MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE 3 AND 9 MONTHS ENDED SEPTEMBER 30, 2021

*This management's discussion and analysis of financial condition and results of operations ("**MD&A**") dated December 3, 2021 for the three and nine months ended September 30, 2021 and 2020 of Givex Corporation ("**Givex**", the "**Company**" or "**us**") should be read in conjunction with the Company's unaudited interim consolidated financial statements for the three and nine months ended September 30, 2021 posted on SEDAR and the Company's audited annual consolidated financial statements for Fiscal 2020, Fiscal 2019, and Fiscal 2018, along with the related notes thereto, included in the Filing Statement posted on SEDAR (the "**Filing Statement**"). The financial information presented in this MD&A is derived from the Company's unaudited interim consolidated financial statements for the three and nine months ended September 30, 2021 and 2020 which has been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").*

This MD&A contains forward-looking information. Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the risk factors described under the "Risk Factors" section in the Filing Statement. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. See "Cautionary Note Regarding Forward-Looking Information" in the Filing Statement.

All capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Filing Statement.

Overview

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

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

Givex develops, sells, installs, and supports five key technology solutions for merchants of all sizes, including single store locations and Fortune 500 companies with thousands of locations: (i) Customer Engagement Solutions; (ii) Enterprise POS; (iii) Payment Processing Solutions; (iv) Integrations Solutions; and (v) Analytics. A Givex client can use one or all of these services, as all five solutions products are designed and built to work together on one single platform.

Givex's core growth strategy focuses on:

- *Continued Investment in Cloud Platform*

Over the last 20 years, Givex has continually invested in its core cloud-based technology and will continue to do so.

- *Sell All Product Offerings to Clients*

Givex started as a Gift Card processor, and as such most Givex merchant clients today are Gift Card clients, who then added Loyalty and then GivexPOS to their product subscriptions. More recently, Givex has sold GivexPOS to merchant clients that have added Gift Cards then Loyalty Programs. Givex aims to make sure all of these product offerings provide clients the opportunity to use at least one additional Givex service.

- *Client Development and Retention*

Givex has an effective sales management tool that allows it to both track and follow up with new prospects as well as existing merchant clients. As such, Givex can continually monitor its performance. Givex has a very low turnover rate of established merchant clients. Many of Givex's existing merchant clients have been with Givex for over 10 years and some longer than 15 years.

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

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

In the years 2018, 2019 and 2021 Givex completed strategic acquisitions of the following entities: ValuAccess, OBS, EIS, Pi Cash, and also completed the GIFTPASS Assets Purchase.

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

- *Strengthen Marketing and Sales with Aim to Improve Direct Sales in Givex Markets and Acquire Resellers*

Givex has attended several trade shows and invested in some advertising. Givex aims to hire more direct sales team members in 2022 and will also be looking to acquire resellers of legacy-based systems in all Givex markets, which should also assist Givex with building sales resources for more direct-to-market sales activity.

- *Invest in Team and Support Tools*

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

COVID-19

There continues to be uncertainty regarding the duration and magnitude of the COVID-19 pandemic and the ability to control resurgences worldwide, making it difficult to assess the future impact on our customer base, the end markets we serve and the resulting effect on our business and operations, both in the short term and in the long term.

Despite the ongoing risks and uncertainties, however, we continue to believe the impact of the COVID-19 pandemic on the retail and restaurant industries has accelerated the need for our solutions as our target market look to augment traditional in-person selling models with online and digital strategies. A large portion of our customer market is currently served by legacy on-premise systems that are expensive, complicated, and poorly equipped to help this market adapt to this immediate need. The Company believes this represents a significant opportunity for us to grow our customer base for all our products as the retail and restaurant worlds shift to more cloud-based solutions.

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

The results of these measures include revenue growth of $4.3 million from $35.7 million for the 9 months ended September 30, 2020, to $40.0 million for the 9 months ending September 30, 2021. This was achieved despite the COVID-19 impact on the global retail and restaurant industries, further demonstrating, we believe, the demand for our solutions.

We continue to monitor the impact of COVID-19 on our business, financial condition, and operations. Please refer to the section in the Filing Statement entitled "Summary of Factors Affecting Our Performance".

Key Performance Indicators

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

Customer Locations. "**Customer Location**" means a billing customer location for which the term of services has not ended, or with which we are negotiating a renewal contract, and for which the location performed at least one transaction during the period. A single unique customer can have multiple Customer Locations including physical and eCommerce sites. We believe that our ability to increase the number of Customer Locations served by our platforms is an indicator of our success in terms of market penetration and growth of our business.

As at September 30, 2021 and September 30, 2020, we had global customer locations of approximately 96,000 and 92,000 respectively. During the COVID-19 pandemic, certain customers may have decided to or been forced to close for a certain time period. If they did not perform at least one transaction during this period, we would not include them in the customer location count despite the fact they may still be customers.

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

For the 9-month period ending September 30, 2021 and September 30, 2020, total GTV processed was approximately $3.6 billion and $3.1 billion respectively, representing year over year growth of 16%. For the 3 month period ending September 30, 2021 and September 30, 2020, total GTV processed was approximately $1.1 billion and $.9 billion respectively, representing year over year growth of 21%. During the COVID-19 pandemic, certain customers may have decided to or been forced to close for a certain time period, eliminating any transactions for these customers despite the fact they may still be customers.

Non-IFRS Measures and Reconciliation of Non-IFRS Measures

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

Adjusted EBITDA

Adjusted EBITDA is defined as net loss excluding interest, taxes, depreciation and amortization, or EBITDA, as adjusted for stock-based compensation and related expenses, compensation expenses relating to acquisitions completed, foreign exchange gains and losses and transaction-related expenses. The following table reconciles net loss to Adjusted EBITDA for the periods indicated:

	Three months ended September 30		Nine months ended September 30	
	2021	**2020**	**2021**	**2020**
(in thousands of C$)	**$**	**$**	**$**	**$**
Net income and comprehensive income	**622**	**620**	**1,042**	**1,510**
Depreciation of Property and Equipment	225	301	822	711
Depreciation of Right of Use Assets	602	524	1,610	1,578
Amortization of Intangible Assets	400	754	988	2,262
Foreign Exchange Loss (Gain)	189	(709)	470	(577)
Net Interest Expense	139	179	396	470
Income tax provision (recovery)	488	46	521	138
Adjusted EBITDA	**2,665**	**1,715**	**5,849**	**6,092**

Summary of Factors Affecting Our Performance

We believe that the growth and future success of our business depends on many factors. While each of these factors presents significant opportunities for our business, they also pose challenges. These factors are described in the "Risk Factors" section of the Filing Statement.

Key Components of Results of Operations

Revenues

Software and Payments Revenue

The Company's main sources of revenue are recurring service fees from its technology solutions. "Software and Payment Revenues", which consist of subscription and transactional revenue from our customer engagement, POS, payments, integrations, and analytics solutions, are recognized as services provided. Our solutions include maintenance and support. Revenue from card production and fulfillment is recognized when the terms of sales have been agreed upon, cards are delivered to the customer and collection is reasonably assured. Contract liability represents amounts collected from customers in advance of the recognition criteria being met.

Hardware and Other Revenues

These are generally one-time revenues associated with the sale of hardware with which our solutions integrate and the sale of professional services in support of the installation and implementation of our solutions. Revenue from hardware sales is recognized when the terms of sales have been agreed upon, equipment is delivered to the customer, and collection is reasonably assured. Project development revenue is recognized using the percentage of completion method based on milestones achieved.

Direct Cost of Revenues

Direct Cost of Software and Payments Revenue

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

Cost of Hardware and Other Revenue

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

Operating Expenses

General and Administrative

General and administrative expenses consist of all Givex employee and contractor expenses, professional fees, costs associated with our internal networks and datacenters, and general corporate expenses.

Sales and Marketing

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

Results of Operations

The following table outlines our consolidated statements of income (loss) for the three and six months ended September 30, 2021 and2020:

(in thousands of C$)	Three months ended September 30		Nine months ended September 30	
	2021	2020	2021	2020
	$	$	$	$
Revenue				
Software and Payments	13,404	10,436	37,304	34,239
Hardware and Other	1,165	511	2,676	1,416
Total	14,569	10,947	39,980	35,655
Direct Cost of Revenue				
Software and Payments	3,869	3,032	11,321	10,086
Hardware and Other	402	351	1,051	1,110
Total	4,271	3,383	12,372	11,196
Gross Profit	10,298	7,564	27,608	24,459
Operating Expenses				
General and Administrative	7,416	5,673	21,065	17,425
Sales and Marketing	217	176	694	942
Depreciation of Property and Equipment	225	301	822	711
Depreciation of Right of Use Assets	602	524	1,610	1,578
Amortization of Intangible Assets	400	754	988	2,262
Foreign Exchange Loss (Gain)	189	(709)	470	(577)
Total Operating Expenses	9,049	6,719	25,649	22,341
Operating Profit	1,249	845	1,959	2,118
Net Interest Expense	139	179	396	470
Income (Loss) before Income Tax	1,110	666	1,563	1,648
Income tax provision (recovery)	488	46	521	138
Net income and comprehensive income	622	620	1,042	1,510
Net income per share				
Basic and diluted attributable to parent	0.14	0.14	0.23	0.33

Results of Operations for the Three and Nine Months Ended September 30, 2021, and 2020

Revenues

(in thousands of C$, except percentages)	3 months ended September 30,				9 months ended September 30,			
	2021	2020	Change	Change	2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Revenue								
Software and Payments Revenue	13,404	10,436	2,968	28.4%	37,304	34,239	3,065	9.0%
Hardware and Other Revenue	1,165	511	654	128.0%	2,676	1,416	1,260	89.0%
Total Revenues	14,569	10,947	3,622	33.1%	39,980	35,655	4,325	12.1%
% of Total Revenues								
Software and Payments Revenue	92.0%	95.3%			93.3%	96.0%		
Hardware and Other Revenue	8.0%	4.7%			6.7%	4.0%		
Total Revenues	100.0%	100.0%			100.0%	100.0%		

Software and Payments Revenue

For the 3 months ending September 30, 2021, Software and Payments Revenue increased $3.0 million or 28% over the 3 months ending September 30, 2020. This increase was primarily due to growth in our customer base compared to Q3 2020, which was during the second quarter of the COVID-19 pandemic. GTV processed through our system was $1.1 billion in Q3 2021 compared to $.9 billion in Q3 2020.

For the 9 months ending September 30, 2021, Software and Payments Revenue increased $3.1 million or 9% over the 9 months ending September 30, 2020. The increase was primarily due to the growth in our customer base compared to the prior year, which included the first two quarters of the COVID-19 pandemic. GTV processed through our system was $3.6 billion for the 9 months ending September 30, 2021 compared to $3.1 billion for the 9 months ending September 30, 2020.

Hardware and Other Revenue

For the 3 months ending September 30, 2021, Hardware and Other Revenue increased $0.7 million or 128% over the 3 months ending September 30, 2020. This increase is primarily due to an increase in equipment sales as we expand our customer base compared to Q3 2020, which was during the second quarter of the COVID-19 pandemic.

For the 9 months ending September 30, 2021, Hardware and Other Revenue increased $1.3 million or 89% over the 9 months ending September 30, 2020. This increase is primarily due to an increase in equipment sales as we expand our customer base compared to the prior year, which included the first two quarters of the COVID-19 pandemic.

Direct Cost of Revenues

	3 months ended September 30,				9 months ended September 30,			
(in thousands of C$, except percentages)	**2021**	**2020**	**Change**	**Change**	**2021**	**2020**	**Change**	**Change**
	$	**$**	**$**	**%**	**$**	**$**	**$**	**%**
Direct Cost of Revenues								
Software and Payments Revenue	3,869	3,032	837	27.6%	11,321	10,086	1,235	12.2%
Hardware and Other Revenue	402	351	51	14.5%	1,051	1,110	(59)	-5.3%
Total Revenues	4,271	3,383	888	26.2%	12,372	11,196	1,176	10.5%
% of Total Revenues								
Software and Payments Revenue	26.6%	27.7%			28.3%	28.3%		
Hardware and Other Revenue	2.8%	3.2%			2.6%	3.1%		
% of Total Revenues	29.3%	30.9%			30.9%	31.4%		

Direct Costs of Software and Payments Revenue

For the 3 months ending September 30, 2021, Direct Costs of Software and Payments Revenue increased $0.8 million or 28% over the 3 months ending September 30, 2020. This increase was due to the increase in revenue between these two periods.

For the 9 months ending September 30, 2021, Direct Costs of Software and Payments Revenue increased $1.2 million or 12% over the 9 months ending September 30, 2020. This increase was due to the increase in revenue between the two periods.

Direct Costs of Hardware and Other Revenue

For the 3 months ending September 30, 2021, Direct Costs of Hardware and Other Revenue increased $0.05 million or 15% over the 3 months ending September 30, 2020. This increase was due to the increase in revenue between the two periods.

For the 9 months ending September 30, 2021, Direct Costs of Hardware and Other Revenue decreased $0.06 million or 5% over the 9 months ending September 30, 2020. This marginal net decrease was due to the increase in revenues between the two periods, offset by differences in product mix and types sold in the "Hardware and Other Revenue" category between the two periods as products have different margins.

Gross Profit

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Gross Profit	10,298	7,564	2,734	36.1%	27,608	24,459	3,149	12.9%
% of Total Revenues	70.7%	69.1%			69.1%	68.6%		

For 3 months ending September 30, 2021, Gross Profit increased by $2.7 million or 36% compared to the 3 months ending September 30, 2020. This increase is due to the increase in revenues, and consistent with the % increase in total revenues and the gross profit margin as a % of total revenues.

For the 9 months ending September 30, 2021, Gross Profit increased by $3.2 million or 13% compared to the 9 months ending September 30, 2020. This increase is due to the increase in revenues, and consistent with the % increase in total revenues and the gross profit margin as a % of total revenues.

Operating Expenses

General and Administrative

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
General and Administrative	7,416	5,673	1,743	30.7%	21,065	17,425	3,640	20.9%
% of Total Revenues	50.9%	51.8%			52.7%	48.9%		

For the 3 months ending September 30, 2021, General and Administrative Expenses increased $ 1.7 million or 31% compared to the 3 months ending September 30, 2020. Of the total increase, $0.9 million relates to the difference in the years between receipts received from the Canadian Government's COVID-19 wage subsidy program in respect of remuneration for eligible employees. $1.2 million was received in the first nine months of 2020 compared to $0.3 million received for the first nine months of 2021. In addition, 2021 includes G&A expenses for Pi Cash, which was acquired in early January 2021, as well as additional professional fees and costs related to the RTO transaction as documented in the Filing Statement.

For the 9 months ending September 30, 2021, General and Administrative Expenses increased $3.6M or 21% compared to the 9 months ending September 30, 2020. Of the total increase, $2.2 million relates to the difference in the years between receipts received from the Canadian Government's COVID-19 wage subsidy program in respect of remuneration for eligible employees. $3.0 million was received in the first nine months of 2020 compared to $0.8 million received for the first nine months of 2021. In addition, 2021 includes G&A expenses in the amount of $0.5 million for Pi Cash, which was acquired in early January 2021. 2021 also includes additional professional fees and costs related to the RTO transaction as documented in the Filing Statement.

Sales and Marketing

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Sales and Marketing	217	176	41	23.3%	694	942	(248)	-26.3%
% of Total Revenues	1.5%	1.6%			1.7%	2.6%		

For the 3 months ending September 30, 2021, Sales and Marketing Expenses increased $0.04 million from the 3 months ending June 30, 2020. This marginal increase primarily relates to additional referral commissions and the addition of sales and marketing costs of Pi Cash, which was acquired in fiscal 2021.

For the 9 months ending September 30, 2021, Sales and Marketing Expenses decreased $0.25 million or 26% from the 9 months ending September 30, 2020. This decrease primarily relates to the COVID-19 pandemic as Q1 2020 and some of Q2 2020 includes normalized spending before the pandemic while the rest of Q2 2020, Q3 2020, and the nine months ending September 30, 2021 reflect the continued reduced travel and marketing spending during the pandemic.

Depreciation

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Depreciation of Property and Equipment	225	301	(76)	-25.2%	822	711	111	15.6%
Depreciation of Right of Use Assets	602	524	78	14.9%	1,610	1,578	32	2.0%
	827	825	2	0.2%	2,432	2,289	143	6.2%
% of Total Revenues	5.7%	7.5%			6.1%	6.4%		

For the 3 months ending September 30, 2021, Depreciation of Property and Equipment decreased 25% compared to the 3 months ending September 30, 2020. This change is primarily due to timing differences related to net additions during this period compared to prior period.

For the 9 months ending September 30, 2021, Depreciation of Property and Equipment increased $0.1 million or 16% compared to the 9 months ending September 30, 2020. This change is primarily due to timing differences related to additions during this period compared to prior period.

For the 3 months ending September 30, 2021, Depreciation of Right of Use Assets increased 15% compared to the 3 months ending September 30, 2020. The depreciation of right-of-use assets represents the depreciation of leases that were capitalized as a result of the adoption of IFRS 16.

For the 9 months ending September 30, 2021, Depreciation of Right of Use Assets increased 2% compared to the 9 months ending September 30, 2020. The depreciation of right-of-use assets represents the depreciation of leases that were capitalized as a result of the adoption of IFRS 16.

Amortization

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Amortization of Intangible Assets	400	754	(354)	-46.9%	988	2,262	(1,274)	-56.3%
% of Total Revenues	2.7%	6.9%			2.5%	6.3%		

For the 3 months ending September 30, 2021, Amortization of Intangible Assets decreased $0.4 million or 47% compared to the 3 months ending September 30, 2020. This decrease was due to assets that were fully amortized during fiscal 2020.

For the 9 months ending September 30, 2021, Amortization of Intangible Assets decreased by $1.3 million compared to the 9 months ending September 30, 2020. This decrease was due to assets that were fully amortized during fiscal 2020.

Foreign Exchange Loss (Gain)

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Foreign Exchange Loss (Gain)	189	(709)	898	-126.7%	470	(577)	1,047	-181.5%
% of Total Revenues	1.3%	-6.5%			1.2%	-1.6%		

For the 3 months ending September 30, 2021, Foreign Exchange Loss increased $0.9 million or 127% % compared to the 3 months ending September 30, 2020. Items included in our results are measured in our functional currency, which is the Canadian dollar, and foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions or when items are re-measured at the end of the fiscal period, with resulting gains and losses subsequently being recognized.

For the 9 months ending September 30, 2021, Foreign Exchange Loss increased by $1.0 million or 181% compared to the 9 months ending September 30, 2020. This was due to the overall strengthening of foreign currencies in terms of the Canadian dollar.

Net Interest Expense

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Net Interest Expense	139	179	(40)	-22.3%	396	470	(74)	-15.7%
% of Total Revenues	1.0%	1.6%			1.0%	1.3%		

For the 3 months ending September 30, 2021, Net Finance Costs decreased $0.04 million or 22% compared to the 3 months ending September 30, 2020. Net Finance Costs include interest on bank loan facilities, promissory notes, and interest on lease liabilities. These finance costs are offset by interest income earned in the period to arrive at Net Interest Expense. The decrease is primarily due to a reduction in interest on lease liabilities given the repayment of lease liabilities.

For the 9 months ending September 30, 2021, Net Finance Costs decreased $0.07 million or 16% compared to 9 months ending September 30, 2020. The decrease is primarily due to a reduction in interest on lease liabilities given the repayment of lease liabilities.

Income Tax Provision (Recovery)

(in thousands of C$, except percentages)	3 months ended September 30, 2021	2020	Change	Change	9 months ended September 30, 2021	2020	Change	Change
	$	$	$	%	$	$	$	%
Income Tax Provision (Recovery)								
Current	276	67	209	311.9%	749	201	548	272.6%
Deferred	212	(21)	233	-1109.5%	(228)	(63)	(165)	261.9%
Income Tax Provision (Recovery)	488	46	442	960.9%	521	138	383	277.5%
% of Total Revenues	3.3%	0.4%			1.3%	0.4%		

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

Key Balance Sheet Information

(in thousands of C$)	September 30 2021	December 31 2020
Cash and Cash Equivalents	$17,048	$15,065
Total Assets	$47,777	$47,078
Total Long Term Liabilities	$5,553	$7,645

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

Total Assets

September 30, 2021 Compared to December 31, 2020

Total Assets increased $1.1 million from $47.1 million as at December 31, 2020 to $47.8 million as at September 30, 2021. This increase is caused primarily through a combination of cash and cash equivalents increasing by $2.0 million and goodwill increasing by $.8 million from the Pi Cash acquisition, offset by trade receivables decreasing by $0.6 million from collections, a reduction in inventory of $0.6 million, and a $0.6 million decrease in right of use assets primarily due to depreciation.

Total Long-Term Liabilities

September 30, 2021 Compared to December 31, 2020

Total long-term liabilities decreased by $2.1 million from $7.7 million at December 31, 2020 to $5.6 million at September 30, 2021. This decrease is primarily through a combination of net repayments in lease liabilities of $0.8 million, and $1.3 million of net repayments of the long-term bank loan.

Liquidity and Capital Resources

Overview

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

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

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

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

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

Credit Facility

The Company has credit facilities with The Bank of Nova Scotia which includes a $3 million demand revolving operating line of credit and a $10 million revolving term facility to help fund acquisitions. As at September 30, 2021, there is $0.6 million available to draw on the demand revolving line of credit and $7.8 million available on the revolving term facility to help fund future acquisitions.

Working Capital

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

We do so by monitoring cash flow on a regular basis. We also have $17 million cash and cash equivalents as at September 30, 2021. In addition to the cash balances, we have a $3 million demand revolving operating line of credit and a $10 million revolving term facility to help fund acquisitions.

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

Cash Flows

The following table presents cash and cash equivalents as at September 30, 2021 and 2020, and cash flows from operating, investing, and financing activities for the 9 months ended September 30, 2021 and 2020:

	9 months ended September 30	
(in thousands of C$)	**2021**	**2020**
Cash and Cash Equivalents	$17,048	$15,450
Net Cash Provided by (Used in)		
Operating Activities	$5,857	$8,746
Investing Activities	($1,914)	($1,955)
Financing Activities	($2,238)	($2,255)
Effect of foreign exchange on cash and cash equivalents	$278	($92)
Net increase (decrease) in cash and cash equivalents	$1,983	$4,444

Cash Flows Used in Operating Activities

For the 9-month period ended September 30, 2021, cash flows provided by operating activities of $5.9 million relate to a net income of $1.0 million adjusted for non-cash expenses of $3.3 million, and a cash inflow of $1.6 million attributable to working capital items.

For the 9-month period ended September 30, 2020, cash flows provided by operating activities of $8.8 million relate to a net income of $1.5 million adjusted for non-cash expenses of $4.5 million, and a cash inflow of $2.8 million attributable to working capital items.

Cash Flows Used in Investing Activities

For the 9-month period ended September 30, 2021, cashflows used in investing activities of $1.9 million primarily related to $1 million for consideration paid on the Pi Cash business acquisition (net of cash acquired) and $.5 million for the purchase of property and equipment.

For the 9-month period ended September 30, 2020, cashflows used in investing activities of $2.0 million primarily related to $.8 million for the purchase of property and equipment and $1.2 million advances on loans receivable

Cash Flows from Financing Activities

For the 9-month period ended September 30, 2021, cashflows used in financing activities of $2.2 million primarily relates to the $1.6 million repayment of lease liabilities, the $0.9 million repayment of promissory notes, and net bank borrowings of $0.3 million.

For the 9-month period ended September 30, 2020, cashflows used in financing activities of $2.3 million primarily relates to and $1.6 million repayment of lease liabilities, $1.0 million repayment of promissory notes and net bank borrowings of $0.3 million.

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

Off-Balance Sheet Arrangements

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

Related Party Transactions

We have no material related party transactions, other than those noted in our unaudited interim consolidated financial statements.

Financial Instruments and Other Instruments

Credit and Concentration Risk

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

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

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

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

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

Foreign Currency Exchange Risk

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

Interest Rate Risk

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

Critical Accounting Policies and Estimates

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

Revenue recognition

The Company's main sources of revenue are service fees from technology solutions. In addition, the Company generates revenue from product sales and professional services for custom development.

The Company follows the guidance provided in Appendix B of IFRS 15, Revenue from Contracts with Customers, for determining whether revenue should be recognized based on the gross amount billed to customers or the net amount retained. This determination is a matter of judgment that depends on the facts and circumstances of the arrangements.

The Company generally receives payment from its customers on the invoice due date. In all other cases, payment terms and conditions vary by contract type. In instances where the timing of revenue recognition differs from the timing of invoicing and subsequent payment, we have determined the Company's contracts generally do not include a significant financing component.

Impairment of financial assets

The Company measures impairment losses on financial assets that are subsequently measured at amortized cost. Impairment losses are measured based on the expected credit loss ("**ECL**") model in accordance with IFRS 9, Financial Instruments. The twelvemonth or lifetime expected default rates are estimated by management in calculating the expected credit losses.

Impairment of long-lived assets and goodwill

The Company uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of property and equipment, right-of-use assets, goodwill, and intangible assets. The Company also exercises judgment in determining whether events or circumstances exist that indicate impairment of property and equipment, right-of-use assets, and definite-life intangible assets.

The Company's estimate of a CGU's recoverable amount is based on a value in use calculation, which is derived from a discounted cash flow model. The recoverable amount is sensitive to the discount rate used as well as the expected future cash flows and the growth rate or other valuation technique used for extrapolation purposes.

Recoverability of deferred tax assets and current and deferred income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Company establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Deferred income tax assets are recognized for unused tax losses and deductible temporary differences to the extent it is probable that taxable income will be available against which the losses and deductible temporary differences can be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized, based upon the likely timing and the level of future taxable income together with future tax planning strategies.

Business combinations

Business combinations are accounted for in accordance with the acquisition method. The consideration transferred and the acquiree's identifiable assets, liabilities and contingent liabilities are measured at their fair value. The Company develops the fair value by using appropriate valuation techniques which are generally based on a forecast of the total expected future net discounted cash flows. These evaluations are linked closely to the assumptions made by management and can consist of the future performance of the related assets, the discount rate, the terminal rate, and the growth rate. Contingent consideration is measured at fair value using a discounted cash flow model.

Leases

When the Company is the lessor, the classification of a lease is determined on a contract-by-contract basis, taking into consideration the substance of the transaction and the specific details of each lease contract. The key factor is whether or not substantially all of the risks and rewards incidental to ownership are transferred.

Under IFRS 16, Leases, the Company is required to recognize a lease liability at the inception of all leases where the Company is a lessee. The lease liability is calculated by discounting all future lease payments required under the lease. The Company uses judgment in determining whether it is reasonably certain to exercise the renewal option, if any. The Company also estimates the appropriate discount rates used for its leases. Changes in any of these estimates may alter the value of the lease liability.

Functional Currency

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

An entity considers the following factors in determining its functional currency: (a) the currency that mainly influences sales prices for goods and services (this will often be the currency in which sales prices for its goods and services are denominated and settled) and of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services; and (b) the currency that mainly influences labour, material and other costs of providing goods or services (this will often be the currency in which such costs are denominated and settled).

COVID-19 Pandemic

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

Recently Issued Accounting Standards Not Yet Adopted

From time to time, new accounting pronouncements are issued by the International Accounting Standards Board ("IASB") orother standards-setting bodies and are adopted as of the specified effective date. No new accounting pronouncements are expected to materially impact the Company as at September 30, 2021.

Outstanding Share Information

Please see the "Description of Securities" Section of the Filing Statement.

Additional Information

Additional information relating to the Company, including the audited annual Consolidated Financial Statements, the Interim Financial Statements, and the Filing Statement are available on SEDAR at www.sedar.com.