond will be able to consummate future strategic alliances on satisfactory terms, or at all.

### ***Competition***

The industry in which Wishpond operates is highly competitive and competition could intensify, or any technological advantages held by Wishpond may be reduced or lost, as a result of technological advances by its competitors.

If Wishpond does not compete effectively with these competitors, its revenue may not grow. Wishpond has experienced competition from a number of marketing software companies and digital marketing agencies, and expects continued competition in the future. Wishpond's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry

standards. Increased competition may cause price reductions, reduced gross margins and reduced growth in sales, any of which could have a material adverse effect on the business, results of operations and financial condition of Wishpond. Wishpond faces substantial competition from established competitors, many of which may have greater financial, engineering and marketing resources than it does. Many of these companies also have a larger customer base, have longer operating histories or have greater name recognition than Wishpond does. There can be no assurance that Wishpond will successfully differentiate its current and proposed products from the products of its competitors, or that the marketplace will consider the products of Wishpond, to be superior to competing products. Because of the industry in which Wishpond operates, Wishpond expects to face additional competition from new entrants. To maintain Wishpond's competitive position, it is believed that Wishpond will be required to continue to invest in engineering, research and development, marketing and customer service and support. There can be no assurance that Wishpond will have sufficient resources to continue to make these investments, that it will be able to make the technological advances necessary to maintain its competitive position, or that its products will receive market acceptance. Wishpond's competitors may be able to respond more quickly to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products. Wishpond may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand its development of new products.

### ***Dependence on Key Management Personnel***

The success of Wishpond is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management as well as certain consultants (the "Key Personnel"). Wishpond's future success depends on its continuing ability to attract, develop, motivate, and retain the Key Personnel. Qualified individuals for Key Personnel positions are in high demand, and Wishpond may incur significant costs to attract and retain them. The loss of the services of Key Personnel, or an inability to attract other suitably qualified persons when needed, could have a Material Adverse Effect on Wishpond's ability to execute on its business plan and strategy, and Wishpond may be unable to find adequate replacements on a timely basis, or at all. While employment and consulting agreements are customarily used as a primary method of retaining the services of Key Personnel, these agreements cannot assure the continued services of such individuals and consultants.

### ***Conflicts of Interest***

Wishpond may be subject to various potential conflicts of interest because of the fact that some of its officers, directors and consultants may be engaged in a range of business activities. Wishpond's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to Wishpond. In some cases, Wishpond's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to Wishpond's business and affairs and that could adversely affect Wishpond's operations. These business interests could require significant time and attention of Wishpond's executive officers, directors and consultants.

In addition, Wishpond may also become involved in other transactions which conflict with the interests of its directors, officers and consultants who may from time to time deal with persons, firms, institutions or corporations with which Wishpond may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of Wishpond. In addition, from time to time, these persons may be competing with Wishpond for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest

arises at a meeting of Wishpond's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of Wishpond are required to act honestly, in good faith and in the best interests of Wishpond.

### ***Fraudulent or Illegal Activity by Employees, Contractors and Consultants***

Wishpond may be exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to Wishpond that violates: (a) government regulations; (b) federal and provincial healthcare fraud and abuse laws and regulations; or (c) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for Wishpond to identify and deter such misconduct by its employees and other third parties, and the precautions taken by Wishpond to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting Wishpond from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Wishpond, and it is not successful in defending itself or asserting its rights, such actions could have a significant impact on Wishpond's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Resulting Issuer's operations, any of which could have a Material Adverse Effect on Wishpond's business, financial condition, results of operations or prospects.

### ***Technological Errors***

Errors in Wishpond products could result in significant costs to Wishpond and could impair its ability to sell its products. Wishpond products are complex and, accordingly, they may contain errors, or "bugs", that could be detected at any point in their product life cycle. The reputation of Wishpond could be materially and adversely affected by errors in the products. These errors could result in significant costs to Wishpond, delay planned release dates and impair the ability to sell products in the future. The costs incurred in correcting any product errors may be substantial and could adversely affect operating margins. While Wishpond plans to continually test its products for errors and work with customers through maintenance support services to identify and correct bugs, errors in the products may be found in the future.

### ***Internal Controls***

Effective internal controls are necessary for Wishpond to provide reliable financial reports and to help prevent fraud. Although Wishpond will undertake a number of procedures and will implement a number of safeguards in order to help ensure the reliability of its financial reports, including those imposed on Wishpond under applicable law, in each case Wishpond cannot be certain that such measures will ensure that Wishpond maintains adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm Wishpond's results of operations or cause it to fail to meet its reporting obligations. If Wishpond or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in Wishpond's consolidated financial statements and could result in a Material Adverse Effect.

### ***General Economic Risks***

Wishpond's operations could be affected by the economic context should interest rates, inflation or the unemployment level reach levels that influence consumer trends and spending and, consequently, impact Wishpond's sales and profitability.

Any investors should further consider, among other factors, Wishpond's prospects for success in light of the risks and uncertainties encountered by companies that, like Wishpond, are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur, which may result in material delays in the operation of Wishpond's business. Wishpond may not successfully address these risks and uncertainties or successfully implement its operating strategies. If Wishpond fails to do so, it could materially harm Wishpond's business to the point of having to cease operations and could impair the value of Wishpond's securities.

### ***Uncertainty of Use of Proceeds***

Although Wishpond has set out its intended use of proceeds, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by Wishpond to apply these funds effectively could have a material adverse effect on Wishpond's business, including Wishpond's ability to achieve its stated business objectives.

Failure to successfully integrate acquired businesses, its products and other assets into Wishpond, or if integrated, failure to further Wishpond's business strategy, may result in Wishpond's inability to realize any benefit from such acquisition.

Wishpond may grow by acquiring businesses. The consummation and integration of any acquired business, product or other assets into Wishpond may be complex and time consuming and, if such businesses and assets are not successfully integrated, Wishpond may not achieve the anticipated benefits, cost-savings or growth opportunities. Furthermore, these acquisitions and other arrangements, even if successfully integrated, may fail to further Wishpond's business strategy as anticipated, expose Wishpond to increased competition or other challenges with respect to Wishpond's products or geographic markets, and expose Wishpond to additional liabilities associated with an acquired business, technology or other asset or arrangement.

### ***Liquidity and Additional Financing***

There is no guarantee that Wishpond will be able to achieve its business objectives. The continued development of Wishpond may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or Wishpond going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to Wishpond. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. In addition, from time to time, Wishpond may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase Wishpond's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for Wishpond to obtain additional capital and to pursue business opportunities, including potential acquisitions. Wishpond may require additional financing to fund its operations to the point where it is

generating positive cash flows. Negative cash flow may restrict Wishpond's ability to pursue its business objectives.

### ***Difficulty to Forecast***

Wishpond must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a Material Adverse Effect on the business, results of operations and financial condition of Wishpond and Wishpond.

### ***The Market Price of Wishpond Shares may be subject to Wide Price Fluctuations***

The market price of Wishpond Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of Wishpond and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for Wishpond and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of Wishpond's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for Wishpond Shares.

### ***Management of Growth***

Wishpond may be subject to growth-related risks. The ability of Wishpond to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Wishpond to deal with this growth may have a Material Adverse Effect on Wishpond's business, financial condition, results of operations and growth prospects.

### ***There is no assurance that Wishpond will turn a profit or generate immediate revenues***

There is no assurance as to whether Wishpond will be profitable or continue to be profitable, or pay dividends. Wishpond has incurred and anticipates that it will continue to incur substantial expenses relating to the development of its business. The payment and amount of any future dividends will depend upon, among other things, Wishpond's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

### ***Equity Price Risk***

Wishpond may be exposed to equity price risk as a result of holding long-term investments in other companies. Just as investing in Wishpond is inherent with risks such as those set out in this MD&A, by investing in these other companies, Wishpond may be exposed to the risks associated with owning equity securities and those risks inherent in the investee companies.

### ***Anti-Money Laundering Laws and Regulation Risks***

Wishpond is subject to a variety of laws and regulations domestically and internationally that concern money laundering, financial recordkeeping and proceeds of crime, including the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations

thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities internationally.

In the event that any of Wishpond's proceeds, any dividends or distributions therefrom, or any profits or revenues accruing from operations were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of Wishpond to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

### ***Regulation***

Wishpond is subject to general business regulations and laws as well as regulations and laws specifically governing collection of information and the internet. Existing and future laws and regulations may impede Wishpond's growth strategies. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, consumer protection, web services, websites, and the characteristics and quality of products and services. Unfavourable changes in regulations and laws could decrease demand for Wishpond's digital media properties and inventory and increase its cost of doing business or otherwise have a material adverse effect on Wishpond's reputation, popularity, results of operations, and financial condition. The requirements of being a public company may strain Wishpond's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.

As a reporting issuer, Wishpond will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the TSXV and other applicable securities rules and regulations. Compliance with these rules and regulations will increase Wishpond's legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources. Applicable securities laws require Wishpond to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws require Wishpond to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that Wishpond will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm Wishpond's business and results of operations. To comply with these requirements, Wishpond may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Wishpond intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of

management's time and attention from revenue generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against Wishpond and Wishpond's business may be adversely affected.

As a public company subject to these rules and regulations, Wishpond may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for Wishpond to attract and retain qualified members of its board of directors, particularly to serve on its audit committee and compensation committee, and qualified executive officers. As a result of disclosure of information in filings required of a public company, Wishpond's business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, Wishpond's business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of Wishpond's management and harm its business and results of operations.

### ***Unknown Defects and Impairments***

A defect in any business arrangement may arise to defeat or impair the claim of Wishpond to such transaction, which may have a Material Adverse Effect on Wishpond. It is possible that material changes could occur that may adversely affect management's estimate of the recoverable amount for any agreement Wishpond enters into. Impairment estimates, based on applicable key assumptions and sensitivity analysis, will be based on management's best knowledge of the amounts, events or actions at such time, and the actual future outcomes may differ from any estimates that are provided by Wishpond. Any impairment charges on Wishpond's carrying value of business arrangements could have a Material Adverse Effect on Wishpond.

### ***Challenging Global Financial Conditions***

Global financial conditions, particularly in light of the recent COVID-19 pandemic, have been characterized by increased volatility, with numerous financial institutions having either gone into bankruptcy or having to be rescued by government authorities. Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Global capital markets have continued to display increased volatility in response to global events. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the ability of Wishpond, or the ability of the operators of the companies in which Wishpond will hold interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a Material Adverse Effect on Wishpond and the price of Wishpond's securities could be adversely affected.

### ***Credit and Liquidity Risk***

Wishpond will be exposed to counterparty risks and liquidity risks including, but not limited to:

- through suppliers of Wishpond which may experience financial, operational or other difficulties, including insolvency, which could limit or suspend those suppliers' ability to perform their obligations under agreements with Wishpond;
- through financial institutions that may hold Wishpond's cash and cash equivalents;
- through companies that will have payables to Wishpond;
- through Wishpond's insurance providers; and
- through Wishpond's lenders, if any.

Wishpond will also be exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of Wishpond to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to Wishpond. If these risks materialize, Wishpond's operations could be adversely impacted and the price of Wishpond Shares could be adversely affected.

### ***Litigation***

Wishpond may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. If Wishpond is unable to resolve these disputes favourably, it may have a material adverse effect on Wishpond. Even if Wishpond is involved in litigation and wins, litigation can redirect significant Resulting Issuer resources. Litigation may also create a negative perception of Wishpond. Securities litigation could result in substantial costs and damages and divert Wishpond's management's attention and resources. Any decision resulting from any such litigation that is adverse to Wishpond could have a negative impact on Wishpond's financial position.

### ***Cybersecurity Risks***

The information systems of Wishpond and any third-party service providers and vendors, are vulnerable to an increasing threat of continually evolving cybersecurity risks. These risks may take the form of malware, computer viruses, cyber threats, extortion, employee error, malfeasance, system errors or other types of risks, and may occur from inside or outside of the respective organizations. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapid evolving nature of the threats, targets and consequences. Additionally, unauthorized parties may attempt to gain access to these systems through fraud or other means of deceiving third-party service providers, employees or vendors. The operations of Wishpond depend, in part, on how well networks, equipment, IT systems and software are protected against damage from a number of threats. These operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. However, if Wishpond is unable or delayed in maintaining, upgrading or replacing IT systems and software, the risk of a cybersecurity incident could materially increase. Any of these and other events could result in information system failures, delays and/or increases in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the reputation and results of operations of Wishpond.

### ***Security***

Wishpond cannot guarantee absolute protection against unauthorized attempts to access its IT systems, including malicious third party applications or denial of service attacks that may interfere

with or exploit security flaws in its digital media properties. Viruses, worms, and other malicious software programs could jeopardize the security of information stored in a user's computer or in Wishpond's computer systems or attempt to change the internet experience of users by interfering with Wishpond's ability to connect with a user. If any compromise to Wishpond's security measures were to occur and Wishpond's efforts to combat this breach were unsuccessful, Wishpond's reputation may be harmed leading to an adverse effect on Wishpond's financial condition and future prospects.

### ***Dividend Policy***

The declaration, timing, amount and payment of dividends are at the discretion of Wishpond's board of directors and will depend upon Wishpond's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that Wishpond will declare a dividend on a quarterly, annual or other basis.

### ***Customer Acquisitions***

Wishpond's success depends, in part, on Wishpond's ability to attract and retain customers. There are many factors which could impact Wishpond's ability to attract and retain customers, including but not limited to the successful implementation of marketing plans and the continued growth in the aggregate number of customers. The failure to acquire and retain customers would have a Material Adverse Effect on Wishpond's business, operating results and financial condition.

### ***Constraints on Marketing Products***

The development of Wishpond's businesses and operating results may be hindered by applicable restrictions on marketing technology products or digital marketing services. The Canadian federal regulatory regime requires plain packaging of products, and has further prohibitions with respect to marketing, including prohibitions on testimonials, lifestyle branding and packaging that is appealing to youth.

The regulatory environment in Canada and abroad limits Wishpond's ability to compete for market share in a manner similar to other industries. If Wishpond is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, Wishpond's sales and operating results could be adversely affected, which could have a materially adverse effect on Wishpond's business, financial condition and operating results.

### ***Intellectual Property***

The ownership and protection of trademarks, patents, trade secrets and intellectual property rights brought in from the acquisition of Wishpond are significant aspects of Wishpond's future success. Unauthorized parties may attempt to replicate or otherwise obtain and use Wishpond's products and technology. Policing the unauthorized use of Wishpond's current or future trademarks, patents, trade secrets or intellectual property rights could be difficult, expensive, time-consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. In addition, in any infringement proceeding, some or all of the trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defense proceedings could put one or more of the trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly and could put existing intellectual property

applications at risk of not being issued. Any or all of these events could materially and adversely affect the business, financial condition and results of operations of Wishpond.

In addition, other parties may claim that Wishpond's products infringe on their proprietary and perhaps patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, result in injunctions, temporary restraining orders and/or require the payment of damages. As well, Wishpond may need to obtain licences from third parties who allege that Wishpond has infringed on their lawful rights. However, such licences may not be available on terms acceptable to Wishpond or at all. In addition, Wishpond may not be able to obtain or utilize on terms that are favorable to it, or at all, licences or other rights with respect to intellectual property that it does not own.

### ***Foreign Exchange***

Wishpond is exposed to foreign currency risk by reason of Wishpond operating in the United States. As Wishpond Common Shares are traded in Canadian dollars, the movement of the US dollar against the Canadian dollar could have a material adverse effect on Wishpond's prospects, business, financial condition, and results of operation.

**SCHEDULE "G"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF OLD WISHPOND FOR THE SIX  
MONTH ENDED JUNE 30, 2020**

**Wishpond Technologies Ltd.  
Management's Discussion & Analysis  
For the six months ended June 30, 2020**

***All amounts herein are in Canadian Dollars unless otherwise stated.***

## **INTRODUCTION**

This interim Management Discussion and Analysis of the results of operations, cash flows and financial position ("interim MD&A") was prepared by Management of Wishpond Technologies Ltd. ("Wishpond" or "The Company") and approved by the Board of Directors of the Company (the "Board of Directors"). References in this interim MD&A to "Wishpond", the "Company", "us", "we", and "our" mean Wishpond Technologies Ltd. unless the context otherwise suggests.

This interim MD&A discusses material changes in the Company's financial condition, financial performance and cash flows for the six months ended June 30, 2020. Such discussion and comments on the Company's liquidity and capital resources should be read in conjunction with the Company's reviewed financial statements and related notes for the corresponding periods, which have been prepared in Canadian dollars using International Financial Reporting Standards ("IFRS").

Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. The Board of Directors provides an oversight role regarding all public financial disclosures by the Company and has reviewed this interim MD&A and the accompanying financial statements.

Investors should be aware of the inherent limitations of certifying officers of a venture issuer to design and implement, on a cost-effective basis, appropriate Disclosure Controls and Procedures and Internal Controls over Financial Reporting defined in NI 52-109. Such limitations may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this MD&A may constitute forward-looking statements, including those identified by the expressions such as "anticipate", "believe", "estimate", "expect", "foresee", "intend", "plan", or similar expressions to the extent that they relate to the Company or its management. The forward-looking statements are not historical facts but reflect the Company's current assumptions and expectations regarding future events. Forward-looking statements in this MD&A include but are not limited to statements regarding subscriber additions, the variability of the revenues going forward, anticipated market trends and technology adoption by customers and industry peers, anticipated growth in revenue and expenses, the potential impacts of additional expenditures on revenue growth rates, the sufficiency of cash on hand and the Company's ability to obtain the financing necessary to continue operations. There can be no assurance that such statements will prove to be accurate, and actual results and future events may differ materially from those anticipated in such statements. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations and assumptions, including but not limited to the following: (i) there can be no assurance that the Company will earn any profits in the future or that profitability, if achieved, will be sustained; (ii) if the Company is not able to achieve profitability, it will require additional equity or debt financing, and there can be no assurances that the Company will be able to obtain additional financial resources on favourable commercial terms or at all; (iii) the Company's quarterly revenues and operating results may fluctuate, which may harm its results of operations; (iv) the loss of business from a major customer, or operator, could reduce the Company's sales and harm its business and prospects; (v) the market for software as a service is at a relatively early stage of development, and if it does not develop or develops more slowly than expected, the Company's business may be harmed; (vi) the Company faces competition from other

software solution providers, which may reduce its market share or limit the prices it can charge for its software solutions; (vii) a global economic downturn or market volatility may adversely affect the business and/or its ability to complete new financings; (viii) the business of the Company may be harmed if it does not continue to penetrate markets; (ix) the success of the business depends on the Company's ability to develop new products and enhance its existing products; (x) the Company's growth depends in part on the success of its strategic relationships with third parties; (xi) the financial condition of third parties may adversely affect the Company; (xii) the US dollar may fluctuate significantly compared to the Canadian dollar, causing fluctuations in earnings and cash flow as most of the revenues are received in US dollars while most of the expenses are payable in Canadian dollars; (xiii) subscription services which produce the majority of the Company's revenue are hosted by a third party service for the Company and any interruption in service could harm its results of operations; (xiv) the Company may be liable to its customers or third parties if it is unable to collect data or it otherwise loses data; (xv) the Company may be liable for the handling of personal information; (xvi) intellectual property claims against the Company may be time consuming, costly to defend, and disruptive to the business; (xvii) the Company uses open source software in connection with its products which exposes it to uncertainty and potential liability; (xviii) economic uncertainty and downturns in the software market may lead to decreases in the Company's revenue and margins; (xix) any significant changes in the technological paradigm utilized for building or delivering applications in Smartphone devices could harm the Company's business and prospects; and (xx) if the Company loses any of its key personnel, its operations and business may suffer.

Please see the "Risks & Uncertainties" section in this document for a complete discussion of these and other risks. Readers are cautioned not to place undue reliance on forward-looking statements. Management undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

### **VALUE PROPOSITION: "Marketing Made Simple"**

Wishpond is a provider of marketing focused online business solutions. The Company offers an "all-in-one" suite that provides companies with marketing, promotion, lead generation, and sales conversion capabilities. Wishpond replaces entire marketing functions in an easy to use platform for a fraction of the cost while enabling its customers to manage all major aspects of their marketing function in a centralized platform. The Company provides proprietary cloud-based software for lead generation, marketing automation, and analytics, including landing pages, social promotions, website pop-ups, online forms, lead activity tracking, and email marketing, among others. Moreover, Wishpond provides a wide range of integrated marketing services, including campaign design and management, online advertising, search engine optimization, and landing page design, among others.

Wishpond serves over 2,000 customers who are primarily small-to-medium size businesses (SMBs) across various industries. Most customers are based in North America, with a growing presence in Europe and other continents. The Company charges its customers on a subscription-based SaaS model for software and services, which produce strong recurring revenues and cash flows.

Wishpond was founded in 2009 in Vancouver, British Columbia. The Company has approximately 90 employees and full-time contractors globally and its head office is located at Suite 1000 - 1500 West Georgia Street, Vancouver, BC.

### **CUSTOMERS**

Wishpond serves over 2,000 customers, primarily SMBs across various industries, the main ones being e-commerce, marketing agencies, beauty, fitness, and design. In addition to SMBs, the platform is

also used by several large blue-chip companies across North America. However, revenue from these companies is small relative to the revenue generated from SMBs.

Approximately 60% of customers are based in the United States, followed by Canada at 10%, Brazil at 6%, and Europe at 6%, with the balance spread among several other geographic regions. Wishpond's customer base is highly diversified, with low customer concentration and little economic dependence on individual customers.

## **SALES ENGINE**

Since 2017, Wishpond has focused on developing a sales engine that delivers predictable revenue and growth. For that purpose, management has developed a proprietary process that provides systematic lead generation and a targeted strategy for nurturing and converting them successfully. Since the implementation and refinement of the process, Wishpond has been generating consistent organic compound annual revenue growth of approximately 30% with minimal advertising spend.

Some of the verticals currently targeted by the outbound sales teams include e-commerce, fitness clubs, wellness centers, travel companies, and entertainment providers. Wishpond's sales cycle is relatively short, with the majority of deals closing in under twenty days. Therefore, the sales pipeline is continually being refilled.

In addition to the outbound sales team, Wishpond has an inbound sales team devoted to attracting, nurturing, and converting incoming leads from its website, blog, social media channels, webinars, etc.

## **BUSINESS OUTLOOK**

The global outbreak of COVID-19 has created significant uncertainties in the business community due to restrictions put in place by governments around the world regarding travel, business operations, and isolation orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company going forward as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently or may be put in place by Canada and other countries to fight the virus.

Despite these economic risks and uncertainties, Wishpond continues to have ambitious growth targets and has access to the necessary financial, human, and technical resources to accelerate its growth trajectory over the upcoming months. COVID-19 has created challenges and pressures for companies without an online presence to quickly transition to an online business model to reach global customers with little dependence on physical sales. Such trends create favourable tailwinds for Wishpond to empower business owners to make a successful transition online while generating healthy returns on their marketing dollars.

Wishpond has three key areas of focus for the next 24 months:

1. **Organic revenue growth:** Wishpond's primary goal is to generate organic revenue growth driven primarily by expanding the Company's inbound and outbound sales engines, which historically have created recurring and predictable revenue growth. From January to September 2020, the Company has more than doubled its sales team's size and will continue

to accelerate its hiring efforts over the subsequent months. By the end of fiscal 2021, the Company expects to double the size of the current sales team once again.

2. **Product development:** Wishpond has an ambitious product roadmap laid out for the following years, which will require significant development efforts and resources. The Company will be investing heavily in growing the development team to expedite the release of crucial features under its product strategy. On September 1, 2020, the Company hired an experienced Chief Technology Officer to execute this plan.
3. **Inorganic growth:** A significant motivator for Wishpond to go public is the potential to grow inorganically through tuck-in acquisitions of marketing technology companies and digital marketing agencies. In January 2020, the Company hired a Chief Financial Officer with a strong corporate finance and M&A background to lead corporate development efforts. Currently, the Company is holding conversations with potential acquisition targets to complete its first acquisition after the Qualifying Transaction (as such term is defined in Policy 2.4 – *Capital Pool Companies* of Corporate Finance Manual of the TSX Venture Exchange) with Antera Venture I Corp (“Antera”).

## **HIGHLIGHTS OF THE INTERIM PERIOD ENDED JUNE 30, 2020**

Highlights for the six months ended June 30, 2020 include the following:

### ***Product Development:***

- **Payment features:** Wishpond is currently developing a payment feature that allows merchants to collect payments directly from the landing pages, without the need to refer them to an external website or payment gateway. Wishpond’s product team is actively working on adding payment functionality to the landing page editor using Stripe as the payment processor. The feature is currently undergoing testing as should be ready for release prior to the end of fiscal 2020.
- **Marketing funnels:** Wishpond is currently developing multi-step funnel features that allow for progressive lead profiling and upselling opportunities. Such features will be a powerful addition to the landing page editor, increasing its effectiveness at profiling and converting new leads. Wishpond expects to launch this feature in Q1 2021.

### ***Operations:***

- **Response to COVID-19:** COVID-19 created certain challenges during Q1 2020 due to the uncertainty introduced in the economy and the global business sector. In March 2020, management took significant measures to reduce operating expenses and preserve cash where possible. One of the significant reductions was office rent expense. Management negotiated a rent deferral arrangement with the landlord to defer a portion of the rent for four months (May through August), to be repaid over the balance of the lease term expiring on December 31, 2021.

During February and March 2020, Wishpond experienced some paused accounts and cancellations, primarily coming from the most impacted industry verticals, including brick-and-mortar retailers and travel/tourism. Fortunately, Wishpond’s customer base is highly diversified, and each of those verticals represents a small portion of the total revenues. In

April, the Company's sales started experiencing a robust recovery primarily driven by the e-commerce sector, representing the most prominent customer segment at approximately 15% of total revenues. Subsequent months continued to show strong revenue growth with continued momentum into the fall.

Management believes that COVID-19 will radically transform the business landscape with a growing number of companies and consumers doing business online and avoiding gatherings in crowded stores and business centers. This will require companies to establish and/or expand their online presence to allow customers to find and reach them remotely, thereby significantly accelerating the shift to digital experienced in the past decades. Wishpond is confident that these trends are here to stay, and all strategic decisions and initiatives will continue to focus on facilitating this transformation as seamlessly for business owners.

**Remote working model:** As a result of the COVID-19 pandemic, the Company took significant measures in March 2020 to transition into a fully-remote model, operating primarily online with employees working seamlessly across several time zones. Management is undergoing efforts to find a subtenant to take over the office lease, which will result in substantial cost savings going forward. This transition will enable the Company to access strong talent globally and integrate them efficiently into its current systems and processes. Moreover, a portion of the cost savings from the foregone lease expenses will be reinvested in other areas such as online tools and resources to ensure that employees and contractors have the necessary elements to succeed while working remotely.

- **Corporate development efforts:** During the first half of 2020, Wishpond began developing a corporate development strategy to consolidate marketing technology companies and digital marketing agencies focusing on the SMB market and which are complementary to the suite of software services currently offered by the Company. Through such acquisitions, the main objective is to provide cross-selling and up-selling opportunities to the new customers and gradually transition them to adopt Wishpond's technology platform to manage all critical aspects of their sales and marketing strategy. Digital marketing agencies will be provided with financial, technological, and human resources to improve their client's experience while helping them achieve scale. As of the current date, Wishpond's corporate development team is having conversations with an active pipeline of potential acquisition targets.

### ***Key Hires:***

- **Hiring of new CFO:** In January 2020, Juan Leal joins Wishpond's executive team to lead the financial transformation of the Company, execute the go-public transaction, and lead the corporate development efforts. Juan's background is in corporate finance and M&A, having worked at KPMG's corporate finance and assurance practices leading and executing several global M&A transactions across multiple industries.
- **Hiring of new Director of Client Success:** In June 2020, Craig Comstock joined Wishpond's team to lead the account management team. Craig brings over 20 years of experience in all facets of account management, marketing, and project management. Craig's role is to continue to refine the account management processes, while ensuring the highest level of quality on client deliverables and strong client retention.
- **Hiring of new CTO:** In September 2020, Dennis Zelada joined Wishpond's executive team to lead the product development efforts and expand Wishpond product team's capabilities.

Dennis is an experienced technology executive, bringing over 12 years of technical experience, serving as CTO of several successful global companies.

### ***Financial Developments:***

- **Financial performance:** As of June 30, 2020, the Company has approximately \$3.5 million in sales revenue, an increase of 20%+ from the same period in 2019, and remained Adjusted EBITDA<sup>1</sup> positive. The management team is proud of these results considering the impact of COVID-19 during the first quarter of 2020.

<sup>1</sup>Defined in the *ADDITIONAL GAAP AND NON-GAAP MEASURES* section in this document.

### **EVENTS SUBSEQUENT TO JUNE 30, 2020**

**Merger Agreement signed with Antera Ventures I Corp:** On September 10, 2020, Wishpond announced that it had entered into a binding merger agreement with Antera Ventures I Corp. ("Antera") in respect of completion of an arm's length reverse-takeover transaction of Wishpond by Antera (the "Proposed Transaction"), which will constitute the completion of Antera's Qualifying Transaction (as such term is defined in Policy 2.4 – *Capital Pool Companies* of Corporate Finance Manual of the TSX Venture Exchange ("the Exchange")). Subject to satisfaction or waiver of the conditions precedent referred to in the Merger Agreement, Antera and Wishpond anticipate that the Proposed Transaction will be completed no later than February 28, 2021.

The Proposed Transaction will result in Antera acquiring all of the issued and outstanding securities of Wishpond in exchange for the issuance of securities of Antera, which will result in Wishpond becoming a wholly-owned subsidiary of Antera; the existing shareholders of Wishpond will own a majority of the outstanding Antera common shares (after completion of the Proposed Transaction and Antera will be renamed "Wishpond Technologies Ltd." (the "Resulting Issuer") or such other name as Wishpond may determine. Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be a Tier 2 technology issuer listed on the Exchange.

The Proposed Transaction is contemplated as an amalgamation under the Business Corporations Act (British Columbia) between 1264881 B.C. Ltd., a wholly-owned subsidiary of Antera, and Wishpond, and will constitute an arm's length Qualifying Transaction pursuant to the policies of the Exchange.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to: (i) the completion of a concurrent brokered financing for gross proceeds of a minimum of \$4,000,000 and a maximum of \$4,666,666 Wishpond Subscription Receipts pursuant to the Agency Agreement; (ii) the approval by the directors of Antera and Wishpond of the Proposed Transaction; (iii) approval of the merger by the shareholders of Antera; and (iv) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the Exchange. Wishpond intends to use the net proceeds from the private placement for sales growth, product development, strategic acquisitions and general corporate purposes.

In connection with the concurrent brokered financing, the agents involved in the financing will be paid a cash commission equal to 8% of the gross proceeds raised under the Private Placement (the "Cash Fee"). In addition, the agents are to be issued such number of share purchase warrants (the "Agents' Warrants") as is equal to 8% of the number of Subscription Receipts sold under the concurrent

brokered financing (with the exception of investors identified on a president's list in which the Cash Fee and number of Agents' Warrants shall be reduced to 3% for the respective subscriptions). Management estimates that 474,000 Agent Warrants will be issued in this regard. Each Agents' Warrant will entitle the holder to acquire a Resulting Issuer share at the Issue Price for a period of twenty-four months following the completion of the Proposed Transaction.

As consideration for the acquisition of all of the outstanding securities of Wishpond, holders of the issued and outstanding common shares of Wishpond and Class BB non-voting participating shares of Wishpond will receive approximately 3.243993 post-Consolidation (as defined herein) Antera Common Shares for each one (1) Wishpond Share held.

In connection with the transaction, on September 10, 2020, Wishpond issued a convertible debenture of with a face value of \$150,000, convertible into 88,075 Wishpond Common Shares concurrent with the closing of the Proposed Transaction, which will be exchanged into approximately 285,714 Resulting Issuer Shares.

In September 2020, Wishpond employees exercised 1,529,167 employee stock options, and were issued Wishpond Class BB Common Shares. Wishpond received \$155,542 in consideration upon exercise. Furthermore, 23,333 in Wishpond stock options were cancelled subsequent to June 30, 2020.

Subject to the Proposed Transaction, Wishpond entered into a debt conversion agreement to convert the shareholder loan in the amount of \$4,508,845 into 1,851,205 Wishpond common shares, which will be exchanged into approximately 6,005,300 Resulting Issuer Shares.

## RESULTS OF OPERATIONS:

	<b>6 months ended June 30, 2020 \$</b>	<b>6 months ended June 30, 2019 \$</b>
Revenue	3,488,014	2,894,838
Gross profit	2,211,277	1,917,345
Adjusted EBITDA	154,798	5,730
Net increase in cash during the year	578,608	1,032
Cash - end of the year	848,144	149,302

### Revenue:

Wishpond's revenue is derived from the sale of rights to use its software and provision of digital marketing services. Substantially all of Wishpond's revenue is considered subscription-based recurring revenue. Wishpond's two main revenue streams consist of the following:

1. **Software Subscription Revenues ("Self-serve"):** subscription agreements provide customers with the right to use Wishpond's suite of cloud-based marketing software. Pricing is based on a tiered system driven by features accessed and the number of leads generated. Customers have the option to subscribe on a monthly or annual basis. Software subscription revenues are recognized over the term of the related contracts.
2. **Marketing Subscription Revenues ("Fully-managed"):** customized professional marketing services are offered to customers on a subscription basis and include a combination of software solutions and "done-for-you" marketing services. Services typically include landing

page design, contest campaigns, ad campaigns, SEO services, among others. The majority of marketing contracts are annual with a monthly billing cycle. Marketing subscription revenues are recognized over the term of the related contracts.

For the six months ended June 30, 2020, Wishpond achieved revenues of \$3,488,014, relative to \$2,894,838 for the comparable period in fiscal 2019, representing a year-over-year increase of 20%.

- The increase in revenue was driven primarily by the following:
  - **Outbound sales channel:** Incremental investment in outbound sales, including the hiring of an experienced sales team lead, additional sales professionals, and robust training and monitoring efforts. As of June 30, 2020 the Company had 11 Account Executives, compared to 7 as of June 30, 2019.
  - **Upselling efforts:** Continued focus on up-selling customers from lower-value to higher-value plans. Such efforts consist primarily of transitioning customers from technology-only plans (i.e. Self-serve) to Fully-managed plans to help them achieve superior results through the help of Wishpond's professional digital marketing team.

The Company is not aware of seasonal factors causing variations in financial results.

### **Cost of Sales and Gross Margin**

The cost of sales primarily consists of hosting services, email infrastructure, direct labour related to the Fully-managed plans, and payment processing fees. Such costs are primarily correlated with movement in revenue. During the six month period ended June 30, 2020, the Company achieved gross margins of 63%, relative to gross margins of 66% achieved in the comparable period in fiscal 2019. The decrease in margins from the prior year was driven primarily by an increase in email infrastructure costs due to a higher volume of emails sent through the Company's email automation tools.

### **Notable Operating Expenses**

- **Subcontractor expenses:** The Company employs several full-time contractors primarily involved in supporting the outbound sales engine. Many of these subcontractors are based in jurisdictions outside of Canada. During the six month period ended June 30, 2020, the Company incurred \$311,266 in subcontractor expenses compared to \$325,972 in the comparable period in fiscal 2019.
- **Software subscriptions:** Consists of several software subscriptions used by employees of Wishpond in the ordinary course of business. During the six months ended June 30, 2020, the Company incurred \$178,307 in software subscriptions, compared to \$148,519 in the comparable period in fiscal 2019. The increase is primarily attributable to the implementation of new systems designed to improve internal operating efficiency and an increase in the number of licenses purchased.
- **Sales and marketing:** Sales and marketing expenses consist primarily of commissions and bonuses paid to sales development representatives and account executives involved in the lead generation, qualification, and sales closing process. These expenditures are positively correlated with sales of fully-managed plans. The majority of self-serve deals are transacted

directly through the website, and therefore, the Company does not incur commission expenses on those sales. Sales and marketing expenses increased from \$363,278 during the six months ended June 30, 2019, to \$479,834 in the comparable period in fiscal 2020 consistent with the increase in fully-managed sales and hiring new account executives and sales development representatives.

- **Employee stock-based compensation:** The Company uses employee stock options as a means for employee compensation, retention, and incentives. During the six months ended June 30, 2020, the Company incurred \$59,483 in employee stock compensation, compared to \$51,644 in the comparable period in fiscal 2019. Most of the stock-based compensation granted in fiscal 2020 year-to-date is related to executive compensation in the ordinary course of business.
- **Foreign exchange gain (loss):** Foreign exchange gain (loss) relates primarily to the impact of the relative weakness of the Canadian dollar against the US dollar on the Company's Canadian denominated monetary assets and liabilities. The Company had a foreign exchange loss of approximately \$2,258 in the six months ended June 30, 2020, and a foreign exchange loss of \$3,192 in the comparable period in fiscal 2019.

In March 2020, Wishpond entered into six monthly forward foreign exchange contracts, each in the amount of USD\$150,000 at an average exchange rate of approximately 1.39. Given the large fluctuations in the US dollar relative to the Canadian dollar during the first half of 2020, the forward contracts have helped mitigate some of the foreign exchange volatility that the Company is exposed to from having the majority of its sales denominated in US dollars with many of its payables in Canadian dollars.

- **Interest expense:** The interest and bank charges expense relates primarily to the interest on the lease obligation related to the Vancouver office lease, interest and charges on the loan with the Business Development Bank of Canada ("BDC"), and interest on the line of credit and credit cards used in day-to-day operations. The interest expense was \$14,655 in the six months ended June 30, 2020, relative to \$26,648 in the comparable period in fiscal 2019.

## RESEARCH AND DEVELOPMENT EXPENDITURES

Research and development ("R&D") expenses consist primarily of remuneration paid to engineer personnel and independent contractors. Development costs that meet the criteria under IAS 38 *Intangible Assets* are capitalized as deferred development costs. Deferred development costs have finite lives and are carried at cost less accumulated amortization and accumulated impairment losses. The deferred development costs are amortized on a straight-line basis over the estimated useful life of 10 years.

During the six-month period ended June 30, 2020, the Company incurred a total of \$180,252 in development expenses that were capitalized as deferred development costs, relative to \$253,146 in the comparable period in fiscal 2019. During the six months ended June 30, 2020, the Company amortized \$61,536, compared to \$61,524 in the comparable period in fiscal 2019.

The Company is entitled to certain Canadian federal and provincial tax incentives for qualified scientific research and experimental development ("SRED"). Investment tax credits related to development activities that meet the criteria under IAS 38 are offset against deferred development costs when there is reasonable assurance that such credits will be realized. Investment tax credits related to

research activities are recorded as a reduction in the related expenditures when there is reasonable assurance that such credits will be realized.

As of June 30, 2020, the Company had accrued \$114,999 in investment tax credit recoverable, compared to \$164,681 as of June 30, 2019.

## FINANCIAL LIQUIDITY

	<b>Six-months ended June 30, 2020</b>	<b>Six-months ended June 30, 2019</b>
	\$	\$
Net cash generated used in operating activities	937,805	141,332
Net cash from investing activities	(180,252)	(94,021)
Cash flow from financing activities	(178,945)	(46,279)
<b>Net increase in cash</b>	<b>578,608</b>	<b>1,032</b>
Cash - beginning of the year	269,536	148,270
<b>Cash - end of the year</b>	<b>848,144</b>	<b>149,302</b>

- Cash position:** As of June 30, 2020, the Company had a net cash position of \$848,144 and a credit facility with a major Canadian bank for \$100,000. The interest rate on the credit facility is based on RBP + 3.01% per annum with interest payable monthly. Moreover, in April 2020, the Company obtained an additional credit facility from the same Canadian bank for \$500,000 with an interest of RBP + 2.53% per annum. However, the aggregate of both credit facilities cannot exceed a total of \$500,000 at any time. As of June 30, 2020, both credit facilities remained undrawn and were fully available to the Company. As of June 30, 2020, the Company had an investment tax credit receivable of \$114,999, which the Company expects to collect in Q1 2021.
- Cash from operating activities:** During the six months ended June 30, 2020, the Company had net cash from operations of \$937,805, relative to net cash of \$141,332 in the comparable period in fiscal 2019. The increase is primarily due to the year-over-year revenue growth of 20% at healthy gross margins of 63%, continuous rationalization of redundant expenses, and economies of scale achieved. During the six months ended June 30, 2020, total operating expenses represented 66% of revenues, compared to 74% in the comparable period in fiscal 2019.
- Cash from investing activities:** During the six months ended June 30, 2020, the Company had net negative cash from investing activities of \$180,252 consisting of capitalized development costs of \$180,252. Comparatively, during fiscal 2019 the Company had net negative cash from investing activities of \$94,021.
- Cash from financing activities:** During fiscal 2020, the Company had net negative cash from financing activities of \$178,945 consisting primarily of lease liability payments in the amount of \$78,760, repayment of the employee loans in the amount of \$50,000, repurchases of stock options, and interest and bank charges paid. Comparatively, during fiscal 2019, the Company had net negative cash from financing activities of \$46,279.

## Working Capital:

With the inclusion of the due to shareholder balance as a current liability, as of June 30, 2020, Wishpond had negative Net Working Capital of \$5,837,729 compared to negative \$5,715,727 as of June 30, 2019. The due to shareholder balance has been classified as a current liability because, in July 2020, Wishpond entered into a debt conversion agreement to convert the shareholder loan into common shares in the capital of the Company at a price per conversion share equal to the deemed price per common share in the capital of the Company as in the go-public transaction. Subsequent to the Proposed Transaction, the Company will have no further obligation in relation to this debt.

Excluding the due to shareholder balance, as of June 30, 2020, Wishpond had negative Net Working Capital of \$1,328,884, relative to negative \$1,292,316 as of June 30, 2019. This is primarily driven by a sizeable contract liability balance of \$1,628,422 at June 30, 2020 and \$1,222,105 at June 30, 2019, which is recognized into revenue over the life of individual customer contracts.

	<b>June 30, 2020</b>	<b>June 30, 2019</b>
	\$	\$
Cash	848,144	149,302
Accounts and other receivables	101,678	180,915
Prepaid expenses	81,288	8,353
Investment tax credit recoverable	114,999	164,681
Accounts payables and accrued liabilities	(475,628)	(115,340)
Contract Liability	(1,628,422)	(1,222,105)
Loan payable to employee	-	(50,000)
Current portion of lease liability	(221,248)	(290,233)
Other payables	(149,695)	(117,889)
<b>Net Working Capital (before due to shareholder balance)</b>	<b>(1,328,884)</b>	<b>(1,292,316)</b>
Due to shareholder	(4,508,845)	(4,423,411)
<b>Net Working Capital (after due to shareholder balance)</b>	<b>(5,837,729)</b>	<b>(5,715,727)</b>

## **CAPITAL RESOURCES**

### **Capital expenditures:**

The Company is asset-light and does not have ongoing material capital expenditure requirements to operate the business. As of June 30, 2020, the Company did not have any material commitments for capital expenditures.

## **RELATED PARTY TRANSACTIONS**

During the six months ended June 30, 2020, 35,000 options were granted to members of management (nil for the six months ended June 30, 2019) as a means for compensation, retention, and incentives.

### **Financial Instruments**

Refer to the Financial Statements for the Company's recognition and measurement accounting policies of financial instruments. As of June 30, 2020 and June 30, 2019, the Company's financial instruments are valued as follows:

	<b>June 30, 2020</b>	<b>June 30, 2019</b>
	<b>\$</b>	<b>\$</b>
Cash	848,144	149,302
Accounts receivable	101,678	180,915
Accounts payable and accrued liabilities	475,628	115,340
Loan payable to employees	-	50,000
Long-term debt	56,550	-
Due to shareholders	4,508,845	4,423,411

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company is not aware of any material off-balance sheet arrangements.

### **PROPOSED TRANSACTIONS**

Refer to the "*EVENTS SUBSEQUENT TO JUNE 30, 2020*" section above for a description of the expected "Qualifying Transaction" with Antera Ventures I Corp.

### **ADDITIONAL GAAP AND NON-GAAP MEASURES**

This MD&A makes reference to certain additional GAAP and non-GAAP financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. The Company uses Loss from Operations as an additional GAAP measure and uses non-GAAP financial measures, including Adjusted Earnings Before Interest, Tax and Amortization ("Adjusted EBITDA"), to provide investors with supplemental measures of its operating performance and to highlight trends in their core business that may not otherwise be apparent when relying solely on IFRS financial measures.

### **Loss from Operations**

The Company uses Loss from Operations as an additional GAAP financial measure within the financial statements and MD&A, but it is not a defined term under IFRS to assess performance. Management believes that this measure provides useful supplemental information to investors and is computed consistently for each reporting period.

Loss from Operations is calculated as total revenues less total operating expenses derived from the Statement of Comprehensive Loss. This measure provides an indication of financial performance excluding the undernoted items such as foreign exchange, other income and expenditures (which typically include non-recurring transaction) and interest expense. As a result, management believes that this metric provides a clearer picture of the ongoing financial performance of the Company from operating activities. This non-GAAP metric is used by management to analyze operating performance,

but it is not intended to represent an alternative to net earnings or other measures of financial performance in accordance with IFRS.

The following table summarizes the Company's Loss from Operations for the six-month periods ended June 30, 2020 and 2019:

	<b>Six months ended June 30, 2020 \$</b>	<b>Six months ended June 30, 2019 \$</b>
Revenue	3,488,014	2,894,838
Cost of sales	1,276,737	977,493
<b>Gross profit</b>	<b>2,211,277</b>	<b>1,917,345</b>
Operating expenses	2,306,985	2,153,496
<b>Loss from operations</b>	<b>(95,708)</b>	<b>(236,151)</b>

### Adjusted EBITDA

Management uses Adjusted EBITDA as a supplemental measure of operating results and believes that this measure provides useful supplementary information to investors as it identifies and normalizes one-time, non-recurring income and expenses that may cloud the ongoing operating results of the Company. Moreover, management believes that this metric enables securities analysts, investors and other interested parties to perform a more objective valuation of the Company.

The Company achieved positive Adjusted EBITDA in the six months ended June 30, 2020 in the amount of \$154,798, relative to \$5,730 in the comparable period in fiscal 2019. This is due to the revenue growth achieved during the year, healthy gross margins of 63%, and realized economies of scale.

	<b>Six months ended June 30, 2020 \$</b>	<b>Six months ended June 30, 2019 \$</b>
Loss before income taxes	(166,550)	(275,368)
Depreciation and amortization	191,023	190,236
Interest expense	14,655	26,648
<b>EBITDA</b>	<b>39,128</b>	<b>(58,484)</b>
Foreign currency losses (gains)	2,258	3,192
Net other expenditures	53,929	9,378
Stock based compensation expense	59,483	51,644
<b>Adjusted EBITDA</b>	<b>154,798</b>	<b>5,730</b>

**SCHEDULE "H"**

**PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE RESULTING  
ISSUER**

As At June 30, 2020

**Wishpond Technologies Inc. (formerly Antera Ventures I Corp)**  
**Unaudited Pro Forma Statement of Financial Position**  
**As at June 30, 2020**  
(Expressed in Canadian Dollars)

	Wishpond Technologies Ltd.	Antera Ventures I Corp.	Note	Pro Forma Adjustments	Pro Forma Consolidated
	\$	\$		\$	\$
<b>Assets</b>					
<b>Current</b>					
Cash	848,143	694,915	4c 4c 4d 6	4,600,000 (465,500) (265,768) 155,542	5,567,332
Accounts and other receivables	101,678	-		-	101,678
Prepaid expenses	81,289	-		-	81,289
Investment tax credit recoverable	114,999	-		-	114,999
<b>Total current assets</b>	<b>1,146,109</b>	<b>694,915</b>		<b>4,024,274</b>	<b>5,865,298</b>
Property and equipment	386,126	-		-	386,126
Intangible assets	764,206	-		-	764,206
Other assets	64,462	-		-	64,462
<b>Total assets</b>	<b>2,360,903</b>	<b>694,915</b>		<b>4,024,274</b>	<b>7,080,092</b>
<b>Liabilities and shareholders' equity (deficiency)</b>					
<b>Liabilities</b>					
<b>Current</b>					
Accounts payable and accrued liabilities	475,628	7,056	-	-	482,684
Contract liabilities	1,628,422	-		-	1,628,422
Lease liability	221,248	-		-	221,248
Due to shareholders	4,508,845	-	4d	(4,508,845)	-
Other payables	149,695	-		-	149,695
<b>Total current liabilities</b>	<b>6,983,838</b>	<b>7,056</b>		<b>(4,508,845)</b>	<b>2,482,049</b>
Lease liability	261,989	-		-	261,989
Long-term debt	56,550	-		-	56,550
<b>Total liabilities</b>	<b>7,302,377</b>	<b>7,056</b>		<b>(4,508,845)</b>	<b>2,800,588</b>
<b>Shareholders' equity (deficiency)</b>					
Share capital	2,600	855,106	4a 4b 4c 4c 4e 6 4c	(855,106) 1,999,872 4,600,000 (465,500) 4,508,845 155,542 (117,543)	10,683,816
Deficit	(5,355,776)	(247,469)	4a 4d 4d	247,469 (1,551,654) (265,768)	(7,173,197)
Contributed surplus	411,702	80,222	4a 4b 4c	(80,222) 239,640 117,543	768,885
<b>Total shareholders' equity (deficiency)</b>	<b>(4,941,474)</b>	<b>687,859</b>		<b>8,533,118</b>	<b>4,279,504</b>
<b>Total shareholders' equity (deficiency) and liabilities</b>	<b>2,360,903</b>	<b>694,915</b>		<b>4,024,274</b>	<b>7,080,092</b>

## **1. Proposed Transaction**

Effective September 10, 2020, Antera Ventures I Corp. ("Antera" or the "Company") entered into a binding merger agreement with Wishpond Technologies Ltd. ("Wishpond"), and 1264881 B.C. Ltd. ("Antera Subco"), a wholly-owned subsidiary of Antera (the "Merger Agreement") in respect of the completion of an arm's length reverse-takeover transaction of Wishpond by Antera (the "Proposed Transaction"), which will constitute the completion of Antera's Qualifying Transaction (as such term is defined in Policy 2.4 – Capital Pool Companies of Corporate Finance Manual of the TSX Venture Exchange (the "Exchange")).

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to: (i) the completion of a concurrent brokered financing for gross proceeds of \$4,600,000 (the "Private Placement") through the issuance of Subscription Receipts (as defined herein); (ii) the approval by the directors of Antera and Wishpond of the Proposed Transaction and the matters related therein; (iii) approval of the Consolidation (as defined herein) by the shareholders of Antera; and (iv) the receipt of all requisite regulatory, stock exchange, and governmental authorizations and consents, including the Exchange.

Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Merger Agreement, Antera and Wishpond anticipate that the Proposed Transaction will be completed no later than February 28, 2021. There can be no assurance that the Proposed Transaction or Private Placement will be completed.

Trading in the common shares of Antera (the "Antera Common Shares") is currently halted in accordance with the policies of the Exchange and will remain halted until such time as all required documentation in connection with the Proposed Transaction has been filed with and accepted by the Exchange and permission to resume trading has been obtained from the Exchange.

### The Qualifying Transaction

The Proposed Transaction will result in Antera acquiring all of the issued and outstanding securities of Wishpond in exchange for the issuance of securities of Antera, which will result in Wishpond becoming a wholly-owned subsidiary of Antera; the existing shareholders of Wishpond will own a majority of the outstanding Antera Common Shares (after completion of the Proposed Transaction, referred to herein as the "Resulting Issuer Shares") and Antera will be renamed "Wishpond Technologies Ltd." (the "Resulting Issuer") or such other name as Wishpond may determine. Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be a Tier 2 technology issuer listed on the Exchange.

The Proposed Transaction is contemplated as an amalgamation under the Business Corporations Act (British Columbia) between Antera Subco and Wishpond and will not constitute a non-arm's length Qualifying Transaction or a related party transaction pursuant to the policies of the Exchange.

As consideration for the acquisition of all of the outstanding securities of Wishpond, holders of the issued and outstanding common shares of Wishpond ("Wishpond Common Shares") and Class BB non-voting participating shares of Wishpond ("Wishpond Non-Voting Shares" and together with the Wishpond Common Shares, the "Wishpond Shares") will receive approximately 3.243993 post-Consolidation (as defined herein) Antera Common Shares for each one (1) Wishpond Share (the "Exchange Ratio") held. Excluding unvested incentive stock options, the outstanding capital of Wishpond to be acquired by Antera at the Exchange Ratio is comprised of the following:

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- An outstanding Wishpond convertible debenture, issued on September 10, 2020, convertible into 88,074 Wishpond Common Shares concurrent with the closing of the Proposed Transaction, which will be exchanged into approximately 285,714 Resulting Issuer Shares;
- An outstanding debt conversion agreement (the "Debt Conversion Agreement") in the amount of \$4,508,845 convertible into 1,851,205 Wishpond Common Shares, which will be exchanged into approximately 6,005,300 Resulting Issuer Shares; and
- 9,569,167 Wishpond Shares (8,040,000 Wishpond Common Shares outstanding as at June 30, 2020, plus 1,529,167 vested stock options exercised by employees in September 2020), which will be exchanged into approximately 31,042,319 Resulting Issuer Shares.

There are currently 130,500 outstanding unvested pro-forma incentive stock options of Wishpond (see note 6 for exercises and cancellations of Wishpond stock options subsequent to June 30, 2020), each exercisable for one Wishpond Non-Voting Share, and holders thereof will receive approximately an aggregate of 423,341 incentive stock options of the Resulting Issuer, each exercisable to acquire one Resulting Issuer Share, pursuant to the Exchange Ratio. The final structure of the Proposed Transaction is subject to the receipt of tax, corporate and securities law advice by both Antera and Wishpond.

Assuming the Private Placement is fully subscribed, it is estimated that there will be approximately 46,133,327 Resulting Issuer Shares outstanding upon closing of the Proposed Transaction, and 47,239,417 Resulting Issuer Shares on a fully-diluted basis, with existing securityholders of Antera holding approximately 6.08% of the Resulting Issuer Shares on a fully-diluted basis, former securityholders of Wishpond will hold approximately 79.93% of the outstanding Resulting Issuer Shares, on a fully-diluted basis, and subscribers for Subscription Receipts holding approximately 13.99% of the outstanding Resulting Issuer Shares, on a fully-diluted basis.

Immediately prior to the completion of the Proposed Transaction, it is anticipated that Antera will consolidate its issued and outstanding Antera Common Shares on the basis of approximately 4.6467 pre-consolidation Antera Common Shares for each one (1) post-consolidation Antera Common Share (the "Consolidation").

Upon closing of the Proposed Transaction, a finder's fee in the amount of \$25,000 plus applicable taxes will be payable to Angad Capital Inc., an arm's length party to both Wishpond and Antera. This amount is included in the \$465,500 of financing fees which impact share capital as a pro forma adjustment.

#### The Private Placement

Wishpond has entered into an agreement dated August 31, 2020 with Beacon Securities Limited (the "Lead Agent"), as lead agent and sole bookrunner, on its own behalf and on behalf of a syndicate of agents including PI Financial Corp. (the "Agents"), pursuant to which Wishpond shall complete the Private Placement of subscription receipts of Wishpond (the "Subscription Receipts") at a price of \$0.75 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds of \$4,600,000. Each Subscription Receipt shall be deemed to be exercised, without payment of any additional consideration and without any further action on the part of the holder thereof, for that number of Wishpond Common Shares equal to a fraction, the numerator of which is one, and the denominator of which is the Exchange Ratio, upon satisfaction of certain escrow release conditions (the "Escrow Release Conditions") as described in a subscription receipt agreement to be entered into by the parties (the "Subscription Receipt Agreement"). Each Wishpond Common Share received by holders of the Subscription Receipts shall then be converted into Resulting Issuer Shares pursuant to the Exchange Ratio. For clarity, each Subscription Receipt shall result in the issuance of one Resulting Issuer Share following the completion of the Proposed Transaction.

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The gross proceeds of the Private Placement less 50% of the Cash Fee (as defined below), which will be paid upon closing of the Private Placement, will be deposited in escrow at closing pending the satisfaction of the Escrow Release Conditions. If either: (i) the Escrow Release Conditions are not satisfied on or before the escrow release deadline to be stipulated in the Subscription Receipt Agreement; or (ii) prior to such escrow release deadline, Antera and/or Wishpond advises the Agent or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Subscription Receipts will be cancelled and the escrowed funds shall be returned to the holders of the Subscription Receipts in accordance with the terms of the Subscription Receipt Agreement.

In connection with the Private Placement, the Agents will be paid a cash commission equal to 8% of the gross proceeds raised under the Private Placement (the "Cash Fee"). In addition, the Agents are to be issued such number of share purchase warrants (the "Agents' Warrants") as is equal to 8% of the Subscription Receipts sold under the Private Placement, with the exception of investors identified on a president's list in which the Cash Fee and number of Agents' Warrants shall be reduced to 3% for the respective subscriptions. Each Agents' Warrant will entitle the holder to acquire a Resulting Issuer Share at the Issue Price for a period of twenty-four months following the completion of the Proposed Transaction.

## **2. Basis of Presentation**

The accompanying unaudited pro forma consolidated statement of financial position of Antera (the "Pro Forma Financial Statement") has been prepared by the management of Wishpond for inclusion in the Antera filing statement (the "Filing Statement") dated October 9, 2020, in connection with the Proposed Transaction.

The Pro Forma Financial Statement has been prepared for illustrative purposes only and gives effect to the Transaction and pursuant to the assumptions and adjustments as further described herein. The Pro Forma Financial Statement as at June 30, 2020 gives effect to the Proposed Transaction as if it had occurred as at June 30, 2020.

The Pro Forma Financial Statement is not necessarily indicative of the financial position that would have been achieved if the Proposed Transaction had been completed on the date presented, nor does it claim to project the financial position of the consolidated entities as of any future date. The actual calculation and allocation of the purchase price will be based on the assets purchased and liabilities assumed at the effective date of the acquisition and other information at that date to support the allocation of the purchase price to the respective assets and liabilities. Accordingly, the actual amounts for each of the assets and liabilities will vary from the pro forma amount and the variation may be material.

The Pro Forma Financial Statement has been prepared based on financial statements that are prepared in accordance with International Financial Reporting Standards ("IFRS"), from information derived from the unaudited interim statement of financial position of Antera as at June 30, 2020 and interim statement of financial position of Wishpond as at June 30, 2020.

The Pro Forma Financial Statements should be read in conjunction with: (i) the description of the transaction in the Filing Statement, and (ii) the historical financial statements, together with the notes thereto, of Antera and Wishpond referred to above, which are included in the Filing Statement.

Management believes the Pro Forma Financial Statement includes all material adjustments necessary for a fair presentation of the transactions as described below.

## **3. Significant Accounting Policies**

The accounting policies used in preparing the Pro Forma Financial Statement are set out in Wishpond's annual consolidated financial statements for the year ended December 31, 2019. In preparing the Pro Forma Financial Statement, a review of publicly available information was undertaken to identify accounting policy differences between Antera and Wishpond. While management believes that the significant accounting policies of Antera and Wishpond are consistent in all material respects, accounting policy differences may be identified upon completion of the Proposed Transaction.

On completion of the Proposed Transaction, Antera will be the legal parent of Wishpond. However, as a result of the Proposed Transaction, control of Antera will pass to the former shareholders of Wishpond. This type of share exchange is referred to as a reverse acquisition.

The acquisition is considered to be outside the scope of IFRS 3 *Business Combinations* since Antera's activities prior to the acquisition were limited to the management of cash resources and the maintenance of its listing, and accordingly, did not constitute a business. As Wishpond has granted equity instruments in return for goods or services received, the arrangement falls under the scope of IFRS 2 *Share-based Payments*.

#### **4. Pro Forma Assumptions and Adjustments**

The key terms of the Proposed Transaction, which are more clearly laid out in the Filing Statement and the amalgamation agreement between Antera and Wishpond (the "Amalgamation Agreement"), are as follows:

- **Antera Share Consolidation:** Immediately prior to the transaction, Antera will consolidate its issued and outstanding Antera Common Shares on a basis of approximately 4.6467 pre-consolidation Antera Common Shares for each one (1) post-consolidation share (the "Consolidation").
- **Wishpond Share Exchange:** As consideration for the acquisition of all of the outstanding securities of Wishpond, holders of the issued and outstanding common shares of Wishpond and Class BB non-voting participating shares of Wishpond will receive approximately 3.243993 post-Consolidation (as defined herein) Antera Common Shares for each one (1) Wishpond Share held.
- **Name Change:** Antera will change its name to "Wishpond Technologies Ltd." in connection with closing of the Proposed Transaction and will request a stock symbol reservation with the TSXV under separate cover.
- **Wishpond Financing:** Wishpond has raised gross proceeds of \$4,600,000 by way of a private placement of Wishpond Subscription Receipts at a price of \$0.75 per Wishpond Subscription Receipt Share ("Concurrent Financing"), for a total share issuance of 6,133,333 Resulting Issuer Shares.

On completion of the Proposed Transaction, Antera will be the legal parent of Wishpond. However, as a result of the Proposed Transaction, control of Antera will pass to the former shareholders of Wishpond. This type of share exchange is referred to as a reverse acquisition. A reverse acquisition involving a non-public enterprise and a non-operating public enterprise is a share-based payment in substance, rather than a business combination. Since the Proposed Transaction does not meet the definition of a business combination in accordance with IFRS 3 *Business Combinations*, the Proposed Transaction will be accounted for as an asset acquisition as follows:

- The identifiable assets and liabilities of Antera are recognized at fair value at the acquisition date.; and
- The excess of the fair value over the identifiable assets and liabilities of Antera is charged to profit or loss as listing expense in accordance with IFRS 2 *Share-based Payments*;

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Deficit and other equity balances recognized in the consolidated statement of financial position is determined by adding the fair value of Antera to Wishpond's issued equity immediately prior to the Proposed Transaction.

However, the equity structure shown in the Pro Forma Financial Statement of the Resulting Issuer reflects Antera's equity structure, including the common shares issued by Antera to effect the Proposed Transaction. The equity structure of Wishpond is restated using the exchange ratio established in the Amalgamation Agreement to reflect the number of shares issued by Antera in the Proposed Transaction.

The Pro Forma Financial Statement reflects the following transactions:

**a) Elimination of Antera's equity:** Antera's share capital, retained earnings, and contributed surplus are eliminated on consolidation.

**b) Fair value of consideration issued:** As at June 30, 2020, the fair value of the consideration deemed to be issued by Wishpond in the RTO was estimated to be as follows:

	\$
Wishpond common shares	1,999,872
Plus: Wishpond stock options exchanged for Antera stock options	<u>239,640</u>
<b>Fair value of Consideration Issued</b>	<b>2,239,512</b>

The fair value of the stock options was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free rate: 0.21%; Expected stock price: \$2.43; Expected life of options: 2.14 years; Expected stock price volatility (based on comparable companies): 60%; Dividend yield: 0%; and Exercise price: \$0.73 per share.

**c) Concurrent financing:** Wishpond completed a Concurrent Financing consisting of gross proceeds of \$4,600,000 with estimated financing fees of \$465,500, which is comprised of \$25,000 in corporate finance fees and \$440,500 in cash commissions payable to the Agent, for a net amount of \$4,134,500, which is being classified as cash, with a corresponding increase to share capital.

The Agent was also issued 474,000 warrants, exercisable for shares in the Resulting Issuer. The fair value of the Agent Warrants of \$117,543 was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free rate: 0.21%; Expected stock price: \$0.75; Expected life of options: 2 years; Expected stock price volatility (based on comparable companies): 60%; Dividend yield: 0%; and Exercise price: \$0.75 per share.

**d) Reverse takeover listing expense:** The difference between the fair value of the consideration (i.e. the fair value of the Wishpond common shares, stock options, and warrants issued to effect the RTO) and the fair value of of the net identifiable assets received is recognized as a the listing expense which is reflected as an increase in shareholders' deficit.

	\$
Fair value of consideration Note 4(b)	2,239,512
Less: Fair value of net identifiable assets	<u>687,858</u>
<b>Reverse takeover listing expense</b>	<b>1,551,654</b>

In addition to the above RTO listing expense of \$1,551,654, Wishpond is expected to incur additional listing expenses of approximately \$265,768 payable in cash. These transaction fees have been recognized as an increase of the shareholders' deficit.



**Wishpond Technologies Inc. (formerly Antera Ventures I Corp)**  
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Wishpond Common Shares issued upon exercise of stock options in September of 2020	(1,529,167)
Wishpond options cancelled subsequent to June 30, 2020	<u>(23,333)</u>
Wishpond pro-forma options outstanding	130,500
Exchange ratio	<u>3.243993800</u>
<b>Post consolidation Antera stock options reserved for issuance to holders of Wishpond stock options</b>	<b>423,341</b>

The exercise of 1,529,167 Wishpond options subsequent to June 30, 2020 resulted in total cash proceeds of \$155,542, and a corresponding pro-forma increase to share capital.

	<b>Antera Ventures I Corp.</b>
Antera options as at June 30, 2020	790,000
Exchange ratio	<u>4.646720625</u>
<b>Antera options post consolidation</b>	<b>170,012</b>

Post consolidation Antera stock options reserved for issuance to holders of Wishpond stock options	423,341
Antera stock options post consolidation	<u>170,012</u>
<b>Total stock options post consolidation</b>	<b>593,353</b>

**7. Warrants**

A reconciliation of the number of warrants outstanding is as follows:

	<b>Antera Ventures I Corp.</b>
Antera warrants as at June 30, 2020	180,000
Consolidation ratio	<u>4.646720625</u>
<b>Antera warrants post consolidation</b>	<b>38,737</b>

Resulting Issuer Agent Warrants	474,000
Antera warrants post consolidation	<u>38,737</u>
<b>Total warrants post consolidation</b>	<b>512,737</b>