TENET FINTECH GROUP INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis (MD&A) provides Management's point of view on the financial position and results of operations of Tenet Fintech Group Inc. on a consolidated basis, for the three-month and nine-month periods ended September 30th, 2023 (fiscal 2023) and September 30th, 2022 (fiscal 2022).

Unless otherwise indicated or unless the context requires otherwise, all references in this MD&A to "Tenet", the "Company", "we", "us", "our" or similar terms refer to Tenet Fintech Group Inc. on a consolidated basis. This MD&A is dated November 28th, 2023 and should be read in conjunction with the Audited Consolidated Financial Statements and the notes thereto for the year ended December 31st, 2022. Unless specified otherwise, all amounts are in Canadian dollars.

The financial information contained in this MD&A relating to the Unaudited Condensed Interim Consolidated Financial Statements for the nine-month periods ended September 30th, 2023, and September 30th, 2022, has been prepared in accordance with International Financial Reporting Standards (IFRS).

The Unaudited Condensed Interim Consolidated Financial Statements and MD&A have been reviewed by our Audit and Risk Management Committee and approved by our Board of Directors as of November 28th, 2023.

Forward Looking Information

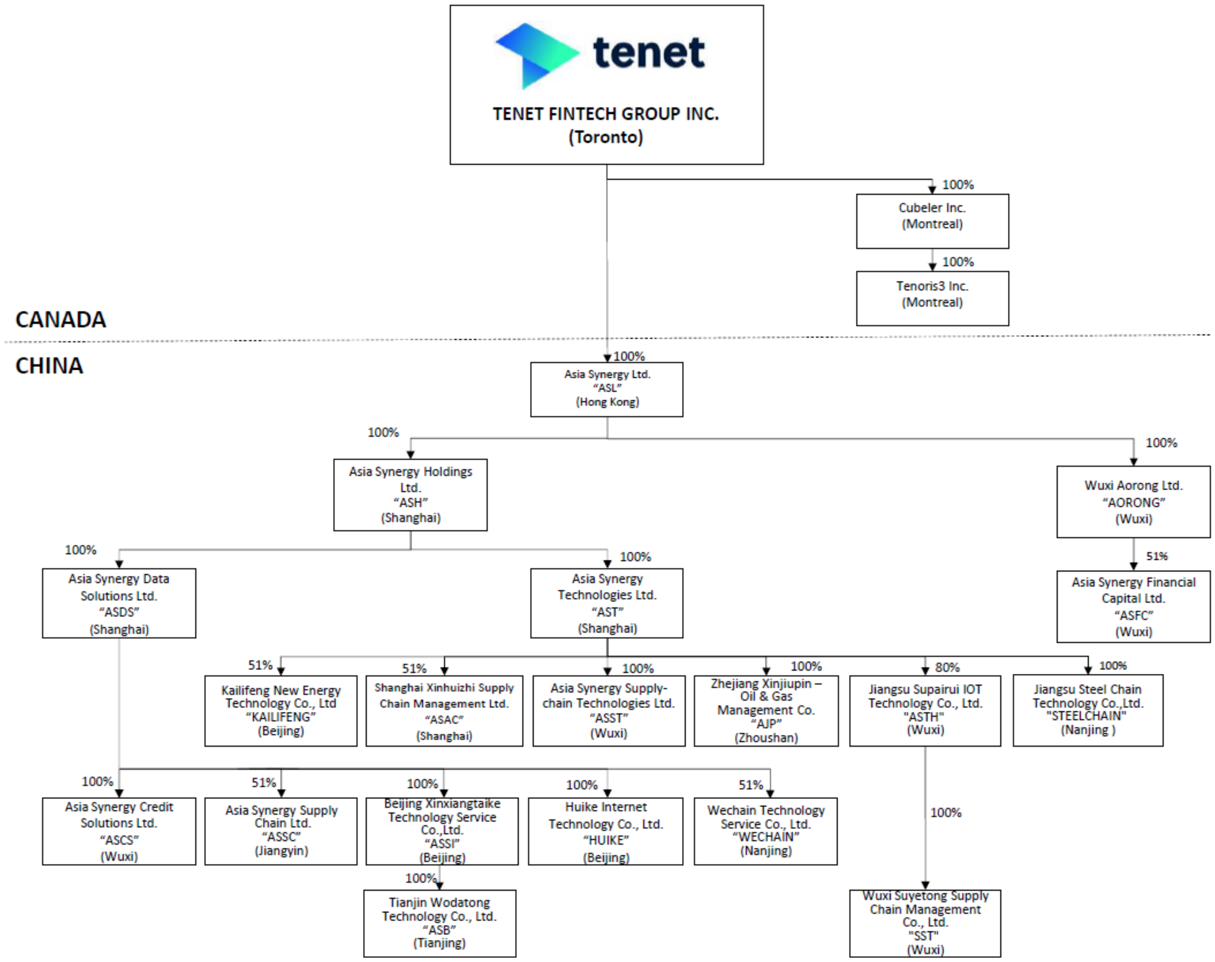
Certain statements included in this MD&A constitute "forward-looking statements" under Canadian securities law, including statements based on management's assessment and assumptions and publicly available information with respect to the Company. By their nature, forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements may be identified by the use of terminology such as "believes," "expects," "anticipates," "assumes," "outlook," "plans," "targets", or other similar words.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to be materially different from the outlook or any future results, performance or achievements implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements in this document include, but are not limited to, risks related to liquidity and capital resources; Tenet as a holding company with significant operations in China; the receipt of all required regulatory permissions; the repatriation of profits or other transfer of funds from our Chinese operating subsidiaries to Canada; operations in foreign jurisdictions and possible exposure to corruption, bribery or civil unrest; bankruptcy, dissolution or liquidation of Chinese subsidiaries; uncertainties regarding the growth and sustained profitability of e-commerce in China; illegality of digital asset transactions in China; increases in labor costs in China; regulation and censorship of information distribution over the Internet in China; oversight of The China Securities Regulatory Commission and other Chinese government agencies over foreign investment in China-based issuers; the consequences of the failure to make adequate contributions to various mandatory social security plans as required by Chinese regulations; the applications of Chinese labor contract law; uncertainties arising under the Chinese Enterprise Income Tax Law; Chinese governmental control of currency conversion; ; unauthorized use of the chops of our Chinese subsidiaries; difficulties for overseas regulators conducting investigations or collecting evidence within China; the ability to effect service of legal process, enforcing foreign judgments or bringing actions in China; COVID-19 and other pandemic illnesses; risks relating to auditor oversight; and other risks detailed from time to time in reports filed by the Company with securities regulators in Canada or other jurisdictions. We refer potential investors to the "Risks and Uncertainties" section of this MD&A. The reader is cautioned to consider these and other risks and uncertainties carefully and not to put undue reliance on forward-looking information.

Forward-looking statements reflect information as of the date on which they are made. The Company assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, other than as required by applicable securities laws.

Structure

The following chart summarizes the corporate structure of the Company as of November 28th, 2023.



BUSINESS OVERVIEW

Tenet (CSE: PKK) (OTC PINK: PKKFF), is the parent company of a group of innovative financial technology (Fintech) and artificial intelligence (AI) companies. Tenet's subsidiaries offer various analytics and AI-based products and services to businesses, capital markets professionals, government agencies and financial institutions either through or by leveraging data gathered by the Cubeler® Business Hub, a global ecosystem where analytics and AI are used to create opportunities and facilitate B2B transactions among its members.

OPERATING HIGHLIGHTS FOR THE QUARTER

Canadian Operations

One of the Company's main objectives going into 2023 was to have all four pillars of its Cubeler® Business Hub (or the "Hub") fully operational in Canada by the end of the year. That objective was of particular importance for the Company for two main reasons; the first was that it was believed to enable the Company to attract a sufficient number of Canadian small and medium-sized businesses to the Hub to gather enough data to be in position to launch its first data-driven products by the end of this calendar year. The second was that once it is complete with all four pillars in operation, the manner in which the Hub operates in Canada will essentially be how it operates in every other country where its operations are expanded, as opposed to how the Hub operates currently in China, where it was first launched by the Company. Given China's particular Internet and social media usage rules, most of the transactions and interactions that take place on or are facilitated by the Cubeler® Business Hub in China are not visible to members through web interfaces. On the other hand, the Hub in Canada, with its networking, advertising and insights pillars, is being developed as a dynamic and interactive online ecosystem very much akin to a social media platform for small and medium-sized business owners and executives. Once the Cubeler® Business Hub is fully operational in Canada, expanding its reach to other countries will boil down to a matter of translation (in some cases), a few cultural adjustments, and compliance with commercial lending regulations of each country to ensure that the financing pillar complies with local regulations. That is why the Company is optimistic that it will be able to expand the Hub to other countries, such as the U.S., within just a few months of having it fully operational in Canada. Reaching that objective will unfortunately be delayed primarily as a result of the disruptions to the Company's operations during the second quarter of 2023. The temporary change in management at the Company in Q2 2023 resulted in a material number of employee layoffs and terminations, including the Company's Chief Technology Officer and most of the Company's development team. The Company estimates that the events that transpired from the end of April 2023 to the end of June 2023 have delayed its plans to complete the remaining pillars of the Cubeler® Business Hub in Canada and generate its first data-driven revenues by four to six months. This has led to another significant impairment of the goodwill and intangible assets associated with the Cubeler® Business Hub platform first recorded in the Company's books following its acquisition of the platform and of Cubeler Inc. in late 2021. The Company now expects the delivery of the remaining pillars to happen by the end of Q1 2024 and to begin generating revenue from the Business Hub during the second half of 2024, which would allow the Company to possibly reverse part of the impairment (excluding Goodwill) associated with its acquisition of the platform.

The unsettling events that occurred at the Company in Q2 2023 put the Company in a precarious financial position and created a considerable amount of concern among the Company's employees, partners and other stakeholders. Consequently, the Company devoted considerable time and resources during the entire third quarter on formulating and executing a plan to put the Company on sound financial footing, to reassure its employees that the situation was under control, and to build back trust with the Company's members and partners as activity on the Cubeler® Business Hub in both China and Canada had been significantly reduced. Immediately following the annual meeting of its shareholders at the end of the second quarter, where the shareholders voted to reinstate the management team that was in place prior to the temporary change in management, the Company announced plans to raise up to $20 million prior to the end of 2023 to help it meet its financial obligations and execute its business plan. By the end of the third quarter, the Company had raised a total of $10.9 million through a series of non-brokered private placement financings of units of convertible debentures and warrants. As of the date of this MD&A, $9,200,000 of the proceeds of this financing were still in process of being transferred from a bank account in China owned by a director and officer of the Company and under the control of a holding subsidiary of the Company to the Company's Canadian operations. As a result, only part of the funds (approximately $1.7m) have been available to the Company's Canadian operations as of the date of this MD&A. See "Liquidity", "Financing Activities", Debentures" and "Risks and Uncertainties - Repatriation of Profits or Transfer of Funds from China to Canada" below for more information.

In addition to resuming the development of the remaining pillars of its Cubeler® Business Hub, the Company managed to secure a handful of strategic partnerships during the third quarter that are expected to help accelerate the rate at which memberships are added to the Hub once the missing pillars are delivered. One such partnership was signed with the Certified Professional Bookkeepers of Canada (CPB Canada). With over 2,100 members, CPB Canada is the largest and fastest-growing professional association for bookkeepers in Canada. The Company plans to work with CPB Canada and its members to promote the Cubeler® Business Hub to their small and medium-sized business clients, and thus help expedite membership growth on the Hub. As of the date of this MD&A, the Cubeler® Business Hub had registered SME members operating in 18 of the 20 North American Industry Classification System (NAICS) codes as indicated in the table below.

North American Industry Classification System			
11-Agriculture, Forestry, Fishing and Hunting	**41-42-Wholesale Trade**	**53-Real Estate and Rental and Leasing**	**62-Health Care and Social Assistance**
21-Mining, Quarrying, and Oil and Gas Extraction	**44-45-Retail Trade**	**54-Professional, Scientific, and Technical Services**	**71-Arts, Entertainment, and Recreation**
22-Utilities	**48-49-Transportation and Warehousing**	**55-Management of Companies and Enterprises**	**72-Accommodation and Food Services**
23-Construction	**51-Information and Cultural Industries**	**56-Administrative and Support and Waste Management and Remediation Services**	**81-Other Services (except public administration)**
31-33-Manufacturing	52-Finance and Insurance	**61-Educational Services**	91-92-Public Administration

Note: shaded areas indicate industries with Cubeler® Business Hub members, with darker grey areas indicating industries welcoming Cubeler® Business Hub members for the first time during the third quarter of 2023.

Chinese Operations

Just like in Canada, many of the Company's partners in China needed to be reassured that they could continue to count on the Company as a reliable partner following the proxy battle that took place in the second quarter of 2023. Many of these partners had stopped being active on the Company's platforms, which slowed the momentum in activity that had started to build in the consumer goods distribution sector in China at the beginning of Q2 2023. Before normal activities could resume on the Company's platforms in China, a considerable amount of time had to be spent during the third quarter on restoring confidence and regaining the trust of some of the Company's partners. While there was an uptick in activity in the energy and consumer goods distribution sectors at the beginning of the quarter, it took most of the quarter to reassure many of the Company's partners that they could trust that the Company was on solid footing. Despite the negative impact on the Company's revenue, the trend toward industrial diversification of the Company's revenue continued in China with supply-chain related revenue accounting for 68% of total revenue for the three-month period ended September 30th, 2023, down from 72% in the second quarter of 2023 (3 months) and from 84% in the third quarter of 2022 (3 months). This has been a point of emphasis for the Company as it continues to pursue data source diversification in China in preparation for the commercialization of its first data-driven products.

In summary, the Company generated $9,244,460 in revenue from its Chinese operations during the three-month period ended September 30, 2023 compared to $21,585,258 for the same period in 2022. The impairment of goodwill and intangible assets associated with the Company's acquisition of the Heartbeat insurance brokerage platform totalling $17,092,342 led the Company's Chinese operations to a net loss of $20,015,807 for the three-month period ended September 30, 2023 compared to a net loss of $4,682,496 during the same period in 2022. The Company anticipates being able to possibly reverse part of the impairment (excluding Goodwill) associated with its acquisition of the Heartbeat platform in the future as the platform continues to account for an increasing amount of the Company's total revenue in China.

For information about corporate law and governance in China which may impact the Company's Chinese operations, please see "Corporate Law and Governance in China" below.

BUSINESS PLAN AND OUTLOOK FOR REMAINDER OF FISCAL 2023

North American Operations

The Company's focus for the remainder of fiscal 2023 is to put it in position to generate the first revenues from its data-driven product offering in the first half of 2024 and expand the operations of its Cubeler® Business Hub to the U.S. shortly thereafter. In addition to ensuring the Company has the financial means to achieve its objectives and continuing to work on delivering the Business Hub's networking, advertising and insights pillars, it also plans to continue to forge partnerships to help bring more members to the Hub, which will give the Company access to more data and make its product offerings more effective and more appealing to potential clients.

While some shareholders may be concerned with the recent decline of the Company's transaction-fee based revenues in China, and may interpret the emphasis that the Company has been putting on data monetization in both China and Canada as a pivot in strategy, the Company reiterates that its transition from a transaction-fee based revenue model to a predominantly data-driven subscription-fee based revenue model has always been the Company's long-term plan. While the Company believes the transaction fees generated by the Cubeler® Business Hub and its connected platforms in China have the potential to generate relatively large revenues, the costs of providing the revenues limit how much profit can be generated from the transactions. The Company's strategy was to use the services provided through the platforms to attract small and medium-size businesses, diversify its industrial reach, and expand its geographical reach in order to accumulate as much data as possible and be in a position to develop and to commercialize its data-driven products. Based on the Company's findings, not only would the size of the potential market for its intended data-driven product offerings give the Company the potential to generate the same level of revenue as the transaction fees it earns in China, but the subscription-fee-based model and relatively low costs associated with providing the data-driven offerings would translate into considerably higher profits for the Company compared to the transaction-fee based revenue it generates in China. For instance, the Company has estimated the market for its ie-Pulse product offering in North America to be between $45 million and $450 million[1] in monthly subscription fees, and the market for its Equity Insider product offering in North America to be between $575 million and $2.3 billion[2] in monthly subscription fees. The Company believes that the leading macroeconomic indicators that can be derived from ie-Pulse will give capital markets professionals who subscribe to the service a distinct competitive advantage that they will be willing to pay for. The Company believes that its unique SME datasets and advancements in AI combined with the development of proprietary algorithms will allow it to provide stock traders with unique trading opportunities through the Equity Insider product offering that are well worth the product's expected $5 to $20 monthly subscription fee.

The Company is allocating a portion of the fourth quarter of 2023 on activities related to the commercialization of ie-Pulse, including working with consultants on product offering packages and pricing, the development of product prototypes, and on arranging product demonstrations for potential clients such as hedge fund and institutional asset managers.

1. Calculated based on the estimated number of banks, credit unions, full-service brokerage firms, hedge funds, and mutual fund companies in Canada and the U.S. (approximately 45,000, according to Statista, IBISWorld, Mordor Intelligence and Wikipedia) multiplied by a monthly subscription fee of $1,000 to $10,000.

2. Calculated based on the estimated number of individuals in Canada and the U.S. with discount brokerage accounts (approximately 115 million, according to Statista) multiplied by a monthly subscription fee of $5 to $20.

Chinese Operations

As the Company was successful in reassuring most of its partners in China that they could rely on the Company as a solid and trustworthy partner by the end of the third quarter of 2023, the Company expects to see a gradual return of its transaction-fee based revenue in China toward its pre-pandemic revenue run rate over the next few quarters. That being said, the transition started by the Company from a predominantly transaction-fee based revenue model to a predominantly data-driven subscription-fee based revenue model will see the Company's Chinese operations transition from playing a leading role to playing a supporting role in how the Company's revenues are generated in the future. This means that the Company will increasingly put more emphasis on industrial and geographic diversification and expansion of its service offering in China, as well as on partnerships with business associations, bookkeepers, accounting software vendors, and others with large numbers of small and medium-sized business clients or members, that the Company can work with to promote membership on the Cubeler® Business Hub to their mutual benefit. While this phase of the Company's business plan may limit how much revenue it generates in China through fees collected from transactions generated on its platforms in the short run, the Company firmly believes that this next chapter in its evolution will bring better value to its shareholders in the form of greater earnings per share in the not-so-distant future.

Selected Quarterly Information

	September 30th, 2023 Three months	September 30th, 2022 Three months	September 30th, 2023 Nine months	September 30th, 2022 Nine months
Revenues	$9,244,460	$21,585,258	$35,514,978	$88,758,946
Expenses before finance costs, tax, depreciation and amortization	$50,028,977	$28,174,118	$86,216,794	$99,613,469
EBITDA (1)	**($40,784,517)**	**($6,588,860)**	**($50,701,816)**	**($10,854,523)**
Change in fair value of contingent consideration payable	*$397,361*	*($1,305,068)*	*$777,162*	*($603,589)*
Change in fair value of debentures conversion rights	*$239,907*	*$ –*	*$224,814*	*$ –*
Impairment of goodwill	*$23,448,897*	*$ –*	*$23,448,897*	*$ –*
Impairment of intangible assets	*$12,913,500*	*$4,218,826*	*$12,913,500*	*$4,218,826*
Gain on bargain purchase	*$ –*	*($109,605)*	*$ –*	*($109,605)*
Loss on investment in associate company	*$10,091*	*$ –*	*$43,249*	*$ –*
Adjusted EBITDA (2)	**($3,774,761)**	**($3,784,707)**	**($13,294,194)**	**($7,348,891)**
Finance costs, tax, depreciation, amortization, change in fair value of contingent consideration payable, change in fair value of debentures conversion rights, impairment of goodwill, impairment of intangible assets, gain on bargain purchase, loss on investment in associate company	$39,228,192	$3,930,502	$44,867,001	$10,058,591
Net loss	**($43,002,953)**	**($7,715,209)**	**($58,161,195)**	**($17,407,482)**
Net profit (loss) attributable to:				
Non-controlling interest	($350,647)	$77,064	($935,556)	$236,040
Owners of parent	($42,652,306)	($7,792,273)	($57,225,639)	($17,643,522)

Basic and diluted loss per share	($0.0373)	($0.078)	($0.539)	($0.179)

(1) EBITDA is a non-IFRS financial measure provided to assist readers in determining the Company's ability to generate cash-flows from operations and to cover finance charges. It is also widely used for business valuation purposes. This measure does not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies.

EBITDA equals the results before income taxes, depreciation of property and equipment, depreciation of right-of-use assets, amortization of intangible assets, amortization of financing issuance costs and finance costs, as defined in Note 19.4 of the Unaudited Condensed Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30th, 2023.

(2) Adjusted EBITDA equals EBITDA as described above adjusted for change in fair value of contingent consideration payable, change in fair value of debenture conversion rights, impairment of goodwill, impairment of intangible assets, gain on bargain purchase and loss on investment in associate company.

Reconciliation of EBITDA to net loss	September 30th, 2023 Three months	September 30th, 2022 Three months	September 30th, 2023 Nine months	September 30th, 2022 Nine months
Net loss for the period	**($43,002,953)**	**($7,715,209)**	**($58,161,195)**	**($17,407,482)**
Add (less):				
Income taxes (recovery)	($885,988)	($864,154)	($909,629)	$1,093,304
Finance costs	$447,793	$23,656	$998,686	$118,736
Depreciation of property and equipment	$49,805	$22,397	$127,267	$65,385
Depreciation of right-of-use assets	$160,029	$182,687	$555,530	$435,221
Amortization of intangible assets	$2,433,114	$1,754,964	$6,605,429	$4,820,138
Amortization of financing issuance costs	$13,683	$6,799	$82,096	$20,175
EBITDA	**($40,784,517)**	**($6,558,860)**	**($50,701,816)**	**($10,854,523)**
Add (less):				
Change in fair value of contingent consideration payable	$397,361	($1,305,068)	$777,162	($603,589)
Change in fair value of debentures conversion rights	$239,907	$ –	$224,814	$ –
Gain on bargain purchase	$-	($109,605)	$-	($109,605)
Impairment of goodwill	$23,448,897	$-	$23,448,897	$-
Impairment of intangible assets	$12,913,500	$4,218,826	$12,913,500	$4,218,826
Loss on investment in associate company	$10,091	$ –	$43,249	$ –
Adjusted EBITDA	**($3,774,761)**	**($3,784,707)**	**($13,294,194)**	**($7,348,891)**

	September 30th, 2023	September 30th, 2022
Total assets	$97,961,563	$175,277,274
Total liabilities	$32,203,508	$24,961,664
Long-term liabilities	$15,165,966	$7,255,529
Total equity	$65,758,055	$150,315,610
To Non-controlling interest	$14,084,930	$15,099,268
To Owners of parent	$51,673,125	$135,216,342

Results of Operations

Revenue for the three-month period ended September 30th, 2023

The Company generated $9,244,460 in revenue during the three-month period ended September 30th, 2023, compared to $21,585,258 for the same period in 2022.

Supply-chain services still led all segments, accounting for approximately 68.4% of Tenet's revenue for the three-month period ended September 30th, 2023 compared to 84.4% for the same period in 2022.

The decrease in supply-chain revenues continued to be impacted by the lower transactional volume and demand (ASST & AJP) caused by overall market conditions in China and internal liquidity constraints that limit the Company's ability to leverage the capital that is lent by financial institutions to SMEs which help generate transactions on the GoldRiver platform.

Despite the above-mentioned financial and economic constraints, the Company continued to positively benefit from the acquisition of Steelchain that took place in the last quarter of 2022, and which generated approximately $4.9 million in supply-chain related revenues during the three-month period ended September 30th, 2023.

Non-supply-chain related services, including but not limited to loans made by the Company's ASFC financial services subsidiary (ASFC) and insurance related services from the Heartbeat acquisition, combined generated $2,920,282 in revenue compared to $3,360,298 for the same period in 2022, representing about 31.6% of Tenet's revenue during the third quarter of 2023.

The 13% decrease compared to 2022 is mostly due to a lower-than-expected financial performance of the Heartbeat business. Consequently, the Company has restructured the Heartbeat workforce in an effort to limit the overall negative impact on profitability and better position the business for financial success in the fiscal quarters to come.

Revenue for the nine-month period ended September 30th, 2023

The Company generated $35,514,978 in revenue during the nine-month period ended September 30th, 2023, compared to $88,758,946 for the same period in 2022.

The significant change in Revenue from 2022 to 2023 is largely due to the decrease in supply-chain revenues that continued to be impacted by the lower transactional volume in ASST.

In late 2022, through and with the financial support of its lending partner, ASST leveraged its Deposits made for transactions on platforms and funds were made available to third parties for the establishment and expansion of distributional networks of off-line stores in major cities in China with the intent of benefiting from orders coming from a major Chinese E-commerce platform.

Considering that this initiative reduced the residual funds available to drive transactional volume on the GoldRiver Platform, the Company continued to seek the necessary additional financial support needed in China to scale-up the transactions flowing through these off-line stores. Once additional funding is secured, the Company will be in a better position to work towards increasing the ASST supply chain revenues.

Overall, supply-chain services still led all segments, accounting for approximately 70% of Tenet's revenue for the nine-month period ended September 30th, 2023 compared to 91.8% for the same period in 2022.

Non-supply-chain related services, combined generated $10,670,924 in revenue compared to $7,253,876 during the same period in 2022, representing about 30% of Tenet's revenue during the nine-month period of 2023 and a 47% increase compared to 2022.

Total expenses before taxes

The following schedule summarizes the Company's total expenses before taxes:

	September 30th, 2023 Three months	September 30th, 2022 Three months	September 30th, 2023 Nine months	September 30th, 2022 Nine months
Cost of service	$5,751,240	$16,976,733	$22,902,568	$74,973,340
Software delivery services	$835,026	$942,837	$2,854,438	$1,928,235
Salaries and fringe benefits	$2,749,335	$3,201,274	$10,410,780	$8,281,013
Service fees	$996,384	$534,087	$3,445,160	$930,993
Board remuneration	$24,690	$175,958	$327,456	$518,962
Consulting fees	$25,664	$380,542	$5,788	$1,117,569
Outsourced services, software and maintenance	$1,119,973	$346,832	$3,458,192	$1,346,990
Professional fees	$659,993	$1,095,143	$2,447,121	$2,793,927
Marketing, public relations and press releases	$37,611	$420,335	$500,154	$937,571
Office supplies, software and hardware	$226,798	$381,835	$746,678	$897,911
Lease expenses	$43,990	$40,045	$138,054	$125,854
Insurance	$336,002	$316,758	$1,020,890	$965,139
Finance costs	$447,793	$23,656	$998,686	$118,736
Expected credit loss	$87,238	$388,396	$189,611	$577,569
Travel and entertainment	$73,665	$98,581	$187,717	$272,800
Stock exchange and transfer agent costs	$37,697	$54,282	$164,144	$213,859
Translation cost (recovery) and others	($186)	$30,259	($33,158)	$113,450
Depreciation of property and equipment	$49,805	$22,397	$127,267	$65,385
Depreciation of right-of-use assets	$160,029	$182,687	$555,530	$435,221
Amortization of intangible assets	$2,433,114	$1,754,964	$6,605,429	$4,820,138
Amortization of financing issuance costs	$13,683	$6,799	$82,096	$20,175
Impairment of goodwill	$23,448,897	$-	$23,448,897	$-
Impairment of intangible assets	$12,913,500	$4,218,826	$12,913,500	$4,218,826
Change in fair value of contingent consideration payable	$397,361	($1,305,068)	$777,162	($603,589)
Change in fair value of debentures conversion rights	$239,907	$ –	$224,814	$ –
Loss on investment in associate company	$10,091	$ –	$43,249	$ –
Gain on bargain purchase	$-	($109,605)	$-	($109,605)
Loss (gain) on foreign exchange	$14,101	($13,932)	$43,579	$112,655
Total expenses before income tax	**$53,133,401**	**$30,164,621**	**$94,585,802**	**$105,073,124**

<u>Expenses for the three-month period ended September 30th, 2023</u>

Cost of service from supply-chain services amounted to $5,751,240 for the three-month period ended September 30th, 2023 compared to $16,976,733 in the same period of fiscal 2022. The decrease is mostly due to the reduction of revenues generated from the supply-chain businesses. The ratio of those expenses on revenue specifically generated from the supply-chain services slightly decreased and continued to improve but remains variable due to the worldwide political-economic situation where transportation & energy costs fluctuate.

Software delivery services amounted to $835,026 compared to $942,837 for the same period ended September 30th, 2022. The decrease for the three-month period ended September 30th, 2023 is mostly attributable to the decreased revenues generated by the Heartbeat business.

Salaries and fringe benefits amounted to $2,749,335 for the three-month period ended September 30th, 2023, compared to $3,201,274 for the same period in 2022. The decrease in salary expenses for the three-month period ended September 30th, 2023, is attributable to the reduction of labor costs and resources starting from the second quarter of 2023 in Canada and China. Furthermore, the decrease in salaries and fringe benefits for the period relative to last year, would have been higher if we were to consider the portion of salaries and fringe benefits relating to the Cubeler platform that were capitalized (approximating $449,022) during the same period in 2022. The Company did not capitalize any of these costs in 2023. The share-based remuneration that is included within this caption amounted to $11,062 for the three-month period ended September 30th, 2023, compared to $387,261 for the same period in 2022.

Service fees relate to consulting and business development services provided to mostly four of the Company's subsidiaries (ASFC, ASCS, ASSI and Huike) by third-party companies and amounted to $996,384 in the third quarter of fiscal 2023 compared to $534,087 for the same period in 2022 mostly due to higher level of service fee costs for the Heartbeat business.

Board remuneration refers to share-based and attendance fee remuneration received by members of the Company's board of directors and amounted to $24,690 in the third quarter of 2023 compared to $175,958 for the same period in 2022. The decrease compared to prior year is mostly due to the vacancy of some director level positions during the third quarter of 2023. Within this caption, shared-based remuneration amounted to $Nil in the three-month period ended September 30th, 2023, compared to $133,562 for the same period in 2022.

Consulting fees amounted to $25,664 during the three-month period ended September 30th, 2023 compared to an expense of $369,112 in the same period of 2022. The expenses for the same period in 2022 are mainly related to capital markets consulting fees which were no longer incurred in 2023. During 2022, the Company planned to list its securities on the London Stock Exchange and to access the European capital markets as part of a long-term global capital markets strategy being developed and implemented with the assistance of European advisors and consultants. Share-based remuneration expenses related to consultants amounted to $14,650 in the three-month period ended September 30th, 2023 compared to $39,112 for the same period of fiscal 2022.

Outsourced services, software and maintenance costs amounted to $1,119,973 in the third quarter of 2023 compared to $346,832 for the same period of fiscal 2022. These expenses are mostly research and maintenance costs paid to third-party providers (that are not capitalized by the Company) for the delivery of various modules and interfaces in ASDS, Huike, and Cubeler.

Professional fees totalled $659,993 for the three-month period ended September 30th, 2023, compared to $1,095,143 for the same period in 2022. The decrease is mainly due to a lower level of legal related professional services that are variable in nature, depending on various initiatives undertaken by the Company.

Marketing, public relations and press release expenses amounted to $37,611 in the third quarter of 2023 compared to $420,355 for the same period in 2022. The costs in this category for fiscal 2023 are related to investor relations activities in Canada while the costs for fiscal 2022 were mainly due to marketing campaigns in connection to the promotion of the Company's Cubeler® Business Hub platform in Canada, which were more expensive. In 2023, the Company prioritized a more cost-efficient approach by focusing on strategic alliances to increase the visibility of the Cubeler® Business Hub platform.

Office supplies, software and hardware expenses amounted to $226,798 in the third quarter of 2023 compared to $381,835 for the same period in 2022. The decrease is mainly driven by tighter expense control of office related purchases and software subscriptions.

Insurance expense amounted to $336,002 in the third quarter of 2023 compared to $316,758 for the same period in 2022 and is mainly attributable to directors and officers (D&O) insurance coverage.

Finance costs totalled $447,793 for the three-month period ended September 30th, 2023, compared to $23,656 for the same period in 2022. The increase is mainly due to the interest expense and accretion of the convertible debentures that were issued in late 2022 and 2023 and the interest of lease liabilities.

Expected credit loss of $87,238 for the third quarter of fiscal 2023 compared to $388,396 for the same period in fiscal 2022 is related to the variation in allowance for expected credit loss on ASFC's loan balance for the period and in overall Debtors as described respectively in Notes 5 and 6 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022. Furthermore, the overall increase in Debtors allowance during the third quarter of fiscal 2022 was isolated in nature.

Travel and entertainment amounted to $73,665 in the third quarter of 2023 compared to $98,581 for the same period in 2022. The decrease is mainly driven by recent expense reductions in both Canada and China.

Translation cost (recovery) and others amounted to a recovery of $186 during the three-month period ended September 30th, 2023, compared to an expense of $30,259 in the same period of 2022. The recovery of translation costs and others during the period is due to a sales tax adjustment.

Depreciation of right-of use assets of $160,029 in the third quarter of 2023 compared to $182,687 for the same period of fiscal 2022 follows the adoption of IFRS 16 on January 1, 2021, and relates to the depreciation of right-of-use assets associated with office lease agreements of theCompany's operating subsidiaries in Canada and China.

Amortization of intangible assets amounted to $2,433,114 for the three-month period ended September 30th, 2023, compared to $1,754,964 for the same period in 2022. The increase is due to several capitalized costs for different business platform improvements (Cubeler® Business Hub, Gold River, and others) and the amortization of the acquired platforms during 2022 and 2023.

Impairment of goodwill of $23,448,897 in the third quarter of 2023 compared to $Nil for the same period in 2022 is mostly due to the impairment test performed by the Company on Goodwill as described in Note 10 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022. More specifically for Cubeler Inc., following some recent events that took place in the second quarter of 2023 at the Board and executive management level of the Company, management determined to be prudent in estimating the timing of future potential revenues that are expected to be generated by Tenoris3 Inc., a wholly owned subsidiary of Cubeler Inc., until further progress can be made on the deployment of new revenue generating products in Canada. Consequently, a full impairment of $8,329,255 on the Cubeler Goodwill was recorded. Despite the impairment and operational delays, the Company is continuing to enthusiastically work on its business objectives and product offering in Canada. As for Heartbeat, management revised downward Heartbeat's business forecasted growth and net generated cash flows following the CGU latest operational performance and economic uncertainties in China which resulted in an impairment of $15,119,642.

Impairment of intangible assets of $12,913,500 in the third quarter of 2023 compared to $4,218,826 for the same period in 2022 results from the impairment tests performed by the Company as described in Note 10 of Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022. As already mentioned in the earlier paragraph, the total impairments of the period are driven by the reduction in the forecasted revenues of the Heartbeat business due to slower than expected business growth and delays in the launch of Tenet's Canadian operations. The situation in Canada is mostly due to the additional time needed to grow the Cubeler® Business Hub user base and product offering which will eventually drive the North America revenue streams. Consequently, an impairment of $1,972,700 was taken on the intangible assets (Technology) recorded in Heartbeat and a combined impairment of $10,940,800 was taken on the intangible assets (Platform and Tradename) recorded in Cubeler Inc. For similar reasons, an impairment of $4,218,826 was taken for the same period in 2022 for Heartbeat.

Change in fair value of contingent consideration payable amounted to a loss of $397,361 in the third quarter of 2023 compared to a gain $1,305,068 for the same period in 2022. The change in the fair value of contingent consideration payable is driven by the variations of the estimated expected financial performance of the SteelChain and Heartbeat acquisitions.

Change in fair value of debentures conversion rights amounted to $239,907 for the three-month period ended September 30th, 2023, compared to $Nil for the same period in 2022. On April 19, 2023, the Company amended the conversion terms of certain convertible debentures to allow the holders thereof to convert the face value of these Debentures into Debentures Shares at a variable price subject to certain conditions and events that would occur in the future as described in note 13 of the Unaudited Condensed Interim Consolidated Financial Statements for the period ending September 30, 2023. As such, the Company reclassified the conversion option of the debentures from equity to a liability measured at fair market value at each reporting date.

Gain on bargain purchase of $Nil in the third quarter of 2023 compared to $109,605 for the same period in 2022, The amount in 2022 represents 80% of the fair value of the net assets and liabilities acquired by AST of ASTH in August 2022 for $Nil consideration.

Expenses for the nine-month period ended September 30th, 2023

Cost of service from supply-chain services amounted to $22,902,568 for the nine-month period ended September 30th, 2023 compared to $74,973,340 in the same period of fiscal 2022. The decrease is mostly due to the reduction of revenue generated from the supply-chain businesses.

Software delivery services amounted to $2,854,438 compared to $1,928,235 for the same period ended September 30th, 2022. The increase for the nine-month period ended September 30th, 2023 is mostly attributable to the increased revenues generated by the Heartbeat business.

Salaries and fringe benefits amounted to $10,410,780 for the nine-month period ended September 30th, 2023, compared to $8,281,013 for the same period in 2022. The share-based remuneration that is included within this caption amounted to $341,571 for the nine-month period ended September 30th, 2023, compared to $1,147,114 for the same period in 2022.

Service fees relate to consulting and business development services provided to mostly four of the Company's subsidiaries (ASFC, ASCS, ASSI and Huike) by third-party companies and amounted to $3,445,160 in the nine-month period ended September 30th, 2023 compared to $930,993 for the same period in 2022 mostly due to a higher level of combined revenues in the above-mentioned subsidiaries.

Board remuneration refers to share-based and attendance fee remuneration received by members of the Company's board of directors and amounted to $327,456 in the first three quarters of 2023 compared to $518,962 for the same period in 2022. Within this caption, shared-based remuneration amounted to $86,563 in the nine-month period ended September 30th, 2023, compared to $411,376 for the same period in 2022.

Consulting fees amounted to $5,788 during the nine-month period ended September 30th, 2023 compared to $1,117,569 in the same period of 2022. The expenses for the same period in 2022 are mainly related to capital markets consulting fees which were no longer incurred in 2023. Share-based remuneration expense related to consultants amounted to $43,946 in the nine-month period ended September 30th, 2023 compared to $113,747 for the same period of fiscal 2022.

Outsourced services, software and maintenance costs amounted to $3,458,192 in the first three quarters of 2023 compared to $1,346,990 for the same period of fiscal 2022. These expenses are mostly research and maintenance costs paid to third-party providers (that are not capitalized by the Company) for the delivery of various modules and interfaces in ASDS, Huike, and Cubeler Inc.

Professional fees totalled $2,447,121 for the nine-month period ended September 30th, 2023, compared to $2,793,927 for the same period in 2022.

Marketing, public relations and press release expenses amounted to $500,154 in the first three quarters of 2023 compared to $937,571 for the same period in 2022.

Office supplies, software and hardware expenses amounted to $746,678 in the first three quarter of 2023 compared to $897,911 for the same period in 2022. The decrease is mainly driven by tighter expense control of office related purchases and software subscriptions.

Insurance expenses amounted to $1,020,890 in the first three quarters of 2023 compared to $965,139 for the same period in 2022 and is mainly attributable to maintaining the directors and officers (D&O) insurance coverage.

Finance costs totalled $998,686 for the nine-month period ended September 30th, 2023, compared to $118,736 for the same period in 2022. The increase is mainly due to the interest expense and accretion on convertible debentures that were issued in late 2022 and 2023 and the interest of lease liabilities.

Expected credit loss of $189,611 for the first three quarters of fiscal 2023 compared to $577,569 for the same period in fiscal 2022 is related to the variation in allowance for expected credit loss on ASFC's loan balance for the period and in overall Debtors as described respectively in Notes 5 and 6 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the nine-month periods ended September 30th, 2023 and September 30th, 2022.

Travel and entertainment amounted to $187,717 in the first three quarters of 2023 compared to $272,800 for the same period in 2022.

Translation cost (recovery) and others amounted to a recovery of $33,158 during the nine-month period ended September 30th, 2023 compared to an expense of $113,450 in the same period of 2022. The recovery of translation costs and others during the period is due to a sales tax adjustment.

Depreciation of right-of use assets of $555,530 in fiscal 2023 compared to $435,221 for the same period of fiscal 2022 follows the adoption of IFRS 16 on January 1, 2021, and relates to the depreciation of right-of-use assets associated with new office lease agreements of the Company's operating subsidiaries in Canada and China.

Amortization of intangible assets amounted to $6,605,429 for the nine-month period ended September 30th, 2023, compared to $4,820,138 for the same period in 2022. The increase is due to several capitalized costs for different business platform improvements (Cubeler® Business Hub, Gold River, and other) and the amortization of the acquired platforms during 2022 and 2023.

Impairment of goodwill of $23,448,897 in the first three quarters of 2023 compared to $Nil for the same period in 2022 is mostly due to the impairment test performed by the Company on Goodwill as described in Note 10 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022.

Impairment of intangible assets of $12,913,500 in the first three quarters of 2023 compared to $4,218,826 for the same period in 2022 results from the impairment tests performed by the Company as described in Note 10 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022.

Change in fair value of contingent consideration payable amounted to a loss of $777,162 in the first three quarters of 2023 compared to a gain of $603,589 for the same period in 2022. The change in the fair value of contingent consideration payable is driven by the variations of the estimated expected financial performance of the SteelChain and Heartbeat acquisitions.

Change in fair value of debentures conversion rights amounted to $224,814 for the nine-month period ended September 30th, 2023, compared to $Nil for the same period in 2022.

Gain on bargain purchase of $Nil in the first three quarters of 2023 compared to $109,605 for the same period in 2022. The amount in 2022 represents 80% of the fair value of the net assets and liabilities acquired by AST of ASTH on August 2022 for $Nil consideration.

Net Results

The Company incurred a net loss of $43,002,953 in the third quarter of 2023 compared to a net loss of $7,715,209 in the corresponding period of 2022.

For the nine-month period ending September 30th, 2023, the Company incurred a net loss of $58,161,195 compared to a net loss of $17,407,482 for the corresponding period of 2022.

Other expenses included in total comprehensive income

The Company reported, in other comprehensive income, a currency translation adjustment loss of $1,006,512 for the three-month period ended September 30th, 2023 (compared to a gain of $91,291 for the same period in 2022) and a currency translation adjustment gain of $4,116,473 for the nine-month period ended September 30th, 2023 (compared to a gain of $2,452,768 for the same period in 2022) which reflects the variation of the Chinese Renminbi against the Canadian Dollar during the year. This adjustment represents a theoretical gain or loss that would only be realized in the event of a material transaction involving the underlying assets to which the gain or loss is attributed, in this case, if the Company's subsidiaries were sold or otherwise disposed of.

Summary of Quarterly Results

	September 30th, 2023 Three months	September 30th, 2022 Three months	June 30th, 2023 Three months	June 30th, 2022 Three months
Revenues	$9,244,460	$21,585,258	$16,776,714	$32,432,228
Expenses (1)	$52,247,413	$29,300,467	$23,230,271	$38,764,900
Net Loss	($43,002,953)	($7,715,209)	($6,453,557)	($6,332,672)
Net profit (loss) attributable to:				
Non-controlling interest	($350,647)	$77,064	($315,381)	$136,306
Owners of the parent	($42,652,306)	($7,792,273)	($6,138,176)	($6,468,978)
Earnings per Share (2)	($0.373)	($0.078)	($0.059)	($0.065)

	March 31st, 2023 Three months	March 31st, 2022 Three months	December 31st, 2022 Three months	December 31st, 2021 Three months
Revenues	$9,493,804	$34,741,460	$21,119,569	$33,048,249
Expenses (1)	$18,198,489	$38,101,060	$56,725,273	$83,042,872
Net Loss	($8,704,685)	($3,359,601)	($35,605,703)	($49,994,623)
Net profit (loss) attributable to:				
Non-controlling interest	($269,528)	$22,670	($156,780)	$333,791
Owners of the parent	($8,435,157)	($3,382,271)	($35,448,923)	($50,328,414)
Earnings per Share (2)	($0.085)	($0.045)	($0.356)	($0.776)

Note (1): Including income tax expenses.

Note (2): Earnings per share is calculated using the net profit (loss) and the weighted average number of outstanding shares. Basic and diluted earnings (loss) per share are equivalent.

Third Quarter Ended September 30th, 2023

Liquidity

The level of revenue and cash flows from operating activities currently being generated by the Company is not presently sufficient to meet its working capital requirements and investing activities. Until that happens, the Company will continue to require financing to help meet its financial obligations. As of November 28th, 2023, the combined cash available to manage the Company's operations in China and Canada, and meet its obligations amounted to approximately $1,300,000.

As of November 28, 2023, the Company had received proceeds in the aggregate amount of approximately $9,200,000 (September 30, 2023 - $9,449,831) from debentures issued during the third quarter of 2023.

As of the date of this MD&A, the proceeds noted above were still in process of being transferred from a bank account in China owned by a Director and officer of the Company and under the control of a holding subsidiary of the Company to the Company's Head Office in Canada. However, the Company may not be able to repatriate or transfer these funds from its Chinese holding or operating subsidiaries to its head office in Canada, including part or all of the funds raised in China through its most recent convertible debenture private placement financings. Please see "Risks and Uncertainties – Repatriation of Profits or Transfer of Funds from China to Canada" further down below.

The Company's cash flow position is expected to improve as its operating subsidiaries grow their businesses and generate new revenue streams and eventual profits for the Company. However, until that happens, the Company will continue to assess its capital needs and undertake whatever initiative it deems necessary to ensure that it continues to meet its financial obligations. The Company will require additional capital to permit it to continue as a going concern for the next 12 months. There can be no assurances that such capital will be available, either on terms favourable to the Company or at all.

Deposits made for transactions on platforms

Deposits made for transactions on platforms amounted to $24,624,113 ($10,756,145 classified as a short-term asset and $13,867,968 as a long-term asset) as of September 30th, 2023, and originate from subsidiaries of the Company in mainland China which mainly offer supply chain related services.

The deposits help secure capital support from financial institutions that provide financing solutions to the Company's customers to fund transactions on the GoldRiver platform and operational expenses related to the expansion and set-up of their supply chain network.

Through different supply chains facilitated by the GoldRiver platform, the Company generates revenues by providing customers with a bundle of three supply chain services as described in note 4.7 of the Audited Consolidated Financial Statements for the period ended December 31, 2022.

The total balance of deposits as at the end of each reporting period is mostly related to the volume of business transactions on the platforms.

Depending on the nature of the transaction, as collateral and in the event of default, the Company obtains a contractual right to claim 10% to 20% of the majority of the merchandise transacted on the platform or a guarantee on the pool of accounts receivable balances from downstream corporate operators and distributors that are related to business transactions on the GoldRiver platform.

Financing Activities

From January 1, 2023 to November 28th, 2023, the Company placed a total of 11,284 units comprised of convertible debentures and warrants for gross proceeds of $14,443,000, out of which $9,200,000 recorded in other current assets, remains to be transferred to the Company's Canadian operations as at the date of this MD&A. Please refer to the "**Debentures**" section further down below in this MD&A for more details.

On June 1, 2023, the Company announced that it intended to complete a non-brokered private placement financing of units of the Company for proceeds of up to $3,000,000, conducted in tranches of a minimum of $300,000 per tranche over a period of six months. Each Unit to be sold in this financing was comprised of one common share of the Company and one common share purchase warrant to purchase one Common Share at a price per share that will be determined at each tranche offering, any time prior to two years following the closing of each tranche offering, subject to certain terms and conditions.

On June 7, 2023 the Company issued the first tranche of 2,142,858 common shares at $0.14 and common share purchase warrant at $0.175 per share for a total cash consideration of $300,000.

On June 22, 2023 the Company issued the second tranche of 4,291,846 common shares at $0.1165 and common share purchase warrant at $0.155 per share for a total cash consideration of $500,000.

On June 29, 2023, the Company announced that it did not intend to proceed with closing additional rounds of the $3,000,000 financing.

During the nine-month period ended September 30th, 2023, the Company issued 2,142,858 common shares at an average exercise price of $0.175 per share for total proceeds of $375,000 upon the exercise of common share purchase warrants.

Capital Stock

The Company's capital stock as of September 30th, 2023, was $217,111,035 compared to $211,232,131 as of December 31, 2022.

The variation is explained by the fair market value allocated to the common shares issued in connection with the non-brokered private placement financings that occurred on June 7th and on June 22nd, 2023 totalling $353,243, the exercise price plus the fair market value (per grant date) of the warrants exercised during the nine-month period of 2023 totalling $521,814, the amortized cost of the debentures converted (including the conversion option) during the same period totalling $4,253,847, and the issuance of shares to repay a loan of $750,000.

Common Shares

As of November 28th, 2023, the Company had 123,761,745 common shares outstanding. The following table summarizes the changes in shares outstanding from January 1, 2023, until November 28th, 2023.

Balance outstanding as of December 31, 2022			99,544,183
Date	**Description**	**Number**	**Cumulative number**
April 2023	Conversion of convertible debentures	2,816,901	102,361,084
May 2023	Conversion of convertible debentures	3,040,000	105,401,084

June 2023	Issuance of shares	6,434,704	111,835,788
June 2023	Exercise of warrants	100,000	111,935,788
July 2023	Exercise of warrants	2,042,858	113,978,646
September 2023	Issuance of shares for loan repayment	3,000,000	116,978,646
September 2023	Conversion of convertible debentures adjustment	5,183,099	122,161,745
October 2023	Conversion of convertible debentures	1,600,000	123,761,745

Share Purchase Options

As of November 28th, 2023, the Company had 3,393,543 common share purchase options outstanding. The following table summarizes the options outstanding as of November 28th, 2023.

Balance outstanding as of December 31, 2022			3,871,025	
Date of grant	**Optionee**	**Number**	**Exercise Price**	**Expiration**
February 2023	Forfeited	(12,337)	$5.60	N/A
February 2023	Employee	47,257	$0.95	February 1, 2028
March 2023	Employee	44,762	$0.84	March 1, 2028
April 2023	Forfeited	(1,517)	$1.65	N/A
April 2023	Forfeited	(669)	$1.32	N/A
April 2023	Forfeited	(1,198)	$7.50	N/A
April 2023	Forfeited	(9,018)	$2.08	N/A
April 2023	Forfeited	(3,915)	$1.87	N/A
April 2023	Expired	(5,000)	$1.00	N/A
May 2023	Forfeited	(4,585)	$7.50	N/A
May 2023	Forfeited	(4,209)	$0.85	N/A
May 2023	Forfeited	(5,409)	$1.02	N/A
May 2023	Forfeited	(1,353)	$2.08	N/A
May 2023	Forfeited	(2,941)	$3.59	N/A
May 2023	Forfeited	(724)	$4.16	N/A
May 2023	Forfeited	(3,834)	$5.13	N/A
May 2023	Forfeited	(13,755)	$5.60	N/A
June 2023	Expired	(288,750)	$1.00	N/A
July 2023	Forfeited	(242)	$4.16	N/A
July 2023	Forfeited	(4,792)	$7.50	N/A
July 2023	Forfeited	(1,278)	$5.13	N/A
August 2023	Forfeited	(44,762)	$0.84	N/A
August 2023	Forfeited	(20,094)	$0.95	N/A
August 2023	Forfeited	(1,046)	$1.18	N/A
August 2023	Forfeited	(1,221)	$1.20	N/A
August 2023	Forfeited	(10,472)	$1.24	N/A
August 2023	Forfeited	(1,005)	$1.32	N/A
August 2023	Forfeited	(2,665)	$1.41	N/A
August 2023	Forfeited	(2,275)	$1.65	N/A
August 2023	Forfeited	(489)	$1.91	N/A
August 2023	Forfeited	(451)	$2.08	N/A
August 2023	Forfeited	(1,470)	$2.55	N/A
August 2023	Forfeited	(737)	$3.59	N/A

August 2023	Forfeited	(1,384)	$4.10	N/A
August 2023	Forfeited	(2,576)	$4.16	N/A
August 2023	Forfeited	(5,000)	$4.80	N/A
August 2023	Forfeited	(1,948)	$5.13	N/A
August 2023	Forfeited	(1,295)	$5.60	N/A
August 2023	Forfeited	(4,708)	$7.50	N/A
September 2023	Forfeited	(57,594)	$1.24	N/A
September 2023	Forfeited	(1,076)	$1.87	N/A
September 2023	Forfeited	(2,976)	$2.08	N/A
September 2023	Forfeited	(958)	$3.59	N/A
September 2023	Forfeited	(1,771)	$4.16	N/A
September 2023	Forfeited	(1,899)	$5.13	N/A
September 2023	Forfeited	(3,454)	$5.60	N/A
October 2023	Forfeited	(5,182)	$5.60	N/A
October 2023	Forfeited	(633)	$5.13	N/A
November 2023	Forfeited	(10,332)	$0.85	N/A
November2023	Forfeited	(9,068)	$1.02	N/A
November 2023	Forfeited	(359)	$1.87	N/A
November 2023	Forfeited	(342)	$1.91	N/A
November 2023	Forfeited	(993)	$2.08	N/A
November 2023	Forfeited	(1,029)	$2.55	N/A
November 2023	Forfeited	(690)	$3.59	N/A
November 2023	Forfeited	(578)	$4.16	N/A
November 2023	Forfeited	(974)	$5.13	N/A
November 2023	Forfeited	(469)	$5.60	N/A
Total balance outstanding:		**3,393,543**		

Share Purchase Warrants

As of November 28th, 2023, the Company had 55,054,996 common share purchase warrants outstanding. The following table summarizes the changes in warrants outstanding as of November 28th, 2023.

Balance outstanding as of December 31, 2022				**17,748,213**
Date	**Description**	**Number**	**Exercise Price**	**Expiration**
January 2023	Issuance of warrants	3,510,000	$2.00	January 31, 2025
January 2023	Issuance of warrants	221,250	$2.00	January 31, 2025
May 2023	Expiration	(3,000)	$2.00	N/A
May 2023	Expiration	(13,328)	$1.00	N/A
June 2023	Issuance of warrants	2,142,858	$0.18	June 7, 2025
June 2023	Issuance of warrants	4,291,846	$0.16	June 22, 2025
June 2023	Exercise of warrants	(100,000)	$0.18	N/A
June 2023	Exercise of warrants	(2,042,858)	$0.18	N/A
July 2023	Expiration	(14,471,985)	$3.50	N/A
August 2023	Issuance of warrants	10,392,000	$0.50	August 1, 2025

August 2023	Issuance of warrants	40,000	$0.50	August 1, 2025
August 2023	Issuance of warrants	30,500,000	$0.50	August 18, 2025
September 2023	Issuance of warrants	2,840,000	$0.50	September 8, 2025
Total balance outstanding:		**55,054,996**		

Segment Reporting

The Company presents and discloses segmental information, as disclosed in Note 20 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the period ended September 30th, 2023, based on information that is regularly reviewed by the chief operating decision maker who has been identified as the Company's senior management team, which makes strategic and operational decisions.

Debentures

On January 31st, 2023, the Company placed 351 units of convertible debentures for gross contractual proceeds of $3,510,000. Each unit sold comprised of $10,000 face value debentures, maturing on January 1, 2025, bearing interest at a nominal rate of 10% payable monthly, plus 3,510,000 purchase warrants exercisable into Company common shares at $2.00 per share for a period of 24 months from the date of issuance.

During the period ended September 30th, 2023, the Company received the remaining proceeds from the December 2022 subscription receivable of convertible debentures amounting to $2,010,000.

On April 24th, 2023, the Company amended the conversion terms of its private placement of non-secured convertible debentures closed on December 23rd, 2022, and January 31st, 2023, allowing the holder of the convertible debentures to convert the face value of the Debentures into Shares at the price to be determined under the next transaction or series of directly related transactions in the course of which the Corporation issues and sells common shares or units for aggregate net proceeds of not less than $5,000,000.

On August 1st, 2023, the Company placed 2,598 units of convertible debentures for gross contractual proceeds of $2,598,000. Each unit sold comprised of $1,000 face value debentures, maturing on August 1st, 2026, bearing interest at a nominal rate of 10% payable monthly, plus 10,392,000 purchase warrants exercisable into Company common shares at $0.50 per share for a period of 24 months from the date of issuance.

On August 18th, 2023, the Company placed 7,625 units of convertible debentures for gross contractual proceeds of $7,625,000. Each unit sold comprised of $1,000 face value debentures, maturing on August 18th, 2026, bearing interest at a nominal rate of 10% payable monthly, plus 30,500,000 purchase warrants exercisable into Company common shares at $0.50 per share for a period of 24 months from the date of issuance.

On September 8th, 2023, the Company placed 710 units of convertible debentures for gross contractual proceeds of $710,000 Each unit sold comprised of $1,000 face value debentures, maturing on September 8th, 2026, bearing interest at a nominal rate of 10% payable monthly, plus 2,840,000 purchase warrants exercisable into Company common shares at $0.50 per share for a period of 24 months from the date of issuance.

As at the date of this MD&A, of the total amount closed through the combined private placements of August 1st, 2023, August 18th, 2023 and September 8th, 2023, the Company had funds from convertible debentures recorded in other current assets amounting to approximately $9,200,000 (September 30, 2023 - $9,449,831). As of the date of this MD&A, $9,200,000 of such proceeds was still in process of being transferred from a bank account in China owned by a Director and officer of the Company and under the control of a holding subsidiary of the Company to the Company's Head Office in Canada.

During the period and up to November 28th, 2023, Convertible debentures with a face value of $5,440,000 were converted into 12,640,000 Company common shares.

The Company had debentures outstanding as described in Note 13 of the Unaudited Condensed Interim Consolidated Financial Statements for the period ended September 30th, 2023.

Bonds

On May 29th, 2020, the Company placed 400 units of secured corporate bonds at $1,000 per unit, redeemable on June 10th, 2023. As the bonds have expired and are in default as at the date of this MD&A, the Company is in the process of negotiating an extension with the bondholders. While the Company expects to be able to extend the maturity date of these bonds, there can be no assurances it will be able to do so.

Escrowed Shares

As of November 28th, 2023, none of the shares of the Company were held in escrow by TSX Trust Company (the "Escrow Agent") in accordance with the terms of the Security Escrow Agency Agreement dated October 1st, 2021, between the Escrow Agent, the Company, and securityholders of Cubeler Inc. (Cubeler).

Cubeler securityholders had agreed to deposit with the Escrow Agent 11,133,012 shares in the Company and received partial consideration for the sale by such securityholders of the issued and outstanding shares of Cubeler. On February 2nd, 2022, 3,374,514 shares of the Company were released by the Escrow Agent, an additional 3,879,249 shares on October 1st, 2022, and 3,879,249 shares were released on October 1st, 2023.

Related Party Transactions

Salaries paid and accrued to officers and directors amounted to $351,646 and $1,074,502 during the three and nine-months respectively of fiscal 2023 compared to $348,163 and $1,067,998 for the same periods in fiscal 2022.

During the three and nine-month period ended September 30th, 2023, share-based expenses associated with officers and board members amounted to $Nil and $269,116 respectively compared to $385,324 and $1,207,171 for the same periods of 2022.

The officers and directors included in the above are Johnson Joseph, CEO, Jean Landreville, CFO, Liang Qiu, China Operations CEO, Mayco Quiroz, Board Member (elected on June 27th, 2023 , resigned on October 26th, 2023 and appointed to COO on October 26th, 2023), Carol Penhale, Chair of the Board (resigned on June 26th, 2023), Dylan Tinker, Board Member (resigned on June 26th, 2023), Paul Gibbons, Board Member (resigned on June 26th, 2023), Jean Leblond, Board Member (elected on July 4th, 2023), Yves C. Renaud, Board Member (elected on October 26th, 2023) and Sanjay Sharma, Board Member (elected on October 26th, 2023).

In December 2021, Tenet's previous Chairman, Charles-Andre Tessier and Tenet's CEO, Johnson Joseph both exercised stock options to acquire common shares of the Company. While processing those transactions, the Company was required to remit withholding taxes on behalf of these individuals. Those withholding taxes amounted to $40,400 for Mr. Tessier and $72,793 for Mr. Joseph. On December 15th, 2021 those amounts were recorded as loans to those individuals by the Company maturing December 15th, 2022.

On June 3rd, 2022, an additional loan was issued to another Director of the Company (Liang Qiu) of $130,462, maturing on December 31st, 2022. The loan was made to cover personal capital gains taxes triggered following an exchange of free trading securities of the Company for restricted securities issued as part of a private placement in order to help fund the Company's operations.

All of the above-mentioned loans bear interest at the quarterly prescribed variable rate.

As at September 30th, 2023, the aggregate outstanding amount due for said loans including accrued unpaid interest is $233,080 (December 31st, 2022 - $247,425). In August 2022, Mr. Tessier, owing the Company a balance of $19,562 as at September 30th, 2023, resigned from his role of Chair and Director and ceased to be a related party. As such, the total outstanding amount due for said loans including accrued unpaid interest specifically with related parties as at September 30th, 2023 is $213,518 (December 31st, 2022 - $206,300).

During the three-month and nine-month periods of fiscal 2023, the Company charged interest revenue on promissory notes to directors, mentioned in the paragraphs above, of $3,091 and $9,075 respectively ($1,023 and $1,838 for the three-month and nine-month period ended September 30th, 2022 respectively).

As the loans have expired, the Company was still in the process of negotiating repayment terms to be agreed upon with each current and past director.

During the course of 2023, a company owned by a director and the CEO of the Company's Chinese operations, Liang Qiu, made a series of short-term loans totalling $1,254,883 to Asia Synergy Holding Inc. ("ASH"), a wholly owned subsidiary of the Company. The same company, owned by Liang Qiu, subsequently entered into a loan transfer agreement with an unrelated third party whereby a portion of the loan amounting to $750,000 was transferred to such third party. As at September 30, 2023, the aggregate outstanding principal amount due to the company owned by Liang Qiu by ASH regarding this loan is $504,883 (December 31, 2022 - $Nil) and bears no interest given the fact that only licensed lenders are allowed to charge interest on loans granted to corporate borrowers as per the laws in mainland China.

On August 1, 2023, the Company sold 2,598 units of convertible debentures (including 2,000 units sold to related parties, equally subscribed by Liang Qiu and Johnson Joseph) for gross proceeds of$2,598,000 (including $2,000,000 to related parties) as described in note 13.3 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022.

On September 8, 2023, the Company sold another 710 units of convertible debentures to related parties (350 units to Liang Qiu, 350 units to Johnson Joseph and 10 units to Jean Landreville) for gross proceeds of $710,000 as described in note 13.5 of the Company's Unaudited Condensed Interim Consolidated Financial Statements for the three-month periods ended September 30th, 2023 and September 30th, 2022.

As at September 30, 2023, the proceeds of subscriptions from the sale of convertible debentures from related parties (the 2,710 convertible debentures units noted above) totalled $2,710,000 and the amortized accounting cost of these same debentures due to related parties totalled $1,726,711.

During the period ending September 30, 2023, and up to the date of this MD&A, no interest was paid by the Company to related parties for the 2,710 units of convertible debentures to which they had subscribed, nor did the Company receive interest payments from the related parties for their outstanding loans with the Company. The Company and the related parties have agreed to this arrangement until repayment terms for the related parties' outstanding loans with the Company can be agreed upon between the Company and the related parties.

On August 18, 2023, a temporary advance with no interest, was issued to the Company's CEO in the amount of $10,000 for business travel purposes.

Off-Balance-Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Accounting Policies

The principal IFRS accounting policies set out in Note 4 of the Audited Consolidated Financial Statements for the year ended December 31st, 2022, have been consistently applied to all periods presented in such financial statements including the Unaudited Condensed Interim Consolidated Financial Statements for the three and nine-month periods ended September 30th, 2023.

Legal Proceedings

As of November 28th, 2023 the following legal proceedings have been instituted against the Company:

A class action lawsuit was brought against Tenet and two of its executives on November 19, 2021 in the United States District Court for the Eastern District of New York (originally captioned Bram Van Boxtel v. Tenet Fintech Group Inc., et al., now captioned Alejandro Handal and Donald Dominique v. Tenet Fintech Group Inc., et al.). The case was brought on behalf of Tenet shareholders who traded securities of Tenet between September 2nd, 2021, and October 13th, 2021, on the NASDAQ. The complaint alleges, among other things, that the defendants violated the Securities Exchange Act of 1933 and the Securities Exchange Act of 1934 by making false or misleading statements regarding (i) Tenet's ownership interest in Asia Synergy Financial Capital Ltd. through a subsidiary, Wuxi Aorong Ltd., (ii) Tenet's acquisitions of Huayan the Heartbeat insurance platform, and Cubeler Inc., (iii) Tenet's listing on Nasdaq, (iv) Tenet's Form 40-F submission to the SEC, and (v) statements published about Tenet by Grizzly Reports. On February 10th, 2022, the court appointed a lead plaintiff and lead counsel. An amended complaint was filed on April 2022 (the "First Amended Complaint"). The Company has retained external counsel and is defending itself vigorously against all claims. The Company filed a motion to have the case dismissed on August 8th, 2022, and briefing on the motion to dismiss was completed on Monday, October 24th, 2022.

On September 25, 2023, the U.S. District Court for the Eastern District of New York granted in part and denied in part the Issuer's motion to dismiss the putative class's First Amended Complaint. Of the four claims brought on behalf of the class, the Court dismissed two claims in their entirety and one claim in part. On October 25, 2023, the class filed a Second Amended Complaint re-asserting the same four claims. On November 15, 2023, the Issuer, on behalf of all defendants, submitted to the Court a letter-request to file a motion to dismiss the claims that were dismissed from the First Amended Complaint and re-asserted in the Second Amended Complaint.

Financial Instruments

For the period ended September 30th, 2023, the Company has classified its financial instruments as described in Note 4.11 of the Audited Consolidated Financial Statements for the period ended December 31st, 2022. For the period ended September 30th, 2023, the Company is exposed to various risks as described in Note 21.3 of the Audited Consolidated Financial Statements for the period ended December 31st, 2022.

Governance

To better equip the Company with better protocols and policies and procedures to manage the current growth of its business and to properly pursue its strategic plan, the Company has taken steps to bolster its governance measures. These steps include: (i) the creation of a new position of Chief Legal Officer (currently vacant), (ii) the adoption of revised human resources policies, with respect to discrimination and harassment, health and safety, and personal data, (iii) the re-calibration of the corporate governance charter and the adoption of a corporate whistleblower policy and a delegation of authorities, and (iv) the Company retained Richter LLP in Canada and Ernst & Young in China to help implement general internal controls over its processes and operations, as well as to carry out a Sarbanes Oxley compliance review and diagnostic, both of which were still ongoing as of the date of this MD&A.

However, considering some liquidity constraints that arose during 2023, the Company has paused the Sarbanes Oxley compliance review and diagnostic with the third-party experts mentioned above.

Whenever it will be financially feasible, the Company aims to resume the work with third party experts and continue to improve upon its corporate governance throughout next year to align with best practices.

RISKS AND UNCERTAINTIES

Risk factors that may adversely affect or prevent the Corporation from carrying out all or portions of its business strategy include the following:

Liquidity and Capital Resources

The Company will require financing in order to meet its longer-term business objectives and there can be no assurances that such financing sources will be available as and when needed. Historically, capital requirements have been primarily funded through the sale of common shares. Recently with the inability to finalize a prospectus for common shares under the Ontario Securities Commission, the Company has achieved financing with private placements. Factors that could affect the availability of financing include, but are not limited to, evidence of continued demand for the Company's services, the Chinese geopolitical climate, the Company's ability to expand its services beyond China, the ongoing investigation by the AMF of Mr. Joseph, the state of international debt and equity markets, and investor perceptions and expectations of the fintech space. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company.

Holding Company with Significant Operations in China

As a holding company that is currently dependent on the operations of its subsidiaries in China, Tenet is subject to risks that could cause the value of its common shares to significantly decline. Chinese laws and regulations governing its current business operations are sometimes vague and uncertain, and they present legal and operational risks which may result in material changes in the operations of the Company's Chinese subsidiaries or a significant depreciation in the value of its common shares. Recently, the Chinese government adopted a series of regulatory actions and issued statements to regulate business operations in China, including cracking down on illegal activities in the securities market, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement. Nevertheless, to the Company's knowledge, neither it nor any of its Chinese subsidiaries have been involved in any investigations on cybersecurity review initiated by any Chinese regulatory authority, nor have any of them received any inquiry, notice or sanction from the Chinese government.

Regulatory Permissions

To operate its business as currently conducted in China, each of the Company's subsidiaries in China are required to obtain a business license from local authorities. Each such Chinese subsidiary has obtained a valid business license, and no application for any such license has been denied or revoked. If any of the business licenses of the Company's subsidiaries are revoked, this would hinder the ability to operate the business, which could materially and adversely affect the business, financial condition, and results of operations.

Repatriation of Profits or Transfer of Funds from China to Canada

As of the date of this MD&A, all the Company's operating subsidiaries are located in China, except Cubeler Inc. (Canada), Tenoris3 Inc. (Canada) and Asia Synergy Ltd. (Hong Kong). Accordingly, the repatriation of any profits generated by the Company, which the Company might want to repatriate from China to Canada, or the transfer any funds that the Company might want to transfer to its Chinese subsidiaries, is subject to the rules and regulations established by the Chinese government that restrict the flow of funds between China and foreign jurisdictions, including the transfer of funds between Chinese subsidiaries and their foreign parent companies. Although the Company has taken steps to comply with regulations established by the Chinese government to be able to transfer funds from its subsidiaries to Canada, there can be no assurances that the Company will remain in compliance with those rules and regulations in the future. The Company may therefore not be able to repatriate profits or transfer funds from its Chinese holding or operating subsidiaries to its head office in Canada, including part or all of the $9,200,000 of funds raised in China through its most recent convertible debenture private placement financing (see "Third Quarter Ended September 30th, 2023 – Debentures" above), which would adversely impact the Company in the future. In the event that there are additional significant delays, or the Company is unable to repatriate any or all of these funds from China, the Company may experience delays in deploying capital to intended purposes which would adversely affect the Company's operations, revenue and profits. In that event, the Company may have a need for interim or bridge financing, with no assurances it will be able to raise such capital either on favorable terms or at all. Such failure to repatriate funds or a failure to raise additional funds if required will have a material negative impact on the Company. Please see "Third Quarter Ended September 30th, 2023 – Debentures" above for more information regarding the convertible debenture private placement.

Operations in Foreign Jurisdictions and Possible Exposure to Corruption, Bribery or Civil Unrest

The Company operates in a foreign jurisdiction (China) where the laws governing corporations differ from the laws of Canada. Chinese laws require each of the Company's subsidiaries located therein to have a legal representative to which certain roles, powers and responsibilities are ascribed. The legal representative's functions and powers are prescribed by state laws, regulations and the articles of association of the entity for which he or she is the legal representative. The legal representative is the person authorized to represent the entity in all legal matters between the government and such entity and to sign legally binding contracts on behalf of such entity. Unlike Canadian laws, which limit liability for individuals involved in corporations and limited liability or registered business entities, Chinese laws make no distinction between the liability of a legal representative versus the liability of the entity he or she represents. The legal representative is responsible for any offence, whether corporate, criminal, civil or other, committed by the entity and must bear any fine, punishment or consequences resulting from the offence.

Companies in China need the signed consent of a majority (over 50%) of its shareholders in order to remove a legal representative. If a company wants to change its legal representative, it first needs to provide written notice to that effect to the legal representative. The company must then go to the China Industry and Commerce Bureau with written proof of majority shareholder consent to make the change and submit the appointment document of the new legal representative. Similarly, the removal of any officer or director of a company requires the consent of the company's shareholders. Such consent must formally be given by a majority (over 50%) of shareholders with a signed resolution of the shareholders at a general meeting of the shareholders. The company must then submit a copy of the resolution along with the required supporting documents (application form, copy of business license, ID card of the individual being removed and copy of amendment of article of association reflecting the change) to the China Industry and Commerce Bureau.

Given the onerous responsibilities and risks associated with the position of legal representative for companies operating in China, the Company may have difficulty in the future to find individuals willing to act as its subsidiary's legal representatives. There can be no assurances that the Company will always have legal representatives for its subsidiaries. Since every company must have a legal representative under Chinese laws, not being able to have a legal representative may force the Company to suspend temporarily or permanently some of its operations in China, which would adversely affect the Company's operations, revenue and profits.

Certain individuals in China may perceive the Company as a potential bribery target. As such, the Company may be approached by local individuals in China, whether businessmen, government officials or others, to offer the Company certain favors that would advance the Company's business interests in exchange for cash, other forms of compensation, or threaten to hinder the Company's progress unless compensated in cash or by other means, all of which would be contrary to Chinese laws and/or Canadian law. The Company's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Company's policies and procedures and anti-bribery laws for which the Company may be held responsible.

The Company's policies mandate compliance with these anti-corruption and anti-bribery laws. However, there can be no assurance that the Company's internal control policies and procedures will always protect it from recklessness, fraudulent behavior, dishonesty or other inappropriate acts committed by its affiliates, employees, contractors or agents. If the Company's employees or other agents are found to have engaged in such practices, the Company could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

As a Canadian entity operating in China, the Company is exposed to the state of relations between China and Canada. There are political and/or cultural tensions between these two countries that may impact international commerce. For example, clients may decide to no longer buy the Company's services and partners may decide to cut ties with the Company, all of which would negatively impact the Company's operations, revenue and profits.

Bankruptcy, Dissolution or Liquidation of Chinese Subsidiaries

The Chinese Enterprise Bankruptcy Law provides that an enterprise may be liquidated if the enterprise fails to settle its debts as and when they fall due and if the enterprise's assets are, or are demonstrably, insufficient to clear such debts. Our Chinese subsidiaries hold certain assets that are important to our business operations. If any of our Chinese subsidiaries undergo a voluntary or involuntary liquidation proceeding, unrelated third-party creditors may claim rights to some or all of these assets, thereby hindering our ability to operate our business, which could materially and adversely affect our business, financial condition, and results of operations.

Uncertainties Regarding the Growth and Sustained Profitability of E-Commerce in China

The continued growth in our revenue and profit substantially depends upon the widespread acceptance and use of the Internet as a medium for commerce by businesses in China and elsewhere. In particular, rapid growth in the use of and interest in the Internet and other online services is still a relatively recent phenomenon in China, and we cannot assure you that this acceptance and use will continue to develop or that a sufficiently broad base of customers will adopt, and continue to use, the Internet as a medium of commerce in China. A decline in the popularity of purchasing on the Internet in general, or any failure by us to adapt our platform and improve the experience of our customers in response to trends and consumer requirements, will adversely affect our revenues and business prospects. Moreover, concerns about fraud, privacy, lack of trust and other problems may discourage businesses from adopting the Internet as a medium of commerce. In addition, if a well-publicized breach of Internet security or privacy were to occur, general Internet usage could decline, which could reduce the use of our services and impede our growth. As a result, growth in our customer base depends on attracting customers who have historically used traditional channels of commerce to conduct the types of transactions facilitated by our platform. For our Company to be successful, these customers must accept and adopt new ways of conducting business and exchanging information.

Illegality of Digital Asset Transactions in China

In 2013, financial regulators in China, including the People's Bank of China (the "PBOC") banned banks and payment companies from providing bitcoin related services. In 2017, the PBOC, Ministry of Industry and Information Technology, State Administration for Industry and Commerce, China Banking Regulatory Commission, China Securities Regulatory Commission and China Insurance Regulatory Commission issued "Announcement on Preventing Token Fundraising Risks", prohibiting all organizations and individuals from engaging in initial coin offering transactions. On May 21st, 2021, the Financial Stability and Development Committee of the State Council in China called for the need to resolutely control financial risks and crack down on bitcoin mining and trading activities. On June 21st, 2021, the PBOC was reported to have held interviews with certain financial institutions in China, and stressed that banks and other financial institutions in China shall strictly implement the "Guarding Against Bitcoin Risks" and the "Announcement on Preventing Token Fundraising Risks" and other regulatory requirements, diligently fulfill their customer identification obligations, and shall not provide account opening, registration, trading, clearing, settlement and other services related to blockchain and cryptocurrency business. On September 24th, 2021, all digital asset transactions were banned in China. Ten Chinese government agencies, including the central bank and banking, securities and foreign exchange regulators, reportedly have vowed to work together to root out "illegal" cryptocurrency activity with the PBOC reportedly stating that it was illegal to facilitate cryptocurrency trading and that it planned to severely punish anyone doing so, including those working for overseas platforms from within China. While we are not engaged in digital asset transactions, the crackdown on such transactions may result in volatility in the fintech sector and may result in increased scrutiny of any financial platforms or financial transactions, which could have a material adverse effect on our business, prospects or operations.

Increases in Labor Costs in China

China's economy has experienced increases in labor costs in recent years. China's overall economy and the average wage in China are expected to continue to grow. We expect that our labor costs, including wages and employee benefits, will continue to increase. Unless we are able to pass on these increased labor costs to our customers by increasing prices for our products or services, our profitability and results of operations may be materially and adversely affected.

Regulation and Censorship of Information Distribution Over the Internet in China

China has recently enacted laws and regulations governing Internet access and the distribution of products, services, news, information, audio-video programs and other content through the Internet. The Chinese government has prohibited the distribution of information through the Internet that it deems to be in violation of Chinese laws and regulations. If any of the content on our online platform were deemed to violate any content restrictions by the Chinese government, we would not be able to continue to display such content and could become subject to penalties, including confiscation of income, fines, suspension of business and revocation of required licenses, which could materially and adversely affect our business, financial condition and results of operations. We may also be subject to potential liability for any unlawful actions or for content we distribute that is deemed inappropriate. It may be difficult to determine the type of content that may result in liability to us, and if we are found to be liable, we may be prevented from operating our website in China.

Oversight of the China Securities Regulatory Commission (the "CSRC") and Other Chinese Government Agencies over Foreign Investment in China-Based Issuers

Although we are incorporated and based in Canada, with operations in China, Chinese authorities may consider us to be a China-based company. In 2021, the General Office of the Communist Party of China Central Committee and the General Office of the State Council jointly issued a document to prevent illegal activities in the securities market and to promote the high-quality development of their capital markets, which, among other things, requires the relevant governmental authorities to strengthen cross-border oversight of law-enforcement and judicial cooperation, to enhance supervision over China-based companies listed overseas, and to establish and improve the system of extraterritorial application of Chinese securities laws. Since this document is relatively new, uncertainties still exist in relation to how soon legislative or administrative regulation-making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential that any impact such modified or new laws and regulations will have on our future business operations. Therefore, the CSRC and other Chinese government agencies may exert more oversight and control over foreign investment in China-based issuers or perceived China-based issuers, especially those in the technology field such as us. Additional compliance procedures may be required in connection with our business operations, and, if required, we cannot predict whether we will be able to obtain the approval of any compliance requirements.

As a result, we face uncertainty about future actions by the Chinese government that could cause the value of our common shares to significantly decline.

Failure to Make Adequate Contributions to Various Mandatory Social Security Plans as Required by Chinese Regulations

Under the Chinese Social Insurance Law and the Administrative Measures on Housing fund, we are required to participate in various government sponsored employee benefit plans, including certain social insurance, housing funds and other welfare-oriented payment obligations, and contribute to the plans in amounts equal to certain percentages of salaries, including bonuses and allowances, of our employees up to a maximum amount specified by the local government from time to time at locations where we operate our businesses. The requirement of employee benefit plans has not been implemented consistently by the local governments in China given the different levels of economic development in different locations. If the local governments deem our contribution to be not sufficient, we may be subject to late contribution fees or fines in relation to any underpaid employee benefits, our financial condition and results of operations may be adversely affected. As the interpretation of implementation of labor-related laws and regulations are still involving, we cannot assure you that our practice in this regard will not be violate any labor-related laws and regulations regarding including those relating to the obligations to make social insurance payments and contribute to the housing funds and other welfare-oriented payments. If we are deemed to have violated relevant labor laws and regulations, we could be required to provide additional compensation to our employees and be subject to penalties, and our business, financial condition and results of operations will be adversely affected.

Chinese Labor Contract Law

Pursuant to the Chinese labor contract law, employers are subject to stricter requirements in terms of signing labor contracts, minimum wages, paying remuneration, determining the term of employees' probation, and unilaterally terminating labor contracts. In the event that we decide to terminate some of our employees or otherwise change our employment or labor practices, the Chinese labor contract Law and its implementation rules may limit our ability to effect those changes in a desirable or cost-effective manner, which could adversely affect our business and results of operations. As the interpretation and implementation of labor-related laws and regulations are still evolving, we cannot assure you that our employment practices do not and will not violate labor-related laws and regulations in China, which may subject us to labor disputes or government investigations and potentially penalties. If we are deemed to have violated relevant labor laws and regulations, we could be required to provide additional compensation to our employees and our business, financial condition and results of operations could be materially and adversely affected.

Uncertainties Under the Chinese Enterprise Income Tax Law (the "EIT Law")

Under the Chinese EIT Law and its implementation rules, the profits of a foreign invested enterprise generated through operations, which are distributed to its immediate holding company outside China, will be subject to a withholding tax rate of 10%. Pursuant to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Tax Evasion on Income (or the "Double Tax Avoidance Arrangement"), a withholding tax rate of 10% may be lowered to 5% if the Chinese enterprise is at least 25% held by a Hong Kong enterprise for at least 12 consecutive months prior to distribution of the dividends and is determined by the relevant Chinese tax authority to have satisfied other conditions and requirements under the Double Tax Avoidance Arrangement and other applicable Chinese laws. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties, or the "SAT Circular 81," which became effective in 2009, if the relevant Chinese tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such Chinese tax authorities may adjust the preferential tax treatment. According to Circular on Several Issues regarding the "Beneficial Owner" in Tax Treaties, which became effective in 2018, when determining an applicant's status as the "beneficial owner" regarding tax treatments in connection with dividends, interests, or royalties in the tax treaties, several factors will be taken into account. Such factors include whether the business operated by the applicant constitutes actual business activities, and whether the counterparty country or region to the tax treaties does not levy any tax, grant tax exemption on relevant incomes, or levy tax at an extremely low rate. This circular further requires any applicant who intends to be proved of being the "beneficial owner" to file relevant documents with the relevant tax authorities. We own majority stakes in our Chinese subsidiaries through our Hong Kong subsidiary. However, we cannot assure you that our determination regarding our qualification to enjoy the preferential tax treatment will not be challenged by the relevant Chinese tax authority, or we will be able to complete the necessary filings with the relevant Chinese tax authority and enjoy the preferential withholding tax rate of 5% under the Double Tax Avoidance Arrangement with respect to dividends to be paid by our Chinese subsidiaries to our Hong Kong subsidiary, in which case we would be subject to the higher withdrawing tax rate of 10% on dividends received.

Chinese Governmental Control of Currency Conversion

The Chinese government imposes control on the convertibility of its currency, the Renminbi, into foreign currencies and, in certain cases, the remittance of currency out of China. We receive a majority of our revenues in Renminbi, which currently is not a freely convertible currency. Restrictions that the Chinese government imposes on currency conversion may limit our ability to use revenues generated in Renminbi to fund our expenditures denominated in foreign currencies or our business activities outside China. Under China's existing foreign exchange regulations, Renminbi may be freely converted into foreign currency for payments relating to current account transactions, which include, among other things, dividend payments and payments for the import of goods and services, by complying with certain procedural requirements. To date, our Chinese subsidiaries have been able to pay a management fee in foreign currencies to Tenet without prior approval from China's State Administration of Foreign Exchange ("SAFE"), by complying with such procedural requirements. Our Chinese subsidiaries may also retain foreign currency in their respective bank accounts for use in payment of international current account transactions. We cannot assure you, however, that the Chinese government will not, at its discretion, take measures in the future to restrict access to foreign currencies for current account transactions. Conversion of Renminbi into or from foreign currencies such as the Canadian dollar for payments relating to capital account transactions, including investments and loans, generally requires the approval of SAFE and other relevant Chinese governmental authorities. Restrictions on the convertibility of the Renminbi for capital account transactions could affect the ability of our Chinese subsidiaries to make investments overseas or to obtain foreign currency through debt or equity financing, including by means of loans or capital contributions from us. If we fail to receive any such required approvals, our ability to use our revenues and to capitalize our Chinese operations may be impeded, which could adversely affect our liquidity and our ability to fund and expand our business.

Substantial Doubt re Ability of our Chinese Operating Subsidiaries to Continue as Going Concern

While we generated a profit for the first time in our history in the third quarter of 2021, substantial doubt remains as to our ability to continue as a going concern. Moreover, even if we achieve sustained profitability, Chinese government restrictions surrounding the transfer of funds outside of the country, as discussed above under "**Repatriation of Profits or Transfer of Funds from China to Canada**", could restrict our ability to have timely access to profits or cash flows generated by our subsidiaries to meet our financial obligations outside of China and could threaten our ability to continue as a going concern.

Unauthorized Use of the Chops of our Chinese Subsidiaries

In China, a company chop or seal serves as the legal representation of the company towards third parties even when unaccompanied by a signature. Each legally registered company in China is required to maintain a company chop, which must be registered with the local public security bureau. In addition to this mandatory company chop, companies may have several other chops which can be used for specific purposes. The chops of our Chinese subsidiaries are generally held securely by personnel designated or approved by us in accordance with our internal control procedures. To the extent those chops are not kept safe, are stolen or are used by unauthorized persons or for unauthorized purposes, the corporate governance of these entities could be severely and adversely compromised and those corporate entities may be bound to abide by the terms of any documents so chopped, even if they were chopped by an individual who lacked the requisite power and authority to do so. If any of our authorized personnel obtains, misuses or misappropriates our chops for any reason, we could experience disruptions in our operations. We may also have to take corporate or legal action, which could require significant time and resources to resolve while distracting management from our operations. Any of the foregoing could adversely affect our business and results of operations. Please see "Chops" below for more information.

Difficulties for Overseas Regulators Conducting Investigations or Collecting Evidence within China

Shareholder claims or regulatory investigations that are common in Canada or the United States generally are difficult to pursue as a matter of law or practicality in China. For example, in China, there are significant legal and other obstacles to providing information needed for regulatory investigations or litigations initiated outside China. Although the authorities in China may establish a regulatory cooperation mechanism with the securities regulatory authorities of another country or region to implement cross-border supervision and administration, such cooperation with the securities regulatory authorities in Canada or the United States may not be efficient in the absence of mutual and practical cooperation mechanism. Furthermore, according to Article 177 of the Chinese Securities Law, no overseas securities regulator is allowed to directly conduct investigation or evidence collection or other similar activities within the Chinese territory. No entity or individual may provide documents or information related to securities business activities to overseas entities without prior consent of the competent Chinese securities regulatory authority. While detailed interpretation of or implementation rules under Article 177 have yet to be promulgated, the inability for an overseas securities regulator to conduct investigation or evidence collection activities directly within China may further increase the difficulties shareholders face in protecting their interests.

Service of Legal Process

We are a Canadian company and conduct substantially most of our operations in China, and substantially most of our assets are located in China. Certain of our officers and directors reside in China. As a result, it may be difficult or impossible for you to effect service of process upon us or those persons inside mainland China. It may also be difficult or impossible for you to enforce in U.S. or Canadian court judgments obtained in U.S. or Canadian courts against us and our officers and directors. In addition, there is uncertainty as to whether the courts of China would recognize or enforce judgments of U.S. or Canadian courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States, Canada or any other state. If you are unable to bring a U.S. or Canadian claim or collect on a U.S. or Canadian judgment, you may have to rely on legal claims and remedies available in China or other overseas jurisdictions where we maintain assets. The claims and remedies available in these jurisdictions are often significantly different from those available in the United States and Canada and difficult to pursue. The recognition and enforcement of foreign judgments are provided for under the Chinese Civil Procedures Law. Chinese courts may recognize and enforce foreign judgments in accordance with the requirements of the Chinese Civil Procedures Law based either on treaties between China and the country where the judgment is made or on principles of reciprocity between jurisdictions. China does not have any treaties or other forms of written arrangement with the United States that provide for the reciprocal recognition and enforcement of foreign judgments. In addition, according to the Chinese Civil Procedures Law, the Chinese courts will not enforce a foreign judgment against us or our directors and officers if they decide that the judgment violates the basic principles of Chinese laws or national sovereignty, security, or public interest. As a result, it is uncertain whether and on what basis a Chinese court would enforce a judgment rendered by a court in the United States or Canada.

COVID-19

Since the outbreak of the COVID-19 global pandemic, many businesses around the world have seen their operations negatively impacted by the health and safety measures, including limitations on the movement of goods and individuals, put into place by local governments to help control the spread of the outbreak. Although those measures have been relaxed in recent months in most of the world, there still remains a great deal of uncertainty as to the extent and duration of the future impact of COVID-19 on global commerce and the Company's business. Moreover, China, in particular, has taken strong measures from time to time to try to curb the spread of the virus and protect its citizens and, in doing so, there has been an impact on the economic activities of many of its regions. Given that the Company has significant operations in China, any such measures may have an adverse impact on the Company's revenues and cash resources, ability to expand its business, access to suppliers, partners, and customers, and ability to carry on its day-to-day operations without interruption.

Risks relating to auditor oversight

The Company operates in a foreign jurisdiction (China) where the laws governing corporations differ from the laws of Canada. Even though the Company is audited annually by independent auditors, the Canadian Public Accountability Board's (CPAB), inspection activity of reporting issuers with foreign operations is often limited to engagement files accessible only in Canada as it currently has no legal means to compel access to work completed by component auditors that are located in China. Without access to component auditor working papers in foreign jurisdictions, CPAB is restricted in fulfilling its mandate. CPAB inspects selected high-risk sections of public accounting firm audit engagement files and evaluates the quality management systems of those firms. Investors should be concerned when foreign laws and regulations impede or reduce the level of auditor oversight that they have come to expect in Canada. Certain countries, including China, continue to prevent CPAB from inspecting the audit work of Canadian public companies conducted in their jurisdictions. CPAB has Memorandums of Understanding (MOUs) with audit regulators in nine countries, however, even with the MOU agreements currently in place, CPAB has no legal authority to compel cooperation from foreign audit regulators or component auditors.

CORPORATE LAW AND GOVERNANCE IN CHINA

Legal Representatives

The laws of the People's Republic of China ("PRC" or "China") require that each of the Company's Chinese subsidiaries have a legal representative to whom certain roles, powers and responsibilities are ascribed. The legal representative's functions and powers are prescribed by state laws, regulations and the articles of association of the pertinent entity. The legal representative is the person authorized to represent the company in all legal matters between the government and the company and to sign legally binding contracts on behalf of the company. Unlike Canadian law, which limits liability for individuals involved in corporations and limited liability or registered business entities, Chinese law makes no liability distinction between the legal representative and the company. The legal representative is responsible for any offense, whether corporate, criminal, civil or other, committed by the company and must bear any fine, punishment or consequences resulting from the offence. The legal representative may be held personally accountable for actions carried out by the applicable Chinese company. The legal representative is exposed to personal risks for acts and omissions, either individually or by the company and its employees. Such risks include civil, administrative, or criminal liability. The following persons are the legal representatives of the Company's Chinese subsidiaries:

No.	Subsidiary Name	Legal Representative
1.	Asia Synergy Holdings Ltd.	Liang Qiu
2.	Asia Synergy Technologies Ltd.	Bin Xu
3.	Asia Synergy Supply-chain Technologies Ltd	Bin Xu
4.	Zhejiang Xinjiupin Oil & Gas Management Co., Ltd	Bin Xu
5.	Asia Synergy Data Solutions Ltd.	Liang Qiu
6.	Asia Synergy Credit Solutions Ltd.	Jian'gang Qiu

7.	Asia Synergy Supply Chain Ltd.	Bin Xu
8.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Zhangxuan Wu
9.	Wuxi Aorong Ltd.	Liang Qiu
10.	Asia Synergy Financial Capital Ltd	Kelong Chen
11.	Huike Internet Technology Co., Ltd.	Zhangxuan Wu
12.	Wechain Technology Service Co., Ltd.	Xiaojun Hu
13.	Kailifeng New Energy Technology Co., Ltd.	Liang Qiu
14.	Shanghai Xinhuizhi Supply Chain Management Ltd.	Bin Xu
15.	Jiangsu Supairui IOT Technology Co., Ltd.	Yifei Zhang
16.	Tianjin Wodatong Technology Co., Ltd.	Zheyuan Zhang
17.	Wuxi Suyetong Supply Chain Management Co. Ltd.	Yifei Zhang
18.	Jiangsu Steel Chain Technology Co., Ltd.	Bin Xu

The articles of the subsidiaries do not provide for any variation to the role, powers and responsibilities of the legal representative, other than those as typically provided under Chinese law. The legal representative represents the company and is responsible for performing duties and powers on behalf of the company in accordance with applicable Chinese laws and the company's articles of association ("AoA"). Most company registration or change filing-related formalities require the wet signature of the legal representative, however the legal representative also is typically provided a personal seal which serves as a formal signature for some other authorities or bank formalities. The legal representative's name is recorded on the company's business license, which is publicized online.

There are certain procedures to be followed to legally remove a legal representative, directors and officers of an entity under Chinese law. If the chairman of the board or executive director of the company concurrently serve as the legal representative according to the company's AoA, the shareholders of the company are entitled to re-appoint a new chairman of the board or executive director to replace the prior legal representative by shareholder resolution. If the general manager concurrently serves as the legal representative according to a company's AoA, the board or executive director is entitled to re-appoint a new general manager to replace the prior legal representative by resolution. Upon appointment, the newly appointed person will automatically serve as the legal representative pursuant to the AoA. In addition, the company shall prepare application documents related to the change of legal representative and submit them to the local company registration authority where the company is domiciled. Local company registration authorities will then issue a new business license, which contains the name of new the legal representative.

Supervisors

According to Chinese laws, a limited liability entity shall have a board of supervisors, which shall comprise not less than three members, or one to two supervisors instead of establishing a board of supervisors, if it has relatively fewer shareholders or a relatively smaller scale. Each of the above-mentioned entities has one supervisor.

Minute Books, Corporate Seal and Corporate Records

The locations of the minute books, corporate seal and corporate records of each entity are as follows:

No.	Entity	Minute Books	Corporate Seals	Corporate Records
1.	Asia Synergy Holdings Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
2.	Asia Synergy Technologies Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
3.	Asia Synergy Supply- chain Technologies Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
4.	Zhejiang Xinjiupin-Oil & Gas Management Co.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
5.	Asia Synergy Data Solutions Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
6.	Asia Synergy Credit Solutions Ltd.	Asia Synergy Credit Solutions Ltd.	Asia Synergy Credit Solutions Ltd.	Asia Synergy Credit Solutions Ltd.
7.	Asia Synergy Supply Chain Ltd.	Asia Synergy Supply Chain Ltd.	Asia Synergy Supply Chain Ltd.	Asia Synergy Supply Chain Ltd.
8.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Beijing Xinxiangtaike Technology Service Co., Ltd.
9.	Wuxi Aorong Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)
10.	Asia Synergy Financial Capital Ltd.	Asia Synergy Financial Capital Ltd.	Asia Synergy Financial Capital Ltd.	Asia Synergy Financial Capital Ltd.
11.	Huike Internet Technology Co., Ltd.	Huike Internet Technology Co., Ltd.	Huike Internet Technology Co., Ltd.	Huike Internet Technology Co., Ltd.
12.	Wechain Technology Service Co., Ltd.	Wechain Technology Service Co., Ltd.	Wechain Technology Service Co., Ltd.	Wechain Technology Service Co., Ltd.
13.	Kailifeng New Energy Technology Co., Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.)

No.	Entity	Minute Books	Corporate Seals	Corporate Records
14.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.
15.	Jiangsu Supairui IOT Technology Co., Ltd.	Jiangsu Supairui IOT Technology Co., Ltd.	Jiangsu Supairui IOT Technology Co., Ltd.	Jiangsu Supairui IOT Technology Co., Ltd.
16.	Tianjin Wodatong Technology Co., Ltd.	Tianjin Wodatong Technology Co., Ltd.	Tianjin Wodatong Technology Co., Ltd.	Tianjin Wodatong Technology Co., Ltd.
17.	Wuxi Suyetong Supply Chain Management Co., Ltd.	Wuxi Suyetong Supply Chain Management Co., Ltd.	Wuxi Suyetong Supply Chain Management Co., Ltd.	Wuxi Suyetong Supply Chain Management Co., Ltd.
18.	Jiangsu Steel Chain Technology Co., Ltd.	Jiangsu Steel Chain Technology Co., Ltd.	Jiangsu Steel Chain Technology Co., Ltd.	Jiangsu Steel Chain Technology Co., Ltd.

Chops

Under current PRC laws and also as a PRC traditional practice, chops are used very frequently and in a large scale, both in daily life and in official occasions. Chops serve as the symbol of the authenticity and credibility of a person or a company in many ways, especially in business operations. In general, as to a company established and existing under PRC laws, certain chops are required in its business operation, although the signature of the legal representative or the authorized representative of a company will also be acceptable in many cases. Stamping a seal by chops on a document will be deemed as a promise to perform the rights or obligations provided in the document, which means from the legal perspective that a company shall be responsible for its behaviors or promises as its chops are stamped on the document.

Each of the above entities holds a Company Chop, Finance Chop, Invoice Chop, Legal Representative Chop and Contract Chop, except that Asia Synergy Credit Solutions Ltd. and Tianjin Wodatong Technology Co., Ltd. have no Contract Chop. The specified purposes of the types of chops are detailed below:

1. **Company Chop**. The Company Chop is used by an authorized person at the company and is required for the daily operations of the entity. It is required when any important document is signed and is also used to provide legal authority when opening a bank account. All letters, official documents, contracts, and introduction letters issued in the name of the company, certificates, or other company materials can use the official chop, which will legally bind the company. Under Chinese laws, the use of the Company Chop alone or the signature of the parties to the contract alone is sufficient to bind a Chinese entity.

2. **Financial Chop**. The Financial Chop is used for opening a bank account, issuing checks, authenticating financial documents, such as tax filings and compliance documents, and for most bank-related transactions by the financial controller / officer of the company.

3. **Invoice Chop**. The Invoice Chop is used by the company to issue invoices to its customers in China.

4. **Legal Representative Chop**. The Legal Representative Chop is evidence of the Legal Representative's signature and may be used in place of a signature, or alongside the Legal Representative's actual signature.

5. **Contract Chop**. The Contract Chop is used by the company to sign contracts with its employees or execute agreements between salespeople and clients. It grants less authority than the Company Chop.

As of the date of this MD&A, all the corporate chops were kept by the Issuer's Chinese subsidiaries themselves. All the chops were physically safeguarded and kept in a strongbox or by a designated person. However, also as of the date of this MD&A, the Company was in the process of transferring the safeguard of all the corporate chops to a third-party custodian to comply with Canadian securities regulations for companies with significant operations in emerging markets. Pursuant to the custodian arrangement, the custodian would maintain the chops at its offices and each use of the chops would be granted and supervised by a dedicated representative of the custodian.

The corporate chops of each of the Issuer's China entities were under the control of each person listed opposite each such entity's name as of the date of this MD&A:

No.	Entity	Company Chop	Finance Chop	Invoice Chop	Legal Representative Chop	Contract Chop
1.	Asia Synergy Holdings Ltd.	HR Manager (Huan XIONG)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)
2.	Asia Synergy Technologies Ltd.	HR Manager (Huan XIONG)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)
3.	Asia Synergy Supply-chain Technologies Ltd.	HR Manager (Huan XIONG)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)
4.	Zhejiang Xinjiupin-Oil & Gas Management Co.	HR Manager (Huan XIONG)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)	Accountant (Zhengting QI)
5.	Asia Synergy Data Solutions Ltd.	HR Manager (Huan XIONG)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)
6.	Asia Synergy Credit Solutions Ltd.	Director of Finance (Yushu WEI)	Finance Manager (Wenjing YU)	Finance Manager (Wenjing YU)	Finance Manager (Wenjing YU)	N/A
7.	Asia Synergy Supply Chain Ltd.	Chop Manager (Yu ZHONG)	Chop Manager (Yu ZHONG)	Chop Manager (Yu ZHONG)	Chop Manager (Yu ZHONG)	Chop Manager (Yu ZHONG)

No.	Entity	Company Chop	Finance Chop	Invoice Chop	Legal Representative Chop	Contract Chop
8.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)
9.	Wuxi Aorong Ltd.	HR Manager (Huan XIONG)	Accountant (Minyue QIU)	Accountant (Minyue QIU)	Accountant (Minyue QIU)	Accountant (Minyue QIU)
10.	Asia Synergy Financial Capital Ltd.	HR Manager (Ruiyun WU)	HR Manager (Ruiyun WU)	HR Manager (Ruiyun WU)	HR Manager (Ruiyun WU)	HR Manager (Ruiyun WU)
11.	Huike Internet Technology Co., Ltd.	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)	Legal Representative (Zhangxuan Wu)
12.	Wechain Technology Service Co., Ltd.	General Manager (Changshu HU)	Cashier (Duan YANG)	Cashier (Duan YANG)	Cashier (Duan YANG)	Cashier (Duan YANG)
13.	Kailifeng New Energy Technology Co., Ltd.	HR Manager (Huan XIONG)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)	Finance Assistant (Minyue QIU)
14.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.	Head of Legal (Jie WANG)	Head of Legal (Jie WANG)	Head of Legal (Jie WANG)	Head of Legal (Jie WANG)	Head of Legal (Jie WANG)
15.	Jiangsu Supairui IOT Technology Co., Ltd.	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)
16.	Tianjin Wodatong Technology Co., Ltd.	Administrative Specialist (Li ZHAO)	Cashier (Jingjing WANG)	Cashier (Jingjing WANG)	Administrative Specialist (Li ZHAO)	N/A
17.	Wuxi Suyetong Supply Chain Management Co., Ltd.	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)	Legal Representative (Yifei Zhang)
18.	Jiangsu Steel Chain Technology Co., Ltd.	Accountant (Min DENG)	Accountant (Min DENG)	Accountant (Min DENG)	Accountant (Min DENG)	Accountant (Min DENG)

Each of the Issuer's China entities maintains logs to evidence use of each chop. The locations of such logs were as follows as of the date of this MD&A:

No.	Entity	Locations of Logs of Use of Chops
1.	Asia Synergy Holdings Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
2.	Asia Synergy Technologies Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
3.	Asia Synergy Supply-chain Technologies Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
4.	Zhejiang Xinjiupin-Oil & Gas Management Co.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
5.	Asia Synergy Data Solutions Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
6.	Asia Synergy Credit Solutions Ltd.	Asia Synergy Credit Solutions Ltd. Address: Suite 1-1901-1-1902, 8th financial street, Economic Development District, Wuxi, China
7.	Asia Synergy Supply Chain Ltd.	Asia Synergy Supply Chain Ltd. Address: Oriental Plaza, 777 Changjiang Road, Building 19, Suite 1106, Jiangyin City, Wuxi, China
8.	Beijing Xinxiangtaike Technology Service Co., Ltd.	Beijing Xinxiangtaike Technology Service Co., Ltd. Address: Suite 2144, 2nd Floor, Building No.3, Block No. 18, Keyuan Road, Beijing Economic- Technological Development Area, Daxing District, Beijing, China

No.	Entity	Locations of Logs of Use of Chops
9.	Wuxi Aorong Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
10.	Asia Synergy Financial Capital Ltd.	Asia Synergy Financial Capital Ltd. Address: Suite 6-2708,Hengda Fortune Center B Building,Economic Development District, Wuxi, China
11.	Huike Internet Technology Co., Ltd.	Huike Internet Technology Co., Ltd. Address: Suite 2144, 2nd Floor, Building No.3, Block No. 18, Keyuan Road, Beijing Economic- Technological Development Area, Daxing District, Beijing, China
12.	Wechain Technology Service Co., Ltd.	Wechain Technology Service Co., Ltd. Address: No.1, Building No.4, No.5, Dayusuo Road, Pukou District, Nanjing, China
13.	Kailifeng New Energy Technology Co., Ltd.	Share Service Center of Finance (Asia Synergy Supply-chain Technologies Ltd.) Address: Suite 1-1904-1-1910, 8th financial street, Economic Development District, Wuxi, China
14.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd.	Shanghai Xinhuizhi Supply Chain Management Co., Ltd. Address: Suite 901-1994, Building No. 4, No. 2377, Shenkun Road, Minhang District, Shanghai, China
15.	Jiangsu Supairui IOT Technology Co., Ltd.	Jiangsu Supairui IOT Technology Co., Ltd. Address: Suite 1310, Building No. 1, Mingdu Mansion, Huishan District, Wuxi, China
16.	Tianjin Wodatong Technology Co., Ltd.	Tianjin Wodatong Technology Co., Ltd. Address: Suite 1-1603, Building No. 1, Renju Jinyuan, Xiqing District, Tianjin, China
17.	Wuxi Suyetong Supply Chain Management Co., Ltd.	Wuxi Suyetong Supply Chain Management Co., Ltd. Address: Suite 5-1-006, Building No. 5, Chuanhua Highway Port, No. 32, Zhenshi Road, Huishan district, Wuxi, China
18.	Jiangsu Steel Chain Technology Co., Ltd.	Jiangsu Steel Chain Technology Co., Ltd. Address: Suite 1800-04, Jiangsu Gaochun Development Zone Dongba Information New Material Industrial Park, Gaochun District, Nanjing, China

FURTHER INFORMATION

Additional information about the Company can be found at www.sedarplus.com

November 28th, 2023

(s) Jean Landreville	***(s) Johnson Joseph***
Jean Landreville, Chief Financial Officer	Johnson Joseph, President & CEO