



RECLAIM



REKLAIM LTD. (FORMERLY KILLI LTD.)

Management's Discussion & Analysis
For the years ended December 31, 2021, and 2020

DATED: April 4, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements of Reclaim (formerly, Killi Ltd.) ("the Company") and the notes to those statements as for the year ended December 31, 2021. The accompanying consolidated financial statements have been prepared by and are the responsibility of Reclaim's management. The consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34 and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Dollar amounts are expressed in Canadian dollars unless otherwise noted.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

The following MD&A contains forward-looking information and forward-looking statements. Except for statements of historical fact that address activities, events, or developments that the Company believes, expects, or anticipates will or may occur in the future, constitutes forward-looking statements. The Company cautions that this MD&A may contain forward-looking statements that involve several risks and uncertainties, including statements regarding the addition of accounts and the conversion of such accounts to users; the growth of the Company's active user base; the Company's strategic partnerships; the Company's growth of revenue generated; the Company's plans to scale its business; the Company's communications with accounts; the introduction of new products and features such as Data Earnings (formerly, Killi Paycheck); My Footprint; Facebook Unveil; improvements to user experience on the Reclaim platform; and the outlook for the Company's business and results of operations. Forward-looking statements include those identified by the expressions "will," "may," "should," "continue," "anticipate," "believe," "plan(s)," "estimate," "project," "expect," "intend" and similar expressions to the extent that they relate to the Company or its management. By nature, these risks and uncertainties could cause actual results to differ materially from those indicated. Such risks and uncertainties include, but are not limited to: the Company may not be successful in acquiring data, adding accounts to its platform, or converting such accounts to users; the Company's active user base may not grow despite the Company's efforts; the Company may not be able to cultivate strategic partnerships in the future; the Company's revenue may not increase over time; the Company may not be able to scale its business; the Company may not be successful in obtaining opt-in from the accounts; the Company may not introduce any new products or features; the Company may not be able to improve user experience on the Reclaim platform; the ability of the Company to implement its growth strategy and the uncertainty surrounding the spread of COVID-19 and the impact it will have on the Company's operations and economic

activity in general. Forward-looking statements are provided to assist external stakeholders in understanding management's expectations and plans relating to the future as of the date of this MD&A and may not be appropriate for other purposes. Forward-looking statements are made as of the date of this MD&A, and Reclaim disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers should not place undue reliance on the Company's forward-looking statements.

OVERVIEW OF THE BUSINESS

Every consumer on the planet over the age of 16 has a data profile that is currently circulating in the market today. No consumer has access to this profile nor options or control over it. Reclaim is focused on changing this for the 7 billion consumers on the planet today. Reclaim's mission is to provide every single consumer on the planet with access to their data. To view the data that is in the market. To see what companies are using it for. To see how much revenue is being generated from it. To allow consumers to take back control of this data and decide what THEY want to do with their data. The future of data includes the consumer and Reclaim aspires to be the company to do that.

Consumers in North America can visit Reclaim and add an email address or phone number to the platform to query what data is currently circulating on them. Once validated, Reclaim cross references this email address or phone number across 30,000 different sources of data and returns to the user a view of their data in the market. Reclaim is the only company in the world that provides this service. With this transparency now provided to a consumer the user can then decide if they would like to place this data in a Reclaim account. In a Reclaim account a user can edit, add or remove data from their profile. They can also opt-out or opt-in to be compensated in exchange for the use of their data. Should a user opt-in they will receive a weekly paycheck that can be redeemed into various different forms including but not limited to crypto, gift cards or charitable donations. Users who prefer not to sell their data can choose a suite of privacy products to reduce the amount of data they leak into the market from their various devices. Currently 87% of the North American population can find data in the Reclaim ecosystem when adding more than one email or phone number.

By offering compliant, first-party data to brands, agencies, platforms, and data companies, Reclaim provides an environment where these firms can purchase this data directly from the user - Fair Trade Data - in turn solving data issues around compliance, fidelity, privacy and consent. Reclaim earns a commission each time data is purchased.

In September 2021, the Company announced a rebranding from Killi to [Reclaim](#) to align the Company's brand more directly with its mission of providing consumers with a destination to view and take action from their data. Reclaim believes that there is currently no Direct-to-Consumer (DTC) brand in the marketing for consumer data and believes by becoming the destination for consumers that its brand will become synonymous with consumer privacy.

In May 2020, the Company finalized a definitive asset purchase agreement with PlacelQ, Inc. ("PlacelQ") to sell certain assets of the Company's offline attribution and data, which allows the Company to focus solely on the Reclaim product.

Reclaim Highlights for 2021

- Year over year growth of 463% to \$1,002,000 from \$177,843
- Forth quarter revenue grew to \$454,585, a 218% increase over Q4 2020,
- Q4 2021 revenue increased 109%, or \$237,292, over Q3 2021
- Increased the number of NEW clients by 230% in 2021 vs 2020
- Increased the number of TOTAL clients 157% in 2021 vs 2020
- Recurring revenue in 2021 was 70% of total revenue, meaning visibility into 2022 remains strong. The Company launched “My Footprint,” which allows Reclaim users to see what companies are purchasing and selling their data.
- Rebranded the Company from Killi to Reclaim to become the consumer brand associated with data and privacy.
- 87% of users in North America can find data inside of Reclaim once more than one email or phone number have been added to the platform
- Introduced the support all crypto wallets, allowing consumers to redeem their earnings in their preferred crypto wallet. The result led to approximately 30% of users redeeming in crypto up from 0% at the beginning of 2021.
- Total accounts in the Reclaim platform increased to 320 million compared to 10,000 in 2020.

Key Performance Indicators (KPIs) for 2021

Following our efforts to scale data accounts and distribution channels, Reclaim is successfully executing its business-to-business (“**B2B**”) strategy of selling unique consumer data to a large and growing list of clients. Although our business has seasonality (mainly stronger in the fourth calendar quarter) and our B2B sales efforts are beginning to ramp, we track our progress with the following KPIs:

- Increased the number of B2B customers from 33 at the beginning of the year to 85 at year-end 2021. This represents a 158% increase or 52 additional customers.
- Onboarded 43 new clients for the year ended 2021, compared to 13 in 2020, a year over year growth of 231%.
- Increased the number of platform integrations by 67% during the year, growing from 9 to 15 at year end 2021.

OBJECTIVES AND OUTLOOK

Through strategic partnerships with data companies, security firms and publishers, the Company now has over 320 million accounts in its platform versus 10,000 data profiles a year ago. Although the Company anticipates this number will continue to grow, Reclaim's priority is to drive increased revenue by selling more data to more brands, agencies and data companies while simultaneously looking to expand distribution of where Reclaim data can be purchased. The Company is seeing revenue accelerate quarterly, with a growing list of Fortune 500 clients buying Reclaim data.

The US\$245 billion¹ data market is transitioning from one of consumer inclusion to one that legally requires it. The EU, Canada, California, Colorado, and Virginia have passed consumer data privacy laws requiring more consumer inclusion. Furthermore, an additional 34 U.S. states² have proposed privacy Bills that focus on consumer inclusion and privacy. In the absence of a U.S. federal data privacy law (although the *Information Privacy and Data Transparency Act* was re-introduced), enterprises that use unconsented consumer data face legal and logistical issues to remain compliant across state lines. CEO's of companies that ingest data are looking to neutralize this liability by partnering with companies who can provide them with the required data they need to run their businesses while mitigating this legal and supply exposure.

Compounding these privacy issues are the actions taken by big technology firms to protect user data. Apple now allows iOS users to opt out of ad tracking, in which over 90% of users choose to do. At the same time, Google announced it would ban third-party cookies in Chrome, a browser with over 65% global market share. The removal of the cookie by Google will remove tracking for the 1.8 billion websites operating on the open web today that rely on this variable to monetize their property. Every publisher will be required to find a new supplier in the next 12 months or risk going dark. Important to note, Reclaim does not have a single cookie in its ecosystem but can provide the data necessary to offset this Google risk. These two changes by Apple and Google, are having a material impact on the industry already as any company that depends on Apple or Google 'cookie' data are required to find new suppliers. In Q4 2021 Facebook announced a \$10 billion reduction in earnings due specifically to the privacy changes in Apple.

The Company stands to benefit from our scale of data as brands, agencies, and platforms are cut off from their previous supply and are forced to look to new companies that can provide data at a scale that is both compliant and not exposed to cookies. As the industry collapses, Reclaim is positioned to take advantage of all current data buyers looking for a new supplier.

¹ <https://www.statista.com/statistics/1135046/value-of-data-market-us/#statisticContainer>

² <https://iapp.org/resources/article/us-state-privacy-legislation-tracker/>

The Company anticipates continued growth in the number of customers buying its data and expects that as the segmenting of the data and internal sales team grows, revenue per account should increase over time. The Company continued to increase revenue growth through 2021 and expects 2022 to show similar growth.

Key goals for Q1 2022

- The Company plans to introduce a new privacy focused SaaS (subscription as a service) model to consumers to allow them to purchase a suite of services to alert them to when their data or passwords have been breached but also reduce the amount of data leaking from their devices via a Reclaim VPN. This SaaS model will be immediately accretive to the revenue line and provide utility to the percentage of consumer who do not want to sell their data, a market that can not be serviced by any company focused only on selling consumer data. Introduction of Reclaim Privacy will allow Reclaim to service all consumer personas - those that want to be compensated for their data, those that want to protect their data and those pragmatists who desire a bit of both. The introduction of this service builds on Reclaim's mission of being able to service every consumer on the planet.
- Continue to increase the Company's B2B customers base through growing the sales team.
- Increase brand and corporate awareness in both the United States and Canada through both social and traditional marketing efforts.
- Introduce a cashback browser extension that allows Reclaim users to receive compensation for when they shop online. This cashback extension will, in time, replace, the current browser extension which pays consumers weekly. The result will be the removal of a feature that is 'cash-out' with a feature that is 'cash-in' and will be a new revenue line; complimenting the data sales and SaaS subscription lines.
- Drive efficiencies in our cloud-based processing and data architecture initiatives by 25% to accelerate the closing of the gap to cash flow break even.
- Migrate away from all paid partnerships currently in Reclaim to reduce the cost of services.

Business-to-Business Growth

The Company is focusing on increasing the volume of data sold to both existing and new clients from the insights generated from its 320 million data profiles. To accelerate its data monetization, the Company plans to increase the size of its existing sales team in the USA to take advantage of the US\$245 billion per year data market.

Accounts vs. Active Users

In addition to individuals signing up directly to the Reclaim platform, the Company acquires consented data through paid partnerships with publishers and data companies. The company has recently taken steps to eliminate any paid data partnership inside of Reclaim as its felt that they do not provide enough value to either Reclaim's current scale or fidelity. Similar to how Uber has no cars, or Airbnb has no houses, Reclaim aspires to have no data, instead acting as a destination for consumers who are able to manage their own data for a fee.

After integrating data from its partners, the Company contacts each account to notify them of how they can access their data while allowing them to take advantage of the income opportunities offered in the Company's ecosystem. Through Reclaim's My Footprint, which was introduced in 2021, users can see what data companies are purchasing and for how much. Reclaim is the only company in the world today offering consumers access to the data that has historically been collected and sold without their participation. Upon joining the Reclaim platform, the Company recognizes such an account as active and is integrated into the Company's ecosystem.

In the event the account opts out, the account is removed from the Company's platform.

SUMMARY OF FINANCIAL AND OPERATING RESULTS

Selected Financial Information

	<u>2021</u>	<u>2020</u>
Revenue	\$ 1,000,200	\$ 177,843
Cost of Services	<u>1,439,675</u>	<u>391,851</u>
Gross Margin	(439,475)	(214,008)
General and administrative	1,870,693	1,731,139
Research and development	1,033,492	1,676,203
Selling and business development	1,340,387	490,417
Marketing	1,807,083	454,957
Loss from discontinued operations	-	(326,635)
Total comprehensive loss for the period	<u>\$ (6,309,236)</u>	<u>\$ (4,562,634)</u>

a) Revenue

The Company currently generates revenue through two revenue streams: identity and platform. Identity revenue is generated by selling derivative data products that consist of new identifiers, behavioural attributes, and consent.

Platform revenue is generated by selling audience segments to data platforms. The increase in Platform revenue is consistent with the increase in customers from 33 to 85 over the year. The following chart shows the breakdown of revenue earned in the various channels for the years ended December 31, 2021, and 2020.

	<u>2021</u>	<u>2020</u>
Revenue from continued operations:		
Identity	\$ 330,603	\$ 102,111
Platform	669,597	75,732
Total revenue from continued operations:	<u>1,000,200</u>	<u>177,843</u>
Total revenue from discontinued operations:	-	1,234,712
Total revenue	<u>\$ 1,000,200</u>	<u>\$ 1,412,555</u>

The Company's annual continued operation revenue increased 6,456% for the year ended December 31, 2021. This increase was due to the Company's focus on monetizing the scale and distribution.

The Company's other income is as follows:

	<u>2021</u>	<u>2020</u>
Other income		
Gain on sale of Freckle business unit	\$ 157,151	\$ 233,467
Interest income	10,657	8,009
Total other income	<u>\$ 167,808</u>	<u>\$ 241,476</u>

This gain on sale is directly related to the definitive asset purchase agreement with PlacelQ. Revenue share from the sold book of business has been recognized and is offset by legal expenses directly attributable to the transaction.

Interest income relates to interest earned on funds held as part of the GIC and a deposit account.

b) Cost of Services/Gross Margin

The Company's cost of services are as follows:

	<u>2021</u>	<u>2020</u>
Data Engineering		
Salaries	\$ 311,468	\$ 68,801
Hosting fees	890,161	235,211
Total data engineering costs	<u>\$ 1,201,629</u>	<u>\$ 304,012</u>
Management Platforms	238,046	87,839
	<u>\$ 1,439,675</u>	<u>\$ 391,851</u>

The Company's cost of services increased year over year but mark a high point for this division and are expected to begin decline in 2022 as efficiencies are found now that the architecture has been built to support the company's scale of data.

The data engineering costs are salaries, benefits, and web hosting/processing fees directly associated with sales, rather than in Research and Development.

Management platforms are costs related to running consumer facing polls.

The Company's gross margin is as follows:

	<u>2021</u>		<u>2020</u>	
Revenue	\$	1,000,200	\$	177,843
Cost of Services		1,439,675		391,851
Gross Margin	\$	(439,475)	\$	(214,008)
Gross Margin %		-44%		-120%

For the year ended December 31, 2021, the Company recognized additional costs for the cost of services mentioned above. These costs are associated with generating audience segments and setting up distribution pipes to platforms. Through automation and growing revenue in platforms, the Company will see improved gross margins for all products moving forward, as the costs associated with developing the architecture are reduced

c) Expenses

General and administrative expenses increased to \$1,870,693 for the year ended December 31, 2021, compared to \$1,731,139 for the year ended December 31, 2020 (increase of 8%). The reduction for the year ended December 31, 2021, was primarily driven by increased consulting and professional services costs.

Research and development expenses decreased to \$1,033,492 for the year ended December 31, 2021, compared to \$1,676,203 for the year ended December 31, 2020 (decrease of 38%). The decrease was primarily driven by reducing the reliance on high-cost, third-party outsourced development and reclassing a portion of salaries and cloud hosting into the cost of sales.

Selling and business development expenses increased to \$1,340,387 for the year ended December 31, 2021, compared to \$490,417 for the year ended December 31, 2020 (an increase of 173%). The increase was primarily driven by an increase in headcount, including the hiring of senior sales staff.

Marketing expenses increased to \$1,807,083 for the year ended December 31, 2021, compared to \$454,957 for the year ended December 31, 2020 (an increase of 297%). The increase was primarily driven by increased costs in user retention due to Data Earnings (formerly, Killi Paycheck), an increase in headcount, and Reclaim's increased investment in advertising and promotion.

SELECT QUARTERLY RESULTS

	2021				2020				2019		
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue - continued operations	454,585	217,293	171,577	156,745	142,870	9,686	10,252	15,035	13,528	2,269	9,006
Revenue - discontinued operations	-	-	-	-	-	-	-	1,225,509	996,437	860,454	746,609
Total revenue	454,585	217,293	171,577	156,745	142,870	9,686	10,252	1,240,544	1,009,965	862,723	755,615
Cost of services - continued operations	489,627	469,279	260,533	220,237	351,420	32,860	2,022	5,549	9,750	-	-
Cost of services - discontinued operations	-	-	-	-	(14,119)	(59,321)	159,455	354,469	412,420	228,751	424,744
Total cost of services	489,627	469,279	260,533	220,237	337,301	(26,461)	161,477	360,018	422,170	228,751	424,744
Gross profit - continued operations	(35,042)	(251,986)	(88,955)	(63,491)	(208,550)	(23,174)	8,230	9,486	3,778	2,269	9,006
Gross profit - discontinued operations	-	-	-	-	14,119	59,321	(159,455)	871,040	584,017	631,703	321,865
Total gross profit	(35,042)	(251,986)	(88,955)	(63,491)	(194,431)	36,147	(151,225)	880,526	587,795	633,972	330,871
Total Operating and Other	2,007,316	1,327,152	1,383,438	1,165,941	785,391	1,225,557	1,261,271	1,953,572	2,473,827	2,586,500	4,295,012
Net Loss	(2,042,358)	(1,579,138)	(1,472,393)	(1,229,433)	(979,822)	(1,189,410)	(1,412,496)	(1,073,046)	(1,886,032)	(1,952,528)	(3,964,141)

CASH FLOWS

The Company's cash position was \$463,620 on December 31, 2021, compared to \$1,519,500 on December 31, 2020.

	2021		2020	
Cash flows used in operating activities before working capital	\$	(6,348,565)	\$	(4,735,229)
Changes in working capital		621,452		411,264
Cash flows used in operating activities		(5,727,113)		(4,323,965)
Cash flows from financing activities		4,525,669		3,153,391
Cash flows from (used in) investing activities		131,478		233,807
Foreign currency translation difference		14,086		92,140
Increase (decrease) in cash	\$	(1,055,880)	\$	(844,627)

Operating activities:

For the year ended December 31, 2021, cash spent on operating activities increased by 32% compared to last year's same period. This increase is primarily due to increased marketing efforts, headcount

Financing activities:

For the year ended December 31, 2021, cash received from financing increased by 44% compared to last year's same period. This increase is due to the funding received from the \$4,585,362 oversubscribed non-brokered private placement that closed on March 10, 2021.

ACCOUNTING POLICIES

See Note 3 of the consolidated financial statements for a summary of all significant accounting policies.

CRITICAL JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its consolidated financial statements. In addition, the preparation of financial data requires that the Company's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors considered relevant under the circumstances. Revisions to estimates and the effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The critical judgments, estimates, and assumptions applied in the preparation of the Company's consolidated financial statements are reflected in Note 3 (f) of the Company's audited annual consolidated financial statements for the year ended December 31, 2021.

RISK FACTORS AND UNCERTAINTIES

The Company is focused on expanding its business through growth with existing customers and scaling Reclaim to achieve continued growth and profitability. Nevertheless, the Company's future financial outlook will depend on its ability to find and secure financing and continuously introduce new products and enhancements to its customers. Other additional risks and uncertainties are described below.

a) Evolving Business Model

Reclaim's business model will continue to evolve. Reclaim seeks to develop and promote new or complementary solutions and products to expand the breadth and depth of its service offerings. There can be no assurance that Reclaim will be able to expand its operations in a cost-effective or timely manner or that any such efforts will create, maintain or increase overall market acceptance.

b) History of Net Losses, Future Net Losses, Profitability not Guaranteed.

Reklaim has incurred losses in recent financial periods. Reklaim may not achieve or maintain profitability and may continue to incur significant losses in the future. In addition, Reklaim expects to continue to increase operating expenses as it implements initiatives to grow its business. If Reklaim does not earn sufficient revenues to offset these expected increases in costs and operating expenses, Reklaim will not be profitable. There is no assurance that future revenues will be adequate to generate the funds required to continue operations without external funding.

c) Future Capital Needs

Reklaim may need to raise funds through public or private financing if Reklaim incurs operating losses or requires the substantial capital investment or for Reklaim to respond to unanticipated competitive pressures or take advantage of unforeseen opportunities. There can be no assurances that additional financing will be available on terms favorable to Reklaim or at all. Reklaim faces risks frequently encountered by early-stage entities. In particular, its growth and prospects depend on its ability to expand its operation and grow its revenue streams while maintaining adequate cost controls. Any failure to expand is likely to have a material adverse effect on Reklaim's business, financial condition, and results.

d) Limited Operating History

Reklaim became a public company in June 2019 and has a limited operating history as a public company. This lack of operating history may make it difficult for investors to evaluate Reklaim's prospects for success and there is no guarantee that Reklaim's business model will achieve its strategic objectives. There is no assurance that Reklaim will be successful, and the likelihood of success must be considered in light of its relatively early stage of operation.

Reklaim is therefore subject to many of the risks common to early-stage enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. There is no assurance that Reklaim will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

e) Limited Operating History

This lack of operating history and operating in a relatively new and rapidly evolving industry may make it difficult for investors to evaluate Reklaim's prospects for success. There is no guarantee that Reklaim's business model will achieve its strategic objectives.

f) Foreign Exchange Exposure

Reklaim continues to seek to expand its operations into the U.S. and international markets. Fluctuations in the currency exchange rate may affect the revenue and operations of Reklaim. The potential effect of the currency exchange rate fluctuations will be magnified as the percentage of sales in foreign markets grows.

g) Jurisdictional Risks

Reklaim is exposed to risks of changes in government policies, laws, and regulations in the countries in which it may operate or do business. Any changes in regulations or political conditions may adversely affect Reklaim's business. Reklaim's operations may be affected by government regulations, including those concerning privacy laws and the use of personal data. In the event of a dispute arising from Reklaim's foreign operations, Reklaim may be subject to the jurisdiction of foreign courts or may not be successful in subjecting foreign companies or individuals to the jurisdiction of Canada.

h) Allegations of Intellectual Property Infringement

If Reklaim's products, services, or solutions employ a subject matter that is claimed under its competitors' intellectual property ("IP"), those companies may bring infringement actions or other IP claims against Reklaim.

Infringement and other IP claims can be expensive, and the result of any litigation is uncertain. Reklaim may not have the resources to defend against any infringement or IP claims. As the result of any court judgment or settlement, Reklaim may be forced to alter its business or discontinue certain products.

i) Misappropriation of Reklaim's IP

Protection of Reklaim's IP is vital to its success. Reklaim currently protects its IP rights by registering its trademarks and has taken steps to patent certain inventions. These precautions may not be sufficient to prevent the misappropriation of Reklaim's IP or deter the independent development of similar products and services by competitors of Reklaim.

Litigation may be necessary to enforce Reklaim's IP rights. Regardless of the outcome, IP litigation could result in substantial costs, adverse publicity, or diversion of management and technical resources, any of which could adversely affect Reklaim's business. Moreover, due to the differences in foreign IP laws, Reklaim's IP may not receive the same degree of protection in foreign countries as it would in Canada or the United States. Reklaim's failure to maintain adequate protection of its IP rights for any reason could have a material adverse effect on its business.

j) Failure to Protect Platform

Any failure to protect Reklaim or Reklaim's platforms could harm its business and competitive position. There can be no assurance that any steps Reklaim has taken or intends to take will be adequate to defend and prevent misappropriation of technology, including the possibility of reverse engineering and the possibility that potential competitors will independently develop technologies that are designed around and are substantially equivalent or superior to Reklaim's technology.

k) Market Price Fluctuation

The market price of shares of Reklaim may be subject to wide fluctuations in response to many factors, including variations in the operating results of Reklaim and its subsidiaries, divergence in financial results from market expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for Reklaim and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of Reklaim's control. In addition, stock markets have, from time to time, experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for shares of Reklaim.

l) Privacy Regulations

In addition, there are several federal and provincial laws protecting the confidentiality of personal information and restricting the use and disclosure of that protected information. In particular, the privacy rules under the *Personal Information Protection and Electronics Documents Act* (Canada) ("**PIPEDA**"), protect personal information by limiting their use and disclosure of personal information. Suppose Reklaim was found to violate the privacy or security rules under PIPEDA or other laws protecting the confidentiality of personal information. In that case, it could be subject to sanctions and civil or criminal penalties, which could increase its liabilities, harm its reputation, and have a material adverse effect on the business, results of operations, and financial condition of Reklaim.

Reklaim is also subject to California's data protection law, *California Consumer Privacy Act* ("**CCPA**"). If Reklaim is found to be in violation of the CCPA it could face fines of up to \$7,500 for each intentional violation and \$2,500 for each unintentional violation. Private rights of action may, which can be asserted on a class action basis, may also be allowed for violations of the CCPA.

m) Cybersecurity

Reklaim collects and stores sensitive data, proprietary business information as well as personally identifiable information of its customers and employees in data centers and on information technology networks. The secure operation of these networks and systems is critical to Reklaim's business operations and strategy. Despite Reklaim's efforts to protect sensitive, confidential or personal data or information, Reklaim may be vulnerable to security breaches, theft, misplaced or lost data, programming errors, employee errors and/or misconduct that could potentially lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, unauthorized access, use, disclosure, modification or destruction of information, production downtimes and operational disruptions. In addition, a cyber-related attack could result in other negative consequences, including damage to Reklaim's reputation or competitiveness, remediation or increased protection costs, litigation or regulatory action.

n) Errors or Defects in Software

Due to the complexity and sophistication of Reklaim's software, from time to time, it may contain defects, security vulnerabilities, software "bugs" or failures that are difficult to detect, control, and correct. Reklaim may be unable to successfully correct such errors or defects in a timely manner or at all, which could result in lost revenue, significant expenditures of capital, delay or loss in market acceptance, or damage to Reklaim's brand. Moreover, the consequences of such errors and defects could have a material adverse effect on Reklaim's business, growth, financial condition, and result of operations.

o) Dependence on Strategic Relationships with Third Parties

Reklaim anticipates that the growth of its business will continue to depend on select third-party relationships.

p) Failure to Add New Users

The size of the user base of Reklaim is critical to Reklaim's success. Reklaim's financial performance has been and will continue to be significantly determined by Reklaim's success in adding, retaining, and engaging users of its products. If people do not perceive Reklaim's products to be useful, reliable, and trustworthy, Reklaim may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. If Reklaim is unable to increase or maintain its user base and user engagement, Reklaim's revenue and financial results may be adversely affected. Any decrease in user retention, growth, or engagement could render Reklaim's products less attractive to users and marketers, which is likely to have a material and adverse impact on Reklaim's revenue, business, financial condition, and results of operations.

q) Reliance on Key Customers

Historically, a majority of Reklaim's sales have been to a relatively small number of customers for a significant portion of its revenue. While Reklaim does expect that this reliance will decrease over time, Reklaim will continue to rely on this relatively small number of customers for the foreseeable future. Reklaim must add new customers to sustain or increase its existing revenue. Despite Reklaim's efforts and investments in business development, sales, and market, it may not be successful in attracting new customers. If Reklaim fails to do grow its current customer, it will be difficult for Reklaim to sustain and grow its revenue.

r) Need to Manage Growth

The growth of Reklaim's business and its products and services cause significant demands on Reklaim's managerial, operational and financial resources. Demands on Reklaim's financial resources will grow rapidly with Reklaim's expanding customer base. Additional working capital may be required and there are no assurances that access to the capital required for future growth and expansion plans will be available.

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

s) Limited Market for Securities

An active trading market for securities of Reklaim may not develop or be sustained going forward. The lack of an active market may impair an investor's ability to sell their securities of Reklaim at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value of an investor's securities of Reklaim. Further, an inactive market may also impair Reklaim's ability to raise capital by selling securities of Reklaim and may impair its ability to enter into collaborations or acquire companies or products by using securities of Reklaim as consideration. The market price of securities of Reklaim may be volatile, and an investor could lose all or part of their investment. There can be no assurance that an active trading market for the securities of Reklaim will be sustained.

t) Significant Holdings by Limited Number of Existing Shareholders

Reklaim's management and directors own many of Reklaim's outstanding common shares (on a fully diluted basis). As such, Reklaim's management and directors are in a position to exercise significant influence over matters requiring shareholder approval, including the election of directors and the determination of significant corporate actions.

u) Dependency on Key Personnel

Reklaim's success depends upon the continued service of its senior management team. Reklaim employees may voluntarily terminate their employment with Reklaim at any time. The loss of services of key personnel could have a material adverse effect upon Reklaim's business, financial condition, and results of operation.

v) COVID-19 Outbreak

As of the date of issuance of these consolidated financial statements, the Company's continued operations have not been significantly impacted; however, the Company continues to monitor the situation. The Company was able to apply and qualify for government subsidies related to COVID-19. Bad debt was recognized from a receivable balance related to the Company's discontinued operations from customers who were affected by COVID-19. Due to the significant uncertainty surrounding the pandemic, management's judgment regarding this could change in the future. There are material uncertainties related to the full effects of COVID-19 on the Company's business and operations, particularly on the timing and collections of accounts receivable.

w) Failure to Add New Accounts

The data purchased by Reklaim to create accounts is a critical element to Reklaim's success. Reklaim's financial performance will be significantly impacted by Reklaim's success in continuing to access such data and adding accounts and obtaining such account's opt-in to the Reklaim ecosystem, which allows Reklaim to build comprehensive data sets to sell to its customers. If accounts do not perceive Reklaim's platform to be useful, reliable, and trustworthy, Reklaim may not be able to obtain the requisite opt-in or otherwise maintain or increase the value of its data sets. If Reklaim is unable to increase its accounts, Reklaim's revenue and financial results may be adversely affected as customers may not purchase Reklaim's data sets. Any decrease in accounts could render Reklaim's products less attractive to its customers, which is likely to have a material and adverse impact on Reklaim's revenue, business, financial condition, and results of operations.

SHARE CAPITAL

As of the date of this MD&A, the Company's authorized share capital consists of an unlimited number of common shares without par value. The Company had the following securities outstanding on December 31, 2021:

	<u>Number Outstanding</u>
Common shares	67,377,894
Warrants	7,054,818
Stock Options	<u>1,509,887</u>
Fully Diluted	75,942,599

FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

The Company has exposure to counterparty credit risk, liquidity risk and market risk associated with its financial assets and liabilities. The Company's risk management program seeks to minimize potential adverse effects on the Company's financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a combination of insurance, a system of internal controls and sound business practices.

The Company's financial instruments and the nature of the risks which they may be subject to are set out in the following table.

	<u>Risks</u>			
	Credit	Liquidity	<u>Market</u>	
			Foreign Exchange	Interest Rate
Cash and cash equivalents	Yes		Yes	
Trade receivables	Yes		Yes	
Other receivables	Yes		Yes	
Trade and other liabilities		Yes	Yes	
Loan Payable		Yes		Yes

The carrying values of cash and cash equivalents, trade receivables, other receivables, trade and other liabilities and loan payable approximate their fair values due to their relatively short periods to maturity.

Credit risk

Credit risk arises from cash held with banks and trade receivables and these financial assets are subject to the expected credit loss model. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses on financial assets. The Company minimizes the credit risk of cash by depositing with only reputable financial institutions and minimizes the credit risk of trade receivables by monitoring the counterparty's creditworthiness and setting exposure limits.

Trade accounts receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past the transaction date. The expected loss rates are based on the payment profiles of sale over a period of 24 months before December 31, 2021. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the credit worthiness for current and future customers and the GDP and unemployment rate of the countries in which the Company sells goods into to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables (Note 6) are the result of billings of services performed. The Company's credit risk arises from the possibility that a counterparty that owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company.

The carrying amount of trade receivables are reduced through the use of an allowance for credit loss and the amount is recognized in the consolidated statement of loss and comprehensive loss in general and administrative expenses. The Company closely monitors all receivable balances, when a balance is over 180 days past the transaction date the Company evaluates whether this balance is uncollectible. It is determined to be uncollectible when the customer has ceased communications for greater than 90 days or has communicated non-payment due to liquidity issues and the Company does not believe other recourses would be financially beneficial and there is no reasonable expectation of recovery. When a receivable balance is considered uncollectible, it is written off against the allowance for credit loss. Subsequent recoveries of amounts previously written off reduce general and administrative expenses in the consolidated statements of loss and comprehensive loss. As of December 31, 2021, it was determined that an allowance for credit loss of \$6,856 (2020 – \$9,541) was required and wrote off uncollectible balances of \$nil (2020 – \$154,455).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring forecasts and actual cash flows and taking the necessary actions to maintain enough liquidity for operations and for growth objectives.

The Company has considered the future impact of COVID-19 on the timing and collections of trade receivables. The Company will continually reassess the scope, duration, and impact on our customers to determine COVID-19's impact on liquidity and credit risk.

The following table details the Company's contractual maturities (including interest payments where applicable) for its financial liabilities as of December 31, 2021, and December 31, 2020:

	Not later than one month	Later than one month and not later than three months	Later than three months and not later than one year	Later than one year and not later than five years	Total
As at December 31, 2021					
Trade and other liabilities	\$ 1,457,711	-	-	-	\$1,457,711
Loan Payable	3,614	7,228	18,193	25,411	54,446
	<u>\$ 1,461,325</u>	<u>\$ 7,228</u>	<u>\$ 18,193</u>	<u>\$ 25,411</u>	<u>\$1,512,157</u>
As at December 31, 2020					
Trade and other liabilities	\$ 848,544	-	-	-	\$ 848,544
Loan Payable	5,769	11,539	11,748	34,379	63,435
	<u>\$ 854,313</u>	<u>\$ 11,539</u>	<u>\$ 11,748</u>	<u>\$ 34,379</u>	<u>\$ 911,979</u>

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates will affect the fair value of a financial instrument or its future cash flows.

The Company operates internationally with a subsidiary in the United States. The Company is, therefore, subject to foreign currency risk. The Company reports its financial results in Canadian dollars. Most of the Company's revenues are transacted in U.S. currency. The Company incurs expenses in both Canadian and U.S. dollars. To date, the Company has not used foreign currency forward contracts or other hedging strategies to manage its foreign currency exposure.

As at December 31, 2021, the Canadian entities U.S.-dollar net monetary assets totaled approximately US -\$279,931 (CAD -\$354,897) (December 31, 2020, net monetary assets – US \$254,593 (CAD \$326,083)) and the Company’s United States subsidiaries U.S.-dollar monetary net liabilities totaled approximately US -\$4,806 (CAD -\$6,093) (2020 – US \$11,384 (CAD \$14,581)). A 10% strengthening in the Canadian dollar against the United States dollar as at December 31, 2021 would have increased comprehensive loss and decreased shareholder’s equity by \$34,880 (2020 - \$32,608). A 10% weakening would have had the equal but opposite effect. This analysis assumes that all other variables remain constant.

Capital management

The Company’s objective in managing capital is to ensure sufficient liquidity to develop technology, engage in sales and marketing activities while at the same time taking a conservative approach toward financial leverage and management of financial risk. For the year ended December 31, 2021, the Company utilized the public capital markets to help manage working capital requirements. In upcoming years, the Company will continue to utilize public capital markets until the Company reaches a maturity point whereby other capital such as debt financings may become available to manage its capital obligations.

The Company’s objectives when managing capital are to ensure that the Company will continue to have enough liquidity to fund operations and proceed with rapid product development that will support the evolving data-driven industries.

CONTRACTUAL OBLIGATIONS

The Company has non-cancellable contracts for rent and cost of services, the commitments are as follows:

	As at
	<u>December 31, 2021</u>
Less than one year	\$ 579,240
Between one and five years	-

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

KEY MANAGEMENT COMPENSATION

Compensation for key management personnel, including the Company's officers and directors, was as follows for the period:

	2021		2020	
Salaries, benefits and contractors ¹	\$	379,937	\$	710,694
Stock based compensation		16,935		43,314
Board fees and related stock based compensation		23,702		36,575
Total key management compensation	\$	420,574	\$	790,583

MANAGEMENT'S STATEMENT OF RESPONSIBILITY

The accompanying consolidated financial statements of Reclaim Ltd. and all information contained herein are the responsibility of management and have been approved by the Board of Directors. The consolidated financial statements include some amounts that are based on management's best estimates that have been made using careful judgment. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards. Financial and operating data elsewhere in the report are consistent with the information contained in the consolidated financial statements. Although no cost-effective system of internal controls will prevent or detect all errors and irregularities, these systems are designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use, transactions are properly recorded, and the financial records are reliable for preparing consolidated financial statements.