



MOOVLY MEDIA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

**Nine Month Period Ended
June 30, 2022**

Report Date – August 29, 2022

Moovly Media Inc.

Management's Discussion and Analysis
Nine Month Period Ended June 30, 2022

INTRODUCTION

Moovly Media Inc. ("Moovly" or the "Company") is a publicly traded company that was incorporated on December 28, 2006, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and its common shares are listed and posted for trading on the TSX Venture Exchange ("TSX-V") under the trading symbol "MVY". The Company completed a name change from Pantheon Ventures Ltd. ("Pantheon") on July 27, 2016 in conjunction with the completion of a reverse takeover ("RTO") transaction with Moovly NV, a privately held technology company that was incorporated in Brussels, Belgium on November 6, 2012. The Company's head office and registered records office is located at 1558 West Hastings Street, Vancouver, BC, V6G 3J4.

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of Moovly for the nine month ended June 30, 2022. The following discussion and analysis should be read in conjunction with the Company's condensed interim consolidation financial statements for the nine month period ended June 30, 2022 and the audited consolidated financial statements for the year ended September 30, 2021 which were 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 monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. The reader should be aware that historical results are not necessarily indicative of future performance.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A, including statements or information containing terminology such as "anticipate", "believe", "intend", "expect", "estimate", "may", "could", "will", and similar expressions constitute "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, that address activities, events, or developments that Moovly or a third party expect or anticipate will or may occur in the future, including Moovly's future growth, expenses results of operations, performance, and business prospects and opportunities are forward-looking statements.

These forward-looking statements reflect Moovly's current beliefs and are based on information currently available to Moovly. These statements require Moovly to make assumptions Moovly believes are reasonable but that are subject to inherent risks and uncertainties. Actual results and developments may differ materially from the anticipated results and developments discussed in the forward-looking statements as certain of these risks and uncertainties are beyond our control. These risks include several of the factors discussed further under the "Risk" section of this document. These risk factors are interdependent and the impact of any one risk or uncertainty on a particular forward-looking statement is not determinable.

Examples of forward-looking statements in this MD&A and the key assumptions and risk factors involved in such statements include, but are not limited to, the statements related to management's expectations that Moovly's increasing sales trend will continue throughout 2022 and beyond, that e-commerce revenues will continue to increase and accelerate with additional marketing and online sales expenditure, and that revenues from blue chip corporate clients will continue to grow in 2022. These statements are based on the assumption that market acceptance and adoption of Moovly's products will continue or accelerate and therefore that current sales trends will continue or accelerate.

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 effects on Moovly. These forward-looking statements are made as of the Report Date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

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MOOVLY BUSINESS OVERVIEW

In 2012 while both executives and shareholders of a digital agency, Moovly's founders recognized the growing market demand for lower cost video and animated high impact multimedia content, mostly in the form of videos to explain or promote something. The demand to use multimedia content to explain and/or promote products, companies, processes and services was clearly growing and becoming a major trend globally. Making rich multimedia content was and remains however technically challenging and costly using traditional methods. The founders incubated the idea that a technical platform could be developed whereby end-users without extensive technical or graphical training would be capable of creating their own animated videos and other rich multimedia content, thus avoiding the high cost of traditional agency fees to have those products made for them. It is with that vision that the Moovly founders set out to create a platform that allows everyone to create animated videos and other rich multimedia content in a "Drag and Drop" fashion with just a few clicks. Prior to developing the platform itself, the founders created a proof of concept which was made available to 18 different large and small companies to test and provide feedback. The proof of concept platform was extensively used over a 6-month period while feedback was gathered and usability assessed. Based on the feedback received from those initial test companies and the users in each, as well as extensive market and competitive analysis, the founders decided to set up Moovly and began product development in early 2013 of the platform from scratch, disposing of the proof of concept which had served its purpose. Working under the radar, Moovly developed its platform and only launched the first version of its commercial "cloud-based digital media and content creation platform" at the end of October 2013. The decision was made at the time to follow the industry trend and exploit the platform using a Freemium SaaS (Software as a Service) business model internationally. Today clients include consumers, students, educational institutions, start-ups, SMEs, brands and large blue chip multinational corporations.

Moovly allows anyone to create rich multimedia content, either from scratch or using templates, without the need to be a multimedia expert nor having to use specialist software programs. Furthermore, any content created using Moovly's platform can be easily adapted, translated, updated and modified, significantly increasing the ROI (return on investment) of the user. Using a drag and drop interface, users can compose and animate graphical objects and synchronize these with sound (voice or music) using a simple timeline. Moovly also features an API (application programming interface) that can be used by third parties for semi and fully automatic video generation (e.g. for brand campaigns, user generated content contests or other content creation applications). Brands and large enterprises can fully customize Moovly to use with their own custom graphical libraries, fonts and color sets.

Even though Moovly has achieved commercialization of its product, the product remains under constant development to expand its possibilities and to extend the platform with new features, functionality and to other devices to reach the widest possible audience.

Moovly's commercialization strategy consists of 3 main pillars:

- **E-Commerce:** Moovly will continue to organically grow its E-Commerce business at a pace in line with available cash flow to drive marketing expenditure. This combined with dedicated customer service and support resources to drive and keep churn low should result in a stable base of income with growth.
- **Direct Corporate Sales:** Increasing large multinational enterprise clients are seeking alternatives and engaging ways to communicate with their clients, staff, partners etc. These clients tend to take longer to make their decision, thus a long sales cycle, however they are higher value clients who tend to be loyal long term. A good example of this is Amadeus which was announced in 2019. There are numerous others.
- **Partnerships:** Moovly believes that it is the thought and technology leader in the space as such we believe we have the best video content creation platform on the market. We will seek to partner with companies looking to add the Moovly products to their own either as resellers, branded value-added resellers and integration partners seeking to off a video content creation tool to their own clients (whether branded Moovly or not). An example of this strategy working is the signing of Boxlight for sales into the Education Sector.

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RECENT BUSINESS DEVELOPMENTS

Earlier developments are contained in earlier versions of this document.

Moovly Signs Global Partnership with Bayer AG

In June 2022, Moovly signed a global partnership agreement with Bayer AG, a German multinational pharmaceutical and life sciences company and one of the largest pharmaceutical companies in the world. Headquartered in Leverkusen, Bayer's areas of business include pharmaceuticals, consumer health care products, agricultural chemicals, seeds and biotechnology products. Through this agreement, Bayer can deploy and use Moovly's platform to make content available globally with content localized and translated, automatically using Moovly's advanced features.

Moovly Signs Reseller Partner and Integration Partnership Agreement with Vendasta

In May 2022, Moovly signed a reseller and vendor partnership agreement with Canadian-based technology business Vendasta, an end-to-end platform for local experts who market, sell, bill, fulfill and deliver digital solutions to small and medium businesses globally. Vendasta prides itself on being the all-in-one solution for its partners and their SMB clients. Whether it is introducing new products to its catalogue, generating leads, driving new business through marketing automation, fulfilling effectively or providing proof of performance reporting, Vendasta provides the tools its partners need to provide their SMB clients with a delightful digital experience. Via its end-to-end platform used exclusively by local experts who sell digital products and services to small and medium businesses, Vendasta serves over 60,000 agencies, managed service providers and media companies and their over 5.5 million small and medium business clients globally.

Moovly Adds Integration with Kaltura

In May 2022, Moovly built an integration with video cloud platform Kaltura, based on co-operation with large educational institution users. Moovly and Kaltura users can now use Moovly's leading video creation platform to create engaging videos and seamlessly publish these into the Kaltura video content management system, enabling customers to manage, publish, distribute and analyze their videos from within the Kaltura platform.

Amadeus Renews Multi-Year Contract with Moovly

In May 2022, Amadeus IT Group, a leading technology provider for the global travel industry, has extended its agreement with Moovly Media Inc., previously announced on Sept. 26, 2019. Amadeus has been using Moovly's studio editor and platform to facilitate its external and internal communication objectives. Through a customized environment, Amadeus manages video production across the company and enables its employees to create their own brand-compliant videos.

Moovly Integrates with VMC Global

In April 2022, Moovly completed an integration with VMC Global (video marketing centre), and has launched the integration of Moovly's market-leading video content creation capabilities and, in doing so, also made VMC's digital marketing capabilities available to Moovly's users. Through this integration, VMC users can make video content from within the same environment with a single sign-on, which can then be used seamlessly in the VMC platform to distribute and monitor the content made.

Moovly Expands Languages Offering to Support Partner Growth

In February 2022, Moovly expanded the number of languages in which its video creation platform is available, adding German, Italian and Portuguese. Moovly partner Contenthouse (see Nov. 12, 2020, press release) has expanded its sales operations beyond Switzerland. To assist with its growth, Moovly has added German, Italian and Portuguese to the languages in which users can use the Moovly platform, that is, the Moovly Dashboard, the Studio Editor et cetera.

Moovly Signs Partnership Agreement with JA Worldwide, 2022 Nobel Prize Nominee

In February 2022, Moovly signed a partnership agreement with JA Worldwide, one of the world's largest youth-serving NGOs (non-governmental organizations). As part of the agreement, JA Worldwide will make the Moovly platform available to its worldwide member organizations. JA Worldwide, nominated for the 2022 Nobel Peace Prize,

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prepares young people for employment and entrepreneurship, equipping them with the skill sets and mindsets they need to succeed. The JA network includes over 590,000 volunteers and teachers, and serves more than 10 million students in over 100 countries.

Moovly Signs Embedded Reseller Agreement with VMC Global, LLC

In January 2022, Moovly signed an agreement with VMC Global LLC, whereby VMC will integrate, bundle and resell Moovly's market-leading video studio editor to its clients. VMC (The Video Marketing Center) is a platform created by Access Mobility 24 Inc. that allows its clients to create customer specific sales and marketing campaigns. Access Mobility 24 specializes in Internet of Things, consulting, application development, content creation and software solutions. With hundreds of business clients, including many household names like Kellogg's, Kerry Ingredients, Blue Bunny, American Eagle and Mondelez International. VMC is a fast-growing video marketing and distribution platform serving its corporate clients with an all-in-one video platform for pre- and postmeeting communications, marketing, advertising, and internal corporate communications.

Moovly Launches Video Collaborative Review and Annotation System

In January 2022, Moovly expanded its leading video creation platform with comprehensive video review, feedback and commenting capabilities, supporting the creative processes and work flows of companies and organizations. Using this new review and annotation environment, users are now able to invite stakeholders, peers or test audiences to preview their Moovly video and add comments to the content, either general or per timestamp. The review interface presents all reviewers' comments in a consolidated way to the creator, and supports further conversation about as well as resolution of these comments.

Moovly Selected as Partner for Lee Enterprises

In December 2021, Moovly was selected as exclusive partner to Lee Enterprises' Simply Activ8 platform. Through this partnership, the Simply Activ8 platform developed by Lee Enterprises has embedded the Moovly video automation platform to offer its clients a branded powerful business marketing video making tool fully integrated and branded. The solution enables businesses to create advertisements and other marketing videos in a simple, cost-effective way, in doing so brings additional revenue and client stickiness to Lee's platform.

Moovly Integrates with Zapier

In October 2021, Moovly completed its integration with Zapier, a leading task and product automation platform based in California, with over 350 employees in 23 countries. Through this integration, Moovly users can interface Moovly's platform with over 3,000 other platforms, apps and tools. Uses include data feeds, access to information and automated triggering of events, such as an event or record being added to a database, a new platform registration to obtain a personalized video, or notifications being pushed out to mobile devices or social media when a video is rendered or published on Moovly.

Moovly Now offers Podcasts, Integrates with Transistor.fm

In August 2021, Moovly launched the ability for users to create podcasts for download or publish to Transistor.fm via an integration. This feature was developed based on requests from business users looking to make audio only versions of their content.

Moovly Signs Reseller and Partnership Agreement with SFA Dubai

In June 2021, Moovly signed a reseller and partnership agreement with United Arab Emirates-based SFA Dubai, specialized in business support and market access services focusing on Arabic speaking countries, such as United Arab Emirates, Saudi Arabia, Kuwait, Bahrain, and Egypt. Through this business relationship Moovly is working with Janina Shen (SFA's Dubai team leader) and the Global Schools Program, an initiative of the United Nations Sustainable Development Solutions Network (SDSN) with 170 advocates/educators in over 70 countries.

Moovly Signs Reseller and Partnership Agreement with ARichGlobe

In June 2021, Moovly entered into a reseller and partnership agreement with Singapore-based ARichGlobe, an innovative and game-changing e-commerce and travel booking platform serving the travel retail sector in Asia.

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Moovly Builds Integration to HubSpot

In June 2021, Moovly built an integration to HubSpot, allowing Moovly and HubSpot to use Moovly's platform to create engaging sales and marketing videos and seamlessly publish these into the HubSpot CRM platform.

Moovly Makes Platform Multilingual

In May 2021, Moovly upgraded its platform to support multiple languages. Users now have the option to select a language of choice when using the editor and platform tools. Moovly's platform is currently available in English, French, Dutch, and Spanish, with additional language capabilities to be added.

Moovly Integrates with Mailchimp

In April 2021, Moovly integrated with Mailchimp's Mandrill email platform, enabling Moovly users to send personalized videos via the Moovly Automator technology to their email lists and track the results, all within the Mailchimp platform.

Moovly Integrates with Microsoft Excel Live

In April 2021, Moovly integrated its software with Microsoft's Excel, both in the cloud and with OneDrive. The integration allows Moovly users to generate videos by using Microsoft's cloud version of Excel (as well as Google's GSheet) to upload and feed data to Moovly's Automator.

Moovly Integrates with Video Marketing Software Leader, Wistia

In March 2021, Moovly successfully integrated with Wistia, based in Cambridge, Mass., a privately held leader in video marketing software offering video hosting and embedding and advanced analytics to companies seeking to grow their brand and businesses. Wistia services over 500,000 businesses across 50 countries, including clients such as HubSpot, MailChimp, Sephora, Starbucks and Tiffany & Co. Users of Moovly will be able to connect their Wistia accounts to Moovly and seamlessly publish videos made in Moovly to Wistia, saving time and growing their audience. Using Wistia, users can also easily review the metrics associated with their video's increased reach.

Moovly Integrates with Twitter and Instagram

In March 2021, Moovly completed its integration with Twitter and Instagram. Moovly users can now seamlessly publish videos made in Moovly's Studio Editor or via its Automator technology on both Twitter and Instagram, which prevents improper video formatting issues commonly seen when publishing videos on these platforms.

Moovly Expands its AI-Enabled Rext-to-Speech Feature

In February 2021, and due to demand from an increasingly international client base, Moovly's AI-enabled (artificial intelligence) text-to-speech feature is available in over 100 languages. Moovly has also added a large number of new voices to its text-to-speech feature, via automatic AI-driven translations. This significant development was driven in large part by the increasing demand from multinational Moovly clients for localized content and tools in multiple languages. The result is an invaluable asset now available to all Moovly clients.

Moovly Signs Reseller Agreement with VidiBuzz

In February 2021, Moovly signed a reseller partnership agreement with VidiBuzz to accelerate its sales in the United States. Through this relationship, clients get not only access to Moovly's world-class video editor and Automator products, they also get VidiBuzz's expertise in developing the necessary preproduction and postproduction strategies that ensure that content is on point and delivered effectively.

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PERFORMANCE AND MILESTONES

Strategic Shift

Moovly continues to execute its three-prong strategy, which is starting to show traction in terms of increased sales leads particularly in the area of Corporate Sales and Partnership / Integrations. These deals are bigger than the average deal size compared to e-commerce, they also take significantly longer to close, hence there is expected to be a lag between increase in leads and those leads turning into orders, cash and revenue.

Marketing Resources

Since the capital raises in fiscal 2021, the Company was able to invest in increased sales and marketing, both people as well as activities and campaigns. The timing of this is important as we seek to drive the business over the coming years given the fact that the Company has the resources for it.

E-Commerce Business

The ecommerce part of Moovly's business benefited last calendar year due to the "work and study from home" changes necessitated by COVID-19. This effect has flattened off and is not accelerating at the same pace. Given the recent financing available to the Company, some of those resources will be used to invest in sales and marketing actions to again seek growth in this area of the business. In that regard the Company is working with market leaders in SAAS business growth consulting to advise on these actions and campaigns.

Corporate Sales

This group is lead by the Company's co-founders with a team that has grown to three full-time dedicated corporate sales professionals over the past year. This increase in sales staff plus increased marketing efforts and expenditures is expected to drive this part of the business, namely sales to large corporations (mainly Fortune 5000 companies). Given the initial positive signs following implementation, the Company plans to accelerate this part of the strategy. One of the challenges Moovly faces is that most of the larger corporate clients the Company signs with have strict non-disclosure clauses as part of their agreements which prohibits Moovly from publicly disclosing them as clients or using them as references on the Company's public disclosure. The Company will continue to seek permission and where permitted announce deals as and when appropriate.

Partnerships

Believing that we have the best product and most flexible platform on the market, and now with some sales and marketing resources, the Company increased its Business Development team and has invested in additional resellers and referral partners in key industries. This activity, like the Corporate Sales division, has seen increased leads. While the sales process takes time, the deal size is typically significantly larger than an average e-commerce transaction. Moovly believes that this part of the strategy is showing positive signs and is worth continuing and accelerating. Part of the Company's business plan is to find companies interested in investing in marketing and selling a Moovly-based product to their clients and markets in exchange for a revenue share, thus offering Moovly growth potential without an upfront investment by Moovly (trading upfront Cost of Sale with success-based Cost of Acquisition).

Of particular note is the increase in interest from marketing agencies to use Moovly's automator and platform as an enabling technology upon which they can develop and deliver innovative new services which were not previously possible or economically viable.

Overall fiscal 2021 has shown that the three-prong strategy is worth following, particularly the initial traction shown from corporate clients, partners and other platforms seeking to integrate video services. The Company plans to accelerate its focus on large enterprise accounts and integration partners using our advanced API technologies, including 3rd party platforms seeking video services and integrating Moovly's product offering into their platforms in a co-branded or whitelabel branded form. Moovly also intends to leverage the ever increasing use cases showing how Moovly can and is being used by other companies in various sectors.

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Key performance indicators for the year ended September 30, 2021:

- Work with world-leading organizations to hone the Company's go-to-market strategy, specifically related to corporate offering and embedded integrations.
- Raise \$3-5 million using proceeds to increase corporate sales team, marketing team, and complete online and event marketing.
- Focus sales on direct sales to larger companies.
- Significantly improve the enterprise offering with new features with involvement of our largest customers and more advanced back office functionality (e.g, self admin, floating subscriptions assignment, usage statistics etc.).
- Increase security and scalability so support large volumes of content creation and multinational requirements.
- Expand partner program and sign both technology and reseller / channel partners
- Expand the API functionalities to make them more useful and valuable to clients and partners wishing to integrate and work with Moovly.
- Seek 3rd party platforms seeking to add video to their offering and integrate Moovly's offering, rather than develop it themselves.

SELECTED ANNUAL INFORMATION

The following table sets out selected annual financial information for the last three financial years. The financial data has been prepared in accordance with IFRS:

	Year Ended September 30, 2021	Year Ended September 30, 2020	Year Ended September 30, 2019
	(\$)	(\$)	(\$)
Income Summary			
Revenue	1,605,164	1,469,868	1,219,953
Net Loss	(3,354,260)	(1,713,271)	(1,807,736)
Net Loss per Share	(0.02)	(0.01)	(0.01)
Financial Position Summary			
Total Assets	2,486,477	733,816	853,254
Total Non-Current Financial Liabilities	688,056	1,155,974	2,101,669

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SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited consolidated financial information for the eight most recently completed quarters.

Three Months Ended	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
	(\$)	(\$)	(\$)	(\$)
Total Revenue	346,041	358,100	369,492	446,359
Loss for the Period	(385,713)	(646,320)	(614,769)	(829,142)
Comprehensive Loss	(366,395)	(612,289)	(593,594)	(870,955)
Basic and Diluted Loss per Share	(0.00)	(0.00)	(0.00)	(0.01)

Three Months Ended	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020
	(\$)	(\$)	(\$)	(\$)
Total Revenue	299,481	451,012	408,312	387,138
Loss for the Period	(923,780)	(1,324,534)	(276,804)	(702,689)
Comprehensive Loss	(873,203)	(1,308,802)	(275,375)	(728,276)
Basic and Diluted Loss per Share	(0.01)	(0.01)	(0.00)	(0.00)

RESULTS OF OPERATIONS

Third Quarter

Revenues for the three-month period ended June 30, 2022 (the "Current Quarter") was \$346,041 compared to \$299,481 during the three-month period ended June 30, 2021 (the "Prior Quarter"), representing an increase of \$46,560.

Net loss for the Current Quarter was \$385,713 compared to \$923,780 for the Prior Quarter, representing a decrease in loss of \$538,067. Comprehensive loss for the Current Quarter was \$366,395, compared to \$873,203 for the Prior Quarter, representing a decrease in loss of \$506,808.

Expenses for the Current Quarter were \$731,754 as compared to \$1,223,261 during the Prior Quarter, representing a decrease of \$491,507.

Year-to-date

Revenues

Revenues for the nine-month period ended June 30, 2022 (the "Current Period") was \$1,073,633 compared to \$1,158,805 during the nine-month period ended June 30, 2021 (the "Prior Period"), representing a decrease of \$85,172.

Net loss for the Current Period was \$1,646,802 compared to \$2,525,118 during the Prior Period, representing a decrease of \$878,316. Comprehensive loss for the Current Period was \$1,572,278 compared to \$2,457,380 for the Prior Period, representing a decrease of \$885,102.

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Expenses

Expenses for the Current Period were \$2,720,435 as compared to \$3,683,923 during the Prior Period. The primary reasons for the decrease in costs of \$963,488 in the Current Period were as follows:

- a) Advertising and promotion expenses decreased by \$294,163 during the Current Period, as compared to the Prior Period, as the Company expanded its marketing efforts through online advertisements, campaigns, and content creation during the Prior Period, resulting in an increase in costs.
- b) Investor relations expenses decreased by \$674,206 during the Current Period as compared to the Prior Period as the Company increased its news flow and exposure during the Prior Period, in an effort to increase awareness and shareholder base.

LIQUIDITY AND CAPITAL RESOURCES

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing on reasonable terms and to commence profitable operations in the future. Moovly has continued to fund its growth through debt and equity raises. The growth that the Company has seen to date has been sufficient to attract investor interest, and it has allowed the Company to focus on developing an industry leading platform with "future proof" technical capabilities allowing the Company to accelerate and develop features in a flexible way.

Given the recent capital influx, management is focused on investing those proceeds to grow the team and invest in suitable sales and marketing activities versus the focus on short term cash flow last fiscal year when the Company did not have excess cash in hand. While sales traction is increasing, the Company is focused on larger, longer-term contracts which recognizes revenue over the life of the contract. As a result, the Company anticipates achieving positive cashflow in fiscal 2023.

During the year ended September 30, 2021, the Company completed the following non-brokered private placements:

- a) On November 30, 2020, the Company raised gross proceeds of \$320,000 through the issuance of 4,266,666 units at a price of \$0.075 per unit. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.125 for a period of three years from the date of issue.
- b) On February 5, 2021, the Company raised gross proceeds of \$1,500,000 through the issuance of 15,000,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.15 for a period of two years from the date of issue.
- c) On March 24, 2021, the Company raised gross proceeds of \$3,800,000 through the issuance of 8,444,445 units at a price of \$0.45 per unit. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.62 for a period of two years from the date of issue.

As at June 30, 2022, the Company had cash of \$227,313 (September 30, 2021 - \$1,794,797) and a working capital deficiency of \$3,779,095 (September 30, 2021 - \$2,284,027 deficiency).

OFF-BALANCE SHEET ARRANGEMENTS

As at the Report Date the Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at the Report Date the Company has no proposed transactions.

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DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares without par value.
Common Shares

As at the Report Date there were 162,087,707 common shares issued and outstanding.

Escrow

As of June 30, 2022, no common shares were held in escrow.

Warrants

As at the Report Date, the Company had the following warrants outstanding:

Expiry Date	Options Outstanding	Exercise Price (\$)
November 30, 2023	4,266,666	0.125
February 5, 2023	14,500,000	0.15
March 24, 2023	8,671,101	0.62
	27,437,767	0.29

Stock Options

As at the Report Date, the Company had the following stock options outstanding:

Expiry Date	Options Outstanding	Exercise Price (\$)
September 27, 2022	800,000	0.24
August 29, 2023	4,850,000	0.10
April 13, 2025	4,000,000	0.10
January 5, 2026	750,000	0.105
June 23, 2026	2,500,000	0.45
June 23, 2026	1,040,000	0.185
October 8, 2026	450,000	0.21
May 31, 2027	765,000	0.10
	15,155,000	0.17

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TRANSACTIONS WITH RELATED PARTIES

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions, during the nine month period ended June 30, 2022 and 2021:

Key Management Compensation

	2022	2021
	(\$)	(\$)
Management fees paid or accrued to a corporation controlled by the Chief Executive Officer ("CEO") of the Company.	128,412	170,944
Consulting fees paid or accrued to a corporation controlled by the CEO of the Company.	32,103	-
Professional and consulting fees paid or accrued to a corporation controlled by the Chief Financial Officer ("CFO") of the Company.	54,000	54,000
Management fees paid or accrued to a corporation controlled by the Chief Technology Officer ("CTO") of the Company.	160,515	170,944
Share-based compensation	22,515	66,545
Total	397,545	462,433

As at June 30, 2022, \$810,121 (September 30, 2021 - \$889,574) was included in accounts payable and accrued liabilities owing to directors, officers and companies controlled by them. These amounts are unsecured with no specific terms of repayment.

As at June 30, 2022, \$23,587 (September 30, 2021 - \$23,587) was owing to directors and officers of the Company for principal loan and accrued interest.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and notes payable.

The fair values of cash, accounts receivable, accounts payable and accrued liabilities and current portion of notes payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

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Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company manages this credit risk by ensuring that cash is placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist of amounts due from government agencies and receivables from corporate customers of Moovly. Management believes that the credit risk with respect to these receivables is remote.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company endeavors to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company is not in compliance with the terms of its notes payable and is exposed to liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its notes payable.

Foreign exchange risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company operates in Canada and Belgium. The majority of the Company's sales are denominated in United States dollars, and are immediately converted to Euros upon receipt. The majority of the Company's costs are denominated in Euros.

The Company was exposed to the following foreign currency risk as at June 30, 2022 and September 30, 2021:

	June 30, 2022	September 30, 2021
	(€)	(€)
Cash	99,681	800,550
Accounts receivable	105,169	109,221
Prepaid expenses	9,000	-
Accounts payable and accrued liabilities	(739,418)	(547,128)
Deferred revenue	(380,152)	(406,928)
Interest payable	(34,653)	(48,819)
Loans payable	(233,332)	(233,332)
	(1,173,705)	(326,436)

The Company's reported results will be affected by changes in the Euro to the Canadian dollar. As at June 30, 2022, a 10% fluctuation to the Euro relative to the Canadian dollar would cause a \$117,000 change to net financial assets.

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The following foreign exchange rates applied for the periods ended June 30, 2022 and September 30, 2021:

	June 30, 2022	September 30, 2021
Average EUR to CAD	1.4072	1.5114
As at	1.3471	1.4729

RISKS

The material risk factors involved with the Company include, but are not limited to, the following:

Dependence on Key Personnel and Consultants

The success of the Company will be largely dependent upon the performance of its management and key employees. Failure by the Company to retain or to attract and retain additional key employees with necessary skills could have a materially adverse impact upon the Company's growth and profitability. The Company intends to have no key person insurance for their management or for other key employees. These individuals, and the contributions they will make, are important to the future operations and success of the Company. The unexpected loss or departure of any of the key officers, employees or consultants of the Company could be detrimental to the Company's future operations. The Company's success will depend in part on its ability to attract and retain qualified personnel, as they are needed. The competition for highly skilled technical, management, sales and other employees is high in the Company's industry and the cost of hiring and retaining such personnel has been increasing. There can be no assurance that the Company will be able to engage the services of such personnel or retain the Company's current personnel.

New Technology

The market for Moovly's services is characterized by rapid technological change, with frequent variations in user requirements and preferences, frequent new product and service introductions embodying new technologies and the emergence of new industry standards and practices. The Company's success will depend, in part, on its ability to enhance and expand its existing service and to develop new technology that addresses the increasingly sophisticated and varied needs in the multimedia market and to respond to technological advances and emerging industry standards and practices and license leading technologies that will be useful in its business in a cost-effective and timely way. The Company may not be able to successfully use new technologies or adapt its current and planned services to new customer requirements or emerging industry standards. The introduction of new products embodying new technologies or the emergence of new industry standards could render its existing services obsolete, unmarketable or uncompetitive from a pricing standpoint. Failure to respond quickly and cost-effectively to new developments through the development of software and new products or enhancements to existing software and products could reduce the Company's revenue.

Changes in Industry Standards or Technology

The industry in which the Company will operate is subject to constant and rapid changes in industry standards and technology, frequent new product introductions, short product life cycles, and evolving technical standards. Technological developments, or a substantial change in industry standards, may reduce the competitiveness of the Company's products and services and require unbudgeted upgrades that could be expensive and time consuming to implement. The Company continually evaluates expenditures for research and development and must choose among alternative technologies based on its expectations of future market growth and other factors. The Company may be unable to develop and introduce new or enhanced products and services that satisfy customer requirements and achieve market acceptance in a timely manner or at all, the technologies where it has focused its research and development expenditures may not become commercially successful, and it may be unable to anticipate new industry standards and technological changes. The Company also may not be able to respond successfully to new product and service announcements and introductions by competitors. If it fails to adapt successfully to technological changes or fails to

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obtain access to important new technologies, the Company may be unable to retain customers, attract new customers or sell new products to its existing customers.

Competition

The Company operates in a competitive industry that is rapidly evolving and intensely competitive. Competition in the multimedia industry throughout the world continues to increase at a rapid pace as consumers, businesses and governments realize the capabilities of multimedia products and services. In addition, new competitors or alliances among competitors could emerge and rapidly acquire significant market share, to the Company's detriment. There may be additional competitive threats from companies introducing new and disruptive solutions. Some of the Company's competitors may have advantages over the Company, including, but not limited to, longer operating histories and market presence, greater name recognition, access to larger customer bases, economies of scale and cost structure advantages, greater sales and marketing, manufacturing, distribution, technical, financial and other resources and government support. Such competition may result in reduced sales, reduced margins or increased operating expenses.

Software Errors

The Company's technology is highly technical and may contain undetected errors, defects or security vulnerabilities. Some errors in the Company's technology may only be discovered after it has been deployed and used by its customers. Any errors, defects or security vulnerabilities discovered in its technology after commercial release could result in loss of revenue or delay in revenue recognition, loss of customers and increased service cost, any of which could adversely affect the Company's business, operating results and financial condition. In addition, the Company could face claims for product liability, tort or breach of warranty. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention away from the business and adversely affect the market's perception of the Company and its services.

In addition, if the Company's business liability insurance coverage is inadequate or future coverage is unavailable on acceptable terms or at all, its operating results and financial condition could be adversely impacted.

Limited Operating History

Moovly has had a limited history of operations, and is in the early stage of development and must be considered a start-up. As such, the Company will be subject to many risks common to such enterprises, including start-up losses, lack and uncertainty of revenues, markets and profitability, under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources. Moovly has a limited history of earnings and its limited operating history makes it difficult to predict how its business will develop and its future operating results. There is no assurance that any future products will generate earnings, operate profitably or provide a return on investment in the future and the likelihood of success and any potential return on a shareholder's investment must be considered in light of Moovly's early stage of operations. The Company has no intention of paying any dividends in the foreseeable future.

Disruption of Services

The Company hosts its services and serves all of its customers in third party facilities. It does not control the operations at the third party facilities. All of these facilities are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, terrorist attacks, power losses, telecommunications failures and similar events. They also could be subject to break-ins, computer viruses, denial of service attacks, sabotage, intentional acts of vandalism and other misconduct. The occurrence of a natural disaster or an act of terrorism, a decision to close the third-party facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in the Company's services. Although off-site tape backups of customers' data is maintained, the Company does not currently operate or maintain a backup datacenter for any of its services, which increases vulnerability to interruptions or delays in service. Interruptions in the Company's services might harm its reputation, reduce its revenue, cause it to incur financial penalties, subject it to potential liability and cause customers to terminate their contracts.

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Protection of Intellectual Property Rights

The industry in which the Company operates is characterized by vigorous protection and pursuit of intellectual property rights and positions, which may result in protracted and expensive litigation for many companies. The Company's commercial success depends, in part, upon the Company not infringing intellectual property rights owned by others. Some of the Company's competitors and other third parties may have been issued patents or filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those used by the Company in its products. Some of these patents may grant very broad protection to the owners of such patents. The Company cannot determine with certainty whether any existing third party patents, or the issuance of any third party patents, would require the Company to alter its technology, obtain licenses or cease certain activities.

The Company expects that in the future it may receive, particularly as a public company, communications from various industry participants alleging the Company's infringement of their patents, trade secrets or other intellectual property rights. Litigation may be necessary to determine the scope, enforceability and validity of third party proprietary rights or to establish the Company's proprietary rights. Some of the Company's competitors have, or are affiliated with companies having, substantially greater resources than the Company, and these competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for a longer period of time than the Company. Regardless of their merit, any lawsuits resulting from such allegations could subject the Company to significant liability for damages and invalidate the Company's proprietary rights; and any potential intellectual property litigation also could force it to do one or more of the following:

- stop selling products or using technologies that contain the allegedly infringing intellectual property;
- lose the opportunity to license the Company's technology to others or to collect royalty payments based upon successful protection and assertion of its intellectual property against others;
- incur significant legal expenses and spend time evaluating and defending any claims;
- divert management's attention and focus away from the business;
- pay substantial damages to the party whose intellectual property rights the Company may be found to be infringing;
- expend significant resources to modify and redesign those products that contain the allegedly infringing intellectual property;
- cross-license the Company's technology to a competitor to resolve an infringement claim, which could weaken the Company's ability to compete with that competitor; or
- pay substantial damages to the Company's customers or end-users to discontinue their use of or to replace infringing technology sold to them with non-infringing technology.

Any significant impairment of the Company's intellectual property rights from any litigation the Company faces could harm the Company's business and its ability to compete.

The Company may be prohibited from developing or commercializing certain technologies and products unless it obtains a license from a third party or pays costly royalties. There can be no assurance that the Company will be able to obtain any such license on commercially favourable terms, or at all. If the Company does not obtain such a license, its business, results of operations and financial condition could be materially adversely affected and the Company could be required to cease related business operations in some markets and to restructure its business to focus on operations in other markets.

The Company's customers could also become the target of litigation relating to the patent and other intellectual property rights of others. This could trigger technical support obligations in some of the Company's customer agreements. These obligations could result in substantial expenses, including the payment by the Company of costs and damages relating to claims of intellectual property infringement. In addition to the time and expense required for the Company to provide support to its customers, any such litigation could disrupt the businesses of the Company's customers, which in turn could hurt the Company's relationships with its customers and cause the sale of its products to decrease.

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MANAGEMENT OF CAPITAL

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. The Company is currently unable to self-finance its operations.

Although the Company has been successful in the past in obtaining financing through the issuance of debt and/or equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

The Company's share capital is not subject to any external restrictions and the Company did not change its approach to capital management during the period ended June 30, 2022.

ACCOUNTING STANDARDS ISSUED AND ADOPTED

The Company has not adopted any new or revised standards, along with any consequential amendments for the period ended June 30, 2022.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the Company's website at www.moovly.com or on SEDAR at www.sedar.com.

CORPORATE INFORMATION

Directors:	Brendon Grunewald Geert Coppens Michelle Gahagan Robert Meister Jamie Newall
Officers:	Brendon Grunewald, President and CEO Kelsey Chin, CFO and Corporate Secretary Geert Coppens, CTO
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	Tingle Merrett Suite 639 - 1250 Standard Life Building 5 th Avenue SW Calgary, AB, T2P 0M9
Transfer Agent:	Odyssey Trust Company 323 – 409 Granville Street Vancouver, BC, V6C 1T2