



## **DelphX Capital Markets Inc.**

**Interim Management's Discussion and Analysis - Quarterly Highlights  
For the three and six months ended June 30, 2024 and 2023**

**August 28, 2024**

# DelphX Capital Markets Inc.

## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

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*This Interim Management's Discussion and Analysis (this "MD&A") provides a review of the results of operations, financial condition and cash flows for DelphX Capital Markets Inc., ("DelphX" or the "Company"), for the three and six months ended June 30, 2024, and 2023.*

*This document should be read in conjunction with the information contained in the Company's unaudited condensed interim consolidated financial statements and related notes for the three and six months ended June 30, 2024 and 2023 (the "Financial Statements") and the Company's most recent annual financial statements for the years ended December 31, 2023 and 2022 ("Annual Financial Statements") which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise noted.*

*Unless otherwise stated, in preparing this MD&A the Company has taken into account information available to it up to the date of this MD&A, August 28, 2024, being the date the Company's board of directors (the "Board") approved this MD&A and the Financial Statements.*

*Additional information about the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.delphx.com](http://www.delphx.com).*

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### Company Overview

DelphX is a technology and financial services company focused on bringing new and exciting opportunities to structured product and credit markets. Through its special purpose vehicle Quantem and its broker-dealer DelphX Services Corp, it enables fixed income dealers to offer new private placement securities which protect against credit risks and facilitate attractive returns.

The Company's primary business objective is to innovate new and revenue-generating products in the fixed income and structured product markets. Bond investment and trading companies have seen a lackluster ability to protect against risks associated with rating changes. The problem of rating changes, particularly downgrades is significant, because they cause institutional investors, banks, dealers, pension funds and insurance companies to tie up additional capital to offset potential liabilities within their existing portfolios. Economic and market conditions continue to demonstrate the need for risk mitigation around rating changes and trading firms require new sources of revenue in product categories which are new and relevant.

To capitalize on these opportunities and address these unmet needs, DelphX has created two proprietary private placement securities solutions that offer both secure risk protection and enhanced returns for currently issued underlying corporate bonds: Collateralized Put Options ("CPOs") and Collateralized Reference Notes ("CRNs").

CPOs are private placement securities which allow loss protection on spread changes associated with rating changes. CRNs are private placement securities which collateralize a maximum liability on CPO protection and pay enhanced returns.

CPOs provide value to qualified investors that want to buy protection against the potential downgrade of a specific bond issued by a reference company while CRNs provides another qualified investor, that is interested in underwriting that protection, returns from both the option premium and the interest earned on the collateral.

All CPOs and CRNs are issued by Quantem who captures a fee for its services. Securities are collateralized by US Treasuries and held in custody by a third-party custodian bank. At no time does DelphX (or Quantem) hold any securities or funds on behalf of third parties.

DelphX has officially launched these products to the institutional buy-side and broker-dealer community and anticipates adoption and monetization forthwith, especially as economic and market conditions continue to demonstrate the need for credit downgrade protection.

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# DelphX Capital Markets Inc.

## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

### Discussion of Operations

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	Change	%	2024	2023	Change	%
Administration	480,881	308,092	172,789	56	2,502,260	701,383	1,800,877	257
Legal and regulatory	73,603	18,393	55,210	300	86,476	29,306	57,170	195
Interest and bank charges	2,995	3,713	(718)	(19)	5,635	7,311	(1,676)	(23)
Investor relations and public reporting	56,480	31,935	24,545	77	110,448	66,708	43,740	66
Marketing and sales	13,172	7,090	6,082	86	25,615	136,276	(110,661)	(81)
Share-based payments	184,146	67,000	117,146	175	320,511	321,200	(689)	(0)
Total operating expenses	811,277	436,223	375,054	86	3,050,945	1,262,184	1,788,761	142
Other income	-	3,475	(3,475)	(100)	449	3,475	(3,026)	(87)
Net loss	(811,277)	(432,748)	(378,529)	87	(3,050,496)	(1,258,709)	(1,791,787)	142
Foreign currency translation gain (loss)	(24,713)	110,853	(135,566)	(122)	(75,691)	99,309	(175,000)	(176)
Total comprehensive loss	(835,990)	(321,895)	(514,095)	160	(3,126,187)	(1,159,400)	(1,966,787)	170

Operating expenses reported for the three and six months ended June 30, 2024 increased by 86 percent and 142 percent, from their comparative periods, respectively. The increases were largely due to higher administrative and legal costs in connection with the Company's efforts to accelerate the launch of the Company's CPO and CRN products.

Total comprehensive losses reported for the three and six months ended June 30, 2024 increased by 160 percent and 170 percent from their comparative periods, respectively. The change was mainly due to changes in operating expenses combined with the impact foreign currency translation gains and losses linked to fluctuations between the Canadian and U.S. dollar on the Company's U.S. based subsidiaries.

### Quarterly Highlights

The following financial data for each of the eight most recently completed quarters has been prepared in accordance with IFRS.

	Q2 2024	Q1 2024	Q4 2023	Q3 2023
Operating expenses	811,277	2,239,668	705,004	623,585
Net loss and comprehensive losses	(835,990)	(2,290,197)	(156,248)	(634,080)
Weighted average number of shares	158,731,795	153,372,485	148,786,754	145,398,641
Basic and diluted loss per share	(0.01)	(0.01)	(0.00)	(0.00)

  

	Q2 2023	Q1 2023	Q4 2022	Q3 2022
Operating expenses	436,223	825,961	1,548,839	541,557
Net loss and comprehensive losses	(321,895)	(837,506)	(1,429,556)	(296,893)
Weighted average number of shares	142,618,239	135,470,971	133,514,823	125,110,178
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.01)

# DelphX Capital Markets Inc.

## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

### Financial condition

Readers should refer to Note 1 to the Financial Statements regarding the going concern assumption in conjunction with the discussion below.

The following chart highlights significant changes in the Statements of Financial Position from December 31, 2023, to June 30, 2024.

Item	Increase (decrease)	Explanation of quarterly change
Cash	(76,514)	Please refer to "Cash Flows by Activity section" for detailed analysis of change in cash.
HST recoverable	(5,053)	Decrease was due to higher amounts collected from outstanding returns from prior periods versus ITC's paid in the current period as spending has been more focused on US operations not subject to HST in connection with product launch initiatives.
Deposits and prepaids	5,569	Prepaid costs related to prepaid consulting and operating costs increased during the period due to an increase in consulting fees in connection with product launch initiatives.
Accounts payable and accrued liabilities	1,683,911	Accounts payable increased primarily due to increased consulting fees as the Company entered into new agreements in 2024 to accelerate the launch of its CPO and CRN products which was partially offset by payments made to prior period invoices.
Share capital	1,024,088	Increase is due to gross proceeds from private placements which was partially offset by share issuance related costs including finder's fees, legal and regulatory costs incurred in relation to the private placements.
Contributed surplus	320,511	Increase was due to stock options issued to consultants of the Company which vest immediately upon issuance and were recognized in stock-based compensation expense for the period.
Warrants	21,679	Increase in connection with finder's warrants issued from private placements. Warrants were determined based on their fair values upon issuance.
Deficit	(3,050,496)	Increased due to the net loss recorded for the period
Accumulated other comprehensive income	(75,691)	Changed in connection with foreign currency translation losses recognized during the period driven by fluctuations between the Canadian and U.S. dollar.

### Liquidity and Capital Resources

On June 30, 2024, the Company had cash of \$59,658 (December 31 2023 – \$136,172) and a net working capital deficiency of \$4,127,445 (December 31, 2023 – \$2,367,536). Net working capital is a non-GAAP measure and is defined within as the sum of cash, harmonized sales taxes recoverable, deposits and prepaid expenses and accounts payable and accrued liabilities. For additional details, please refer to the "Non-GAAP Measures" section of this MD&A.

On January 30, 2024, the Company successfully closed the issuance of 3,904,166 Units at a subscription price of \$0.12 per unit for gross proceeds of \$468,500 (the "**January 2024 Offering**"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.20, for a period of two years from the date of issuance. The securities issued will be subject to a hold period of four months plus one day from the date of issuance. In connection with the January 2024 Offering, the Company paid a cash finder's fee of \$8,400 and issued 70,000 finder's warrants. The finder's warrants will be exercisable at \$0.20 each for a period of two years after issuance.

On April 23, 2024, the Company successfully closed the issuance of 5,000,000 Units at a subscription price of \$0.08 per unit for gross proceeds of \$400,000 (the "**April 2024 Offering**"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.20, for a period of five years from the date of issuance. The securities issued will be subject to a hold period of four months plus one day from the date of issuance. In connection with the April 2024 Offering, the Company paid a cash finder's fee of \$11,200 and issued 140,000 finder's warrants. The finder's warrants will be exercisable at \$0.20 each for a period of five years after issuance.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

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On June 20, 2024, the Company successfully closed the issuance of 2,650,000 Units at a subscription price of \$0.08 per unit for gross proceeds of \$212,000 (the "**June 2024 Offering**"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.20, for a period of five years from the date of issuance. The securities issued will be subject to a hold period of four months plus one day from the date of issuance. In connection with the June 2024 Offering, the Company paid a cash finder's fee of \$3,640 and issued 52,000 finder's warrants. The finder's warrants will be exercisable at \$0.20 each for a period of five years after issuance.

After the reporting date, the following securities transacted:

On July 3, 2024, the Company issued 10,900,000 common shares as settlement of \$1.6 million in accounts payable outstanding from the first quarter of 2024.

On July 30, 2024, the Company successfully closed the issuance of 3,972,223 Units at a subscription price of \$0.09 per unit for gross proceeds of \$357,500 (the "**July 2024 Offering**"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.25, for a period of five years from the date of issuance. The securities issued will be subject to a hold period of four months plus one day from the date of issuance. In connection with the July 2024 Offering, the Company paid a cash finder's fee of \$3,500 and issued 38,889 finder's warrants. The finder's warrants will be exercisable at \$0.25 each for a period of five years after issuance.

On August 23, 2024, the Company successfully closed the issuance of 4,491,666 Units at a subscription price of \$0.12 per unit for gross proceeds of \$539,000 (the "**August 2024 Offering**"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.25, for a period of five years from the date of issuance. The securities issued will be subject to a hold period of four months plus one day from the date of issuance. In connection with the August 2024 Offering, the Company paid a cash finder's fee of \$37,730 and issued 314,417 finder's warrants. The finder's warrants will be exercisable at \$0.25 each for a period of five years after issuance.

The continuing operations of the Company are dependent upon its ability to raise capital to support the launch of the Company's novel CPO and CRN products and to manage repayment on current outstanding liabilities and those arising from normal business operations as they come due. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. These factors indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. See Note 1 to the Financial Statements.

### ***Risk Management***

DelphX may be exposed to risks of varying degrees of significance which could affect its ability to achieve its business objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

#### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. As of June 30, 2024, the Company had \$4,288,525 (December 31, 2023 - \$2,604,614) in liabilities with a maturity of one year or less and a net working capital deficiency of \$4,127,445 (December 31, 2023 - \$2,367,536). On July 3, 2024, the Company issued 10,900,000 common shares as settlement of \$1.6 million in accounts payable outstanding from the first quarter of 2024.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

The Company manages its liquidity risk by reviewing its growth plans on an ongoing basis and sourcing funding through private placements of equity until such time that the Company is able to generate revenue and profits. Refer to note 1 of the Financial Statements for further discussion of going concern.

### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market conditions. These risks include market factors that may have an impact on interest rates, foreign exchange rates, commodity prices and/or stock market movements.

The Company operates in an industry regulated by the Trading and Markets division of the U.S. Securities and Exchange Commission which oversees the FINRA which is responsible for changes in regulations for broker-dealer firms. Changes in regulations could have a significant impact on the Company's operations.

### Currency risk

The Company's functional currency is the Canadian dollar. The Company also conducts business in US dollars. Financial assets and liabilities denominated in foreign currencies will be affected by changes in the exchange rate between the functional currency and any foreign currencies. The assets and liabilities primarily affected are cash, accounts payable and accrued liabilities that are denominated in foreign currencies.

Management believes that at this stage of its development, foreign currency risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

The Company's funds are kept in Canadian and US dollars at major Canadian and US financial institutions.

The Company's exposure to foreign currency balances is as follows:

Account	Foreign currency	Exposure (\$Cdn)	
		June 30, 2024	December 31, 2023
Cash	US dollar	33,269	88,366
Accounts payable and accrued liabilities	US dollar	(1,980,988)	(2,040,677)
		(1,947,719)	(1,952,311)

The Company is not currently exposed to any significant credit risk or other market risk.

### ***Cash Flows by Activity***

The table below outlines a summary of cash inflows and outflows by activity:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Cash used for operating activities	(491,295)	(575,139)	(1,046,590)	(1,362,619)
Cash provided from financing activities	546,842	373,560	1,045,767	1,111,242
Effect of foreign currency translation	(24,713)	103,078	(75,691)	102,784
Net change in cash	30,834	(98,501)	(76,514)	(148,593)

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## MANAGEMENT'S DISCUSSION AND ANALYSIS For the three and six months ended June 30, 2024 and 2023

### Cash used in Operating Activities

The significant factors related to cash used for operating activities for both periods were driven by administration and legal and regulatory cash costs.

### Cash provided by Financing Activities

Cash provided by financing activities for both periods primarily resulted from subscription proceeds received in connection with several private placements that occurred throughout the reporting periods presented.

### **Significant Accounting Policies, Judgements and Estimates**

The significant accounting policies adopted and applied by the Company, and the significant judgments and estimates are outlined in the Annual Financial Statements.

### **Related-party transactions and balances.**

Transactions with related parties are incurred in the normal course of business and initially measured at fair value.

### Equity transactions

The equity financings disclosed in note 5 of the Financial Statements included the issuance of 1,020,833 units to related parties for gross proceeds of \$90,000 in relation to the January 2024 Offering and the April 2024 Offering (December 31, 2023 – 3,455,250 units for gross proceeds of \$284,420) and were subject to the same terms and conditions as those offerings disclosed.

### Key management compensation

Key management includes those individuals having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management includes the directors, the chief executive officer, the current and former chief financial officer and the chief actuary and risk officer. Compensation paid or accrued to key management is detailed below:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Administration	163,044	252,469	305,737	493,657
Share-based compensation	27,025	-	27,025	68,800
Compensation to key management	190,069	252,469	332,762	562,457

### **Outstanding securities**

As at the date of this MD&A, DelphX has the following securities outstanding:

Security	Number outstanding
Common shares	181,673,462
Options (Exercisable – 15,963,000)	17,163,000
Warrants	66,797,635
Finder's warrants	2,038,768



# DelphX Capital Markets Inc.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2024 and 2023

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### ***Non-GAAP Measures***

Non-cash working capital is a non-GAAP financial measure and is defined by the Company as the sum of cash, harmonized sales taxes recoverable, deposits and prepaid expenses and accounts payable and accrued liabilities. Non-GAAP financial measures do not have a standardized meaning prescribed by generally accepted accounting principles ("**GAAP**") and, therefore, may not be comparable with the calculation of similar measures by other companies. Management uses non-GAAP measures for its own performance measurement and to provide shareholders and investors with additional measurements of the Company's efficiency and its ability to fund operations. Non-GAAP measures should be considered together with other data prepared in accordance with IFRS to enable investors to evaluate the Company's operating results, underlying performance and prospects in a manner similar to the Company's management. Accordingly, this Non-GAAP measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS**

This document contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of DelphX or future events related to DelphX which reflect expectations regarding growth, results of operations, performance, business prospects or opportunities or industry performance or trends. Statements which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future, including words or phrases such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "predict", "potential", "continue", "budget", "schedule", "estimate", "forecast" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

These forward-looking statements reflect DelphX's current internal projections, expectations or beliefs and are based on information currently available to DelphX. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which DelphX will operate in the future, including the state of capital markets, the demand for our products, anticipated costs and our ability to achieve goals.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements expressed or implied by the forward-looking statements to be materially different from those expressed or implied by such forward-looking statements, including but not limited to, business, economic, capital market, political and social conditions; the ability to manage our operating expenses; regulatory uncertainties; market conditions and the demand for our products; our relationships with our customers and business partners; competition in our industry and our ability to remain competitive; our ability to successfully maintain and enforce our intellectual property rights and defend third-party claims of intellectual property infringement; our ability to manage working capital; and our dependence on key personnel.

Although DelphX has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, performance or achievements to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Forward-looking statements contained herein are made as of the date of this MD&A and, except as may be required by applicable laws, DelphX undertakes no intent or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise.