ADCORE

Adcore Inc.

MANAGEMENT`S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND 2025

Dated May 13, 2026

100 King St W
Suite 1600
Toronto, Ontario
M5X 1G5
https://www.adcore.com/

This management's discussion and analysis ("**MD&A**") relates to the operating results and financial position and cash flows of Adcore Inc. (the "**Company**" or "**Adcore**") and its wholly owned subsidiaries (the "**Subsidiaries**") Podium Advertising Technologies Ltd., ("**Podium**"), Adcore Australia Pty., ("**Adcore AU**") Adcore US Inc. ("**Adcore US**"), Amphy EdTech Ltd., ("**Amphy**") and Adcore East Limited ("**Adcore East**"), which holds Adcore China ("**Adcore CH**"), as of and for the three months ended March 31, 2026. The Company Adcore Inc. and its subsidiaries are referred in this report as the Corporate.

This analysis should be read in conjunction with the unaudited interim consolidated financial statements of the Corporate as at and for the three months ended March 31, 2026 (the "**Consolidated Financial Statements**"). The Consolidated Financial Statements include the accounts of the Corporate and the Subsidiaries, and all inter-company balances and transactions have been eliminated on consolidation. For the avoidance of doubt, any reference to the in this MD&A fully incorporates and includes any subsidiary of the Corporate and/or any other future subsidiary of the Corporate.

The Consolidated Financial Statements of the Corporate, and extracts of those financial statements provided in this MD&A are in accordance with IFRS accounting standards as issued by the International Accounting Standards Board (IASB). References to the symbol "CAD$" mean the Canadian dollar. References to the symbol "NIS" mean the New Israeli Shekel, the official currency of Israel. Except as otherwise set out herein, all amounts expressed herein are in thousands of United States dollars, denominated by "$" or "US$", the functional currency of the Corporate. As a result of the rounding of dollar differences, certain total dollar amounts in this MD&A may not add exactly to their constituent amounts. Throughout this MD&A, percentage changes are calculated using numbers rounded as they appear. Readers are cautioned that this MD&A contains certain forward-looking information. Please see the "Forward Looking Statements" section which follows.

The information in this report is dated as of May 13, 2026.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward looking statements" that reflect the Corporate's current expectations and projections about its future results. When used in this MD&A, forward looking statements can be identified by the use of words such as "may", or by such words as "will", "intend", "believe", "estimate", "consider", "expect", "anticipate", and "objective" and similar expressions or variations of such words. Forward looking statements are, by their nature, not guarantees of the Corporate's future operational or financial performance and are subject to risks and uncertainties and other factors that could cause the Corporate's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. No representation or warranty is intended with respect to anticipated future results, or that estimates or projections will be sustained.

In developing the forward-looking statements in the MD&A, the Corporate has applied several material assumptions, including the availability of financing on reasonable terms, the Corporate's ability and general business and economic conditions.
Many risks, uncertainties and other factors could cause the actual results of the Corporate to differ materially from the results, performance, achievements or developments expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to the following: overall

economic conditions, rapid technological changes, demand for the Corporate's products or services, the introduction of competing technologies, competitive pressures, network restrictions, fluctuations in foreign currency exchange rates, and other similar factors that may cause the actual results, performance or achievements to differ materially from those expressed or implied in these forward-looking statements.
Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties elsewhere in this MD&A, actual events may differ materially from current expectations. The Corporate disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements contained in the MD&A are expressly qualified in their entirety by this cautionary statement.

OVERVIEW

Adcore is a digital advertising technology Corporate. Using machine learning artificial intelligence ("**AI**") technology, Adcore's suite of software-as-a-service ("**SaaS**") products provide digital advertisers with smart algorithm-powered automation tools and reporting and analytics in order to help them improve online advertising effectiveness, maximize their return on advertising investment, and scale-up their digital campaigns. Adcore's customers include customers from Asia-Pacific (hereafter: "APAC"), Europe, the Middle East and Africa (hereafter: "EMEA"), and North America, including enterprise companies, and small- and medium-sized businesses.

Adcore's technology developers use machine learning, the branch of AI involving systems that learn from data. Large volumes of data are gathered, and Adcore's proprietary learning algorithms are designed to generalize from that data to other cases of interest. Rapidly shifting data combined with a large volume of data requires training algorithms which are the foundation of Adcore's search engine marketing platform.

Adcore offers multiple SaaS solutions and one platform in the EdTech space. SEMDOC² provides advertisers a powerful account auditing solution, utilizing both machine learning and smart algorithms to formulate 52 key insights and metrics on the account and campaign level. SEMDOC²'s powerful visual dashboard gives advertisers a clean and simple user interface to pin-point exact areas of weakness and missed opportunities – guiding them to superior results. Adcore VIEWS is a search automation solution which provides advertisers with a powerful algorithm bid management feature, which utilizes both machine learning and historical data which optimize and manage advertisers' campaigns in the most efficient manner, ensuring their targets are met as effectively as possible. Adcore VIEWS also gives its users the ability to create and automate their own rule-based campaign management machine, which runs according to each users specified needs. FEEDITOR offers advertisers online shopping automation capabilities. From its ability to automate over one million campaigns to its inventory plug-in, FEEDITOR ensures that advertisers' ads are always up-to-date and in sync with their inventory. FEEDITOR uses machine learning algorithms to ensure that ads are seen at the right place, at the right time, for the right amount of money. Altogether, the Adcore Technology suite combines the industry's leading automation and machine-learning – in order to ensure that advertisers reach the highest return on investment and scale in the most effective manner.

Effortless Marketing is a holistic marketing solution for Shopify store owners from feed creation and submission to smart campaign creation and performance tracking. Effortless Marketing makes it easy to promote products on Google, Facebook & Microsoft, among others and target shoppers searching for products. The innovative solution is fully customizable and allows store owners to select feed criteria, create ad campaigns, track ad performance and adjust budgeting. The app is a multi-country, multi-currency solution that enables advertisers to maximize product sales at their store by tracking traffic and sales for their digital marketing campaigns, with the option to adjust budgets and goals without leaving the App.

The Company's principal place of business, operations and its facilities, where most of its employees are employed, are located in Tel Aviv, Israel. In addition, the majority of the Company's key employees and senior management are Israeli citizens.

During the three months ended March 31, 2026, geopolitical tensions in Israel and the surrounding region continued, following the challenging period which began on October 7, 2023, after an unprecedented terrorist attack from the Gaza Strip on the state of Israel. The war was conducted in many fronts, including Gaza, Lebanon, Iran and Syria, and had an impact on all sectors of the Israeli economy. In June 2025, Israel launched a military campaign, targeting Iran's nuclear and missile programs. The campaign concluded with U.S. involvement, including strikes on key facilities. Tensions between the U.S, Israel and Iran continued, and on February 28, 2026, U.S and Israel launched another campaign of attacks. The Corporate is continuing with its operations both in Israel and globally, as the state of war had no substantial impact on its operations or business results. The Corporate continues to assess the effects of the state of war on its financial statements and business.

RESULTS OF OPERATIONS

Summary of quarterly results (in thousands of US$):

The following unaudited table sets out selected financial information for the Corporate on a consolidated basis for the last eight most recently completed quarters. The unaudited quarterly information has been prepared in accordance with IFRS Accounting Standards:

	March 31, 2026	**December 31, 2025**	**September 30, 2025**	**June 30, 2025**	**March 31, 2025**	**December 31, 2024**	**September 30, 2024**	**June 30, 2024**
Total revenues	6,218	8,675	5,544	4,724	4,886	8,136	5,660	4,836
Gross profit	2,277	2,707	2,229	2,222	2,149	2,809	2,639	2,137
Total comprehensive income (loss)	(551)	(199)	(324)	(304)	(141)	381	(120)	(507)
Basic profit (loss) per share	(0.009)	(0.016)	(0.005)	(0.005)	(0.002)	(0.009)	(0.002)	(0.008)
Diluted profit (loss) per share	(0.009)	(0.016)	(0.005)	(0.005)	(0.002)	(0.009)	(0.002)	(0.008)

The Corporate's financial results and revenues may vary from quarter to quarter as a result of a variety of factors, some of which are outside of the Corporate's control, such as market demand and conditions. The Corporate's revenues depends upon the market conditions. For example, advertisers in the retail sector may spend the largest portion of their advertising budgets during the fourth quarter, in preparation for the holiday shopping season, whereas advertisers in the travel industry may concentrate their spending during the third quarter, to coincide with consumer patterns and trends. The Corporate's financial results and revenues varied over the last eight most recently completed quarters , most notably during the (i) three month period ended December 31, 2024 in which the Corporate's revenue increased by 21% compared to the three months ended December 31, 2023. The increase was driven primarily from acquiring new clients and an increase from existing clients activity primarily in APAC and North America regions. (ii) three month period ended December 31,2025 in which the corporate's revenue increased by 7% compared to the three month period ended December 31, 2024. The increase was driven primarily from acquiring new clients and increased activity from exciting clients, primarily in APAC.

Significant Developments for the three months ended March 31, 2026 and to the date of this report

On January 6, 2026, Adcore announced it has been appointed by Selfie Leslie, a leading boutique apparel brand, to spearhead its performance marketing initiatives, including media mix modeling.

Selected financial information for the three months ended March 31, 2026 and 2025

The following unaudited table provides selected financial information from the Consolidated Financial Statements of the Corporate for the three months ended March 31, 2026 and 2025 (US Dollars in thousands):

	Three months period ended March 31, 2026	**Three months period ended March 31, 2025**
Revenues	6,218	4,886
Cost of revenues	3,941	2,737
Gross profit	**2,277**	**2,149**
Research and development expenses	315	396
Selling, general and administrative expenses	2,453	1930
Operating loss	**(491)**	**(177)**
Finance expenses	115	81
Finance income	(55)	(118)
Loss before taxes on income	**(551)**	**(140)**
Tax Expenses (recovery)	-	1
Net Profit Loss	**(551)**	**(141)**
Basic and Diluted loss per share attributable to shareholders	(0.009)	(0.002)
Weighted average number of shares outstanding	60,726,125	60,524,317

Revenues

For the three months ended March 31, 2026, total revenues amounted to $6,218 compared to $4,886 for the three months ended March 31, 2025. The Increase in revenue by $1,332 was driven primarily from the Corporate's significant increases in its existing clients activity and from new activity in APAC region.

Cost of revenues

Cost of revenues consist primarily of media costs, account managers salaries and related expenses and others.

For the three months ended March 31, 2026 cost of revenues amounted to $3,941 (63% as a percentage of revenues), compared to $2,737 (56% as a percentage of revenues) for the three months ended March 31, 2025, representing an increase of $1,204 primarily due to higher media budgets for the three months ending March 31, 2025.

Gross profit

For the three months ended March 31, 2026, gross profit amounted to $2,277 (37% as a percentage of revenues), compared to $2,149 (44% as a percentage of revenues) for the three months ended March 31, 2025, representing an increase of $128 or 6%. This increase of $128 was primarily due to increased revenues driven by increased activity across APAC.

Research and development expenses

Expenditure incurred on development activities including the Corporate's development is capitalized where the expenditure will lead to new or substantially improved products and only if all the following can be demonstrated: (i) the product is technically and commercially feasible; (ii) the Corporate intends to complete the product so that it will be available for use or sale; (iii) the Corporate has the ability to use the product or sell it; (iv) the Corporate has the technical, financial and other resources to complete the development and to use or sell the product; (v) the Corporate can demonstrate the probability that the product will generate future economic benefits; (vi) the Corporate is able to measure reliability the expenditure attributable to the product during the development.

For the three months ended March 31, 2026, research and development expenses amounted to $315, compared to $396 for the three months ended March 31, 2025.

The decrease is mainly due to an increase in capitalized development costs during the three months ended March 31, 2026, compared to the three months ended March 31, 2025.

Selling, general and administrative expenses

Selling, general and administrative expenses for the three months ended March 31, 2026, amounted to $2,453, compared to $1,930 for the three months ended March 31, 2025, an increase of $523. The increase was attributable mainly to payroll expenses related to hiring new employees and preserving existing headcount, and was partially impacted by foreign exchange rate fluctuations.

Operating loss

For the three months ended March 31, 2026, operating loss amounted to $491, compared to $177 for the three months ended March 31, 2025, an increase of $314. The increase in operating loss was mainly attributable to an increase in selling, general and administrative expenses.

Financial expenses

For the three months ended March 31, 2026 financial expenses amounted to $115, compared to $81 for the three months ended March 31, 2025. The differences were largely attributable to changes in foreign exchange rates.

Financial income

For the three months ended March 31, 2026 financial income amounted to $55, compared to $118 for the three months ended March 31, 2025. The differences were largely attributable to changes in foreign exchange rates.

Taxes on income

The effective Israeli tax rate, which is the primary tax rate of the Corporate for the three months ended March 31, 2026 and 2025 was 12%.

For the three months ended March 31, 2026 taxes on income amounted to nil, compared to $1 for the three months ended March 31, 2025.

Non-IFRS Financial Measures

This MD&A includes certain measures which have not been prepared in accordance with IFRS Accounting standards such as Adjusted EBITDA. Adjusted EBITDA is not a measure of performance under IFRS Accounting standards and should not be considered in isolation or as a substitute for net and comprehensive income or loss prepared in accordance with IFRS Accounting standards or as a measure of operating performance or profitability. Adjusted EBITDA does not have a standardized meaning prescribed by IFRS Accounting standards and is not necessarily comparable to similar measures presented by other companies.

Adjusted EBITDA for year ended March 31, 2026 and 2025

"Adjusted EBITDA"
refers to operating income after adjusting for depreciation and amortization, share-based compensation expense, and items that are non-operating in nature in order to evaluate Adcore's core operating performance against prior periods. The Corporate believes that Adjusted EBITDA is useful supplemental information as it provides an indication of the results generated by the Corporate's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration depreciation of property and equipment and the other items listed

below. It is a key measure used by the Corporate's management and board of directors to understand and evaluate the Corporate's operating performance, to prepare the Corporate's annual budget, and to develop the Corporate's operating plans.

Management believes that this non-IFRS financial measure reflects the Corporate's ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the Corporate's business, as it excludes expenses and gains that are not reflective of the Corporate's ongoing operating results. Management also believes that this non-IFRS financial measure provides useful information to investors in understanding and evaluating the Corporate's operating results and future prospects in the same manner as management believes. This non-IFRS financial measure may not be comparable to other entities.

The non-IFRS financial measures do not replace the presentation of the Corporate's IFRS financial results and should only be used as a supplement to, not as a substitute for, the Corporate's financial results presented in accordance with IFRS.

The non-IFRS adjustments, and the basis for excluding them from non-IFRS financial measures, are outlined below:

- Amortization of Internally Generated Capitalized Development Costs - The Corporate is required to amortize the intangible assets, included in its IFRS financial statements, related to internally generated capitalized development costs, and record depreciation of property, plants and equipment. The amortization of internally generated capitalized development costs and depreciation of property, plants and equipment are non-cash charges. Management believes that such changes do not reflect the corporation's operational performance. Therefore, the Corporate excluded amortization of internally generated capitalized development costs to provide investors with a consistent basis for comparing pre- and post-transaction operating results.

- Share-Based Payments - this adjustment is for share-based awards granted to certain individuals. They are non-cash and affected by the Corporate's historical stock prices which are irrelevant to forward-looking analyses and are not necessarily linked to the Corporate's operational performance.

- Other non-operational items- These are expenses the Corporate considers non-recurring, including costs associated with a reorganization event and one-off marketing expenditures.

The following table presents the adjusted EBITDA for the three months ended March 31, 2026 and 2025 ($ in thousands):

	Three months ended March 31, 2026	**Three months ended March 31, 2025**
	(US $ in thousands)	
Operating profit (loss)	**(491)**	**(177)**
Depreciation and Amortization	286	311
Share-Based Payments	6	1
Other non-operational items	6	10
Total Adjustments	**298**	**322**
Adjusted EBITDA	**(193)**	**145**

LIQUIDITY AND CAPITAL RESOURCES

The Corporate's financial statements have been prepared in accordance with IFRS accounting standards on the assumption that the Corporate is a going concern and will continue in operation for the foreseeable future. Hence, it is assumed that the Corporate has neither the intention nor the need to liquidate and is able to realize its assets and discharge its liabilities and commitments in the normal course of business. In addition, management has determined that additional financing may be required to support operating and investing activities for the foreseeable future as the Corporate continues to expand its operations.

The Corporate believes it has sufficient cash resources to meet its current growth and development objectives.

The Corporate's revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital, the number of securities sold pursuant to any financings and market acceptance of its services.

As of March 31, 2026, cash and cash equivalents & working capital amounted to $3,652 and $2,979 respectively, compared to $7,498 and $3,701, respectively, at the year ended December 31, 2025. The decrease in working capital was largely attributable to the decrease in cash and cash equivalents.

For the three months ended March 31, 2026**,** net cash used in operating activities amounted to $3,392, compared to net cash from operating activities of $173 for the three months ended March 31, 2025. The change was largely attributable to the increase in trade receivables for the three months ended March 31, 2026.

For the three months ended March 31, 2026, Net cash used in investing activities amounted to $431 compared to $270 for the three months ended March 31, 2025. The increase was largely attributable to the increase in capitalized development cost for the three months ended March 31, 2026 compared to the three months ended March 31, 2025.

For the three months ended March 31, 2026, Net cash used in financing activities amounted to $30 compared to $25 for the three months ended March 31, 2025.The increase was largely attributable to the increase in payments and interest related to lease liability.

Common Shares

As of March 31, 2026, the Corporate has 60,903,491 common shares ("Common Shares") issued and outstanding.

Changes in the number of issued Common Shares from December 31, 2025, to March 31, 2026, are as follows:

Number of Common Shares	
Balance December 31, 2025	60,865,991
Common Shares issued – Warrants exercised	-
Common Shares issued – Options exercised	-
Common Shares issued – RSUs settled	37,500
Common Shares cancelled – Non-Course Issuer Bid	-
Balance March 31, 2026	60,903,491

Incentive Stock Options

The Corporate has a stock option plan (the "**Plan**"), which is intended to provide an incentive to retain, in the employ of the Corporate, persons of training, experience, and ability, to attract new employees, officers, directors, consultants and service providers, to encourage the sense of proprietorship of such persons, and to stimulate the active interest of such persons in the development and financial success of the Corporate by providing them with opportunities to purchase ordinary shares of the Corporate pursuant to the Plan.

The following table reflects the activity with respect to options of the Corporate For the three months ended March 31, 2026, compared to the three months ended March 31, 2025:

	Three months ended March 31, 2026		Three months ended March 31, 2025	
	Number of options	**Weighted average Exercise price**	**Number of options**	**Weighted average Exercise price**
Outstanding at beginning of year	7,811,221	CAD 0.24	7,261,221	CAD 0.32
Granted	30,000	CAD 0.13	-	-
Exercised	-	-	(10,000)	CAD 0.27
Forfeited and cancelled	(20,000)	CAD 0.24	(60,000)	CAD 0.48
Outstanding at end of period	7,821,221	CAD 0.25	7,191,221	CAD 0.26
Exercisable options	5,987,954	CAD 0.23	6,017,954	CAD 0.23

Restricted Share Units

The Corporate has a restricted share unit plan (the "RSU Plan") The Corporate approved in the three months ended March 31, 2026 an aggregate grant of 96,154 restricted share units ("RSUs") to directors, senior officers and employees of the Corporate pursuant to the RSU Plan. Each vested RSU entitles the holder to receive one Common Share for a period of 4 years from the date of grant.

CONTRACTUAL OBLIGATIONS

As of March 31, 2026, the Corporate had no debt guarantees or long-term obligations other than leases liabilities. On March 26, 2024 the Corporate entered into a new lease agreement for office space in Tel Aviv, Israel.

The lease has a primary term of three years, with options to extend for an additional three years, an additional two years, and then an additional two years thereafter. The Corporate expects to extend the lease for an additional three years, the term of the expected lease period is six years.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporate has no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on its financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party's making of financial or operational decisions, or if both parties are controlled by the same third party. The Corporate has transactions with key management personal.

The following transactions arose with related parties:

	For the three months period ended Match 31,	
Transaction	**2026**	**2025**
Management fee to CEO and controlling shareholder	148	126
Share Based Compensation to CEO and controlling shareholder	-	-

Liabilities to related parties:

	For the three months period ended March 31,	
Transaction	**2026**	**2025**
Controlling shareholder	49	42

PROPOSED TRANSACTIONS

As of March 31, 2026, and the date hereof, the Corporate had no disclosable proposed transactions. It is the Corporate's policy not to disclose transactions until they are fully executed.

RISKS AND UNCERTAINTIES

The Corporate's business is subject to numerous risks and uncertainties, including those described elsewhere in this MD&A, as well as general economic and market risks. The following discussion describes material risks and uncertainties that the Corporate has identified that may affect the Corporate's results of operations and financial condition.

Risks Related to the Business

The Corporate's commercial and financial success depends on the success of its current commercial products and platforms, Views, Semdoc, Feeditor, Effortless Marketing and Amphy.

The Corporate's future success depends upon building and expanding its commercial international operations in Canada, the United States, Australia, and other international markets, as well as entering additional markets to commercialize all of its products and technologies. If the Corporate fails to expand the use of its technologies in a timely manner and penetrate the available markets which the products are intended to serve, the Corporate may not be able to expand its markets and grow revenue, the value of the Corporate may decline and investors may lose money.

Unanticipated delays or problems associated with the Corporate's products and improvements may cause customer dissatisfaction.

The Corporate's future success is dependent on its ability to continue to develop and expand its products and technologies and to address the needs of its customers. There may be delays in releasing new products or technologies in the future – any material delays may cause customers to forego purchases of the Corporate's products to purchase competitors' offerings instead.

The Corporate may need to develop new products and services and rapid technological change could render its systems obsolete.

The industry in which the Corporate operates is characterized by rapid technological change, frequent new product and service introductions and enhancements, uncertain product life cycles, changes in customer requirements, and evolving industry standards. The introduction of new products and new technologies, the emergence of new industry standards, or improvements to existing technologies could render the Corporate's platform obsolete or relatively less competitive.

The Corporate's commercial and financial success depends on market acceptance, and if not achieved will result in the Corporate not being able to generate revenue to support its operations.

The commercial success of the Corporate depends, among other things, on market acceptance. The success of the Corporate's products and any new products and services that it may launch is dependent upon its ability to attract and retain a critical mass of merchants in potentially diverse geographic locations. The sales cycle for a new merchant can be lengthy. Merchants may not be willing to invest the time and resources necessary to achieve the necessary education and integration required to successfully deploy the Corporate's technology. Competitive pricing and market acceptance also depends on the future pricing and availability of competing products and the perceived comparative efficacy of its products. If the Corporate cannot reach this market, or cannot offer competitive pricing packages, its operating results and revenues will be adversely affected.

A substantial majority of the Corporate's revenue depends on search and shopping advertising.

The Corporate's customers have historically used its Adcore VIEWS Platform for search and shopping advertising, and a significant amount of the Corporate's revenue is derived from users of the platform. Moreover, with Google representing over 90% of worldwide search engine market share according to

Statcounter.com, a significant amount of the Corporate's revenue depends in fact on Google and its performance as a search engine**.** The Corporate expects that the online advertising channels it supports will continue to be a primary channel used by its customers. Should customers lose confidence in the value or effectiveness of these channels, the demand for the ADCORE VIEWS platform may decline. While revenues from social and video advertising have grown rapidly, if the Corporate failure to gain market traction for its Adcore VIEWS platform for social and video advertising would harm its growth prospects, operating results and financial condition.

A substantial majority of the Corporate's revenue depends on major customers.

A significant amount of the Corporate's revenue is derived from three major customers, which constituted 58% of the Corporate's revenue for the three months ended March 31, 2026. The Corporate expects that the working relationship with these three customers will continue to be profitable to all parties. Should any of these three customers lose confidence in the value or effectiveness of the Corporate's technology or services, this working relationship could end, and the Corporate's revenue would significantly decline.

A substantial amount of the Corporate's revenue depends on strategic partnerships with search engine companies.

A significant amount of the Corporate's revenue is derived from its strategic partnerships with leading search engines. The Corporate expects that these strategic partnerships will continue to be profitable to all parties. Any change to or termination of these partnerships or their commercial terms could have a material effect on the Corporate's revenues, which could significantly decline as a result of such change or termination.

The Corporate may require additional capital to support its operations or the growth of its business, and it cannot be certain that this capital will be available on reasonable terms when required, or at all.

From time to time, the Corporate may need additional financing to operate or grow its business. The ability to continue as a going concern may be dependent upon raising additional capital from time-to-time to fund operations. the Corporate's ability to obtain additional financing, if and when required, will depend on investor and lender willingness, its operating performance, the condition of the capital markets and other facts, and the Corporate cannot assure anyone that additional financing will be available to it on favorable terms when required, or at all. If the Corporate raises additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of its current stock, and its existing stockholders may experience dilution. If the Corporate is unable to obtain adequate financing or financing on terms satisfactory to it when it requires it, its ability to continue to support the operation or growth of its business could be significantly impaired and its operating results may be harmed.

The Corporate's growth strategy may not achieve the anticipated results.

The Corporate's future success will depend on its ability to grow its business, including through commercialization of its products. Growth and innovation strategies require significant commitments of management resources and capital investments and the Corporate may not grow its revenues at the rate it expects or at all. As a result, the Corporate may not be able to recover the costs incurred in developing new projects and initiatives or to realize their intended or projected benefits, which could materially adversely affect its business, financial condition or results of operations.

The Corporate faces substantial competition in the future and may not be able to keep pace with the rapid technological changes which may result from others discovering, developing or commercializing

products before or more successfully than the Corporate. The activities of competing companies, or others, may limit the Corporate's revenues.

In general the development and commercialization of new SaaS products is highly competitive and is characterized by extensive research and development and rapid technological change. Market share can shift as a result of technological innovation and other business factors. Commercial opportunities for the Corporate's products may be reduced if the Corporate's competitors develop or market products or novel technologies that are more effective, are better tolerated, are more accepted by the market, have better distribution channels, or are less costly than that offered by the Corporate. If those products gain market acceptance, the Corporate's revenue and financial results could be adversely affected. If the Corporate fails to develop new products or enhance existing products, its leadership in the current markets served could erode, and its business, financial condition and results of operations may be adversely affected.

While the Corporate's products are unique and novel technologies, there are a number of indirect competitors in the market. Such competitors include large and small companies that may have significant access to capital resources, competitive product pipelines, substantial research and development staffs and facilities, and substantial experience in the market. The Corporate recognizes the need to invest in research and development to continue to add high-value, differentiated capabilities to expand both the depth and breadth of the Corporate's product offering. Management also recognizes the need to ensure customer satisfaction through all phases of the sales cycle and intends to invest in competitive intelligence and analysis as it relates to the dynamics of the market, as well as in trends in technology and in products as they are introduced into the market. However, the Corporate may not be able to compete with competitors that are more established in the market.

The Corporate depends on highly skilled personnel to grow and operate its business. If the Corporate is not able to hire, retain, and motivate its key personnel, its business may be adversely affected.

The Corporate's success depends in part upon a number of key employees, including members of senior management who have extensive experience in the industry. Competition for talented senior management is intense and the Corporate's ability to successfully develop and maintain a competitive market position will depend in part on its ability to attract and retain highly qualified and experienced management. The loss of the services of key personnel could have a materially adverse effect on the Corporate's business.

Israeli preferred technological plant status and related benefits could change.

In January 1, 2017 a new section was issued to the Israeli Investments Law relating to preferred technological income. The section is applicable to industrial companies, including the Corporate that apply further preferred enterprise criteria. Accordingly, the Corporate is entitled to the benefit and therefore is subjected to a corporate tax rate of 12%. Investors should be aware that changes in the preferred enterprise criteria could result in the Corporate being re-classified as a non-preferred technological plant, which would result in a higher percentage of corporate tax being applied to the Corporate (23% for the years 2026 and 2025).

Israeli corporate tax rates are subject to regulatory change.

The Israeli corporate tax rate was 23% for the year ended December 31, 2025 and is 23% in 2026. This tax rate could be changed by government decisions and tax regulations, which could have a material effect on the Corporate's revenues. These changes could be relevant to the Corporate in the case the Corporate would be re-classified as a non-preferred technological plant which would result in the regular Israeli corporate tax rate being applied to the Corporate.

Limitation of statute on the Corporate's tax reports for the years ended December 31, 2025 and 2024

The general limitation of statute on tax reports in Israel is four years, and therefore the Corporate's tax reports for the years ended December 31, 2025 and 2024 could still be assessed by the Israeli Tax

Authority, which could result in, among other things, determining that the Corporate is not a preferred technological plant and by such is subject to a higher percentage of corporate tax (23% for the years ended December 31, 2025 and 2024).

If the Corporate fails to develop widespread brand awareness cost-effectively, its business may suffer.

The Corporate believes that developing and maintaining widespread awareness of its brand in a cost-effective manner is critical to achieving widespread acceptance of its products. The Corporate's marketing efforts are directed at growing brand awareness. Brand promotion activities, although they have been successful in the past, may not generate customer awareness or increase revenues, and even if they do, any increase in revenues may not offset the expenses incurred in brand building. If the Corporate fails to successfully promote and maintain its brand, or incurs substantial expenses in doing so, the Corporate may fail to attract or retain customers necessary to realize a sufficient return on its brand building efforts, or to achieve the widespread brand awareness that is critical for broad adoption of its products.

Possible failure to realize anticipated benefits of future acquisitions could impact the Corporate's business.

The Corporate may in the future complete acquisitions to strengthen its position in the point-of sale industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as the Corporate's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own. The integration of acquired businesses requires the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. The integration process may result in the loss of key employees and the disruption of ongoing business, customer and employee relationships that may adversely affect the Corporate's ability to achieve the anticipated benefits of these and future acquisitions.

There is intense competition in the SaaS and search engine marketing and advertising industry.

The SaaS advertising technology industry is highly competitive and rapidly changing. The Corporate may be significantly affected by new product introductions and geographic expansion by existing competition and expects that competition will intensify in the future. Specific factors upon which the Corporate competes include, but are not limited to, functionality of its applications, ease of use, timing for implementation, quality of support and services, and price. The Corporate's potential competitors include other companies selling SaaS services and technology in the search engine marketing and advertising space. Many of these potential competitors have significantly greater financial, technical, marketing and other resources than the Corporate has. Many of them also have longer operating histories, greater name recognition and stronger relationships with merchants and consumers who use or might use a low-value-payment service. The Corporate may not be able to compete successfully with these competitors.

There is inherent technology and development risk in the Corporate's business and industry.

The Corporate approach utilizes technology principally architected and developed by the Corporate. There can be no assurances that the Corporate will meet its targeted development or integration timelines such that it will be able to offer solutions at competitive pricing, or that the Corporate can continue to enhance and improve the responsiveness, functionality and features of its technology and enable the solutions to scale at a reasonable cost. In addition, there is a risk that third parties may have applied for or been granted patents for certain processes or technology which the Corporate has already deployed or intends to deploy, in which case the Corporate may incur additional costs or be prohibited from using or implementing certain product features or processes in one or more countries. The Corporate's solutions incorporate complex technology and software. Accordingly, they may contain errors, or "bugs", that could be detected at any point. Such errors could materially and adversely affect the Corporate's reputation, resulting in claims and/or significant costs to the Corporate, and/or cause consumers, merchants, licensees and other parties to abandon the Corporate's solutions and impair the Corporate's ability to market and sell solutions and services in the future. The costs incurred in correcting any errors and satisfying any such claims may be substantial and could adversely affect the Corporate's operating margins. While the Corporate plans to continually test its solutions for errors and work with customers and merchants through its maintenance support services to identify and correct bugs, errors may be found in the future.

The Corporate maintains data on cloud storage servers, which could be the target of a security breach.

The Corporate's business faces certain security risks. The Corporate's products and services involve storage using cloud-based hosting service and also physical storage. Although data is stored in specialized security groups and are externally encrypted, storage hardware and networking infrastructure is provided by a third party, and security breaches and cyberattacks expose it to a risk of loss of this information, litigation and potential liability. If an actual or perceived breach of security and/or cyberattack occurs, the market perception of the effectiveness of the Corporate's security measures could be harmed, the Corporate could lose users and it may incur significant legal and financial exposure, including legal claims and regulatory fines and penalties. Computer viruses, break-ins, cyberattacks or other security problems could lead to misappropriation of proprietary information and interruptions, delays, or cessation in service to clients. Any failure to adequately address these risks could have an adverse effect on the business and reputation of the Corporate.

There could be interruptions or delays from cloud servers that could affect the Corporate's products or services.

The Corporate's products and services involve storage using a third-party cloud-based hosting service. Any damage to, or failure of, the hosting service's systems generally could result in interruptions in the use of the Corporate's products or services. Such interruptions may reduce the Corporate's revenue, cause customers to terminate their subscriptions and adversely affect the Corporate's ability to attract new customers. The Corporate's business will also be harmed if its customers and potential customers believe its products or services are unreliable.

Control of the Corporate's concentrated.

Omri Brill, the President, Chief Executive Officer, and Chairman of the Corporate beneficially owns approximately 69% of the outstanding common shares of the Corporate. By virtue of his status as the Corporate's principal shareholder, by being a director and officer, Mr. Brill exerts controlling influence over the Corporate's operations and business strategy, and has sufficient voting power to control the outcome of matters requiring shareholder approval. These matters may include the composition of the board of directors, which has the authority to direct the Corporate's business and to appoint and remove officers; approving or rejecting a merger, consolidation or other business combination; raising future capital, and amending the Corporate's articles of incorporation, which govern the rights attached to the Common Shares. This concentration of ownership could delay or prevent proxy contests, mergers, tender offers, open-market purchase programs or other purchases of the Corporate's shares that might otherwise give shareholders the opportunity to realize a premium over the then-prevailing market price for the Common Shares. This concentration of ownership, and sales by Mr. Brill of a substantial number of Common Shares, could cause the market price of the Common Shares to decline.

It may be difficult to enforce civil liabilities under Canadian securities laws.

The majority of the directors and officers of the Corporate are based in Israel, and most of the Corporate's assets, and assets of the directors, officers, are located outside of Canada. Therefore, a judgment obtained against the Corporate or any of these persons, including a judgment based on the civil liability provisions of the Canadian securities laws, may not be collectible in Canada and may not be enforced by an Israeli court. It also may be difficult to effect service of process on these persons in Canada or to assert Canadian securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on an alleged violation of Canadian securities laws reasoning that Israel is not the most appropriate forum in which to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not Canadian law is applicable to the claim. If the Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact by expert witnesses, which can be a time consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel that addresses the matters described above. As a result of the difficulty associated with enforcing a judgment against the Corporate in Israel, it may be difficult to collect any damages awarded by either a Canadian or a foreign court.

Risks Related to Worldwide Economic Conditions

Currency exchange rates fluctuations could adversely affect the Corporate's operating results.

The Corporate is exposed to the effects of fluctuations in currency exchange rates. Since the Corporate conducts some of its business in currencies other than USD but reports its operating results in USD, it faces exposure to fluctuations in currency exchange rates. Consequently, exchange rate fluctuations between the USD and other currencies could have a material impact on the Corporate's operating results.

Downturns in general economic and market conditions may reduce demand for the Corporate's products and could negatively affect the Corporate's revenue, operating results and cash flow.

Recent events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, financial developments seemingly unrelated to the Corporate or to the Corporate's industry could materially adversely affect the Corporate over the course of time. Volatility in the market could hurt the Corporate's ability to raise capital. Potential price inflation caused by an excess of liquidity in countries where the Corporate conducts business may increase the costs incurred to sell the Corporate's products and may reduce the Corporate's profit margins. As a result of downturns in general economic and market conditions, potential customers may not be interested in purchasing the Corporate's products. Any of these events, or other events caused by turmoil in world financial markets may have a material adverse effect on the Corporate's business, operating results and financial conditions.

The Corporate has its core operations in an emerging market, which carries potential risks to its business.

Emerging market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments.

The Corporate's core business operations are located in Israel, which has a history of military instability and could adversely affect the Corporate's business, financial condition and results of operations.

In particular, fluctuations in the Israeli economy and actions adopted by the government of Israel may have a significant impact on companies operating in Israel, including the Corporate. Specifically, the Corporate may be affected by inflation, foreign currency fluctuations, regulatory policies, business, and tax regulations and in general, by the political, social and economic scenarios in Israel and in other countries that may affect Israel.

Catastrophic events and economic, political and market conditions may impact the Corporate's business.

In order to deliver advertising campaigns for its customers, the Corporate maintains servers at co-location facilities in Canada and Israel. Any of its existing and future facilities may be harmed or rendered inoperable by attack or security intrusion by a computer hacker, natural or man-made disasters, including earthquakes, tornadoes, hurricanes, wildfires, floods, nuclear disasters, war, acts of terrorism or other criminal activities, infectious disease outbreaks and power outages, any of which may render it difficult or impossible for the Corporate to operate its business for some period of time. If the Corporate were to lose the data stored in its co-location facilities, it could take days or weeks to recover data from multiple sources, and such delay could result in significant negative impact on its business operations, and potential damage to its advertiser and advertising agency relationships. Any disruptions in the Corporate's operations could negatively impact its business and results of operations, and harm its reputation. In addition, the Corporate may not carry sufficient business interruption insurance to compensate for the losses that may occur. Any such losses or damages could have a material adverse effect on the Corporate's business, financial condition and results of operations.

Inflation may negatively impact the Corporate.

The Corporate may be impacted by inflationary pressures in the form of higher costs required for its operations. The Corporate has made assumptions around the expected costs of these key inputs, and the Corporate's actual costs in an inflationary environment may differ materially from those assumptions.

The Corporate does not believe that inflation has had a material effect on its business, financial condition or results of operations to date; however, if the Corporate's operational or labour costs were to become subject to significant inflationary pressures, the Corporate may not be able to fully offset such higher costs through increased product pricing. The Corporate's inability or failure to do so could harm the Corporate's business, financial condition and results of operations.

Conflict and Political Instability in Eastern Europe

The current year has been marked by significant market volatility and uncertainty. We believe that continued economic growth will be dependent on a number of factors, including, but not limited to, a moderation of the pace of inflation and supply chain issues that developed during 2021, and the nature, magnitude, and duration of hostilities stemming from Russia's invasion of Ukraine, including the effects of sanctions and retaliatory cyber attacks on the world economy and markets. Beginning in November 2021, Russia began to amass troops along the Ukrainian border, heightening military tensions in Eastern Europe. In February 2022, Russia sent troops into pro-Russian separatist regions in Ukraine. The U.S. and/or other countries, including Canada, Germany and Israel may impose sanctions or other restrictive actions against governmental or other entities in Russia. The long-term impacts of the conflict between these nations remains uncertain.

Widespread concern or doubts in the market about the pace or ability of normal economic activity to resume, the potential for prolonged conflict in Ukraine or the broader outbreak of armed conflict in Eastern Europe, the pace, impact, or effectiveness of the actions by governments and centrals banks intended to manage the rate of inflation through interest rate increases and the termination of the quantitative easing program, or the efficacy or adequacy of government measures enacted to support the domestic and global economy, could erode the outlook for macroeconomic conditions, economic growth, and business confidence, which could negatively impact the Corporate.

The current levels of volatility in global markets due to market participants' reactions to, and uncertainty surrounding, the magnitude and timing of government and central bank action to be taken in response to heightened inflation, as well as Russia's invasion of Ukraine. This volatility has resulted in a decline in the level of activity in the financial markets. Continued market volatility or uncertainty related to actions taken or to be taken by central banks, a decline in the global macroeconomic outlook, including as a result of Russia's invasion of Ukraine and the threat, or outbreak of more widespread armed conflict in Eastern Europe would cause financial market activity to continue to decrease, which could negatively affect the Corporate's revenues. In addition, global macroeconomic conditions and Canadian and Israeli financial markets remain vulnerable to the potential risks posed by exogenous shocks, which could include, among other things, political or social unrest or financial uncertainty in the United States and the European Union, complications involving terrorism and armed conflicts around the world, or other challenges to global trade or travel.

Government regulation could adversely affect the Corporate's business.

Government regulation may increase the costs of doing business online. Certain legislation has been enacted or is under consideration relating to online advertising and the Corporate's management team expects further legislation and regulation related to advertising online, the use of geo-location data to inform advertising, the collection and use of anonymous internet user data and unique device identifiers, such as IP address or mobile unique device identifiers, and other data protection and privacy regulation. Such legislation could affect the costs of doing business online, and may adversely affect the demand for the Corporate's offerings or otherwise harm its business, results of operations and financial condition. For example, new laws and regulations in key markets of the Corporate's business could impact the Corporate's ability to collect, use, retain, protect, disclose, transfer and otherwise process personal information. The *EU General Data Protection Regulation (GDPR),* The *Personal Information Protection and Electronic Documents Act* and substantially similar provincial privacy laws in Canada provide that IP addresses are personal information. While the Corporate takes certain measures to protect the security of information that it collects, uses and discloses in the operation of its business, a data breach would create exposure to potential for claims for damages by consumers whose personal information has been disclosed without authorization. Evolving and changing definitions of personal information in the jurisdictions in which the Corporate offer its products and technologies, especially relating to classification of machine or device identifiers, location data and other information, have in the past, and may in the future, cause the Corporate to change business practices, or limit or inhibit the Corporate's ability to operate or expand its business. Data protection and privacy-related laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. While the Corporate takes measures to protect the security of information that it collects, uses and discloses in the operation of its business, and to offer certain privacy protections with respect to such information, such measures may not always be effective.

In addition, while the Corporate actively attempts to avoid collecting identifiable data about consumers, it may inadvertently receive this information from advertisers or advertising agencies or through the process of delivering advertising and may inadvertently release this information in contravention of applicable privacy legislation. The Corporate's failure to comply with applicable laws and regulations, or to protect personal information, could result in enforcement action against the Corporate, including fines, imprisonment of its officers and public censure, claims for damages by consumers and other affected individuals, damage to the Corporate's reputation and loss of goodwill, any of which could have a material adverse impact on operations, financial performance and business. Even without a specific data breach, the perception of privacy concerns, whether or not valid, may harm the Corporate's reputation and inhibit adoption of its offerings by current and future advertisers and advertising agencies.

Conditions in Israel may affect the Corporate's business, results of operations and financial condition.

The Corporate's core business operations are in Tel Aviv, Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its neighboring countries. As a result, the Corporate is vulnerable to the political, economic, legal, regulatory and military conditions affecting Israel and the Middle East. Armed conflicts between Israel and its neighbouring countries and territories occur periodically and a protracted state of hostility has, in the past, resulted in security and economic difficulties for Israel. Any such hostilities or escalation thereof, armed conflicts or violence in the region could adversely affect the Corporate's business, results of operations and financial condition. To date, such conflicts have not had a material effect on business, results of operations or financial condition. In addition, the Corporate may be adversely affected by other events or factors affecting Israel such as the interruption or curtailment of trade between Israel and its trading partners, a significant downturn in the economic or financial condition of Israel, a significant downgrading of Israel's internal credit rating, labour disputes and political instability, including riots and uprisings.

Furthermore, there are a number of countries, primarily in the Middle East, as well as some Muslim countries, including Malaysia and Indonesia that restrict business with Israel or Israeli companies. There may also be certain countries, businesses or other global movements that may exert pressure on the Corporate's partners, customers or others not to do business with Israel or Israeli companies. Furthermore, the Israeli government is currently pursuing extensive changes to Israel's judicial system. In response to the foregoing developments, critics have voiced concerns that the proposed changes may negatively impact the business and economic environment in Israel. Restrictive laws policies or movements directed towards Israel or Israeli businesses could have a material adverse effect on the Corporate's business, results of operations and financial condition.

Generally, under Israeli law, citizens and permanent residents of Israel are obligated to perform military reserve duty for extended periods of time through the age of 45 (or older for citizens with certain occupations) and are subject to being called to active duty at any time under emergency circumstances. In response to increased hostilities, there have been periods of significant call-ups of military reservists. It is possible that there will be additional call-ups in the future, which may include officers and key personnel of the Corporate, which could disrupt business operations for a significant period of time.

War in Israel: The conflict in Israel escalated significantly into a War started on October 7, 2023, following a severe and brutal attack by the terrorist organization Hamas. This attack has led to widespread consequences, affecting various aspects of life and business operations across the region, including frequent missile attacks towards the Corporate's offices in Tel Aviv. Despite the challenging circumstances, including the fact that part of the employees or their spouses have been called for reserve military service, the Corporate has taken extensive measures to ensure the safety of its employees and the security of its operations. The Corporate continues to assess the effects of the state of war on its financial statements and business. In June 2025, Israel launched a military campaign, targeting Iran's nuclear and missile programs. The campaign concluded with U.S. involvement, including strikes on key facilities.

The Corporate has managed to maintain stability and continuity in its business operations within Israel. However, should the situation further escalate, it could impact the Corporate's operations in Israel.

The Corporate must hold various approvals authorizing its activities in Israel. In order for the Corporate to carry on business operations in Israel, it must: (i) be registered with the Registrar of Companies; (ii) be registered with the Israel Tax Authorities; and (iii) hold a business license which is issued by the local municipality in which the business operates. Furthermore, in order to carry on operations in accordance with the International Organization for Standardization ("**ISO**") standards, the Corporate is also required to hold ISO certificates. Although the Corporate believes that all such required registrations, certificates and licenses are in good standing as of the date of this MD&A, if renewals or new permits, business licenses, or approvals are required in connection with the Corporate's activities and are not granted or are delayed, or if existing permits, business licenses or approvals are revoked or substantially modified, the Corporate may suffer a material adverse effect. If new standards are applied to renewals or new applications, it could prove costly to the corporation to meet any new level of compliance.

Risks Related to Intellectual Property

The Corporate's intellectual property rights are valuable, and any inability to protect them could adversely affect its business.

The Corporate's success depends substantially upon the intellectual property that forms the basis of its products, primarily consisting of unpatented proprietary technology, processes, trade secrets, and know-how, as well as inherent copyright of authorship in the source code developed by the Corporate, and unregistered trademarks. To protect its intellectual property rights, the Corporate relies upon trade secret, copyright, trademark, passing-off laws, and other statutory and common law protections in Israel, the United States, and international markets. The Corporate also protects its intellectual property through the use of non-disclosure agreements and other contracts, disclosure and invention assignment agreements, confidentiality procedures, and technical measures. There can be no assurance that these measures will be successful in any given case, particularly in those countries where the laws do not afford the Corporate protection for its intellectual property rights as robust as those available under Israeli, Canadian, and United States laws. The Corporate may be unable to prevent the misappropriation, infringement or violation of its intellectual property rights, breaching any contractual obligations, or independently developing intellectual property that is similar to its own, any of which could reduce or eliminate the Corporate's competitive advantages, adversely affect the Corporate's revenues, or otherwise harm its business.

Assertions by third parties of infringement or other violations of the Corporate's intellectual property rights could result in significant costs and substantially harm the Corporate's business and operating results.

Third parties may in the future assert claims of infringement, misappropriation or other violations of intellectual property rights against the Corporate. Any such claim against the Corporate, even those without merit could cause the Corporate to incur substantial costs defending against the claim and could distract its management. An adverse outcome of a dispute may require the Corporate to pay substantial damages, cease making, licensing or using solutions that are alleged to infringe or misappropriate the intellectual property of others, expend additional development resources to attempt to redesign its services or otherwise develop non-infringing technology, which may not be successful, or enter into potentially unfavourable royalty or license agreements in order to obtain the right to use technologies or intellectual property rights.

Intellectual property claims are expensive and time consuming to defend and if resolved adversely, could have a significant impact on the Corporate's business, financial condition, and operating results.

The Corporate is actively engaged in enforcement and other activities to protect its intellectual property rights. If it became necessary to resort to litigation to protect these rights, any proceedings could be burdensome, costly and divert the attention of management, and the Corporate may not prevail. Any repeal or weakening of intellectual property laws or diminishment of procedures available for the enforcement of intellectual property rights in Israel, Canada, the United States, or internationally could make it more difficult for the Corporate to adequately protect its intellectual property rights, negatively impacting their value and increasing the cost of enforcing its rights.

If the Corporate is unable to protect the confidentiality of its proprietary information and know-how, the value of its technology and products could be adversely affected.

The Corporate relies upon unpatented proprietary technology, processes, trade secrets and know-how. Any disclosure to or misappropriation by third-parties of its confidential or proprietary information could enable the Corporate's competitors to duplicate or surpass the Corporate's technological achievements, potentially eroding its competitive position in the market, and negatively impacting the Corporate's business and operating results.

The Corporate protects its confidential and proprietary information in part through non-disclosure agreements and other contracts, disclosure and invention assignment agreements, with all employees, consultants, advisors and any third-parties, who have access to its confidential and proprietary information, and employs confidentiality procedures and technical measures, there can be no certainty that these measures or procedures will be sufficient to prevent improper disclosure of such confidential and proprietary information, or to prevent it from falling into the hands of the Corporate's competitors and other third parties. There can be no certainty that parties to contracts used by the Corporate to protect its confidential and proprietary information will not be terminated or breached, and the Corporate may not have adequate remedies for any such termination or breach. Legal remedies may be insufficient or ineffective to meaningfully protect the Corporate's confidential and proprietary information or compensate the Corporate for losses that may occur in the event of unauthorized use or disclosure.

Adverse litigation judgments or settlements resulting from legal proceedings in the normal course of business could reduce the Corporate's profits or limit its ability to operate.

The Corporate is subject to allegations, claims and legal actions arising in the ordinary course of its business, which may include claims by third parties, including employees or regulators. The outcome of many of these proceedings cannot be predicted. If any of these proceedings were to be determined adversely to us, a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against the Corporate, its business, financial condition and results of operations could be materially adversely affected.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The areas requiring the use of estimates and critical judgments that may potentially have a significant impact on the Corporate's earnings and financial position are the recognition and amortization of development costs and the useful life of property and equipment.

Revenue from Contracts with Customers IFRS-Principal versus Agent Considerations

Revenue is recognized based on the five-step model outlined in IFRS 15, Revenue from Contracts with Customers. For revenue from direct advertiser customers, management's judgement is applied regarding the determination of whether the Corporate is a principal or agent to the transactions. In making, this judgement, management places significant weight on the fact: (1) the Corporate bears credit risks related to the media buying, as it is contractually required to pay media channels within a negotiated period of time, regardless of whether the Corporate's clients pay the Corporate on time, or at all. Moreover, in some cases the Corporate's clients have or may develop higher-risk credit profiles, which may subject the Corporate to even greater credit risk especially when the Corporate's payment cycles to the media channels is relatively short; (2) The Corporate has full discretion in establishing the price to its customers and sole control of the Costs of the media buying prices, including the campaigns, accounts and media channels' budget allocation; (3) The Corporate has the power to use its own advertising technologies and expertise in order to manipulate the media buying process, which is critical to the fulfillment of the customer deliverables; and (4) The Corporate holds full responsibility towards its clients with regards to the campaigns management and fulfillment.

The Corporate considered to extent to which of Reporting Revenue "Gross versus Net" applies to the Corporate's revenue arrangements and concluded that the Corporate acts as the principal in these arrangements and therefore reports revenue earned and costs incurred related to these transactions on a gross basis.

Amortization of capitalized development costs and the useful life of property and equipment

Intangible assets and property and equipment are amortized or depreciated over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the amounts charged to the statement of comprehensive income in specific periods.

CHANGES IN ACCOUNTING POLICIES

Future IFRS Accounting Standards and interpretations issued but not yet effective

On April 9, 2024, the International Accounting Standards Board published IFRS 18, "Presentation and Disclosure in Financial Statements," which replaces IAS 1, "Presentation of Financial Statements" and is mandatorily effective for annual reporting periods beginning on or after January 1, 2027.
The main changes are aggregation and disaggregation of information including the introduction of overall principles for how information should be aggregated and disaggregated in financial statements and disclosures related to management defined performance measures.
The Corporate is currently assessing the impact of IFRS 18 on the financial statements, but at this stage it is unable to estimate such an impact. The effect of the new standard, however it may be, will only affect matters of presentation and disclosure.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining both disclosure controls and procedures ("DC&P") and an adequate system of internal control over financial reporting ("ICFR") for the Company, as defined under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109") issued by the Canadian Securities Administrators. Management has either designed or caused to be designed such controls and procedures under its supervision, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the CEO and the CFO by others within those entities on a timely basis, particularly during the period in which the annual filings are being prepared, so that appropriate decisions can be made regarding public disclosure and reporting.
As required by NI 52-109, an evaluation of the adequacy of the design and effective operation of the Company's DC&P and ICFR was conducted under the supervision of management, including the CEO and CFO.As of December 31, 2025, the CEO and the CFO evaluated the design and operation of the Company's DC&P. Based on that evaluation, the CEO and CFO concluded that the Company's DC&P was effective as of December 31, 2025
Based on the evaluation of the design and operating effectiveness of the company's ICFR, the CEO and the CFO concluded that the company's ICFR was effective as of December 31, 2025.
During the quarter and year ended December 31, 2025, there were no changes in the Company's ICFR.

OUTSTANDING SHARE DATA

As of May 13, 2026, 60,903,491 Common Shares were issued and outstanding. In addition, as of May 13, 2026, there were 7,821,221 stock options outstanding with exercise prices ranging from CAD$0.185 to CAD$1.33 per share and 344,904 RSUs outstanding with exercise price of CAD$0 per share.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Corporate's financial instruments consist solely of cash and cash equivalents, trade and other receivables, accounts payable, accrued liabilities. As of March 31, 2026 there were no significant differences between the carrying value of these items and their estimated fair values because of the short-term nature of these instruments.

ADDITIONAL INFORMATION

Additional information relating to the Corporate, including its annual information form for the financial year ended December 31, 2025, is posted on SEDAR at www.sedarplus.ca.