



**INTELLABRIDGE TECHNOLOGY CORPORATION**

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

This management discussion and analysis ("MD&A") of the financial condition and results of operations of Intellabridge Technology Corp. (the "Company" or "Intellabridge") for the three months ended March 31, 2024 and 2023 is filed on SEDAR+. This MD&A should be read in conjunction with the condensed interim consolidated financial statements and related notes thereto (the "Interim Financial Statements") for the three months ended March 31, 2024 ("Q1 2024") and 2023 ("Q1 2023") and the audited consolidated financial statements and related notes thereto of the Company for the years ended December 31, 2024 and 2023 (the "Annual Financial Statements"). The Interim Financial Statements and the "SELECTED FINANCIAL INFORMATION AND OVERALL PERFORMANCE" and "SELECTED QUARTERLY FINANCIAL INFORMATION" sections of this MD&A have been prepared using International Financial Reporting Standards ("IFRS") and all amounts are reported in United States dollars ("USD") unless otherwise noted. Readers should also read the section "CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS" contained at the end of this document. The information herein is current through May 28, 2024 unless otherwise indicated.

## **COMPANY OVERVIEW AND GOING CONCERN**

Intellabridge is a financial technology company in the business of impact finance with a mission to make every financial transaction have a positive impact. Intellabridge's Karma Card impact finance product allows customers to generate cashback from financial transactions and makes it easy for customers to donate their cashback to charitable organisations based on the United Nations Sustainable Development Goals. Intellabridge offers progressive web applications providing customers with cashback debit cards, Apple Pay and Google Pay, and automated donation systems.

## **CURRENT COMPANY PRODUCTS**

### **Karma Card**

Karma Card is a neobanking solution in partnership with financial technology company Qenta Inc (formerly Apto Payments) and Patriot Bank as the card issuer and bank partner. Karma Card is a product of Karma Card Corporation, which is a technology company, not a bank. Karma Card is issued by Patriot Bank, N.A., Member FDIC, pursuant to a licence from Mastercard International Incorporated. The card may be used everywhere Debit Mastercard is accepted.

The Karma debit card and bank account is integrated with innovative cashback and cashforward donation solutions allowing customers to accumulate cashback rewards from card transactions and to donate their cashback rewards to the charities of their choice based on the United Nations 17 Sustainable Development Goals.

The Karma Card product availability is currently limited to users who are residents of the United States. The Company will explore expansion into additional markets including the United Kingdom, Canada, Europe, and the UAE in the future.

The Company is primarily focused on the development and marketing of the Karma product at this time. As such, the performance, goals, and progress outlined below focus on the

Karma product.

## HIGHLIGHTS AND OVERALL PERFORMANCE

The Karma Product provides neobanking services with a focus on cashback rewards and donation solutions to support causes aligned with the United Nations Sustainable Development Goals (“UN SDGs”).

In order to support the 17 United Nations SDGs, including climate action, life below water, no poverty, zero hunger, gender equality, etc, the Company partnered with Benevity Inc. (Benevity) in April 2023. With this partnership, customers are able to donate their cashback rewards to the thousands of charitable organizations on the Benevity platform.

In order to support the UN SDGs on Climate Action, the Company also partnered with the Arbor Day Foundation in April 2023. With this partnership, customer donations will initially support the planting of trees throughout central Georgia, where the Arbor Day Foundation has identified forestland of greatest need.

During Q1 2024, the Company was focused on preparing for the launch of the software, including product testing, product enhancements, developing the Apple iOS application, instant deposit feature, and adding new cashback providers to expand its cashback offering.

The official launch of the Karma product is anticipated in Q2 2024.

The Company launched Beta v.1.20-21 during Q1 2024, in accordance with the Beta launch plan. New Beta versions will be launched prior to official launch in Q2 2024.

The total advertising budget for 2024 is \$397,403 for the purpose of acquiring a total of 14,420 cardholders at a budgeted rate of about \$30 per customer, by the end of 2024. The Company spent \$18,275 to acquire 509 cardholders during Q1 2024. The Company spent less than projected on advertising since cardholder acquisition costs were approximately \$36 per customer, which is higher than projected. The Company continues to optimise its advertising strategy in order to reduce cardholder acquisition costs. The Company plans to increase advertising spend when the product is officially launched.

The Company has added a new feature allowing customers to perform and access instant deposits. The Company also developed an iOS native application for Apple iOS customers.

The Company plans to launch additional features in 2024 including an Android native app, Cashback widget for Chrome browser, MasterCard Sent, new cashback providers integration, Karma Connect, Astra Send money p2p, and pay Bills.

The Karma platform has seen significant growth in recent months; key figures are given below:

- Total Number of Registered Users on Karma Platform: 12,675
- Total Number of Karma Account holders: 2,620

- Total Deposits held in Karma Accounts: \$149,727

The processing time for cashback rewards and cash-forward donations on the platform ranges from 60-90 days. In Q1 2024, donations were processed to four different charities via Karma. While the amount is small (\$45), we expect to see an increase in donations with the launch of “cause cards” which automate the donation process. As we are actively working on marketing and outreach strategies to expand our user base, we plan to accelerate marketing after launch and anticipate significant growth in the near future.

The Company has been generating insignificant Beta revenue from the Karma product in Q1 2024 (\$21), with more significant revenue being projected in Q3 and Q4 2024 after the product launch.

During Q1 2024 there were expenses as follows:

- subcontractor costs of \$38,024
- product development and software costs of \$64,404
- marketing, customer acquisition, customer support, and operations of \$130,341
- general and administrative expenses of \$66,513.

For Q1 2024 the company has been on track with expenses and continues to analyse non-effective expenses and decrease them, changing the forecast for the 2nd, 3rd and 4th quarters of 2024. The revised budgets are as follows:

- subcontractor costs of \$99,544
- product development and software costs of \$197,594
- marketing, customer acquisition, customer support, and operations of \$254,408
- general and administrative expenses of \$283,061.

The Company has obtained over 12,000 customers to date and believes that it is on track with the budgets outlined above. The Company has sufficient cash and other resources to fund all costs budgeted to get the product to its next phase of development and market use, to continue obtaining customers, and to increase the generation of revenues.

The fintech industry continues to evolve, with growing cashback markets and higher demand for innovative and sustainable financial solutions. Management believes that Intellabridge remains well-positioned to address the demands of the market through its unique and differentiated product offering and innovative financial impact-driven strategy.

## **DISCUSSION OF OPERATIONS**

The key performance indicators that we use to manage our business and evaluate our financial results and operating performance consist of: revenue, operating expenses, and net income (loss).

During the three months ended March 31, 2024, Intellabridge continued to demonstrate resilience and growth in the rapidly changing industry in which it operates. The Company

remained committed to its strategic objectives of launching a beta version of Karma Card in the United States of America, working towards developing strategic relationships with banking and financial technology and non-profit partners, determining priority areas for charitable donations and forging new relationships with partners capable of ensuring transparency in charitable initiatives and sustainability projects.

## SELECTED FINANCIAL INFORMATION AND OVERALL PERFORMANCE

	Three months ended March 31,	
In \$	2024	2023
Revenue	21	-
Operating expenses	308,003	225,627
Other items	8,700	(8,363)
Net loss	(299,282)	(233,990)
Total comprehensive loss	(341,454)	(247,570)
Loss per share, basic and diluted	(\$0.00)	(\$0.00)
Weighted average number of common shares – basic and diluted	72,567,476	72,567,476
	Mar 31, 2024	Dec 31, 2023
Total assets	1,927,604	2,283,843
Total non-current financial liabilities	-	-

Consolidated financial indicators include information on Canadian, American, and Ukrainian companies.

### Revenue

The Company previously projected beginning to generate revenue in Q1 2024 but given launch date moved to Q2 2024, the Company now plans to begin generating revenue from its operational activities in the second quarter of 2024.

### Operating Expenses

Operating expenses of \$308,003 for the three months ended March 31, 2024, increased by \$82,376 or 37% as compared to \$225,627 for the three months ended March 31, 2023. The increase was primarily a result of increased advertising and marketing expenses, and general and administrative costs. The Company provides the following detailed information on variances in operating expenses between the three months ended March 31, 2024 and 2023:

- **Advertising and marketing costs** increased by \$24,725 compared to the three months ended March 31 2023. The Company developed its marketing activities significantly in 2024, while earlier the Company was more focused on design and development of the product.
- **General and administrative costs** increase by \$34,581 mainly because of professional software for development and marketing.

- **Professional fees** increased by \$29,408. The increase in expenses was due to an increase in legal fees, mainly because of requirements from OSC.
- **Travel costs** decreased by \$7,068 due to reduced business trips in 2024.

### Other Items

During the three months ended March 31, 2024, the Company recognized a revaluation gain of \$8,700 (2023 – loss of \$8,363) as a result of marking to market the Company's digital currencies held.

### Net Loss

During the three months ended March 31, 2024, the Company recorded a net loss of \$299,282 compared to \$233,990 for the three months ended March 31, 2023. The increase in net loss resulted primarily from the variances described above. During Q1 2024, the Company was focused on the marketing and launching of the Karma project, the establishment and improvement of business processes, and the final development of the launch-ready product.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The following is a summary of certain unaudited financial information for the past 8 quarters:

Quarter ended	Revenue	Net income (loss)	Basic income (loss) per share
March 31, 2024	\$ 21	\$ (299,282)	\$ (0.00)
December 31, 2023	-	(623,269)	(0.02)
September 30, 2023	-	(295,457)	(0.00)
June 30, 2023	-	(322,566)	(0.00)
March 31, 2023	-	(233,990)	(0.00)
December 31, 2022	-	995,364	0.01
September 30, 2022	-	(402,168)	(0.01)
June 30, 2022	-	(3,261,956)	(0.04)

In Q1 2024, the Company generated a small amount of revenue from its beta products and its net loss, as described previously, consists primarily of marketing and development costs as the Company continues to focus on product development and customer acquisition in preparation for the official launch of its Karma product.

Quarters ended in 2023 – The Company generated losses, as shown above, resulting primarily from continued development activities relating to the Karma Card application, marketing, and ongoing administrative costs.

December 31, 2022 – The Company generated a net income of \$995,364 mainly because of the realized gain on digital currency transactions, no revenue was generated. The Company continued the development of Kash and Karma Card applications.

September 30, 2022 – The Company generated a loss of \$402,168 mainly because of application development costs and cryptocurrency revaluation losses. The Company continued the development of Kash and Karma Card applications.

June 30, 2022 – The Company generated a loss of \$3,261,956 mainly because of application development costs and cryptocurrency revaluation losses. The Company continued the development of Kash and Karma Card applications.

## FINANCIAL CONDITION

The following chart highlights significant changes in the Interim Financial Statements from December 31, 2023, to March 31, 2024. As some of the balances are in Ukrainian hryvnia (UAH) translated into USD, the accounts are affected by foreign currency fluctuations.

In the three months ended March 31, 2024 the company capitalized all direct development expenses for the Karma Card product. There were no expenses for the Kash product, since the Company's cryptocurrency market is still stagnant, and the Company does not currently consider it appropriate to finance this project.

Line item	Increase (decrease) in \$ for the three months ended March 31, 2024	Primary factors explaining change
Current assets	(432,666)	Primarily from decrease in cash as a result of funding operating expenses and current liabilities.
Non-current assets	76,427	Primarily from an increase in intangible assets relating to capitalization of internally-generated development costs
Current liabilities	(14,785)	Decrease primarily reflects net payments of accounts payable and due to related parties during the period
Equity	(341,454)	Comprehensive loss for the period

## LIQUIDITY AND CAPITAL RESOURCES

The Company reported working capital of \$1,179,910 at March 31, 2024 compared to working capital of \$1,597,791 at December 31, 2023, representing a decrease in working capital of \$417,881.

The Company's current assets and current liabilities are set forth in the Company's statements of financial position included in the Interim Financial Statements. As of March 31, 2024, the cash available to manage the Company's operations and meet its obligations amounted to

\$1,346,735. The Company has no long-term liabilities or commitments for capital expenditures and, as noted above, is in a strong working capital position relative to its ongoing expenditures. The Company has sufficient cash and other resources to take its Karma product to the next stage of the project plan and beyond.

The current capitalization of development costs relating to the Karma card is \$483,299. Until at least the end of the year, the Company plans to focus its development activities on projects related to Karma card.

The Company has determined to discontinue its cryptocurrency operations and has optimized its operational expenses which has resulted in a reduction in average monthly expenditures. However, the Company is still following the approved budget for expenditures on development, marketing, and advertising.

The Company's cash flow position is expected to improve as its operating activity inflows commence in Q2 2024 from generating new revenue streams and eventual profits for the Company.

In the opinion of management, the Company's current cash position is sufficient to meet its obligations for the next year and beyond. Further, the Company expects to raise additional capital in the next periods to allow it to continue development of the Karma project.

As at March 31, 2024, the Company has an accumulated deficit of \$16.3 million including a loss for the three months ended March 31, 2024 of \$0.3 million, and negative cash flow from operations. While the Company expects to be able to reduce these losses by generation of revenue in the future and by prudent management of its operations, whether, and when, the Company can attain profitability and positive cash flows from operations is uncertain.

Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they come due. The Interim Financial Statements do not reflect adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operation. These adjustments could be material.

## SUMMARY OF CASH FLOWS

As at March 31, 2024, the Company had net cash on hand of \$1,346,735 compared to \$1,787,021 as at December 31, 2023, representing a decrease of \$440,286. A summary of the Company's cash flows is as follows:

For the three months ended March 31,
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		2024	2023
Cash flows from operating activities	\$	(321,595)	(282,711)
Cash flows from investing activities		(76,966)	(84,681)
Effect of foreign exchange on cash flows		(41,725)	(13,580)
Change in cash	\$	(440,286)	(380,972)

#### *Operating Activities*

Cash used in operating activities for the three months ended March 31, 2024 was \$321,595 compared to \$282,711 for the three months ended March 31, 2023. The increased cash outflow is primarily related to a larger net loss for the period net of non-cash items, partially offset by decreased payment of current liabilities.

#### *Investing Activities*

Cash flows from investing activities for the three months ended March 31, 2024 was an outflow of \$76,966, which is similar to the \$84,681 for the three months ended March 31, 2023.

## **FINANCIAL INSTRUMENTS**

The Company's current financial instruments are listed in Note 9 to the Interim Financial Statements.

The Company's activities are exposed to a variety of financial risks, including credit risk, liquidity risk, and market risks. The Company's overall risk management program focuses on the unpredictability of financial and economic markets and seeks to minimize potential adverse effects on the Company's financial performance. Risk management is carried out by financial management in conjunction with overall corporate governance.

The Company is exposed to the following risks in respect of certain of the financial instruments held:

#### *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts, which is mainly held with reputable US and Canadian banks. Therefore, credit risk of the Company's cash deposits is assessed as relatively low.

The Company's secondary exposure to credit risk is on its receivables, which are immaterial and consist mainly of trade receivables and refundable government sales taxes. Credit risk related to these receivables is assessed as low.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring cash requirements and cash coverage to ensure that it is able to meet its short-term and long-term obligations and operational plans.

As at March 31, 2024, the Company is in a strong net working capital position. Liquidity risk is assessed as low.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

*(a) Interest rate risk*

Interest rate risk is the risk that the value of a financial instrument will change due to a change in the level of interest rates. The Company is exposed to interest rate risk as its bank account earns interest income at variable rates and is subject to the movement in interest rates. Management considers interest rate risk to be minimal.

*(b) Foreign currency risk*

The Company and its subsidiaries operate internationally, and during the period were exposed to foreign exchange risk arising from currency fluctuations, primarily with respect to the USD, CAD, EURO and UAH dollar rates.

Management regularly monitors exposure to foreign exchange risks but does not currently have a hedging policy in place.

*(c) Price risk*

The Company is exposed to digital currencies price risk due to the volatility of the industry. The digital currencies are measured using Level 2 fair value inputs, determined by taking the rate from coinmarketcap.com. Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. Digital currencies have a limited history and the fair value historically has been relatively volatile. Historical performance of digital currencies is not indicative of their future price performance. The current balance of digital currencies held is insignificant and, therefore, the related risk is limited.

## **OFF-BALANCE SHEET ARRANGEMENTS**

There were no off-balance sheet arrangements as at March 31, 2024.

## **RELATED PARTY TRANSACTIONS**

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers. During the three months ended March 31, 2024 and 2023, the remuneration of management fees to key personnel were as follows:

- During the three months ended March 31, 2024, the Company paid or accrued compensation of \$36,139 (2023 - \$36,138) to the CEO and director of the Company.

As at March 31, 2024, a total of \$2,189 is due from the CEO (December 31, 2023 – \$22,557 due to the CEO). This amount is included in due to related parties.

- During the three months ended March 31, 2024, the Company paid or accrued aggregate fees of \$30,000 (2023 - \$30,000) for management services to the COO.

As at March 31, 2024, a total of \$124,496 (December 31, 2023 - \$126,997) is due to the COO. This amount is included in due to related parties.

#### Other related party transactions and balances

- During the year ended December 31, 2022, the Company accrued \$30,000 relating to the two independent members of the board of directors, Lee Fan and Terri Clouse. This remuneration, which was included in Due to related parties as of December 31, 2022, was paid in Q1 2023.

## OUTSTANDING SECURITIES

As of the date of the MD&A, the Company had outstanding:

Designation of Securities	Number of instruments outstanding as of date of MD&A	Number of Common Shares Issuable upon Conversion or Exercise
Common Shares	72,567,476	72,567,476
Warrants	8,669,355	8,669,355
<b>Total Fully Diluted Capital</b>	<b>81,236,831</b>	<b>81,236,831</b>

There were no changes in the Company's approach to capital management during the period.

## SEGMENTED INFORMATION

The Company operates in one industry segment, fintech. For the three months ended March 31, 2024 this segment generated revenue of \$21, and no revenue in 2023. All non-current assets are located in the United States of America.

## DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarised, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

In connection with National Instrument 52-109 Certificate of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Interim Financial Statements and this accompanying MD&A.

## **CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS**

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, regulatory compliance, sufficiency of working capital, and business and financing plans. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of material risks and uncertainties. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

The Company bases any forward-looking statements largely on the Company's current expectations, estimates, assumptions, and projections about future events and financial and other trends that the Company believes, as of the date of such statements, may affect its business, financial condition, and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond the Company's control, include, but are not limited to: management's expectations regarding the future business, objectives and operations of the Company; the Company's anticipated cash needs and the need for additional financing; the Company's ability to successfully complete future financings; the acceptance by the marketplace of new technologies and solutions; the Company's expectations regarding its competitive position; the Company's expectations regarding regulatory developments and the impact of the regulatory environment in which the Company operates; the Company's ability to attract and retain qualified management personnel and key employees; and anticipated trends and challenges in the Company's business and the markets in which it operates. Assumptions underlying the Company's working capital requirements are based on management's experience with other public companies. Forward-looking statements pertaining to the Company's need for and ability to raise capital in the future are based on the projected costs of operating a cryptocurrency company and management's experience with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities assumes no material change in regulations, policies, or the application of the same by such authorities. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements with the risks set forth.

## CHANGES IN ACCOUNTING POLICIES

There were no new accounting policies adopted during the three months ended March 31, 2024. See Note 3 to the Annual Financial Statements for a summary of the Company's accounting policies.

## SUBSEQUENT EVENTS

The Cease Trade Order issued by the Ontario Securities Commission on May 6, 2022 and the reciprocal cease trade orders issued by the Alberta Securities Commission and the British Columbia Securities Commission were revoked on April 12, 2024, and the trading in, and acquisition of, securities of the Company is no longer prohibited. The Company resumed trading on the Canadian Securities Exchange effective April 19, 2024.

The Company resumed trading on the Canadian Securities Exchange (CSE), effective April 19, 2024.

On April 24, 2024, the Company successfully launched Karma iOS application which is now available for download on the Apple App Store.

## ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases, and other information are available on the SEDAR+ website at [www.sedarplus.com](http://www.sedarplus.com)

On behalf of the Board of Directors, thank you for your continued support.

**John Eagleton**

Director & CEO