MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As used in this management's discussion and analysis, unless the context indicates or requires otherwise, all references to the "Company", the "Corporation", "Givex", "we", "us" or "our" refer to Givex Corp. together with our subsidiaries, on a consolidated basis.

*This management's discussion and analysis of financial condition and results of operations ("**MD&A**") dated **July 31, 2023** for the three and six months ended June 30, 2023 and 2022 of Givex should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements and the notes related thereto for the three and six months ended June 30, 2023 as well as the annual audited consolidated financial statements and notes related thereto for the years ended December 31, 2022 ("Fiscal 2022") and 2021 ("Fiscal 2021") as posted on SEDAR. The financial information presented in this MD&A is derived from the Company's unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 2023, which has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") applicable to the preparation of interim financial statements, including International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").*

We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators.

*On November 25, 2021, Givex completed a reverse takeover transaction (the "**Transaction**") with Givex Corporation, a corporation incorporated under the International Business Companies Act (Bahamas) (the "**IBCA**") pursuant to a business combination agreement between Givex, Givex Corporation and County Subco Corp., dated November 12, 2021 (the "**BCA**") under the laws of the IBCA, which resulted in Givex becoming the parent company of Givex Corporation. Givex Corporation is deemed to be the accounting acquirer in the reverse takeover transaction. As a result, the consolidated statements of financial position are presented as a continuance of Givex Corporation and the comparative figures are presented as those of Givex Corporation.*

On November 10, 2022 the Company announced that it had filed for continuance to the Province of Ontario and concurrently changed its name to Givex Corp.(formerly Givex Information Technology Group Ltd) under the provisions of the Business Corporations Act (Ontario) following approval of the continuance and name change by shareholders at the annual general and special meeting of the shareholders of the Company held on May 26, 2022. The continuance and name change better reflects the Company's history and allows the Company to be governed by the laws of the jurisdiction in which its head office is located.

Additional information relating to Givex, including our most recently completed Annual Information Form for the fiscal year ended December 31, 2022, is available on our website at investors.givex.com and can be found on SEDAR at www.sedar.com.

Cautionary Statement on Forward-Looking Information

*This MD&A contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature are forward-looking, and the words "anticipate", "believe", "expect", "estimate", "may", "will", "could", "leading", "intend", "contemplate", "shall" and similar expressions are generally intended to identify forward-looking statements. Additionally, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Forward-looking information, among other things, may relate to our financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, operations, financial results, taxes, plans and objectives. Particularly information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate and the impact thereon of macro-economic uncertainties and events like the COVID-19 pandemic as well as statements regarding industry trends and expectations regarding our revenue.*

This forward-looking information and other forward-looking information are based on our opinions, estimates and assumptions considering our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances as at the date of the forward-looking information. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove correct.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the risk factors described under the "Summary of Factors Affecting Our Performance" section of this MD&A, the "Risk Factors" section of our most recently filed annual information form and the "Risk Factors" section in the Filing Statement all of which are available on SEDAR at www.sedar.com.

The forward-looking statements made in this MD&A relate only to events or information as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Except as required by law, we do not assume any obligation to update or revise any of these forward-looking statements to reflect events or circumstances after the date of this MD&A, including the occurrence of unanticipated events. An investor should read this MD&A with the understanding that our actual future results may be materially different from what we expect. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Filing Statement.

Overview

Givex operates as a full-suite omni-channel Gift Card, Loyalty Program, data analytics, Stored Value Ticketing, payments processing solutions and cloud-based point of sale ("POS") solutions provider. Givex's principal business operations are conducted from Toronto, Ontario with services provided globally.

Givex's aim is to continuously develop and deploy tools that will help its merchant clients uncover the insights needed to strengthen their relationships with consumers and increase commercial activity for its merchant clients. Givex aims to effect this by listening to its merchants, empowering its teams, and partnering with its suppliers at all times.

Givex is a technology and software solutions provider. Givex currently develops, sells, installs and supports five key types of tech solutions for its merchant clients:

- Customer Engagement Solutions;
- Enterprise POS;
- Payment Processing Solutions;
- Integrations Solutions; and
- Analytics.

Givex's merchant clients can use one or all of these services, as all five solutions products are designed and built to work together on the Givex Platform. Givex's merchant client base consists historically of retail, hospitality and restaurant businesses, stadium, grocery, fuel and unattended retail businesses. Givex's aim is to continually improve its platform for its merchant clients by developing technology solutions which strengthen relationships between merchant clients and their customers.

Other than the regular incorporation and business registration, at this time the Company is not aware of other licenses, regulatory approvals, permits or authorizations from relevant governmental authorities that are required to carry out the Company's business. The Company and its subsidiaries are each in good standing in their respective jurisdiction of incorporation.

Givex's core growth strategy focuses on:

- *Continued Investment in Cloud Platform*

Over the last 23 years, Givex has continually invested in its core cloud-based technology and will continue to do so.

- *Sell All Product Offerings to Clients*

Givex started as a closed-loop Gift Card processor, and as such most Givex merchant clients today primary use Gift Cards, and have subsequently added Loyalty Programs, Stored Value Ticketing, and then GivexPOS to their product subscriptions. More recently, Givex has sold GivexPOS to merchant clients that have added Gift Cards then Loyalty Programs. Givex aims to make sure all of its product offerings include the opportunity to use at least one additional Givex product offering in order to create cross-selling opportunities. While it is not the expectation that Givex's merchant clients use all of Givex product offerings, Givex has a diverse base of merchant clients today to which sales pitches can be made over time. Givex leverages these established relationships when opportunities with such merchant clients arise, such as RFPs.

- *Merchant Client Development and Retention*

Givex has an effective sales management tool that allows it to track and follow up with prospective merchant clients as well as existing merchant clients. As such, Givex can continually monitor its performance. Givex has a very low turnover rate of established merchant clients. Many of Givex's existing merchant clients have been with Givex for over 15 years and some longer than 20 years.

- *Growth by Acquisition of POS and Merchant Client Engagement Platform Businesses*

A key component of Givex's growth strategy is growth by acquisitions. Givex targets businesses that are established and profitable or marginally profitable and are in need of marketing and/or technical support to better serve their existing base of merchant clients. Givex will continue to search for targets in all of its geographical markets

In the years 2018, 2019 and 2021 Givex completed strategic acquisitions of the following entities: ValuAccess Limited ("**ValueAccess**"), Owen Business Systems Ltd. ("**OBS**"), Easy Information Solutions S.A. de C.V ("**EIS**"), PI Cash Système SARL ("**Pi Cash**"), and also acquired certain assets from Moneris Solutions Corporation which currently make up the Givex product, "**Giftpass**" (formerly "giftcertificates.ca), which consists of gift-card inventory and the ability to purchase gift cards on-line.

Givex acquired GiftCertificates.ca with a view to building a Gift Card marketplace for not only Givex's merchant clients but also non-Givex merchants. The impact of the COVID-19 pandemic limited Givex's growth of the giftcertificates.ca business in 2021 and much of 2022; however, it is expected that this service, now branded as giftpass.com, will expand on an ongoing basis into all Givex senior markets in 2023.

This service has also been integrated with the "GivexAwards" program. GivexAwards has been designed as an easy-to-use incentive rewards program for small and medium sized merchant clients (under 500 employees) that want to provide an incentive program for employees. It is accessible by employees via a mobile app, which provides accumulative rewards to employees which can convert into cash (or used on giftpass.com) for use exclusively at the merchant client's business. GivexAwards is intended to expand the market for Givex's Gift Card merchant clients.

The acquisition of ValuAccess allowed Givex to expand into Asia Pacific markets, provide further support for its growing list of multinational clients and provide merchants with more effective localized support. The acquisition of OBS provided Givex with an upsell opportunity to OBS's Canadian client base. Givex was also able to integrate OBS's retail POS system, "eStream POS XDB" into its retail POS system to enhance functionality for Givex's customers in fashion, grocery, and other retail verticals. Acquiring EIS allowed Givex to expand into Mexico and gain access to EIS's existing customer base and team. Givex is working with EIS Management to expand the cost-effective Mexico based Givex Client services team.

On January 25, 2022, the Corporation acquired all of the issued and outstanding shares of 1157487 Ontario Inc. (operating as Kalex Equipment Services) ("Kalex") a company incorporated under the laws of Ontario. The total purchase price was $2.5 million paid as cash consideration, promissory note payable and issuance of common shares. Kalex carries on the business of reselling new and legacy information technology point-of-sale equipment to the Canadian retail sector and providing on-line and other support services on the POS retail equipment stores.

On February 17, 2022, the Corporation acquired all the issued and outstanding shares of Loyalty Lane, Inc. ("Loyalty Lane"), a company incorporated under the laws of Georgia. Loyalty Lane, Inc. carries on the business of providing loyalty and rewards transaction processing for independent grocers. The total purchase price was $7.7 million paid as cash consideration and issuance of common shares. William Gray was the President of Loyalty Lane, Inc, where he was also a minority shareholder. He is the brother of Don Gray, the Corporation's CEO. The Loyalty Lane, Inc. acquisition was approved by the Corporation's Board of Directors, with Don Gray abstaining from the vote. As part of the acquisition, the Corporation has retained William Gray by employment agreement to continue to act in the capacity of President of Loyalty Lane, Inc.

On August 15, 2022, the Corporation acquired all of the issued and outstanding shares of Counter Solutions Holdings Limited ("Counter Solutions"), a company incorporated under the laws of the United Kingdom. Counter Solutions creates connected digital experiences for the retail & hospitality sectors, helping brands implement self-service technology solutions to improve their customer experience & drive productivity gains. The total purchase price was $5.9 million paid as a combination of cash and contingent consideration payable. As part of this transaction, the Corporation has issued 2 million common shares to retain a key employee. The estimated fair value of the shares is $1.2 million, which vests in 3 equal tranches as agreed targets are met. The shares are retractable based on Counter Solutions meeting agreed targets and on the continued employment of the key employee until fully vested.

Targeted businesses will typically be founder owned and managed and have been in business for at least five years, either selling and installing technical solutions similar to Givex or having developed their own technology that involves POS, inventory management, labour management, Gift Card and/or Loyalty Program services.

Givex also expects to keep the team members and founders of acquired businesses engaged with Givex going forward by having a component of any purchase price satisfied either through the issuance of shares of Givex or a longer-term note, or a combination of both. Givex has successfully completed a number of acquisitions in the past seven years, and attributes the success of such deals to making sure founder teams remained engaged.

- *Strengthen Marketing and Sales with Aim to Improve Direct Sales in Givex Markets and to Increase Merchant Locations*

Givex has attended several trade shows and invested in some advertising. Givex aims to hire more direct sales team members in 2023 and will also be looking to make more prestige acquisitions in all Givex markets, which should also assist Givex with building sales resources for more direct-to-market sales activity.

Givex works with and will continue to work with referral partners as well as resellers as part of its ongoing sales strategy, but this will not be Givex's primary focus as it believes its own dedicated sales teams will be more effective than resellers in representing Givex's products and services. Givex will look to resellers in markets where it is not likely to have its own offices or team members, for example Malaysia or Indonesia.

- *Invest in Team and Support Tools*

Many Givex team members have been involved with the business for more than ten years, with some for over fifteen years. The institutional knowledge of this team is one of the reasons Givex has a strong reputation for client service and retention.

Recruitment and retention of team members has become increasingly difficult as competition for qualified and capable technical team members is becoming more intense in Toronto, where Givex's technical teams are located.

Givex will also look to its foreign markets to see where it can hire local teams to support its global services. Givex will continue to make use of the Canadian immigration fast track to recruit talent outside of Canada.

Givex uses a custom developed and effective management tool to connect all team members with the tasks needed to look after merchant clients. This tool, called the "ToolJar", allows Givex personnel to support merchant clients globally. For example, using ToolJar, a Givex support person in Mexico can provide real time support to a merchant client in the USA or Canada. Developers in Hong Kong or Mexico can support development efforts of Givex's core team in Toronto.

Recent Developments

The Corporation began a share repurchase program on November 9, 2022 permitting the Corporation to repurchase for cancellation up to 6,101,326 common shares. The normal course issuer bid will expire on November 8, 2023 however may expire earlier if the maximum number of allowable shares are repurchased. During six months ended June 30, 2023, the Corporation repurchased 230,847 shares. Of the 230,847, 25,329 were cancelled during the 6 months ended June 30, 2023, the remaining shares were cancelled in July 2023. An additional 67,234 were cancelled during the 6 months ended June 30, 2023 which were purchased during the year ended December 31, 2022. Purchases under the normal course issuer bids were made through open market purchases at market prices.

As disclosed in prior financial statements, Givex Canada Corp. is subject to an ongoing tax audit by the Canada Revenue Agency pertaining to transfer fees between Givex Corporation and Givex Canada Corp. If the tax authority is successful with their challenges, the Corporation's income tax expense may be adversely affected. On June 17, 2022, Givex Canada Corp received notices of reassessment from the Canada Revenue Agency for $0.6 million plus interest as the result of this audit. The Corporation has paid the assessment however intends to dispute the assessment and has worked with legal counsel to file Notices of Objections. The payment has been recorded in prepaid expenses.

On June 22, 2022, the Company announced that it had applied to the Toronto Stock Exchange (the "**TSX**") to extend the term of an aggregate of 11,000,000 common share purchase warrants (the "**Warrants**"), which were issued by the Company on November 25, 2021 in connection with the Transaction as further described in the "Reverse Takeover Transaction & Subscription Receipt Financing" section below. The prior expiry date of the Warrants was November 25, 2023 and the new expiry date will be November 25, 2024. Except as provided below in respect of warrants held by insiders of the Company (such insiders having acquired the Warrants under the same subscription receipt financing as described below), the warrant extensions are effective on July 7, 2023, and are subject to final TSX acceptance. All other terms of the Warrants will remain unchanged, including the exercise price of $1.25.

A total of 183,330 of the Warrants are held directly or indirectly by insiders of the Company. The extension in respect of Warrants held by insiders and their ability to exercise the Warrants after November 25, 2023, will be subject to obtaining disinterested shareholder approval, which the Company intends to seek at the annual general and special meeting of shareholders of the Company in early Spring, 2024. In the event that shareholder approval is not obtained, the Warrants held by insiders will terminate and be null and void effective November 25, 2023.

Since this warrant extension is effective July 7, 2023, it will be accounted for in Q3 2023 and we expect no material accounting impact.

Reverse Takeover Transaction & Subscription Receipt Financing

On November 25, 2021, the Company completed the Transaction by way of a business combination pursuant to which, among other things: (a) Givex Corporation merged with County Subco Corp., an entity incorporated for the purposes of the Transaction, pursuant to the provisions of the IBCA, following which Givex Corporation survived as the successor corporation; (b) all of the issued and outstanding shares of Givex Corporation were exchanged for common shares in the capital of the Company on a one-for-one basis (the "**Exchange Ratio**"); and (c) all convertible securities of Givex Corporation were exchanged for convertible securities of the Company on economically equivalent terms on the basis of the Exchange Ratio. Upon completion of the Transaction, the Company de-listed its common shares from the TSX Venture Exchange and concurrently listed its common shares on the TSX under the ticker symbol "GIVX". Further details of the Transaction are described in the filing statement of the Company which can be found on the Company's issuer profile on SEDAR at www.sedar.com.

On November 12, 2021, in connection with the Transaction, Givex Corporation completed the Concurrent Offering and issued 22,000,000 Subscription Receipts for aggregate proceeds of $22,000,000, less a specified amount in agents' fees and expenses. Immediately prior to closing of the Transaction, and upon the satisfaction of certain escrow conditions prescribed by the Subscription Receipt Indenture, each Subscription Receipt was automatically exchanged, for no additional consideration, into one Givex Corporation Class A ordinary share and one half of one Givex Corporation Class A ordinary share purchase warrant. Upon completion of the Transaction, all securities in Givex Corporation, including Class A ordinary shares and Class A ordinary share purchase warrants issued in exchange for Subscription Receipts, were exchanged for common shares and common share purchase warrants in Givex on the basis of the Exchange Ratio on the basis of one Givex Share for each Givex Corporation Share.

For additional information regarding the Transaction or the Subscription Receipt Financing please see the Filing Statement, which is available on SEDAR at www.sedar.com.

Macroeconomic Uncertainties including COVID-19

There continues to be macroeconomic uncertainties, including inflationary pressures, changes in consumer spending, exchange rate fluctuations, increased interest rates, as well as with respect to the duration and magnitude of the COVID-19 pandemic the ability to control resurgences and new variants worldwide. This makes it difficult to assess the future impact these events and conditions will have on our customer base, the end markets we serve and the resulting effect on our business and operations, both in the short term and in the long term.

Despite these ongoing risks and uncertainties, however, we continue to believe these uncertainties have accelerated the need for our solutions as our target market look to augment traditional in-person selling models with online and digital strategies. A large portion of our customer market is currently served by legacy on-premise systems that are expensive, complicated, and poorly equipped to help this market adapt to this immediate need. The Company believes this represents a significant opportunity for us to grow our customer base for all our products as the retail and restaurant worlds shift to more cloud-based solutions.

Since the onset of the above macroeconomic uncertainties, we implemented temporary measures to help our customers navigate the uncertainty they were facing including price and payment flexibilities. During the COVID-19 pandemic, we prioritized the health and safety of our employees by quickly deploying all staff to a "work from home model", something the Company was well-suited to do given the cloud-based tools it uses to run its business. The Company also implemented a COVID-19 pandemic cost cutting plan to help scale back operating costs where possible.

The results of these measures include revenue growth from $51.5 million in Fiscal 2020 to $55.2 million in Fiscal 2021 and to $73 million in Fiscal 2022. This was achieved despite these macroeconomic uncertainties and their impact on the global retail and restaurant industries, further demonstrating, we believe, the demand for our solutions.

We continue to monitor the impact of these macroeconomic uncertainties including COVID-19 on our business, financial condition, and operations. Please refer to the "Risk Factors" section in the Annual Information Form which can be found on SEDAR at www.sedar.com.

Key Performance Indicators

We monitor the following key performance indicators to help us evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions. These key performance indicators are also used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors, and other interested parties frequently use industry metrics in the evaluation of issuers. Our key performance indicators may be calculated in a manner different than similar key performance indicators used by other companies.

Customer Locations. "**Customer Location**" means a billing customer location for which the term of services has not ended, or with which we are negotiating a renewal contract. It includes both merchant locations that have transactions processed through our cloud-based SaaS platform, as well as merchant locations not on our platform but for which we provide other Givex services. A single unique customer can have multiple Customer Locations including physical and eCommerce sites.

We believe that our ability to increase the number of Customer Locations served by our platform and products despite these macroeconomic uncertainties is an indicator of our success in terms of market penetration and growth of our business.

As at June 30, 2023 and June 30, 2022, we had global customer locations of approximately 124,000 and 116,000 respectively, representing growth of 7%. This growth includes the 1,000 locations added through the Counter Solutions acquisition in August 2022 as further described above.

Gross Transaction Volume. "**Gross Transaction Volume**" or "**GTV**" means the total dollar value of stored and POS transactions processed through our cloud-based SaaS platforms in the period, net of refunds, inclusive of shipping and handling, duty and value-added taxes. We believe GTV is an indicator of the success of our customers and the strength of our platforms. GTV does not represent revenue earned by us.

For the three months ending June 30, 2023 and 2022, total GTV processed was approximately $2.12 billion and $1.77 billion respectively, representing growth of 20%. For the six months ending June 30, 2023 and 2022, total GTV processed was approximately $3.70 billion and $3.05 billion respectively, representing growth of 21%.

Employee Compensation as a % of Gross Profit. "Employee Compensation as a % of Gross Profit" means the total employee compensation for a period divided by the gross profit for the same period. "Employee Compensation" means total employee compensation including salaries and benefits, excluding both government assistance and share-based compensation. "Gross Profit" means revenue less direct cost of revenue.

For the 12 months ending June 30, 2023 and June 30, 2022, "Employee Compensation as a % of Gross Profit" was 53% and 54% respectively. For Fiscals 2022, 2021 and 2020, "Employee Compensation as a % of Gross Profit" was 53%, 55% and 56% respectively. The company believes that its ability to reduce "Employee Compensation as a % of Gross Profit" is an indicator of its success in managing costs and profitability.

Non-IFRS Measures and Reconciliation of Non-IFRS Measures

The information presented within this MD&A includes certain financial measures such as "Adjusted EBITDA", which are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. These non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Our management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation.

Adjusted EBITDA

Adjusted EBITDA is defined as net profit (loss) excluding interest, taxes, depreciation and amortization, or EBITDA, as adjusted for share-based compensation and related expenses, foreign exchange gains and losses, and transaction-related expenses including those related to going public through the reverse takeover transaction as further defined above.

The following table reconciles net income (loss) to Adjusted EBITDA for the periods indicated:

	Three months ended June 30		**Six months ended June 30**	
	2023	**2022**	**2023**	**2022**
(in thousands of C$)	**$**	**$**	**$**	**$**
Net loss and comprehensive loss	**(978)**	**(3,913)**	**(2,212)**	**(6,494)**
Depreciation of property and equipment	172	260	465	490
Depreciation of right-of-use assets	563	525	1,154	1,114
Amortization of intangible assets	469	632	938	1,071
Net finance cost	183	153	415	284
Income tax expense (recovery)	165	530	(137)	3
EBITDA	**574**	**(1,813)**	**623**	**(3,532)**
Share-based compensation expense	849	2,685	1,886	5,674
Foreign exchange loss	271	131	155	117
ADJUSTED EBITDA	**1,694**	**1,003**	**2,664**	**2,259**

Summary of Factors Affecting Our Performance

We believe that the growth and future success of our business depends on many factors, including those described below. While each of these factors presents significant opportunities for our business, they also pose challenges, some of which are discussed below and are more fully described in the "Risk Factors" section of our most recent Annual Information Form, which can be found on the Company's issuer profile on SEDAR at www.sedar.com.

Market adoption of our platform

We intend to continue to drive adoption of our commerce-enabling platform by scaling our solutions to meet the needs of both new and existing customers of all types and sizes. We believe that there is significant potential to increase penetration of our total addressable market and attract new customers. We plan to do this by further developing our products and services as well as continuing to invest in marketing strategies tailored to attract new businesses to our platform, both in our existing geographies and new markets around the world. We also intend to selectively evaluate opportunities to offer our solutions to businesses operating in industry verticals that we do not currently serve. We plan to continue to invest in our platform to expand our customer base and drive market adoption and our operations may fluctuate as we make these investments.

Cross-selling and up-selling with existing customers

Our existing customers represent a significant opportunity to cross-sell and up-sell products and services with limited incremental sales and marketing expense. We use a "land and expand" approach, with many of our merchant-clients initially deploying our platform for a specific use case. Once they realize the benefits and wide functionality of our platform, they can expand the number of product offerings they subscribe to. We plan to continually invest in product development, and in sales and marketing, to add more solutions to our platform and to increase the usage and awareness of our solutions. Our future revenue growth and our ability to achieve and maintain profitability is dependent upon our ability to maintain existing customer relationships and to continue to expand our customers' use of our comprehensive suite of our solutions.

Scaling our sales and marketing team

Our ability to achieve significant growth in future revenue will largely depend upon the effectiveness of our sales and marketing efforts, both domestically and internationally. The majority of our sales and marketing efforts are accomplished in-house, and we believe the strength of our sales and marketing team is critical to our success. We have invested and intend to continue to invest meaningfully in terms of expanding our sales force, and consequently, we anticipate that our headcount will continue to increase as a result of these investments.

International sales

We believe that global demand for our platform will continue to increase as SMBs seek out end-to-end solutions with omni-channel capabilities to enable their businesses to thrive and succeed in an increasingly complex operating environment. Accordingly, we believe there is significant opportunity to grow our international business. We have invested, and plan to continue to invest, ahead of this potential demand in personnel and marketing, and to make selective acquisitions outside of North America to support our international growth.

Key Components of Results of Operations

Revenue

Service and payments revenue

The Company's main sources of revenue are recurring service fees from its technology solutions. "Service and payment revenues", which consist of subscription and transactional revenue from our customer engagement, POS, payments, integrations, and analytics solutions, are recognized as services provided. Our solutions include maintenance and support.

Hardware and other revenue

These are generally one-time revenues associated with the sale of hardware with which our solutions integrate and development services in support of the integration of our solutions to our customers.

Direct cost of revenue

Direct cost of services and payments revenue

Costs of these revenues primarily includes direct costs related to our payments, card production and fulfillment solutions.

Direct cost of hardware and other revenue

Cost of these revenues primarily includes costs associated with our hardware solutions, such as the cost of acquiring the hardware inventory as well as expenses related to the one-time implementation services provided to customers.

Operating Expenses

General and administrative

General and administrative expenses consist of all Givex employee and contractor expenses, recurring professional fees, costs associated with our internal networks and datacenters, insurance, listing expenses, and general corporate expenses. These costs are reduced by any government assistance, if any, like that from the Canadian Government's COVID-19 wage subsidy program in respect of remuneration for eligible employees.

Sales and marketing

Sales and marketing expenses consist primarily of costs relating to sales-related commissions, advertising and marketing, attendance at trade shows, and travel costs.

Share-based compensation

Upon Closing of the Transaction in Q4 2021, Givex adopted both a stock option plan and a restricted share unit plan. The purpose of these plans is to assist the Corporation in attracting and retaining key employees, officers, directors, and consultants who will contribute to the Corporation's long-term success by providing them incentives that align their interests with those of the shareholders of the Company. The Plans are administered by the board of directors of the Company (the "**Board**"). See more details about the Transaction above.

Results of Operations

The following table outlines our consolidated statements of loss for the three and six months ended June 30, 2023 and 2022:

(in thousands of C$)		Three months ended June 30 2023 $	Three months ended June 30 2022 $		Six months ended June 30 2023 $	Six months ended June 30 2022 $
Revenue						
Service and payments revenue	$	17,041	16,123	$	34,774	31,250
Hardware and other revenue		2,392	722		3,817	1,927
Total		19,433	16,845		38,591	33,177
Direct Cost of Revenue						
Service and payments revenue		4,091	4,248		9,194	8,844
Hardware and other revenue		1,248	426		2,082	1,248
Total		5,339	4,674		11,276	10,092
Gross profit		14,094	12,171		27,315	23,085
Expenses						
General and administrative		11,138	10,216		22,338	19,164
Sales and marketing		1,262	952		2,313	1,662
Depreciation of property and equipment		172	260		465	490
Depreciation of right-of-use assets		563	525		1,154	1,114
Amortization of intangible assets		469	632		938	1,071
Share-based compensation		849	2,685		1,886	5,674
Foreign exchange loss		271	131		155	117
Total Expenses		14,724	15,401		29,249	29,292
Loss before undernoted items and income taxes		(630)	(3,230)		(1,934)	(6,207)
Net finance costs		183	153		415	284
Loss before income taxes		(813)	(3,383)		(2,349)	(6,491)
Income tax expense (recovery)		165	530		(137)	3
Loss and comprehensive loss	$	(978)	(3,913)	$	(2,212)	(6,494)
Loss per share						
Basic and diluted	$	(0.01)	(0.03)	$	(0.02)	(0.06)

Results of Operations for the Three and Six Months ended June 30, 2023, and 2022

Revenues

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	Change	6 months ended June 30, 2023	2022	Change	Change
	$	$	$	%	$	$	$	%
Revenue								
Service and payments revenue	17,041	16,123	918	5.7%	34,774	31,250	3,524	11.3%
Hardware and other revenue	2,392	722	1,670	231.3%	3,817	1,927	1,890	98.1%
Total Revenues	19,433	16,845	2,588	15.4%	38,591	33,177	5,414	16.3%

Service and payments revenue

For the 3 months ending June 30, 2023, service and payments revenue increased $0.9 million or 6% over the 3 months ending June 30, 2022. This was primarily due to the Fiscal 2022 Counter Solutions acquisition (further described above in “Overview”) which happened in August 2022 so was not included in Q2 2022 revenue.

For the 6 months ending June 30, 2023, service and payments revenue increased $3.5 million or 11% over the 6 months ending June 30, 2022. This was due to a combination of things.

There was strong growth in Canada ($1.3 million) and Loyalty Lane ($0.9 million), which was acquired in February 2022 so it wasn’t fully included in the six month results in 2022. In addition, the Fiscal 2022 Counter Solutions acquisition (further described above in “Overview”) which happened in August 2022 so was not included in Q2 2022 revenue, contributed $1.3 million to the increase.

This revenue growth is consistent with the growth in both our customer base and GTV processed through our system as noted in “Key Performance Indicators” above.

Customer Locations grew from 116,000 at June 30, 2022 to 124,000 locations at June 30, 2023, while GTV processed through our system grew 21% for the six months ending June 30, 2023 compared to the six months ending June 30, 2022 as noted in key performance indicators above.

Hardware and other revenue

For the 3 months ending June 30, 2023, hardware and other revenue increased $1.7 million compared to the 3 months ending June 30, 2022.

For the 6 months ending June 30, 2023, hardware and other revenue increased $1.9 million compared to the 6 months ending June 30, 2022.

Both increases were primarily due to two things.

There was strong equipment sales growth in Canada of $1.1 million from Q2 2022 to Q2 2023. In addition, there were strong equipment sales at Counter Solutions, the Fiscal 2022 acquisition (further described above in “Overview”) which happened in August 2022 so was not included in Q2 2022 revenue, and which contributed $0.7 million to both periods’ increases.

Direct Cost of Revenue / Gross profit

(in thousands of C$, except percentages)	3 months ended June 30, 2023	3 months ended June 30, 2022	Change	Change	6 months ended June 30, 2023	6 months ended June 30, 2022	Change	Change
	$	$	$	%	$	$	$	%
Direct cost of revenues								
Service and payments revenue	4,091	4,248	(157)	-3.7%	9,194	8,844	350	4.0%
Hardware and other revenue	1,248	426	822	193.0%	2,082	1,248	834	66.8%
Total Direct cost of revenues	5,339	4,674	665	14.2%	11,276	10,092	1,184	11.7%

(in thousands of C$, except percentages)	3 months ended June 30, 2023	3 months ended June 30, 2022	Change	Change	6 months ended June 30, 2023	6 months ended June 30, 2022	Change	Change
	$	$	$	%	$	$	$	%
Gross profit								
Service and payments revenue	12,950	11,875	1,075	9.1%	25,580	22,406	3,174	14.2%
Hardware and other revenue	1,144	296	848	286.5%	1,735	679	1,056	155.5%
Total Gross profit	14,094	12,171	1,923	15.8%	27,315	23,085	4,230	18.3%
Gross profit as a % of Total Revenue								
Service and payments revenue	76.0%	73.7%	2.3%		73.6%	71.7%	1.9%	
Hardware and other revenue	47.8%	41.0%	6.8%		45.5%	35.2%	10.2%	
Total Gross Profit as a % of Total Revenues	**72.5%**	**72.3%**	**0.3%**		**70.8%**	**69.6%**	**1.2%**	

For the 3 months ending June 30, 2023, direct cost of service and payments revenue decreased $0.2 million over the 3 months ending June 30, 2022. This decrease happened even though the "service and payments revenue" for the 3 months ending June 30, 2023 increased $0.9 million. This is due to the differences in the product mix in both periods and is explained further below.

For the 6 months ending June 30, 2023, direct cost of service and payments revenue increased $0.4 million over the 6 months ending June 30, 2022. For the 3 months ending June 30, 2023, direct cost of hardware and other revenue increased $0.8 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, direct cost of hardware and other revenue increased $0.8 million over the 6 months ending June 30, 2022. These increases are due to the increase in revenue in both "Service and payments revenue" and "Hardware and other revenue" during these periods.

For the 3 months ending June 30, 2023, total $ gross profit increased $1.9 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, total $ gross profit increased $4.2 million over the 6 months ending June 30, 2022. These increases are both due to the revenue increases as further described above.

Both "Service and payments revenue" and "Hardware and other revenue" include sales of different products and services that have both high and low profit margins. In addition, profit margins for companies Givex acquires may have different product margins than Givex. So, depending on the product mix sold in a period and the intermittent timing of when new clients and acquisitions come on board, during a given 3 month or fiscal year period, there can be a short-term variation in the gross profit % between periods that may not be reflective of the long-term company focus of both improving margins and on increasing revenues for both high and low margin products and services

For the 3 months ending June 30, 2023, total gross profit % increased 0.3% over the 3 months ending June 30, 2022.

The 2.3% increase in "Service and payments" gross profit % was largely due to a slight change in the product mix sold in the Canadian market during this period compared to the prior period, and which had a slightly better product margin.

The 6.8% increase in "Hardware and other" gross profit relates to higher margins on the specific hardware sold in Q2 2023 compared to the hardware sold in Q2 2022. These sales can be client and product specific and are based on the timing of when new customers come on board, so on a quarterly basis are not necessarily reflective of long-term margins. In particular, this increase largely relates to Q2 sales made by Counter Solutions which had a higher margin than the overall Givex average margin and thus helped skew the overall margin % upwards.

For the 6 months ending June 30, 2023, total gross profit % increased 1.2% over the 6 months ending June 30, 2022

The 1.9% increase in "Service and payments" gross profit % was largely due to a slight change in the product mix sold in the Canadian market during this period compared to the prior period and that had a slightly better product margin.

The 10.2% increase in "Hardware and other" gross profit relates to higher margins on the specific hardware sold in the six months ending June 30, 2023 compared to the hardware sold in the six months ending June 30, 2022. In particular, this increase largely relates to Q2 sales made by Counter Solutions which had a higher margin than the overall Givex average margin and thus helped skew the overall margin % upwards.

This section does not include salaries and benefits of personnel associated with delivery of service.

Operating Expenses

General and administrative

	3 months ended June 30,				6 months ended June 30,			
(in thousands of C$, except percentages)	**2023**	**2022**	**Change**	**Change**	**2023**	**2022**	**Change**	**Change**
	$	**$**	**$**	**%**	**$**	**$**	**$**	**%**
General and administrative	11,138	10,216	922	9.0%	22,338	19,164	3,174	16.6%

For the 3 months ending June 30, 2023, general and administrative expenses increased $0.9 million over the 3 months ending June 30, 2022. This is primarily due to payroll.

Payroll increased $0.7 million, primarily due to an increase in headcount. Headcount increased by 74 from 300 at June 30, 2022 to 374 at June 30, 2023. Of this increase, $0.4 million is from the increase in staff added from the Counter Solutions acquisition in August 2022, which is further described above in the "Overview" section, as no costs would be included in June 30, 2022 balance.

For the 6 months ending June 30, 2023, general and administrative expenses increased $3.2 million over the 6 months ending June 30, 2022. This increase is due to a combination of things.

Payroll increased $1.9 million, primarily due to an increase in headcount. Headcount increased by 74 from 300 at June 30, 2022 to 374 at June 30, 2023. This increase includes new staff added from the Counter Solutions acquisition in August 2022, so no costs would be included in June 30, 2022 balance. In addition, the cost for the six-months ending June 30, 2022 only includes a partial payroll for both the Kalex and Loyalty Lane acquisitions since they both happened partially through Q1 2022, compared to the six months ending June 30, 2023 which reflects a full six-month payroll for each.

This increase is also partially due to an increase of $0.7 million of non-payroll overhead costs from the 2022 acquisitions of Kalex, Loyalty Lane, and Counter Solutions, which are described above in the "Overview" section. Counter Solutions was acquired in August 2022 so no costs would be included in the June 30, 2022 balance. Also, as both Kalex and Loyalty Lane were acquired during Q1 2022, they include only partial costs for the six months ending June 30, 2022 compared to the six months ending June 30, 2023 which includes a full six month of costs.

The remainder of the increase relates to costs supporting the company growth and is due to a combination of various overhead costs like general office expenses, occupancy maintenance, data centre charges, and professional fees.

Sales and marketing

	3 months ended June 30,				6 months ended June 30,			
(in thousands of C$, except percentages)	**2023**	**2022**	**Change**	**Change**	**2023**	**2022**	**Change**	**Change**
	$	**$**	**$**	**%**	**$**	**$**	**$**	**%**
Sales and marketing	1,262	952	310	32.6%	2,313	1,662	651	39.2%

For the 3 months ending June 30, 2023, sales and marketing expense increased $0.3 million over the 3 months ending June 30, 2022.

For the 6 months ending June 30, 2023, sales and marketing expense increased $0.7 million over the 6 months ending June 30, 2022.

Both increases are primarily due to the same reason.

Travel and sales reflect a full return to normal in 2023 from the Covid 19 pandemic compared to the same periods in 2022. This includes additional business travel, advertising, marketing, and those costs related to increased trade show attendance primarily in North America.

Depreciation

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	Change	6 months ended June 30, 2023	2022	Change	Change
	$	$	$	%	$	$	$	%
Depreciation of property and equipment	172	260	(88)	-33.8%	465	490	(25)	-5.1%
Depreciation of right-of-use assets	563	525	38	7.2%	1,154	1,114	40	3.6%
	735	785	(50)	-6.4%	1,619	1,604	15	0.9%

For the 3 months ending June 30, 2023, depreciation of property and equipment decreased $0.1 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, depreciation of property and equipment decreased $0.03 million over the 6 months ending June 30, 2022. These changes are primarily due to timing differences related to when net additions are acquired during this period compared to the prior period.

For the 3 months ending June 30, 2023, depreciation of right-of-use assets increased $0.04 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, depreciation of right-of-use assets increased $0.04 million over the 3 months ending June 30, 2022. These changes are primarily due to timing differences related to net lease additions during these periods as compared to the prior periods.

Amortization

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	Change	6 months ended June 30, 2023	2022	Change	Change
	$	$	$	%	$	$	$	%
Amortization of intangible assets	469	632	(163)	-25.8%	938	1,071	(133)	-12.4%

For the 3 months ending June 30, 2023, amortization of intangible assets decreased $0.2 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, amortization of intangible assets decreased $0.1 million over the 6 months ending June 30, 2022. These decreases are both primarily due to certain intangible assets that were fully amortized in July 2022.

Share-based compensation expense

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	6 months ended June 30, 2023	2022	Change
	$	$	$	$	$	$
Share-based compensation expense	849	2,685	(1,836)	1,886	5,674	(3,788)

Share-based compensation expense is due to the adoption in 2021 by Givex of both a stock option plan and a restricted share unit plan as part of the Transaction (as more fully described above). The purpose of these plans is to assist Givex in attracting and retaining key employees, officers, directors, and consultants who will contribute to the Corporation's long-term success by providing them incentives that align their interests with those of the shareholders of the Company. The Plans are administered by the Board. See "Critical Accounting Policies and Estimates" below for more information on how share-based compensation expense is accounted for.

For the 3 months ending June 30, 2023, share-based compensation expense decreased $1.8 million over the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, share-based compensation expense decreased $3.8 million over the 6 months ending June 30, 2022

Both decreases are primarily due to the timing of the vesting of RSU's. The majority of RSU's granted in 2021 vested during the year-ended December 31, 2022 therefore the cost in both the three month and six month periods ending June 30, 2023 is lower than the three month and six month periods ending June 30, 2022.

As of June 30, 2023, the total remaining unamortized stock-based compensation expense amounted to $1.3 million (2022 - $6.7 million) which will be amortized over the weighted average requisite service period. See the notes to the 2022 audited financial statements as posted on SEDAR for more details.

Foreign exchange loss

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	Change	6 months ended June 30, 2023	2022	Change	Change
	$	$	$	%	$	$	$	%
Foreign exchange loss	271	131	140	106.9%	155	117	38	32.5%

For the 3 months ending June 30, 2023, foreign exchange loss increased by $0.1 million compared to the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, foreign exchange loss increased by $0.04 million compared to the 6 months ending June 30, 2022.

Items included in our results are measured in our functional currency, which is the Canadian dollar, and foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions or when items are re-measured at the end of the fiscal period, with resulting gains and losses subsequently being recognized. Foreign exchange gains or losses are due to the overall strengthening or weakening of foreign currencies in terms of the Canadian dollar.

Net finance costs

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	Change	6 months ended June 30, 2023	2022	Change	Change
	$	$	$	%	$	$	$	%
Net finance costs	183	153	30	19.6%	415	284	131	46.1%

For the 3 months ending June 30, 2023, net finance costs increased $0.03 million compared to the 3 months ending June 30, 2022. For the 6 months ending June 30, 2023, net finance costs increased $0.1 million compared to the 6 months ending June 30, 2022.

Net Finance Costs include interest on bank loan facilities, promissory notes, and interest on lease liabilities. These finance costs are offset by interest income earned and include fair value changes in short-term investments in the period, all to arrive at net finance costs. Both increases above are primarily due to higher interest rates during fiscal 2023 compared to fiscal 2022.

Income tax expense (recovery)

(in thousands of C$, except percentages)	3 months ended June 30, 2023	2022	Change	6 months ended June 30, 2023	2022	Change
	$	$	$	$	$	$
Income tax expense (recovery)	165	530	(365)	(137)	3	(140)

Givex and its subsidiaries are subject to income taxes. The differences between the Company's subsidiaries' reported income tax provision (recovery) on income (loss) before income taxes and the provision (recovery) that would otherwise result from the application of the expected statutory income tax rates applicable to each subsidiary primarily consist of amortization for accounting in excess of depreciation for tax purpose, non-deductible foreign exchange gains and losses, losses carried forward, and non-deductible expenses.

As disclosed in prior financial statements, Givex Canada Corp. is subject to an ongoing tax audit by the Canada Revenue Agency pertaining to transfer fees between Givex Corporation and Givex Canada Corp. If the tax authority is successful with their challenges, the Corporation's income tax expense may be adversely affected. On June 17, 2022, Givex Canada Corp received notices of reassessment from the Canada Revenue Agency for $0.6 million plus interest as the result of this audit. The Corporation has paid the assessment however intends to dispute the assessment and has worked with legal counsel to file Notices of Objections. The payment has been recorded in prepaid expenses.

Use of Proceeds

As per the Filing Statement dated November 14, 2021 posted on SEDAR as part of the above Transaction, the Company disclosed it allocated $15 million of funds towards potential acquisitions.

As noted above, the Company has since closed three acquisitions: Kalex, Loyalty Lane and Counter Solutions.

For Kalex, the Company paid aggregate consideration of $2.5 million, of which $1 million was paid in cash and the remainder was paid through the issuance of shares of the Company and a promissory note.

For Loyalty Lane, the Company paid aggregate consideration of $7.7 million, of which $7.6 million was paid in cash (with $3 million funded through bank debt), and the remainder paid through the issuance of shares of the Company.

For Counter Solutions, the Company paid aggregate consideration of $5.9 million, of which $5.1 million was paid in cash (with $3 million funded through bank debt), and the remainder will be paid through contingent consideration.

This is summarized below:

(in millions)

Proceeds	Acquisition Name	Acquisition Price	Cash Component of consideration paid	Bank Borrowings	Totals
Proceeds Allocated					**$15.0**
Acquisitions to date					
	Kalex	$2.5	$1.0	-	$1.0
	Loyalty Lane	$7.7	$7.6	$3.0	$4.6
	Counter Solutions	$5.9	$5.1	$3.0	$2.1
Total Acquistion spending to date			$13.7	$6.0	$7.7
Balance					**$7.3**

The Company anticipates spending the balance of $7.3 million on future acquisitions that the Board deems appropriate and are in the best interest of the Company. The Company confirms that there have been no variances in the spending of these allocated funds. The Company notes that the Filing Statement does not set out a timeframe in which the aggregate $15 million will be spent on acquisitions and therefore there are no impacts to the Company’s business or milestones.

Key Balance Sheet Information

(in thousands of C$)	June 30, 2023 $	December 31, 2022 $
Cash and Cash Equivalents	21,905	24,431
Total Assets	74,418	82,053
Total Liabilities	27,792	35,005
Total Current Liabilities	21,588	26,004
Total Long-Term Liabilities	6,204	9,001

See ‘‘Results of Operations’’ in this MD&A for a more detailed discussion of the year-over-year changes in revenues and net income (loss).

Total Assets

June 30, 2023 compared to December 31, 2022

Total Assets decreased $7.6 million from $82.0 million as at December 31, 2022 to $74.4 million as at June 30, 2023.

This includes a decrease in cash of $2.5 million that is largely offset by an increase in short-term investments of $2.6 (which is a US Treasury Bill that matures in December 2023).

The majority of the decrease is due to decreases in restricted cash of $2.8 million, accounts receivable of $2.5 million, $0.9 million in intangible assets due to amortization, and $1.0 million in amortization of right-of-use assets.

Total Liabilities

June 30, 2023 compared to December 31, 2022

Total Current Liabilities decreased by $4.4 million from $26.0 million at December 31, 2022 to $21.6 million at June 30, 2023.

This is primarily due to a $5.6 million decrease in trade and other payables offset by an increase of $0.8 million in contract liabilities and an increase in contingent consideration payable of $0.8 million.

Total Long-Term Liabilities decreased by $2.8 million from $9.0 million at December 31, 2022 to $6.2 million at June 30, 2023.

This includes decreases of $0.6 million in the long-term portion of bank loans, $0.8 million in long-term lease liabilities, and $0.9 million in contingent consideration payable.

QUARTERLY RESULTS OF OPERATIONS

The following table sets forth selected unaudited quarterly statements of operations data for each of the eight quarters ended June 30, 2023 in accordance with IFRS. This data should be read in conjunction with our audited annual consolidated financial statements and their related notes. These quarterly operating results are not necessarily indicative of our operating results for a full year or any future period.

	3 months ended							
(in thousands of C$)	June 30 2023	Mar. 31 2023	Dec. 31 2022	Sept. 30 2022	June 30 2022	Mar. 31 2022	Dec. 31 2021	Sept. 30 2021
	$	$	$	$	$	$	$	$
Revenue	19,433	19,158	21,321	18,407	16,845	16,332	15,187	14,569
Direct cost of revenue	5,339	5,937	6,856	5,680	4,674	5,418	4,698	4,271
Gross profit	14,094	13,221	14,465	12,727	12,171	10,914	10,489	10,298
Operating Expenses	14,724	14,525	14,691	15,643	15,401	13,891	15,099	9,049
Income (loss) before undernoted items and income taxes	(630)	(1,304)	(226)	(2,916)	(3,230)	(2,977)	(4,610)	1,249
Net Finance Costs	183	232	223	210	153	131	122	139
Income (loss) before income taxes	(813)	(1,536)	(449)	(3,126)	(3,383)	(3,108)	(4,732)	1,110
Income tax expense (recovery)	165	(302)	(247)	273	530	(527)	348	488
Income (loss) and comprehensive income (loss)	(978)	(1,234)	(202)	(3,399)	(3,913)	(2,581)	(5,080)	622
Earnings (loss) per share Basic and diluted	(0.01)	(0.01)	0.00	(0.03)	(0.03)	(0.02)	(0.05)	0.01

- In the normal course, the Company's revenue results vary on a quarterly basis due to a number of factors including the volume of transactions processed, the timing of when new customers and orders come aboard, and when new acquisitions are closed.

- In 2021, COVID-19 further impacted the above variability, in a manner that can further influence revenue and direct cost comparability on a quarterly basis.

- Operating expenses for 2021 are impacted by government sponsored COVID-19 wage subsidy assistance programs earned in the quarter that reduce costs and can influence operating cost comparability on a quarterly basis

- Operating expenses are signficantly higher in Q4 2021 as they include the $2.4 million in costs related to the Transaction (as noted above) and $3.6 million in share-compensation expense related to the adoption of the stock option plan and RSU plan.

- Revenue and direct cost of revenue are higher throughout Q2 2023, Q1 2023, and Fiscal 2022 compared to Fiscal 2021 due to both organic growth and the Kalex, Loyalty Lane and Counter Solutions acquisitions (as further described above).

- Income (loss) before income taxes is significantly lower in Q2 2023 and Q1 2023 compared to Q2 2022 and Q1 2022, largely due to the timing of the vesting of RSU's and Options under the adoption of the RSU and stock option plans in Q4 2021. The majority of RSU's and options granted in 2021 vested in Fiscal 2022, therefore the cost in both Q1 2023 and Q2 2023 is lower than Q1 2022 and Q2 2023. This is further described in "Share-based compensation expense" under the header "Results of Operations for the Three and Six Months ended June 30, 2023, and 2022"

Liquidity and Capital Resources

Overview

Our financial condition and liquidity are and will continue to be influenced by a variety of factors, including:

• Our ability to generate cash flows from our operations;
• The level of our outstanding indebtedness and the interest we are obligated to pay on this indebtedness; and
• Our capital expenditure requirements.

The general objectives of our capital management strategy are to ensure sufficient liquidity to pursue our organic growth strategy and undertake selective acquisitions, while maintaining a strong credit profile and a capital structure that maintains total leverage ratio within the limits set in the Credit Facilities.

Our primary source of liquidity is cash from operations and debt and equity financing. Our principal liquidity needs include investment in our product and technology and selective acquisitions, as well as operations, selling and general and administrative expenses and debt service. In addition to the cash balances, we have a Credit Facility available to be drawn to meet ongoing working capital requirements.

We believe that our available cash, cash flows generated from operations, and loans and borrowings available to us will be sufficient to meet our projected operating and capital expenditure requirements for the Company's future operating cash needs.

Credit Facility

The Company has credit facilities with The Bank of Nova Scotia which includes a $3 million demand revolving operating line of credit and a $10 million revolving term facility to help fund acquisitions.

These facilities are secured by a general security agreement constituting a first ranking security interest in all the assets of Givex Canada Corporation, general postponement and subordination of payments to shareholders, and intercompany loans. In addition, all entities under the definition of the consolidated group in the agreement terms have provided a guarantee for an unlimited amount on the facilities. The Corporation should not exceed the advances under the operating line of credit of $3 million.

In addition, the Company shall maintain a ratio of consolidated current assets to consolidated current liabilities of not less than 1.25:1, a Consolidated Fixed Coverage Ratio of not less than 1.20 to 1.00, a minimum Equity to Capitalization Ratio of not less than 20% and a Consolidated Total Funded Debt to Consolidated EBITDA ratio equal to or less than 3.00:1. During Fiscal 2022 and Fiscal 2023, the Corporation was in compliance with these covenants.

As at June 30, 2023 there is $1.8 million available to draw on the demand revolving line of credit and $5.1 million available on the revolving term facility.

Working Capital

Our approach to managing liquidity is to ensure, to the extent possible, that we always have sufficient liquidity to meet our liabilities as they become due.

We do so by monitoring cash flow on a regular basis. As at June 30, 2023, we also have $22 million cash and cash equivalents and $2.6 million in short-term investments (a US Treasury Bill that matures December 2023). In addition to the cash and short-term investment balances, we have a $3.0 million demand revolving operating line of credit and a $10 million revolving term facility to help fund acquisitions, both of which are described under "Credit Facility" above.

Working capital surplus at June 30, 2023 was $24.2 million.

Given our existing cash, working capital surplus, and credit facilities, we believe there is sufficient liquidity to meet our current and short-term growth requirements in addition to our long-term strategic objectives.

Cash Flows

The following table presents cash and cash equivalents as at June 30, 2023 and 2022, and cash flows from operating, investing, and financing activities for the six months ending June 30, 2023 and 2022:

	Six months ended June 30	
	2023	**2022**
(in thousands of C$)	$	$
Net Cash Provided by (Used in)		
Operating Activities	2,581	368
Investing Activities	(2,688)	(8,997)
Financing Activities	(2,408)	106
Effect of foreign exchange on cash and cash equivalents	(11)	156
Net increase (decrease) in cash and cash equivalents	(2,526)	(8,367)
Cash and Cash Equivalents - beginning of period	24,431	36,817
Cash and Cash Equivalents - end of period	21,905	28,450

Cash Flows Used in Operating Activities

For the six months ended June 30, 2023, cashflows provided by operating activities of $2.6 million include a net loss of $2.2 million, add back of non-cash expenses of $4.8 million, and cash inflows of $0.6 million attributable to working capital items.

For the six months ended June 30, 2022, cashflows provided by operating activities of $0.4 million include a net loss of $6.5 million, non-cash expenses of $8.5 million and cash outflows of $1.2 million attributable to working capital items.

Cash Flows Used in Investing Activities

For the six months ended June 30, 2023, cashflows used by investing activities of $2.7 million primarily relates to the increase of short-term investments (in a US Treasury Bill that matures in December 2023).

For the six months ended June 30, 2022, cashflows used by investing activities of $9.0 million primarily related to $7.8 million consideration paid on the acquisitions of Kalex and Loyalty Lane (net of cash acquired), and the $1.4 million purchase of property and equipment.

Cash Flows from Financing Activities

For the six months ended June 30, 2023, cashflows used by financing activities of $2.4 million primarily relates to $1.3 million repayment of lease liabilities, $0.6 million reduction in promissory note payable, and $0.4 million reduction in net borrowings on the credit facility.

For the six months ended June 30, 2022, cashflows provided by financing activities of $0.1 million primarily relates to an increase in net borrowings on the credit facility of $1.5 million reduced by the $1.2 million repayment of lease liabilities.

Based on our current cash and working capital balance and available financing, we believe that cash flows from operations, together with credit available under the credit facility, will be adequate to meet the Company's future operating cash needs.

Contractual Obligations

There are no material changes in the interim period from the contractual obligations as disclosed in the audited annual consolidated financial statements and the annual MD&A that accompanied it.

Off-Balance Sheet Arrangements

We have not entered into off-balance sheet financing arrangements, other than low value and short-term leases. From time to time, we may be contingently liable with respect to litigation and claims that arise in the normal course of operations.

Related Party Transactions

The Company transacts with key individuals from management who have authority and responsibility to plan, direct, and control the activities of the Company. Key management is defined as the executive officers of the Company (CEO, CFO, President, COO, CCO and EVP, HR).

Remuneration and net loans receivable from key management was as follows (in 000's):

	6 months ended June 30	
	2023	2022
Salaries and benefits	813	741
Stock-based compensation	406	1,621

During the six month period ending June, 2023, AJP Digital Inc charged license fees of $60 (2022-$60) to the Company, which are included in general and administration expenses. The Company licenses "ToolJar" from AJP Digital Inc. for an annual subscription fee of $120. The ToolJar software is owned by AJP Digital Inc., a corporation wholly owned by Krane & Company Inc., a corporation wholly owned by Drake & Noseworthy Trust, of which Don Gray, Chief Executive Officer of Givex, and Debra Demeza, Executive Vice President of Human Resources, are beneficiaries.

During the six month period ending June 30, 2023, La Fenice Inc. charged consulting fees of $60 (2022-$120) to the Company, which are included in general and administration expenses. Givex contracts with La Fenice Inc., which owns and operates a restaurant in Toronto, Ontario, to test Givex's POS system and other Givex products in real-time in a live environment. For these services, Givex paid La Fenice Inc. an aggregate of $120 in 2020, $20 per month in 2021, $20 per month in 2022 from January to October, and $10 per month from November 2022 onwards, for this testing environment. La Fenice Inc. is wholly owned by AJP Digital Inc., a corporation wholly owned by Krane & Company Inc., a corporation wholly owned by Drake & Noseworthy Trust, of which Don Gray, Chief Executive Officer of Givex, and Debra Demeza, Executive Vice President of Human Resources, are beneficiaries.

As at June 30, 2023, net loans receivable of $65 ($260 at December 31, 2022) are due from AJP Digital Inc. and Drake & Noseworthy Trust (both of which are related as described above). The loans are non-interest bearing, unsecured and have no fixed terms of repayment.

Financial Instruments and Other Instruments

Credit and Concentration Risk

Generally, the carrying amounts in our consolidated statement of financial position exposed to credit risk, net of any applicable provisions for losses, represents the maximum amount exposed to credit risk.

Our credit risk is primarily attributable to our cash and cash equivalents, loans receivable, and trade receivables. We do not require guarantees from our customers. Credit risk with respect to cash and cash equivalents is managed by maintaining balances only with high credit quality financial institutions.

Due to our diverse customer base, there is no concentration of credit risk related to our trade receivables. Moreover, balances for trade receivables are managed and analyzed on an ongoing basis to ensure expected credit losses are established and maintained at an appropriate amount.

We maintain a provision for impairment of a portion of trade receivables when collection becomes doubtful. We estimate anticipated losses from doubtful accounts based upon the expected collectability of all trade receivables, which estimate considers the number of days past due, collection history, identification of specific customer exposure, current economic trends, and the impact of the COVID-19 pandemic.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. We do not hold any collateral as security.

Foreign Currency Exchange Risk

We are exposed to currency risk due to financial instruments denominated in foreign currencies. We have not entered into arrangements to hedge our exposure to currency risk.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will negatively impact earnings and cash flows. Certain of our cash earns interest. Our exposure to interest rate risk is related to our credit facilities. We are not exposed to material interest rate risk.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues and expenses during the reporting period, and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements. In the process of applying the Company's accounting policies, management has identified the following areas as having the most significant estimates and judgements on the amounts recognized in the financial statements.

For a discussion of all the Company's accounting policies, please see the audited consolidated financial statements for the year ended December 31, 2022 available on SEDAR at www.sedar.com.

Revenue recognition

The Company's main sources of revenue are services and payments and hardware and other fees. The Corporation recognizes revenue in a manner which depicts the transfer of promised goods or services in an amount which reflects the consideration to which the Company expects to be entitled in exchange for those goods and services.

For each performance obligation within a contract with a customer, the Company determines whether the performance obligation is satisfied and control of the goods or services is transferred over time or at a point in time.

For performance obligations that are satisfied over time, the customer simultaneously receives and consumes the benefits. As a practical expedient, in instances in which the Company has a right to consideration in an amount that corresponds directly with value to customer, the Company recognizes revenue in the amount to which it has the right to invoice. In all other instances, revenue is recognized over the period in which the services are provided, which is evenly throughout the period.

For performance obligations satisfied at a point in time, revenue is recognized when control of the goods or services are transferred to the customer which is either when the goods are shipped or delivered depending on the contract, or when the services are rendered. In determining when control is transferred to the customer, the Company takes into consideration several factors including who primarily bears the risk of loss.

When another party is involved in providing goods or services to the customer, the Company determines whether it is the principal or the agent in the transaction by evaluating the nature of the promise. The Company is the principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Company's role is only to arrange for another entity to provide the goods or services, then the Company is the agent and will record revenue at the net amount that it retains for its agency services.

Business combinations

Business combinations are accounted for in accordance with the acquisition method. The consideration transferred and the acquiree's identifiable assets, liabilities and contingent liabilities are measured at their fair value at the date of acquisition. The Corporation estimates the fair value by using appropriate valuation techniques which are generally based on a forecast of the total expected future net discounted cash flows. Significant estimates and judgements include the future net cash flows and discount rates used to estimate the fair value of the acquired intangible assets. In addition, the Corporation determines the value of contingent consideration associated with acquisitions based on an assessment of probabilities attached to the achievement of performance targets as set out in the related agreements. Changing probabilities can result in material adjustments to the fair value of contingent consideration amounts.

Impairment of long-lived assets and goodwill

Long-lived assets, which comprise property and equipment, right-of-use assets and intangible assets subject to amortization are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Management assesses whether such indicators exist at each reporting date. Goodwill is tested for impairment at least annually or when there is an indication that the asset might be impaired.

For impairment testing, assets other than goodwill are grouped at the lowest level for which there are separately identifiable cash inflows. Impairment losses are recognized and measured as the excess of the carrying value of the assets over their recoverable amount. An asset's recoverable amount is the higher of its value in use and its fair value less costs of disposal. Value in use is defined as the present value of the future cash flows expected to be derived from an asset or a CGU. Previously recognized impairment losses, other than those attributable to goodwill, are reviewed for possible reversal at each reporting date and, if the asset's recoverable amount has increased, all or a portion of the impairment loss is reversed. The carrying amount of an asset or CGU after a reversal must not exceed the carrying amount (net of amortization) that would have been determined had no impairment loss been recognized.

For the purpose of goodwill impairment testing, goodwill is allocated to CGUs or groups of CGUs representing the lowest level that the assets are monitored for internal reporting purposes. Goodwill is tested for impairment by comparing the carrying value of each CGU containing the assets to its recoverable amount; an impairment loss is recognized for the amount by which the CGU's carrying amount exceeds its recoverable amount. Impairment losses recognized in respect of a CGU are first allocated to the carrying value of goodwill and any excess is allocated to the carrying amount of assets in the CGU on pro rata basis.

Share-based Payments

The fair value at the grant date of stock options and restricted share units is estimated using the Black-Scholes option pricing model. Stock-based compensation cost is recognized on a straight-line basis over the expected vesting period of the stock options. Each tranche of an award is considered a separate award with its own vesting period and grant date fair value. Expected volatility is determined using historical volatility of publicly-traded comparable companies, the risk-free interest rates are based on Government of Canada bond yields and the expected term of the option is calculated based on a combination of each tranche's time to vest plus the actual and expected life of an award based on the past activity or remaining time to expiry on outstanding awards. The Corporation estimates the number of options expected to vest at the grant date and revises the estimate if subsequent information indicates that the actual number of units to vest differs significantly from the original estimate. The stock-based compensation cost is recognized directly in the consolidated statements of income (loss) and comprehensive income (loss) over the vesting period, with the corresponding credit recorded to contributed surplus. When stock options are exercised, the consideration and related contributed surplus are recorded in share capital.

Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, contingent consideration and the amount of any non-controlling interests in the acquiree. For each business combination, the Corporation elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses. Contingent consideration is measured at fair value using a discounted cash flow model.

When the Corporation acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Goodwill, which represents the excess of the purchase price of acquired business over the fair value of the net assets acquired, is not amortized. Goodwill is tested for impairment at least annually or when there is an indication that the asset might be impaired. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date.

Leases

At inception of a contract, the Corporation assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Corporation recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received. The right-to-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, which is considered the appropriate useful life of any such asset. In addition, the right-to-use asset is reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, to the extent necessary.

The lease term includes periods covered by an option to extend if the Corporation is reasonably certain to exercise that option. Lease terms range from 24 to 207 months for commercial and datacentre leases.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determinable, the Corporation's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments.

The Corporation has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Corporation recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

On the consolidated statements of cash flows, lease payments related to short-term leases and low value assets are not included in lease liabilities and are classified as cash flows from operating activities, whereas the remaining lease payments are classified as cash flows from financing activities.

Functional Currency

The Corporation exercises judgment in determining the functional currency of the Corporation and each of its subsidiaries. An entity's functional currency is the currency of the primary economic environment in which the entity operates. The primary economic environment in which an entity operates is normally the one in which it primarily generates and expends cash. An entity considers the following factors in determining its functional currency:

(a) the currency that mainly influences sales prices for goods and services (this will often be the currency in which sales prices for its goods and services are denominated and settled) and of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services; and

(b) the currency that mainly influences labour, material and other costs of providing goods or services (this will often be the currency in which such costs are denominated and settled).

COVID-19 Pandemic

The uncertainties around COVID-19 required the use of judgments and estimates which resulted in no material accounting impacts for the Fiscal 2021, Fiscal 2022 and the period ending June 30, 2023, other than the impact on expected credit losses driven by the changes in the macro-economic environment due to COVID-19. The future impact of COVID-19 uncertainties could generate, in future reporting periods, a risk of material adjustment to the following: revenue recognition, estimated losses on revenue-generating contracts, goodwill and intangible impairment and other assets and liabilities.

Recently Issued Accounting Standards Not Yet Adopted

From time to time, new accounting pronouncements are issued by the International Accounting Standards Board ("IASB") or other standards-setting bodies and are adopted as of the specified effective date. No new accounting pronouncements are expected to materially impact the Company as at June 30, 2023.

Outstanding Share Information

Givex is a publicly traded company listed under the symbol "GIVX" on the Toronto Stock Exchange ("**TSX**"). Our authorized share capital currently consists of an unlimited number of common shares ("**Givex Shares**") without par value and an unlimited number of Givex Preferred Shares. As at the date of this MD&A, the Company had the following securities issued and outstanding: (i) 126,257,013 Givex Shares; 11,772,500 common share purchase warrants ("**Givex Warrants**"); (ii) 1,538,600 compensation or advisory options to purchase units of Givex each entitling its holder to acquire one unit of Givex, each unit being comprised of one Givex Share and one-half of one Givex Warrant at a price of $1.00 until November 25, 2023 ("**Givex Compensation Options**"); (iii) 65,308 non-transferable common share purchase warrants exercisable at a price of $0.92 per Givex Share until February 23, 2026 ("**Broker Warrants**"); (iv) 7,647,800 stock options granted pursuant to the Company's incentive stock options plan ("**Givex Options**"); and (v) 4,089,175 restricted share units granted pursuant to the Company's restricted share unit plan, ("**Givex RSUs**"). There are no Preferred Shares issued and outstanding in the Company.

As at the date of this MD&A, there are 126,257,013 Givex Shares issued and outstanding. Each Givex Share entitles the holder thereof to: (i) receive notice of, attend and vote at all meetings of the shareholders of the Company, and each Givex Share confers the right to one vote at all such meetings; (ii) receive and participate equally and rateably in any dividends declared on the Givex Shares, if and when declared by the Givex Board, in their sole discretion; and (iii) receive and participate equally and rateably in any distribution of the assets of the Company in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs. The total issued and outstanding shares include the 2 million common shares issued to retain a key employee as part of the Counter Solutions acquisition. These shares are retractable based on Counter Solutions meeting agreed targets and on the continued employment of the key employee until fully vested. This acquisition is further described above.

As at the date of this MD&A, there are no Givex Preferred Shares issue and outstanding. The Givex Preferred Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the Givex Board determines prior to the issue thereof. The Preferred Shares rank prior to the Givex Shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Company.

As at the date of this MD&A, 11,772,500 Givex Warrants to acquire an aggregate of 11,772,500 Givex Shares are issued and outstanding. Each Givex Warrant entitles the holder to purchase one Givex Share at an exercise price of $1.25. The Givex Warrants include: (i) 11,000,000 Givex Warrants as exchanged from Prior Givex Warrants under the Subscription Receipts (which are governed by the Warrant Indenture and the First Supplemental Warrant Indenture) and that expire November 25, 2024; (ii) 625,000 Givex Consultant Warrants that expire November 25, 2023; and (iii) 147,500 Givex Warrants that expire November 25, 2023 comprising part of the Givex Compensation Units.

The 11,000,000 Givex Warrants in (i) above were initially set to expire November 25, 2023 and have now been extended one year to November 25, 2024 (subject to TSX final acceptance), and includes 183,330 Warrants held directly or indirectly by insiders of the Company. The extension in respect of Warrants held by insiders and their ability to exercise the Warrants after November 25, 2023, will be subject to obtaining disinterested shareholder approval, which the Company intends to seek at the annual general and special meeting of shareholders of the Company in early Spring, 2024. In the event that shareholder approval is not obtained, the Warrants held by insiders will terminate and be null and void effective November 25, 2023. This extension of Warrants is more fully described in the "Recent Development" section above.

As of the date of this MD&A, there are 65,308 Broker Warrants issued and outstanding. Each Broker Warrant entitles the holder to purchase one Givex Share at a price of $0.92 until February 23, 2026.

As at the date of this MD&A, 1,538,600 Givex Compensation Options are issued and outstanding. Each Givex Compensation Option entitles the holder to purchase one Givex Share and one half of one Givex Warrant at a price of $1.00 until November 25, 2023.

As of the date of this MD&A, there are 7,647,800 Givex Options to purchase 7,647,800 Givex Shares issued and outstanding. Each Givex Option entitles the holder to purchase one Givex Share, at various exercise prices and expiry dates. The Givex Options include: 111,800 Givex Options exercisable at a price of $0.46 per Givex Share until the earlier of February 23, 2031 and 12 months from the date that the option holder ceases to be a director of the Company; 26,000 Givex Options exercisable at a price of $0.46 per Givex Share until February 23, 2031; 6,760,000 Givex Options exercisable at a price of $1.00 per Givex Share until November 25, 2024; 50,000 Givex Options exercisable at a price of $1.00 per Givex Share until April 1, 2025, and 700,000 Givex Options exercisable at a price of $0.50 until January 9, 2025.

As of the date of this MD&A, there are 4,089,175 Givex RSUs issued and outstanding. Each Givex RSU entitles the holder to one Givex Share upon the occurrence of the prescribed vesting date for such Givex RSU in the applicable Givex RSU Agreement, which is governed by the terms of the Givex RSU Plan.

Disclosure Controls and Internal Controls Over Financial Reporting

Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports filed with securities regulatory authorities are recorded, processed, summarized, and reported in a timely fashion. The disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in such reports is then accumulated and communicated to the Company's management to ensure timely decisions regarding required disclosure. Management regularly reviews disclosure controls and procedures; however, they cannot provide an absolute level of assurance because of the inherent limitation in control systems to prevent or detect all misstatements due to error or fraud. The Chief Executive Officer and Chief Financial Officer, along with management, have evaluated and concluded that the Company's disclosure controls and procedures as at June 30, 2023 were effective.

Internal Controls over Financial Reporting

The Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining internal controls over financial reporting. The Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Chief Executive Officer and Chief Financial Officer have been advised that the control framework the Chief Executive Officer and Chief Financial Officer used to design the Company's internal controls over financial reporting is recognized by the Committee of Sponsoring Organizations of the Treadway Commission.

The Chief Executive Officer and Chief Financial Officer have evaluated, or cause to be evaluated under their supervision, whether or not there were changes to its internal controls over financial reporting during the period ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting. No such changes were identified through their evaluation. The Chief Executive Officer and Chief Financial Officer, along with management, have evaluated and concluded that the Company's internal controls over financial reporting as at June 30, 2023 were effective.

Limitation of Controls and Procedures

Management, including the Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. There inherent limitations include that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by unauthorized override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Limitation of Scope of Design

The scope of design of internal controls over financial reporting and disclosure controls and procedures excluded the controls, policies, and procedures of Counter Solutions, which was acquired on August 15, 2022.

Counter Solution's contribution to our Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the six months ended June 30, 2023 was approximately 5% of total revenues and a positive contributor of approximately 35% towards the total net loss, excluding the amortization of intangible assets. Additionally, as at June 30, 2023, Counter Solution's current assets were approximately 10% of consolidated current assets and current liabilities were below 15% of consolidated current liabilities, and its non-current assets and non-current liabilities were 2% or lower of consolidated non-current assets and non-current liabilities.

Risk Factors

For a list of risk factors, see the Company's most recently filed AIF, available on SEDAR at www.sedar.com.

Additional Information

Additional information relating to the Company, including the audited annual Consolidated Financial Statements and the Annual Information Form are available on SEDAR at www.sedar.com.