



QUSISITIVE TECHNOLOGY SOLUTIONS, INC.

Third Quarter Report for the three and nine months ended September 30, 2021

This management discussion and analysis (“MD&A”) of Qusitive Technology Solutions, Inc. (the “Corporation”, “Qusitive”, “we” or “us”) for the three and nine months ended September 30, 2021 should be read in conjunction with the Corporation’s unaudited condensed consolidated interim financial statements and the notes thereto for the three and nine months ended September 30, 2021 and the audited consolidated financial statements and the notes thereto for the years ended December 31, 2020 and 2019. We have prepared this MD&A with reference to National Instrument 51-102 “Continuous Disclosure Obligations” of the Canadian Securities Administrators. Our consolidated annual financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are expressed in thousands of United States dollars unless otherwise indicated.

This MD&A is current as at November 22, 2021, and may include certain “forward-looking statements” and certain “forward-looking information” as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified using forward-looking terminology such as “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “continue”, “plans” or similar terminology. Forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the Corporation’s history of net losses and negative cash flow; the Corporation’s requirement for additional funding to develop its business; the limited history of operations of the Corporation’s LedgerPay business and future business strategy; changes in technology, customer markets and demand for the Corporation’s services; the efficacy of the Corporation’s software and product offering; sales and margin risk; acquisition and integration risks; dependence on economic and market conditions including, but not limited to, access to equity or debt capital on favorable terms if required; changes in market dynamics including business relationships and competition; information system risks; risks associated with the introduction of new products; product design risk; risks related to the Corporation being a holding company; environmental risks; customer and vendor risks; credit risks; tax and insurance related risks; risks of legislative changes; risks relating to remote operations; key executive risk; risk of litigation risks; risks related to contracts with third party service providers; risks related to the enforceability of contracts; risks related to the novel coronavirus disease (“COVID-19”) pandemic; risks related to the economy generally; the limited operating history of the Corporation; reliance on the expertise and judgment of senior management of the Corporation; risks related to proprietary intellectual property and potential infringement by third parties; failure to protect the Corporation’s intellectual property rights; risks relating to financing activities including leverage; risks relating to the management of growth; increased costs associated with the Corporation becoming a publicly traded company; increasing competition in the industry; risks relating to energy costs; reliance on key inputs, suppliers and skilled labour; cyber-security risks; failure to complete target acquisitions on the expected terms or at all; liabilities associated with acquired companies or assets; the expected results of the BankCard USA Acquisition could differ from management’s expectations; business integration risks; fluctuations in general macroeconomic conditions, failure to achieve potential revenue; cost synergies may be lower than expected if the Corporation is unable to amend agreements including as required to migrate merchants to LedgerPay; the Corporation’s failure to economically commercialize its service; litigation, including with respect to intellectual property infringement; the Corporation’s inability to maintain or improve its competitive position; future demand and trends in Microsoft Service offerings; the Corporation’s failure to retain key personnel and hire additional personnel needed to develop its business; the Corporation’s failure to adequately evaluate its current business and future prospects; and the Corporation’s business practice reputation being negatively affected by customer or user complaints or negative publicity Corporation’s expectations and predictions for long term revenue and Adjusted EBITDA objectives, approximate 15% growth targets from acquired companies including organic growth, debt leverage targets, revenue and gross margin metrics objectives,

risk associated with acquired companies or assets; risks related to quantifying the Corporation's target market; risks related to industry growth and consolidation; fraudulent activity by employees, contractors and consultants; conflicts of interest; risks related to the cost structures of certain projects; risks relating to certain remedies being limited and the difficulty of enforcement of judgments and effect service outside of Canada; risks related to future dispositions; sales by existing shareholders; the limited market for securities of the Corporation; price volatility of the Common Shares; currency fluctuations; other factors beyond the Corporation's control; and as well as those factors included herein and elsewhere in the Corporation's public disclosure.

The Corporation undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information. This MD&A also contains certain industry related non-GAAP and additional GAAP measures that management uses to evaluate performance of the Corporation. These non-GAAP and additional GAAP measures are not standardized, and the Corporation's calculation may differ from other issuers. See "Definitions — IFRS, Additional GAAP and Non-GAAP Measures".

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT’S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

OVERVIEW OF THE CORPORATION AND STRUCTURE

Business Overview

General

The Corporation was established as a strategic Microsoft National Solution Provider in the U.S. and has grown its position to a premier global Microsoft partner that harnesses Microsoft cloud platforms and complementary technologies, including custom solutions and first-party offerings, to generate transformational impact for enterprise customers. Following the acquisition of Bankcard USA Merchant Services, Inc (“Bankcard”), the Corporation re-evaluated its assessment of operating segments based on information reviewed by the Chief Operating Decision Maker and determined that the operations of Bankcard and LedgerPay, Inc. represent a separate operating segment (Payment Solutions) from the Company’s Cloud Solutions segment. The Corporation’s cloud solutions business focuses on helping enterprises move, operate, and innovate in the three Microsoft clouds. The Corporation’s payments solutions business is centered on its LedgerPay product suite and leverages the Microsoft Azure cloud to transform the payment processing industry into an entirely new source of customer engagement and consumer value. The Corporation has expanded its payment solutions business to include payment services for over 7,000 merchants in the US. Qusitive’s CEO, Michael Reinhart, and Qusitive’s leadership team have strong executive Microsoft relationships as well as acquisition target executive relationships. The Corporation’s brand identity together with its senior executive relationships is considered a key pillar to the consolidation and scale partnership development.

Cloud Solutions

The Corporation’s cloud solutions segment is a full-service digital technology consulting firm whose mission is to acquire and integrate companies to become the leading provider of Microsoft professional services in North America. The Corporation is a premier, global Microsoft partner that harnesses the Microsoft platform and complementary technologies, including custom solutions and first-party offerings, to generate meaningful impact for enterprise customers. Following the acquisition of Bankcard, the Corporation re-evaluated its assessment of operating segments based on information reviewed by the Chief Operating Decision Maker and determined that the operations of Bankcard and LedgerPay, Inc. represent a separate operating segment (Payment Solutions) from the Corporation’s Cloud Solutions segment. The Corporation’s cloud solutions segment focuses on helping enterprises move to, operate within, and innovate via modern development in the three Microsoft clouds (Azure, M365 and Dynamics 365).

The Corporation’s cloud solutions segment is comprised of experts in technology who use cloud-based solutions to drive business value. With a long history and depth of knowledge in Microsoft products, as well as a commitment to continual learning and achievement of advanced specializations, the Corporation is positioned to provide high quality technical expertise to help achieve its customer’s goals. The Corporation’s cloud solutions segment encompasses infrastructure, data and analytics, digital workplace, and application development services that apply the benefits of technology to empower enterprise customers.

As a complement to its cloud services and applications, the Corporation also develops both horizontal and industry-focused first-party business applications, including emPerform, MazikCare, MazikThings, and MazikCity to better serve its customers and their business goals. The Corporation’s industry expertise spans healthcare, manufacturing, and public sector to address technology opportunities and challenges within these industries by combining seasoned subject matter expertise with robust IP solutions to generate significant transformation for customers.

As a digital technology consulting company, the Corporation is strategically positioned to help companies through their digital transformation journey. The foundation of the Corporation’s approach, and the principal products and services the Corporation delivers, are guided by its focused mission and strategy.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Payment Solutions

The Corporation's payment solutions segment is comprised of two key business units: merchant services and payment processing. The payment processing business unit is comprised of the LedgerPay platform which is an innovative cloud-based payment processing and payments intelligence and data insights solution designed to optimize a merchant's payment processing and consumer engagement operations. LedgerPay is a scalable service and the only payment processing platform solution leveraging the Microsoft Azure cloud to deliver a full suite of acquiring, issuing, and processing services with unmatched speed, security, and access to customer's data. Qusitive's payments solutions segment provides payment processing services to both merchants and independent sales organizations (ISOs). The Corporation's flagship product platform, LedgerPay, is a cloud-based data insights and payments intelligence suite that turns everyday transaction data into customer loyalty for merchants.

LedgerPay expects to generate revenue through payment processing, consumer data, consumer engagement and consumer activation transaction fees. LedgerPay's payments intelligence solution captures and analyzes rich data from every card-based transaction. Its engagement engine transforms the merchant's ability to deliver personalized promotions based on an individual's historic buying behaviors and category preferences to shoppers at the point of purchase in real-time. By seamlessly integrating payments, AI-based predictive analytics, and targeted push marketing operations in a single cloud-based solution, LedgerPay's payments intelligence service will have the potential to dramatically increase a merchant's customer engagement, loyalty, and revenue.

The acquisition of Bankcard on May 7, 2021 brings an established all-in-one merchant payment services provider to the merchant services segment with over US\$3.0 billion of payment volume which increased 31% in 2020. BankCard has a seasoned payments industry management team, strong in-house sales team, deep risk management program and attractive recurring revenue model with card-not present volume representing approximately 70%. The acquisition of BankCard is expected to serve as a growth catalyst for Qusitive's LedgerPay payment processing with a focused strategy on migrating BankCard merchants to LedgerPay Payment Processing. More detailed information regarding the business of the Corporation as well as its operations and assets can be found in the Annual Information Form.

Structure

As at September 30, 2021 the Corporate structure of the Corporation was as follows:

Entity name	Country	Sept. 30, 2021	December 31, 2020
		%	%
Fusion Agiletech Partners, Inc	Canada	100	100
Corporate Renaissance Group Inc,	Canada	100	100
Qusitive Ltd	USA	100	100
Qusitive LLC	USA	100	100
Ledgerpay, Inc	USA	84	84
Menlo Technologies, Inc	USA	100	100
MidTech Software Solutions, Inc	USA	100	100
Support Solutions, Inc	USA	100	100
Menlo Software India Private Limited	India	100	100
Qusitive Payment Solutions, Inc	USA	100	—
Mazik Global Inc	USA	100	—
Bankcard USA Merchant Services, Inc	USA	100	—

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

OVERALL PERFORMANCE

Qusitive Q3 2021 business highlights:

- On July 8, 2021, the Corporation announced that it was awarded the 2021 Microsoft Healthcare Partner of the Year Award in the third quarter. The Corporation was honored among a global field of top Microsoft partners for demonstrating excellence in innovation and implementation of customer solutions based on Microsoft technology. Additionally, the Corporation was recognized as a finalist for The Microsoft Community Response Partner of the Year Award.
- On August 27, 2021 the Corporation paid out and retired its existing credit facility with a Canadian Schedule 1 Chartered Bank and entered into a new credit facility with a syndicate led by Bank of Montreal (“BMO”) and including Desjardins Capital Markets.
- During the quarter, the Corporation announced that it has received the Microsoft Adoption and Change Management Advanced Specialization which is a prestigious status that is only granted to select Microsoft partners who demonstrate deep knowledge, extensive experience, and proven success driving Microsoft 365 adoption, ongoing usage, and organizational change. This specialization allows partners to further differentiate their organizations, demonstrate their capabilities, and build stronger connections with customers.
- The Corporation also achieved the prestigious Microsoft Business Applications 2021/2022 Inner Circle award. Membership in this elite group is based on sales achievements that rank Qusitive in the top echelon of the Microsoft Business Applications global network of partners. Inner Circle members have performed to a high standard of excellence by delivering valuable solutions that help organizations achieve increased success.
- On August 5, 2021, the Corporation received Patent US10984458B1 (“Patent”) for its payments security solution, AgeChecker. AgeChecker is a solution that significantly increases compliance and security for merchants who offer age-restricted products and services by providing independent, real-time online consumer age verification.
- During the quarter, the Corporation achieved Level 1 Payment Card Industry Data Security Standard (“PCI”) certification for its LedgerPay solution. PCI certification is a robust set of requirements that certify that a payments company processes, stores, and transfers payments information via a secure environment. The Level 1 certification is the most scrutinized level of compliance achievable and demonstrates Qusitive LedgerPay’s robust security protocols and commitment to customer information security.
- On September 15, 2021, the Corporation announced that it has finalized a contract with Paytron Merchant Services (“Paytron”), a Passport Technology company, to provide payment processing services, making it among the first major secured LedgerPay contracts with an Independent Sales Organization (“ISO”) customer.
- Subsequent to September 30, 2021, the Corporation signed a definitive agreement dated November 8, 2021 to acquire all of the issued and outstanding membership units of Austin, Texas-based Catapult Systems, LLC, a Microsoft-focused digital solutions and services provider, for US\$51.5 million in cash.

2021 Acquisitions

Signing of Bankcard USA definitive agreement and financing of the transaction

On May 7, 2021 Qusitive closed the acquisition of BankCard USA Merchant Services, Inc. (“BankCard”) on terms set out in the stock purchase agreement dated March 29, 2021 (the “Agreement”) for US\$100 million in cash and the issuance of 50,000,000 common shares in the capital of Qusitive (the “Transaction”). The shareholders of BankCard may also be entitled to additional contingent consideration in the form of a performance earn-out if BankCard achieves certain financial thresholds during the two-year period following

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

the closing of the Transaction. The amount of the earn-out is a maximum of US\$20 million payable in a combination of cash and Common Shares.

The Transaction was financed through a combination of new bank debt and equity. Concurrent with the closing, Qusitive secured a committed debt financing from a syndicate of Canadian banks pursuant to an amendment to the terms of an existing loan agreement to increase the maximum commitment under the existing term loan by US\$50 million which was used to fund a portion of the Transaction. Qusitive has also entered into an agreement pursuant to which Scotiabank, Eight Capital and Canaccord Genuity, as joint bookrunners, together with a syndicate of underwriters (collectively, the "Underwriters"), purchased on a "bought deal" basis 33,400,000 subscription receipts of the Company (the "Subscription Receipts") at a price of CAD\$1.50 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds to Qusitive of CAD\$50,100 (the "Offering") plus an over-allotment option of CAD\$7,515. The total gross proceeds of the Offering were \$57,615.

Each Subscription Receipt represents the right of the holder to receive, upon satisfaction or waiver of certain release conditions (including the satisfaction of all conditions precedent to the completion of the Transaction other than the payment of the consideration price) (the "Escrow Release Conditions"), without payment of additional consideration, one Common Share, subject to adjustments and in accordance with a subscription receipt agreement to be entered into upon closing of the Offering (the "Subscription Receipt Agreement").

In addition, in a concurrent private placement pursuant to existing contractual rights, FAX Capital Corp. agreed to purchase 3,333,333 Subscription Receipts at the Issue Price for gross proceeds of CAD\$5,000 (the "Concurrent Private Placement"). The Concurrent Private Placement closed concurrently with the Offering and the proceeds of the Concurrent Private Placement were used to partially fund the cash consideration portion of the Transaction.

Acquisition of Mazik Global Inc.

On April 01, 2021 the Corporation announced the closing of its acquisition of Mazik Global Inc. ("Mazik"), an independent software vendor that helps companies deploy Microsoft Dynamics CRM, Cloud, and ERP solutions to the healthcare, public sector, education, and manufacturing industries.

The consideration for the acquisition of all of the shares of Mazik consisted of the following: (i) US\$7,000 in cash, payable to the Vendors; and (ii) the issuance to the vendors of 6,254,020 common shares in the capital of Qusitive. The vendors may also be entitled to additional contingent consideration in the form of a performance earn-out if Mazik achieves certain financial thresholds during the three (3) year period following the closing of the Mazik Transaction. The amount of the earn-out is a base maximum of US\$6,000 payable in cash, plus an additional incentive amount of US\$2,000 based on exceeding recurring revenue growth targets, payable in cash or Qusitive shares at the option of the Corporation.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

The following table summarizes results for the three and nine months ended September 30, 2021 and 2020:

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2021	Sept. 30, 2020	Sept. 30, 2021	Sept. 30, 2020
Revenue	27,761	12,680	63,383	36,691
Cost of Revenue	<u>16,907</u>	<u>7,588</u>	<u>39,940</u>	<u>21,921</u>
Gross Margin	<u>10,854</u>	<u>5,092</u>	<u>23,443</u>	<u>14,770</u>
Gross Margin Percentage	39%	40%	37%	40%
Operating Expenses				
Sales and marketing expense	1,673	1,082	4,153	3,285
General and administrative	4,015	1,891	9,339	5,387
Development	115	70	518	178
Share-based compensation	189	162	651	547
Interest expense	1,820	1,099	3,295	3,060
Grant Income	—	(34)	—	(57)
Amortization	3,641	1,007	7,131	3,076
Depreciation	460	190	1,041	562
Earn-out settlement loss	1,081	440	1,081	440
Acquisition related compensation	253	—	506	—
Foreign exchange loss (gain)	(39)	317	287	549
Acquisition-related, transaction and other expenses	1,415	696	5,093	980
US Payroll Protection Plan	(1,683)	—	(1,683)	—
Change in fair value of derivative liability	<u>—</u>	<u>(25)</u>	<u>—</u>	<u>8,430</u>
Loss Before Income Taxes	<u>(2,086)</u>	<u>(1,803)</u>	<u>(7,969)</u>	<u>(11,667)</u>
Income tax expense — current	539	213	1,430	772
Deferred income tax recovery	407	(173)	(1,485)	(534)
Net Loss for the Period	<u>(3,032)</u>	<u>\$(1,843)</u>	<u>(7,914)</u>	<u>\$(11,905)</u>

The following table summarizes results for the three and nine months ended September 30, 2021 and 2020 on a segmented basis:

	Nine months ended					
	September 30, 2021			September 30, 2020		
	Global Cloud Solutions	Global Payment Solutions	Consolidated	Global Cloud Solutions	Global Payment Solutions	Consolidated
Revenue	\$46,983	\$16,400	\$63,383	\$34,372	\$2,319	\$ 36,691
Expenses	<u>41,218</u>	<u>12,214</u>	<u>53,432</u>	<u>29,922</u>	<u>848</u>	<u>30,770</u>
EBITDA (Adjusted)	5,765	4,186	9,951	4,450	1,471	5,921
All Other Expenses	—	—	17,865	—	—	17,826
Net Loss	<u>—</u>	<u>—</u>	<u>\$(7,914)</u>	<u>—</u>	<u>—</u>	<u>\$(11,905)</u>

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

	Three months ended					
	September 30, 2021			September 30, 2020		
	Global Cloud Solutions	Global Payment Solutions	Consolidated	Global Cloud Solutions	Global Payment Solutions	Consolidated
Revenue	\$17,354	\$10,407	\$27,761	\$11,509	\$1,171	\$12,680
Expenses	15,116	7,479	22,595	10,205	426	10,631
EBITDA (Adjusted) . .	2,238	2,928	5,166	1,304	745	2,049
All Other Expenses . . .	_____	_____	8,198	_____	_____	3,892
Net Earnings	=====	=====	\$(3,032)	=====	=====	\$(1,843)

Revenues for the three and nine months ended September 30, 2021 were \$27,761 and \$63,383 compared with \$12,680 and \$36,691 in 2020 which represents 119% and 73% year over year growth. The growth in the Corporation's revenues is primarily due to additional revenues from the Corporation's Payment Solutions segment which added \$10,407 in payment merchant services fees for quarter ended September 30, 2021 and a total of \$16,400 for the period from the BankCard acquisition on May 7 to September 30, 2021 compared to the three and nine months ended September 30, 2020 where there were \$1,171 and \$2,319, respectively in license revenues from LedgerPay. Revenue attributable to the Cloud Solutions segment was \$17,354 and \$46,983 for the three and nine months ending September 30, 2021 compared to \$11,509 and \$34,372 for the three and nine months ended September 30, 2020. The increase in 2021 is attributable to organic growth which includes additional CSP revenues and the addition of Mazik on April 1, 2021.

Cost of revenue for the Cloud Solutions segment is comprised of salaries and other personnel related costs, direct subcontractor and other costs associated with delivering of the services. The Payment Solutions segment cost of revenues are mainly comprised of residual sales agent payments as well as additional direct call center and equipment costs. Overall, cost of revenue for the three and nine months ended September 30, 2021 was \$16,907 and \$39,940 with gross margins of 39% and 37% compared to cost of revenue of \$7,588 and \$21,921 and gross margin of 40% and 40% in 2020. Gross margin percent for the Cloud Solutions segment was positively impacted in the 2020 comparative periods as utilization was higher than normal as a result of pandemic travel restrictions resulting in significantly less consultant vacation time. In 2021, there have been declines in margins in Cloud Solutions due to the growth of Cloud Solution Provider ("CSP") recurring revenues in 2021. CSP recurring revenues have lower gross profit margins with minimal selling and general administration expenses incurred to deliver. With regard to the Payment Solutions reporting segment, the Corporation hired nine new sales people in the Payments Solutions segment as it prepares for organic growth in 2022 and beyond. Sales resources associated with the Corporation's merchant services is recorded as a cost of revenue expense.

Operating expense is comprised of salaries, commissions, other personnel related costs, facilities, bad debt expenses, travel expenses, advertising programs, investor relations and other promotional activities associated with administrating the Corporation and selling and marketing our services. The Corporation has allocated operating expenses to the Cloud Solutions segment and the payment processing segments on a proportionate basis to revenues recognized for the respective segments.

The following table summarizes sales and marketing expenses in the three and nine months ended September 30, 2021 and 2020:

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2021	Sept. 30, 2020	Sept. 30, 2021	Sept. 30, 2020
Sales and marketing expenses	1,673	1,082	4,153	3,285
As a percentage of revenue	6%	9%	7%	9%

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Sales and marketing expense consist primarily of salary and personnel related costs including commissions. Additional expenses include digital marketing campaigns, marketing events, travel, and efforts on proof of concept. Sales and marketing expense are consistent quarter over quarter and have declined as a percentage of revenues due to higher overall revenues in 2021.

The following table summarizes General and administrative expense incurred during the three and nine months ended September 30, 2021 and 2020:

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2021	Sept. 30, 2020	Sept. 30, 2021	Sept.30, 2020
General and administrative expenses	4,015	1,891	9,339	5,387
As a percentage of revenue	14%	15%	15%	15%

General and administrative expenses consist primarily of salary and personnel related costs. Additional expenses include costs of maintaining a public listing, professional fees, insurance, bad debt, occupancy costs, travel and other office related expenses. The increase in 2021 is related to the addition of administrative employee burden being added to manage the increased headcount in the Corporation, additional overhead costs associated with the newly acquired entities along with higher legal, insurance and professional fees associated with the growth of the Corporation.

Amortization is attributable to intangible assets, including Microsoft relationship, customer agreements and relationships, brand and software acquired in the Quisitive LLC, CRG, Menlo, Mazik and Bankcard USA transactions as well as website and capitalized software development costs. Intangibles assets with a finite life are amortized to income over their useful life. Amortization has increased significantly in 2021 to \$3,641 and \$7,131 for the three and nine months ended September 30, 2021 compared to \$1,007 and \$3,076 in 2020. The increase is due to significant intangible assets acquired in Mazik and Bankcard USA acquisitions.

Interest expense for the three and nine months ended September 30, 2021 was \$1,820 and \$3,295 compared with \$1,099 and \$3,060 for the three and nine months ended September 30, 2020. Interest expense in 2021 is primarily comprised of interest expense related to the consolidated loan agreement and BMO loan agreement that replaced several debt arrangements outstanding in 2020 on which the Corporation incurred interest, including on the amounts borrowed and outstanding on the note payable, the bank term loan, the purchase price note, the Menlo acquisition loan, the operating line of credit, convertible debt and factoring facility. The period over period increase is due to the significantly higher principle amount outstanding in 2021 and previously capitalized deferred financing charges related to the 2020 Loan agreement and the New Loan Agreement which were charged to interest expense in fiscal 2021 when the Corporation replaced those facilities.

Share based compensation is the value ascribed to the vesting of stock incentives to employees and directors of the Corporation. Share based compensation for the three and nine months ended September 30, 2021 was \$189 and \$651 compared with \$162 and \$547 for the three and nine months ended September 30, 2020.

Acquisition-related, transaction and other expenses include expenses associated with ongoing transaction and acquisition activity. They are comprised of legal, accounting, valuation, M&A advisory, corporate development, break fees on the New Loan Agreement and other consulting expenses incurred directly related to corporate transactions including acquisitions. Transaction related expenses for the three and nine months ended September 30, 2021 were \$1,415 and \$5,093 an increase from \$696 and \$980 for the three and nine months ended September 30, 2020. The significant increase in transaction costs for the quarter and year to date is due to significant acquisition costs incurred in 2021 relating to the Mazik Global and BankCard USA acquisitions as well as due diligence costs incurred on the Catapult acquisition that was announced in the fourth quarter of 2021.

Depreciation expense for the three and nine months ended September 30, 2021 was \$460 and \$1,041 compared

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

with \$190 and \$562 for the quarter ended September 30, 2020. The increase in 2021 is related to the additional depreciation related to new right of use assets added related to office leases in Ottawa and Hyderabad as well as the depreciation of office lease right of use assets added during the year related to the Mazik and Bankcard acquisitions.

Acquisition related compensation costs of \$253 and \$506 were incurred for the three and nine months ended September 30, 2021 (September 30, 2020 — nil and nil) relating to the estimate of earn-out liabilities due to the vendors of Mazik. These costs do not represent a portion of the consideration paid to acquired businesses because the amounts payable are contingent upon the ongoing employment obligations for certain key employees of Mazik.

Development costs for the three and nine months ended September 30, 2021 were \$115 and \$518 compared to \$70 and \$178 for the three and nine months ended September 30, 2020. The reason for the increase is the ramp up in LedgerPay product development and the associated certification and testing activities occurring as the Corporation has advanced the LedgerPay product toward commercialization.

Earn-out settlement losses for the three and nine months ended September 30, 2021 of \$1,081 and \$1,081 (September 30, 2020 \$440 and \$440) were incurred in relation to the revaluation of contingent consideration to reflect current expectations.

The Corporation issued convertible debt as part of the consideration in the acquisition of Menlo on January 2, 2020 which was fully converted in fiscal 2020. Prior to the convertible debt being converted, the instrument was bifurcated on the balance sheet between debt and the conversion option embedded in the instrument and the conversion option requires revaluation at each accounting period end. For the three and nine months ended September 30, 2020, the Corporation recorded a gain of \$(25) and charges of \$8,430 upon marking the derivative liability to fair value given the increase in the share price of the Corporation between the time of closing of the Menlo acquisition to the conversion on July 2, 2020.

Adjusted EBITDA

The Corporation prepares and releases unaudited quarterly interim financial statements and annual audited financial statements in accordance with IFRS. It also discloses and discusses certain non-GAAP financial information, used to evaluate our performance, in this and other earnings releases and investor conference calls as a complement to results provided in accordance with IFRS. Management believes that current shareholders and potential investors in the Corporation's securities use non-GAAP financial measures, such as Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues, in making investment decisions about the Corporation and measuring its operational results.

The term "Adjusted EBITDA" refers to a financial measure that we define as earnings before certain charges that management considers to be nonoperating expenses and which consist of interest, taxes, depreciation, amortization, foreign exchange, stock based compensation, acquisition related expense including break fees incurred on transition to the BMO loan, settlement gains and losses on earn-out liabilities, changes in fair value of the derivative liability, loan forgiveness, grant income and certain development costs associated with obtaining bank sponsorship and operational certifications required to complete LedgerPay. Adjusted EBITDA as a percentage of revenues divides Adjusted EBITDA for a period by the revenues for the corresponding period and expresses the quotient as a percentage.

Management considers these nonoperating expenses to be outside the scope of Quisitive' ongoing operations and the related expenses are not used by management to measure operations. Accordingly, these expenses are excluded from Adjusted EBITDA, which is referenced to both measure the Corporation's operations and as a basis of comparison of its operations from period to period.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

September 30, 2021 and 2020 Adjusted EBITDA reconciliation

	Three Months Ended Sept. 30	
	2021	2020
Net Loss for the Period	\$(3,032)	\$(1,843)
Income tax expense	946	41
Acquisition-related, transaction and other expenses	1,415	696
Foreign exchange	(39)	317
Depreciation	460	190
Acquisition Related Compensation	253	—
Amortization	3,641	1,006
Grant income	—	(34)
Interest	1,820	1,099
Share based compensation	189	162
Development	115	—
Earn-out settlement loss	1,081	440
US Payroll Protection Plan Loan	(1,683)	—
Change in fair value of derivative liability	—	(25)
Adjusted EBITDA	<u>\$ 5,166</u>	<u>\$ 2,049</u>
Adjusted EBITDA as a percentage of revenue	19%	16%

Adjusted EBITDA for the quarter ended September 30, 2021 was \$5,166 or 19% of revenue compared with the quarter ended September 30, 2020 where adjusted EBITDA was \$2,049 or 16% of revenue. The Payment Solutions segment contributed \$2,575 of the EBITDA for the three months ended September 30, 2021 and the Cloud Solutions segment delivered \$2,591 in the third quarter of 2021. In 2021, the Corporation continues to incur selling, general and administrative costs related to the LedgerPay entity which is pre-production and the Corporation expects to begin payment processing activities for clients early in 2022. The Corporation has made increased sales team investment adding nine new salespeople to the Payments Solutions business as it prepares for organic growth in the 2022 and beyond. Overall, the 2021 quarterly growth reflects the Bankcard USA activities from May 8 to September 30, 2021 as well as the Corporation's organic growth and growth through the acquisition of Mazik.

Quarterly operating results

The following table summarizes condensed results for the previous eight quarters.

	Quarter ended	Revenue (\$)	Gross Margin (\$)	Net income (loss) (\$)	Income (Loss) per share (\$)	Income (Loss) per fully diluted share	Adjusted EBITDA (\$)
Q3 2021	30-Sep-21	27,761	10,854	-3,032	-0.01	-0.01	5,166
Q2 2021	30-Jun-21	22,994	8,299	-2,933	-0.01	-0.01	3,619
Q1 2021	31-Mar-21	12,628	4,290	-1,949	-0.01	-0.01	1,166
Q4 2020	31-Dec-20	13,073	5,424	1,997	0.01	0.01	2,203
Q3 2020	30-Sep-20	12,680	5,092	-1,843	-0.01	-0.01	2,049
Q2 2020	30-Jun-20	13,125	5,641	-5,753	-0.05	-0.05	2,768
Q1 2020	31-Mar-20	10,886	4,037	-4,310	-0.04	-0.04	1,103

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

LIQUIDITY AND CAPITAL RESOURCES

Selected financial information from the condensed consolidated interim statements of financial position as at September 30, 2021 and December 31, 2020 are as follows:

	September 30, 2021	December 31, 2020
Working capital	\$6,206	\$8,657

The Corporation has working capital as at September 30, 2021 of \$6,206 which has declined in the third quarter primarily as a result of revaluation of earn-out payments coming due related to the 2021 fiscal year-end as well as increased current portion of long term debt relating to the larger loan facility that was drawn in 2021.

(i) BMO Loan agreement and repayment of previous loan facilities

On August 10, 2020, the Corporation successfully completed its debt consolidation initiatives pursuant to the terms of a loan agreement entered between the Corporation, certain material subsidiaries of the Corporation, as guarantors, and a leading Canadian Schedule I Chartered Bank (the "2020 Loan Agreement"). The 2020 Loan Agreement provided for a five-year term loan of \$16,133 and a revolving operating line of credit of up to \$5,000.

On May 7, 2021, the Corporation closed a new credit facility pursuant to the terms of a loan agreement entered into between the Corporation, certain material subsidiaries of the Corporation, as guarantors, and a syndicate of leading Canadian Schedule I Chartered Banks (the "Loan Agreement"). The Loan Agreement replaces the 2020 Loan Agreement and provides for a five-year term loan of \$65,564 (the "Term Loan") and a revolving operating line of credit of up to \$5,000 (the "Operating Line"), with all debts, liabilities, and obligations of the Corporation and guarantors under the Term Loan and Operating Line collaterally secured by a first-ranking security interest in all of the present and future undertaking, property and assets of the Corporation and its material subsidiaries. Interest on the Term Loan is payable on a monthly basis, based on a price grid which ranges, depending on the Corporation's total senior debt to EBITDA ratio, from the Bank's prime rate plus 1.5%, to the Bank's prime rate plus 3%, with advances repayable in monthly instalments of principal plus interest with a final payment of any amounts then outstanding due at maturity. The loan contains standard compliance and ongoing debt service and coverage covenants. Unamortized loan arrangement costs of \$402 incurred on the 2020 Loan Agreement were charged to interest expense. Total finance costs incurred in relation to the new loan agreement of \$697 were deferred and being amortized using the effective interest rate method over the life of the loan. The Operating Line was repayable with monthly interest consistent with the Term Loan rates. Interest expense during the three and nine months ended September 30, 2021, relating to the new loan agreement was \$618 and \$2,379.

On August 27, 2021, the Corporation entered a new credit facility with a syndicate led by Bank of Montreal ("BMO") pursuant to the terms of a loan agreement entered into between the Corporation, certain material subsidiaries of the Corporation, as guarantors, BMO, as administrative agent and the lenders party thereto (the "Lenders") (the "BMO Loan Agreement"). The proceeds from the BMO Loan Agreement were used to repay and retire the Corporation's existing Loan Agreement, with the balance expected to be used to finance future permitted acquisitions.

The BMO Loan Agreement provides for a five-year term loan of US\$70,000,000 (the "Term Loan") and a revolving loan facility of up to US\$5,000,000 (the "Revolving Facility"), with all debts, liabilities, and obligations of the Corporation and guarantors under the Term Loan and Revolving Facility collaterally secured by a first-ranking security interest in all of the present and future undertaking, property and assets of the Corporation and its material subsidiaries. The Term Loan has an accordion feature by which the Corporation may request increases in principal under the Term Loan up to a maximum amount of US\$35,000,000.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

The Term Loan is available by way of Canadian dollar prime rate loans, U.S. dollar base rate loans, Canadian dollar CDOR loans and U.S. dollar LIBOR loans. Interest on the Term Loan is payable on a monthly basis based on a price grid which ranges, depending on the Corporation's total senior debt to EBITDA ratio, from the Bank's Canadian prime rate or U.S. base rate plus 0.25% to 1.50% and from the CDOR rate or LIBOR rate plus 1.75% to 3.00%. The Term Loan amortizes over 10 years and advances under the Term Loan are repayable in equal quarterly instalments over the loan term with a final payment of any amounts then outstanding due at maturity. The Loan Agreement contains standard compliance requirements as well as ongoing debt service and coverage covenants. The Revolving Facility is repayable with monthly interest consistent with the Term Loan rates.

For the three and nine months ended September 30, 2020, unamortized loan arrangement costs of \$402 and \$697 incurred in relation to the 2020 Loan Agreement and the New loan agreement were charged to interest expense. Total finance costs incurred in relation to the Term Loan agreement of \$828 were deferred and being amortized using the effective interest rate method over the life of the loan. The Operating Line is repayable with monthly interest consistent with the Term Loan rates. Interest expense on the BMO Loan Agreement during the three and nine months ended September 30, 2021, was \$324 and \$324.

(ii) Subscription receipts and private placement financings

The Corporation has also entered into an agreement pursuant to which Scotiabank, Eight Capital and Canaccord Genuity, as joint bookrunners, together with a syndicate of underwriters (collectively, the "Underwriters"), purchased on a "bought deal" basis 33,400,000 subscription receipts of the Corporation (the "Subscription Receipts") at a price of CAD\$1.50 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds to Quisitive of CAD\$50,100 (the "Offering") plus an over-allotment option of 5,010,000 subscription receipts for gross proceeds of CAD\$7,515. The total gross proceeds of the Offering were CAD\$57,615.

Each Subscription Receipt represented the right of the holder to receive, upon satisfaction or waiver of certain release conditions (including the satisfaction of all conditions precedent to the completion of the Transaction other than the payment of the consideration price) (the "Escrow Release Conditions"), without payment of additional consideration, one Common Share, subject to adjustments and in accordance with a subscription receipt agreement to be entered into upon closing of the Offering (the "Subscription Receipt Agreement").

In addition, in a concurrent private placement pursuant to existing contractual rights, FAX Capital Corp. agreed to purchase 3,333,333 Subscription Receipts at the Issue Price for gross proceeds of CAD\$5,000 (the "Concurrent Private Placement"). The Concurrent Private Placement closed concurrently with the Offering and the proceeds of the Concurrent Private Placement were used to partially fund the cash consideration portion of the Transaction.

The Escrow Release Conditions were achieved on May 7, 2021 and the Corporation issued 36,733,333 common shares in connection with the 33,400,000 subscription receipts under the Subscription Receipt Agreement and the 3,333,333 subscription receipts under the Concurrent Private Placement. The Corporation also issued 5,010,000 common shares in connection with the 5,010,000 subscription receipts from the exercised over-allotment option. The net proceeds are \$46,770 net of transaction costs of \$4,349.

(iii) Broker Compensation unit and warrant exercises

During the nine months ended September 30, 2021, the corporation issued 1,397,416 common shares on exercise of broker compensation units and 12,306,224 common shares on exercise of warrants for total proceeds of \$10,588.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Sources and Uses of Cash

	Nine-months ended Sept. 30, 2021	Nine-months ended Sept. 30, 2020
Cash provided by operating activities	\$ 2,162	\$ 1,150
Cash used in investing activities	(113,955)	(2,680)
Cash provided by financing activities	118,515	5,094
Increase in cash	<u>\$ 6,722</u>	<u>\$ 3,564</u>

The net increase in cash in 2021 is primarily attributable to proceeds from financing activities where the Corporation raised significant financing inflows of \$118,515 relating primarily to share issuances, warrant issuances and additional debt funding. This was offset by significant investing outflows of which \$8,299 and \$101,530 were used to close the Mazik and Bankcard USA acquisitions. Cashflows from operations were \$2,162 (inflows of \$1,150 for the nine months ended September 30, 2020). All cash is held in interest bearing bank accounts with major US or Canadian financial institutions.

TRANSACTIONS WITH RELATED PARTIES

(i) Key management compensation

The Corporation's key management consist of executive officers and directors:

The compensation recorded to key management personnel during the quarters ended September 30, 2021 and 2020 were as follows:

	Three month period ended September 30, 2021	Three month period ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
Salaries and short term benefits	\$238	354	\$660	\$754
Share Based Compensation	\$ 2	91	\$314	\$272

In addition, the Corporation has contingent consideration in the form of earn-out liabilities payable to related parties.

(ii) During the quarter, the Corporation had transactions with Software Integrators International, Inc. and Corporate Renaissance Group Solutions (PVT) Ltd. which are controlled by a Director/Officer of the Corporation. The transactions and balances for the Nine months ended September 30, 2021 are set out in the table below and the ending balance is included in accounts payable and accrued liabilities.

	Opening receivable (payable)	Net repayment/ (Payments Received)	Sales provided (Services Received)	Closing payable
	(all amounts in CAD)			
Software Integrators International Inc	\$(94)	\$ (17)	\$ 18	\$(93)
Corporate Renaissance Group Solutions (PVT) Ltd	\$ 44	\$265	\$(349)	\$(40)

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

(i) Future minimum cash payments required under the property leases held by the Corporation are as follows:

	<u>As of September 30, 2021</u>	
	<u>Undiscounted</u>	<u>Discounted</u>
2021	\$ 303	\$ 287
2022	779	731
2023	787	713
2024	620	516
2025	368	292
Total	<u>\$2,857</u>	<u>\$2,539</u>

In addition, the Corporation has the following contractual obligations with payments set out below:

	<u>under 3 months</u>	<u>3 months-1 year</u>	<u>1-2 years</u>	<u>3+ years</u>
Accounts payable and accrued liabilities	\$11,377	—	—	—
Income taxes payable, net	729	—	—	—
US payroll protection plan loans	869	—	—	—
Contingent consideration	—	9,710	5,437	—
Loan agreement	2,761	4,971	13,256	44,478
Total	<u>\$15,736</u>	<u>\$14,681</u>	<u>\$18,693</u>	<u>\$44,478</u>

OUTSTANDING SHARE CAPITAL

As at the date of this MD&A there were 355,939,879 Common Shares issued and outstanding and 160,433 common shares issuable pursuant to broker compensation units, 6,283,674 restricted stock units and 3,380,000 stock options outstanding.

OFF BALANCE SHEET ARRANGEMENTS

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

SUBSEQUENT EVENTS

On November 8, 2021, the Corporation signed a definitive agreement to acquire all of the issued and outstanding membership units of Austin, Texas-based Catapult Systems, LLC (“Catapult”), a Microsoft-focused digital solutions and services provider, for US\$51.5 million in cash (the “Transaction”). The transaction closed on November 22, 2021.

On November 17, 2021 the Corporation closed a “bought deal” offering whereby 33,340,000 common shares of the Corporation (the “Offered Shares”) were issued at a price of CAD\$1.20 per Offered Share (the “Issue Price”) for aggregate gross proceeds to Quisitive of approximately CAD\$40 million (the “Offering”). The Corporation has granted the Underwriters an option, exercisable, in whole or in part, at any time not later than the 30th day following the closing of the Offering, to purchase up to an additional 15% of the Offering at the Issue Price for market stabilization purposes and to cover over-allotments, if any (the “Over-Allotment Option”).

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

In connection with the Offering, the Underwriters will receive a cash commission equal to 6% of the gross proceeds from the sale of the Offered Shares (including any Offered Shares issued pursuant to the exercise of the Over-Allotment Option).

The acquisition of Catapult will be financed through a combination of funds received from the Offered Shares, cash on hand, and additional amounts from the BMO Loan Agreement. Concurrent with the closing of the Transaction, the Corporation drew an additional US\$15 million on the BMO Loan Agreement.

FINANCIAL INSTRUMENTS

The carrying values of the cash, accounts receivable, accounts payable and accrued liabilities approximate their fair values due to their short term to maturity. The carrying value of the Loan Agreement approximates fair value as it was issued at market rates of interest and the PPP loan carrying value approximates fair value as it has been discounted at market rates.

The Corporation has exposure to the following risks from its use of financial instruments:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Cash is placed with a major US and Canadian financial institutions and the Corporation's concentration of credit risk for cash and maximum exposure thereto is \$17,705 (December 31, 2020 — \$10,983).

With respect to its accounts receivable, the Corporation assesses the credit rating of all customers and maintains provisions for potential credit losses, and any such losses to date have been within management's expectations. The Corporation's credit risk with respect to trade accounts receivable and processing receivables and maximum exposure thereto is \$14,819 (December 31, 2020 — \$8,175). Accounts receivable are shown net of provision of credit losses of \$141 (December 31, 2020 — \$154).

	<u>under 30</u>	<u>30-60 days</u>	<u>over 60 days</u>	<u>Total</u>
Accounts receivable and processing receivable aging	\$12,065	\$1,345	\$1,268	\$14,678

The Corporation has no customers that represent greater than 10% of trade accounts receivable as at September 30, 2021 (December 31, 2020 — one customer 12%).

(b) Liquidity risk

Liquidity risk is the risk that the Corporation will be unable to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Corporation's reputation. At September 30, 2021, the Corporation has \$17,705 (December 31, 2020 — \$10,983) of unrestricted cash and liabilities with the following due dates:

	<u>under 3 months</u>	<u>3 months-1 year</u>	<u>1-2 years</u>	<u>3+ years</u>
Accounts payable and accrued liabilities	\$11,377	—	—	—
Income taxes payable, net	729	—	—	—
US payroll protection plan loans	869	—	—	—
Contingent consideration	—	9,710	5,437	—
Loan agreement	2,761	4,971	13,256	44,478
Total	<u>\$15,736</u>	<u>\$14,681</u>	<u>\$18,693</u>	<u>\$44,478</u>

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

The Corporation manages its liquidity risk by relying upon its revenues. In addition, recent events will impact the Corporation to varying degrees as the discrete effects of COVID-19 across companies and industries evolves. This could potentially impact our financing efforts, ability to operate, customer demand and the liquidity our clients and the Corporations liquidity.

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate, foreign currency and other price risk.

(c) Interest rate risk

The Corporation is exposed to interest rate risk through the BMO Loan Agreement loan which bears interest at Bankers Acceptance plus a percentage determined by the results of the corporation collocated on a hailing twelve month basis. A 1% change in Bankers Acceptance rate would lead to +/- \$621 in interest payable over 1 year.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value of the Corporation's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Corporation is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Corporation are not denominated in its functional currency. The Corporation does not manage currency risk through hedging or other currency management tools.

As at September 30, 2021 and December 31, 2020, the Corporation's net exposure to foreign currency risk on its financial instruments is as follows:

	September 30, 2021	December 31, 2020
	CAD\$	CAD\$
Cash	\$7,684	\$5,979
Accounts payable and accrued liabilities	(819)	(608)
	6,805	5,371
United States dollar equivalent	\$5,405	\$4,222

(e) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Corporation is not exposed to other price risk.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of consolidated annual financial statements and application of IFRS often involve management's judgment and the use of estimates and assumptions deemed to be reasonable at the time they are made. The Corporation reviews estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which estimates are revised and may impact future periods as well. Other results may be derived with different judgments or using different assumptions or estimates and events may occur that could require a material adjustment. Significant accounting policies and estimates under IFRS are found in Note 2 of the Corporation's consolidated annual financial statements and the notes thereto for the years ended December 31, 2020 and 2019.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

ACCOUNTING STANDARDS ISSUED ADOPTED DURING THE PERIOD

For the preparation of these condensed consolidated interim financial statements, the following accounting standards were adopted relating to the Payment processing business segment.

Processing Receivable and Accounts Receivable

The Corporation continuously monitors collections and payments from its Sponsoring Banks and maintains a provision for estimated credit losses based upon its historical experience. Receivables are reported net of an allowance for amounts that may become uncollectible in the future. Payment terms are typically net 30 from the date of invoice.

Revenue recognition Payment solutions

The Corporation's payment services merchant contracts, which are provided in exchange for consideration of completed transactions, enable its customers to accept various payment cards in person and online. The Corporation's comprehensive offerings include, but are not limited to, authorization services, settlement and funding services, customer support and help-desk functions, chargeback resolution, payment security services, consolidated billing and statements, and on-line reporting. In addition, the Corporation may sell point-of-sale terminals or other software and equipment to customers, and offers an age validation software service at point-of-sale.

Pursuant to IFRS 15, at contract inception, the Corporation assesses the goods and services promised in its contracts with customers and identifies a performance obligation for each promise to transfer a good or service to the customer that is distinct. For the Corporation's payment services specifically, the nature of its promise to the customer is that the Corporation stands-ready to process transactions on a daily basis over the contract term. Since the timing and quantity of transactions to be processed by the Corporation is usage-based and undeterminable, the Corporation views payment services as an obligation to stand-ready to process as many transactions as the customer requests. Under a standready obligation, the evaluation of the nature of the Corporation's performance obligation is focused on each time increment rather than the underlying activity. Therefore, the Corporation views payment services to comprise a series of distinct transactions at specific points in time that are substantially the same and have the same pattern of transfer to the customer. Accordingly, the promise to standready is accounted for as a single-event performance obligation.

The Corporation's payment services are priced as a percentage of transaction value and/or a specified fee per transaction, depending on the payment method. The Corporation also charges other per occurrence fees based on specific services that may be unrelated to the number of transactions or transaction value. Given the nature of the promise and the underlying fees based on unknown quantities or outcomes of services to be performed over the contract term, the total consideration is determined to be variable consideration. The variable consideration for the Corporation's payment services is usage-based and, therefore, it specifically relates to the Corporation's efforts to satisfy its payment services obligation. The variability is satisfied each day the service is provided to the customer. The Corporation directly ascribes variable fees to the distinct day of service to which it relates, and the Corporation considers the services performed each day in order to ascribe the appropriate amount of total fees to that day. Therefore, the Corporation measures revenue for its payment service on a daily basis based on the services that are performed on that day.

In order to provide payment services, the Corporation routes and clears each transaction through the applicable payment network. The Corporation obtains authorization for the transaction and request funds settlement from the card issuing financial institution through the payment network. When third- parties are involved in the transfer of goods or services to the Corporation's customer, the Corporation considers the nature of each specific promised good or service and applies judgment to determine whether the Corporation controls the good or service before it is transferred to the customer or whether the Corporation is acting as an agent of the third-party. To determine whether or not the Corporation controls the good or service before it is

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

transferred to the customer, the Corporation assesses indicators including whether it or the third-party is primarily responsible for fulfillment and which party has discretion in determining pricing for the good or service, as well as other considerations. Based on the Corporation's assessment of these indicators, the Corporation has concluded that the promise to its customer to provide payment services is distinct from the services provided by the card issuing financial institutions and payment networks in connection with payment transactions. The Corporation does not have the ability to direct the use of and obtain substantially all of the benefits of the services provided by the card issuing financial institutions and payment networks before those services are transferred to the Corporation's customer, and on that basis, the Corporation does not control those services prior to being transferred to the customer. As a result, the Corporation presents its revenue net of the interchange fees charged by the card issuing financial institutions and the fees charged by the payment networks. With regard to any sales commissions due by the Corporation, these amounts are based on usage and ultimate collections by the Corporation, and therefore variable in nature; as a result, the commissions are not a component of net processing revenue because the Corporation controls the relationship and the obligation to support each merchant account with the sole discretion to set pricing and services.

Certain of the Corporation's technology-enabled customer arrangements contain multiple promises, such as payment services, age verification services and other software-as-a-service ("SaaS"), and equipment, each of which is evaluated to determine whether it represents a separate performance obligation. SaaS arrangements are generally offered on a subscription basis with per transaction fees, providing the customers with access to the SaaS platform (such as age verification software or online payment gateway) along with general support and maintenance services. Because these promised services within the Corporation's SaaS arrangements are delivered concurrently over the contract term with monthly fees and no minimum commitment period and the ability to terminate at any time, the Corporation accounts for these promises as if they are a single performance obligation (usage-based) that include a series of distinct services with the same pattern of transfer to the customer.

Therefore, in accordance with IFRS 15, the amount of variable consideration received by the Corporation for merchant processing services is highly susceptible to factors outside its control, because it's directly supporting an action of a third-party customer that is engaged with the Corporation's merchants (customers). As a result, all of the Corporation's revenue is variable and recognized only when the usage occurs.

The Corporation satisfies the combined SaaS performance obligation by standing-ready to provide access to the SaaS. Consideration for SaaS arrangements may consist of fixed monthly and/or usage based transaction fees. Revenue is recognized over the period for which the services are provided or by directly ascribing any fees to the distinct day of service based on the services that are performed on that day. In the case of the Corporation's proprietary internet age verification software application, the Corporation retains control over the relationship with its customer and the stand-ready obligation to meet the daily service requirement that is usage-based.

Equipment revenue is recognized when control is transferred to the customer which is typically at the time of delivery.

Contract Costs

Under IFRS 15, the Corporation is required to amortize customer contracts and certain assets over the expected period of benefit. The Corporation is also required to capitalize certain costs, including certain commissions and related payroll taxes and other costs incurred to fulfill a contract before the performance obligation has been satisfied. Since the Corporation's customer contracts and related costs, commissions, and other costs are based on usage-based fees with monthly service charges with the ability to terminate at any time, the Corporation does not capitalize any such assets or expenses.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

RISK FACTORS

The following risk factors should not be exhaustive and may not be all the risks that Qusitive may face. Management of the Corporation believes that these factors set out below could cause actual results to be different from expected and historical results.

The following risk factors should not be exhaustive and may not be all the risks that Qusitive may face. of the Corporation believes that these factors set out below could cause actual results to be different from expected and historical results. In addition to the risks noted below, risks related to Financial Instruments as set forth in this MD&A, and those risk factors described in Qusitive's annual information form dated August 19, 2021 which is available on SEDAR, special consideration should be given when evaluating trends, risk and uncertainties relating to Qusitive's business.

Profitability

There is no assurance that Qusitive or any of its Subsidiaries will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue Qusitive's business development and marketing activities. If Qusitive does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

COVID-19 Pandemic

The global outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods. To date, certain customers of the Corporation have suspended or scaled back their operations for precautionary purposes or as governments have declared a state of emergency or taken other actions, which may adversely affect the price and demand for the Corporation's services as well as its ability to collect outstanding receivables from its customers. Conversely, the Corporation has also experienced an increased demand for its services as certain customers have accelerated their use and dependence of the Corporation's cloud solutions as a result of work from home measures. The extent to which COVID-19 impacts the Corporation's financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of COVID-19 and the actions taken by governments to curtail or treat its impact, including shelter in place directives, which, if extended, may impact the economies in which the Corporation now, or may in the future, operate.

Availability of Financing

The ability of Qusitive to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of Qusitive and its Subsidiaries. There can be no assurance that Qusitive will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to Qusitive. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of Qusitive may change and shareholders may suffer additional dilution. Similarly, future acquisitions may be funded in part by equity of a Qusitive Subsidiary or proposed acquisition target, in a manner similar to the arrangements comprising the Qusitive Employment

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Incentives or as otherwise may be determined by the Board of the Corporation from time to time. Any such arrangement could have a dilutive effect on the interest of shareholders in one or more operating subsidiaries of Qusitive.

If adequate funds are not available, or are not available on acceptable terms, Qusitive and Qusitive Subsidiaries may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Changes in the IT Industry

The IT industry is characterized by rapid technological innovation, changing client needs, evolving industry standards and frequent introductions of new products, product enhancements, services and distribution methods. The success of Qusitive depends on its ability to develop expertise with these new products, product enhancements, and services and to implement IT consulting and professional services, technology integration and managed services that anticipate and respond to rapid and continuing changes in technology, industry dynamics and client needs. The introduction of new products, product enhancements and distribution methods could decrease demand for current products/services or render them obsolete. Sales of products and services can be dependent on demand for specific product categories, and any change in demand for or supply of such services could have a material adverse effect on net sales, if Qusitive fails to adapt to such changes in a timely manner.

As client requirements evolve and competitive pressures increase, Qusitive will likely be required to modify, enhance, reposition or introduce new IT solutions and service offerings.

Qusitive may experience difficulties that could delay or prevent the successful development, introduction and marketing of services and solutions that respond to technological changes or evolving industry standards or fail to develop services and solutions that adequately meet the requirements of the marketplace or achieve market acceptance. Qusitive may not be successful in doing so in a timely, cost effective and appropriately responsive manner, or at all, which could adversely affect its competitive position and financial condition. All of these factors make it difficult to predict future operating results, which may impair Qusitive's ability to manage its business and its investors' ability to assess Qusitive's prospects.

Client Retention / Attrition

Once Qusitive's solutions and methodologies are deployed within its clients' IT infrastructure environments, the clients rely on Qusitive's support services to resolve any related issues. A high level of client support and service is important for the successful marketing and sale of the services and solutions of Qusitive. If Qusitive does not help its clients quickly resolve post deployment issues and provide effective ongoing support, Qusitive's ability to sell its IT solutions to existing clients would suffer and its reputation with prospective clients could be harmed.

Information Systems

Qusitive's information systems will be internally developed. They will contain external applications that are linked to the proprietary core. There are continued risks when various departments in Qusitive operate on different systems and Qusitive must rely on developed interfaces between these systems. There can be no assurance that these systems will continue to expand to meet the needs of the growth of Qusitive or that the interfaces will be robust enough as Qusitive grows.

Client Demand

Qusitive plans to significantly expand the number of clients it serves and the diversity of its client base thereby increasing revenues. Qusitive is working toward identifying and providing additional products and services

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

that appeal to existing clients in an effort to increase its revenues. Qusitive's ability to attract new clients, as well as increase revenues from existing clients, is dependent on a number of factors including but not limited to offering high quality products and services at competitive prices, the strength of its competitors and the abilities of its sales and marketing teams. The failure of Qusitive to attract new clients or to obtain new business from existing clients may mean that Qusitive will not increase its revenues as quickly as is anticipated, if at all.

Attracting and Retaining Clients

Once Qusitive's solutions and methodologies are deployed within its client's environments, such clients will be reliant on Qusitive's support services to resolve any issues with such solutions and methodologies. A high level of support and service is important for the successful marketing and sale of Qusitive's services and solutions. Failure to help its clients quickly to resolve post deployment issues and provide effective ongoing support may adversely affect Qusitive's reputation with prospective clients and its ability to sell its solutions to existing clients.

Economic Conditions

Qusitive will be sensitive to the spending patterns of its clients, which are subject to economic and business conditions. It is difficult to estimate the level of growth for the economy as a whole. As all components of Qusitive's budgeting and forecasting will be dependent upon estimates of growth in the markets that Qusitive will serve and economic uncertainties make it difficult to estimate future income and expenditures. Downturns in the economy or geopolitical uncertainties may cause clients to reduce or cancel orders. Hence, economic factors could have an effect on Qusitive's business.

Qusitive's client base is predominantly in North America, and to the extent that capital investment in IT either declines or increases, Qusitive may be affected.

Ability to Successfully Execute Strategies

If Qusitive fails to execute any element of its strategy in a timely and effective manner, competitors may be able to seize marketing opportunities that Qusitive has identified. Qusitive's business strategy will require that it successfully and simultaneously complete many tasks. In order to be successful, Qusitive must: (i) continue to attract and retain clients; (ii) hire, train and retain quality employees; and (iii) evolve Qusitive's business to gain advantages in a competitive environment.

Acquisitions

Qusitive intends to in the future acquire additional businesses in the future. Acquisitions involve a number of special risks, including diversion of management's attention, failure to retain key acquired personnel, unanticipated events or circumstances, and legal liabilities, some or all of which could have a material adverse effect on the business, results of operations and financial condition. In addition, there can be no assurance that Qusitive can complete any acquisition it pursues on favourable terms, that any acquired businesses, products or technologies will achieve anticipated revenues and income, or that any acquisitions completed will ultimately benefit the business. Furthermore, the potential funding of any such future acquisitions could require diversion of revenue or securing of debt or equity financings by Qusitive which could, in turn, result in a potentially dilutive issuance of equity securities. If a strategy of growth through acquisition is pursued, the failure of Qusitive to successfully manage this strategy could have a material adverse effect on Qusitive's business, results of operations and financial condition.

Seasonality of the Business

Qusitive's sales are subject to seasonal and variations that may cause significant fluctuations in operating results.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Sale Cycle

The timing of Qusitive's revenues may be difficult to predict. Clients typically undertake a significant evaluation process that has in the past resulted in a lengthy sales cycle. Qusitive will spend substantial time, effort and money on its sales efforts without any assurance that the efforts will produce any sales during a given period.

Reliance on Key Personnel

Qusitive is, and Qusitive will be, substantially dependent upon the services of its management team for the successful operation of its business. The loss of the services of any of these individuals could have a material adverse effect on the business of Qusitive. If Qusitive cannot successfully recruit and retain the employees it needs, or replace key employees following their departure, Qusitive's ability to develop and manage its business will be impaired.

Management of Growth

Qusitive may be subject to growth related risks including capacity constraints and pressure on its internal systems and controls. The ability of Qusitive to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Qusitive to deal with this growth may have a material adverse effect on Qusitive's consolidated business, financial condition, results of operations and prospects.

Regulatory Risks

The activities of Qusitive or any of its Subsidiaries may become subject to regulation by governmental authorities, in jurisdictions where such companies may exist or conduct its business. Qusitive cannot predict the regulations it may be required to comply with, or the time required to secure all appropriate regulatory approvals, or the extent of information and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the consolidated business, results of operations and financial condition of Qusitive.

Qusitive and its Subsidiaries may incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of Qusitive's consolidated operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Qusitive's consolidated operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the consolidated business, results of operations and financial condition of Qusitive.

Changes in Laws, Regulations and Guidelines

While to the knowledge of management, Qusitive and its Subsidiaries are currently in compliance with all laws, any changes to laws, regulations, guidelines and policies due to matters beyond the control of Qusitive may cause adverse effects to its operations.

Reliance on Computer Systems

Qusitive's information technology and internal infrastructure is susceptible to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Significant disruption to the availability of information technology and internal infrastructure could cause delays in research and development work. Qusitive would incur liability and development of product candidates would be delayed if any disruption or security breach were to result in a loss of, or damage to, Qusitive's or any of Qusitive Subsidiaries' data.

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Employee Regulations

Qusitive is exposed to the risk of employee fraud and other misconduct. Employee fraud includes intentional failure to comply with regulations, intentional failure to provide accurate information to regulatory authorities and intentional failure to comply with industry standards. Other misconduct includes failure to report financial information accurately, failure to disclose unauthorized activities to Qusitive, and the improper use of information obtained in the course of employment. Employee misconduct resulting in legal action, significant fines or other sanctions could result in a material adverse effect to Qusitive's consolidated business, results of operations or financial condition.

Foreign Currency Risk

Qusitive will be subject to risks and losses resulting from fluctuations in the relative value of the currencies of different countries where its clients and operations are located. While Qusitive will attempt to be prudent in managing such foreign exchange risks, there can be no assurance that shareholders will not suffer losses in the future. Any such losses could have a material adverse impact on results of operations and cash available to support operations.

Competition

The industry in which Qusitive operates is developing rapidly and related technology trends are constantly evolving. In this environment, Qusitive will face significant price competition from its competitors. There is no assurance that Qusitive will be able to respond effectively or in a timely manner to the various competitive factors affecting the industries in which it operates. Qusitive may be forced to reduce the prices of the products and services it sells in response to offerings made by its competitors. In addition, Qusitive may not be able to maintain the level of bargaining power that it has enjoyed in the past when negotiating the prices of its services.

Qusitive faces substantial competition from other national, multiregional, regional and local value added resellers and IT service providers, some of which may have greater financial and other resources than that of Qusitive or that may have more fully developed business relationships with clients or prospective clients than Qusitive. Many of Qusitive's competitors compete principally on the basis of price and may have lower costs or accept lower selling prices and, therefore, Qusitive may need to reduce its prices.

Qusitive's profitability is dependent on the rates it is able to charge for its products and services. The rates charged for products and services are affected by a number of factors, including but not limited to:

- clients' perceptions of Qusitive's ability to add value through its services;
- introduction of new services or products by Qusitive or its competitors;
- competitors' pricing policies;
- the ability to charge higher prices where market demand or the value of Qusitive's services justifies it;
- the ability to accurately estimate, attain and sustain contract revenues, margins and cash flows over long contract periods;
- procurement practices of Qusitive's clients; and
- general economic and political conditions.

If Qusitive is not able to maintain favourable pricing for its products and services, its profit margin and profitability may suffer.

Litigation

Qusitive may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which Qusitive becomes involved be determined against

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

Quisitive such a decision could adversely affect Quisitive's ability to continue operating and the market price for the common shares and could use significant resources. Even if Quisitive is involved in litigation and wins, litigation can redirect significant Quisitive resources. Litigation may also create a negative perception of Quisitive's brand.

Protection of Intellectual Property Rights

The future success of Quisitive's consolidated business is dependent upon the intellectual property rights surrounding certain technology held by LedgerPay and the other Quisitive Subsidiaries from time to time, including trade secrets, know-how and continuing technological innovation. Although Quisitive and Quisitive Subsidiaries seek to protect proprietary rights, their actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other companies are not investigating or developing other technologies that are similar to the technology of LedgerPay or other Quisitive Subsidiaries from time to time. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the Internet makes it impossible to control the ultimate designation of the applicable technology. Any of these claims, with or without merit, could subject Quisitive or Quisitive Subsidiaries to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of LedgerPay, other Quisitive Subsidiaries and other intangible assets may be diminished. Any of these events could have an adverse effect on Quisitive's consolidated business and financial results.

Global Economic and Financial Deterioration Impeding Access to Capital or Increasing the Cost of Capital

Market events and conditions, including disruption in the Canadian, U.S. and international financial markets and other financial systems and the deterioration of Canadian, U.S. and global economic and financial market conditions, could, among other things, impact currency trading and impede access to capital or increase the cost of capital, which would have an adverse effect on Quisitive's ability to fund its working capital and other capital requirements.

Dividends

Any decision to declare and pay dividends in the future will be made at the discretion of Quisitive's Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. As a result, investors may not receive any return on an investment in the common shares unless they sell their shares of Quisitive for a price greater than that which such investors paid for them. Quisitive has no earnings or dividend record and may not pay any dividends on its common shares in the foreseeable future. Dividends paid by Quisitive could be subject to tax and, potentially, withholdings.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the annual consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the annual consolidated financial statements; and (ii) the annual consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Corporation, as of the date of and for the periods presented.

In contrast to the certificate required for non venture issuers under National Instrument 52-109 Certification of Disclosure in issuers' Annual and Interim filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Corporation does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in

QUISITIVE TECHNOLOGY SOLUTIONS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the quarter ended September 30, 2021 (all amounts in thousands of USD
unless otherwise stated)

NI 52-109. In particular, the certifying officers filling such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation: and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the unaudited condensed interim consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Corporation's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.