STEER

Facedrive Inc.

Management's Discussion and Analysis
of Financial Condition as at March 31, 2022
and Results of Operations
for the Three Months Ended March 31, 2022 and 2021

STEER (FACEDRIVE INC.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended March 31, 2022 and 2021

May 30, 2022

The following interim Management's Discussion and Analysis ("**MD&A**") provides information concerning the financial conditions and results of operations of Facedrive Inc. (the "**Company**", "**Facedrive**", **"STEER",** "**we**", "**us**" or "**our**") which includes its subsidiaries, for the three months ended March 31, 2022 ("**Q1 2022 or the quarter**"), and the three months ended March 31, 2021 ("**Q1 2021 or the comparative quarter**"). This MD&A should be read in conjunction with our audited consolidated financial statements, including the related notes thereto, for the fiscal years ended December 31, 2021 and 2020, and the unaudited condensed consolidated interim financial statements of the Company for the three months ended March 31, 2022 and 2021 (the "**Q1 2022 Interim Statements**").

Our Q1 2022 Interim Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") applicable to the preparation of condensed interim financial statements, including International Accounting Standards ("**IAS**") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**"). Our fiscal year is the 12-month period ending December 31.

All amounts in this MD&A are in Canadian dollars, unless otherwise indicated. All information presented has been rounded to the nearest hundred dollars, unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information or forward-looking statements (collectively referred to as "**forward-looking information**") which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Facedrive or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. When used in this MD&A, such information uses such words as "may", "would", "could", "will", "intend", "predict", "aim", "seek", "potential", "expect", "believe", "plan", "anticipate", "estimate" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. This information reflects Facedrive's current expectations regarding future events and operating performance and speaks only as of the date of this MD&A. Forward-looking information involves significant risks and uncertainties, should not be read as a guarantee of future performance or results, and will not necessarily be an accurate indication of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, but not limited to, the factors discussed below. STEER believes the material factors, expectations and assumptions reflected in the forward-looking information are reasonable, but no assurance can be given that these factors, expectations and assumptions will prove to be correct. Facedrive assumes no obligation to publicly update or revise forward-looking information to reflect new events or circumstances, except as may be required pursuant to applicable securities laws or regulations. These forward-looking statements include, among other things, statements relating to Facedrive's revenue streams and financial performance, future growth and profitability of the Company, the impact of the COVID-19 pandemic on the Company's business operations, financial condition and results of operations, the Company's ability to maintain or adjust its capital, the Company's ability to finance its future cash requirements through debt and/or equity and the ability of the Company to manage its credit risk through financially stable institutions and payment collection platforms.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of Facedrive to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information, including those factors discussed under the heading "Financial Risk Management Objectives and Policies" in this MD&A. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. As such, there can be no assurance that forward-looking information will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking information due to the inherent uncertainty in them. Furthermore, unless otherwise stated, the forward-looking information contained in this MD&A is made as of the date of this MD&A and we have no intention and undertake no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities law.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

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COMPANY OVERVIEW

Facedrive Inc. was incorporated under the *Business Corporations Act* (Alberta) on January 18, 2018 as "High Mountain Capital Corporation" ("**High Mountain**"). On September 16, 2019, the Company amalgamated with 2696170 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of High Mountain, to form 5021780 Ontario Inc., also a wholly-owned subsidiary of High Mountain. On December 31, 2019, High Mountain completed an amalgamation and continuance from a company incorporated under the *Business Corporations* Act (Alberta) to a company continued under the *Business Corporations Act* (Ontario) under the name "Facedrive Inc.".

The Company's head office and registered office is located at 44 East Beaver Creek, Suite 16, Richmond Hill, Ontario L4B 1G8 with its primary place of business being at 100 Consilium Place, Suite 400, Scarborough, Ontario M1H 3E3. The Company is a reporting issuer in British Columbia, Alberta, Ontario and Nova Scotia. The Company's common shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "FD". The Company intends to seek formal approval for change of its name by way of Articles of Amendment to "STEER Technologies Inc." at its upcoming annual and special meeting of shareholders announced for July 12, 2022. Therefore, the following contents may start using STEER to present Facedrive Inc. to keep the alignment and consistency.

Services and Offerings - Overview

STEER is an integrated ESG technology platform that moves people and delivers things through subscription and on-demand services. The Company's goal is to build a one-of-a-kind system that aggregates conscientious users, through a series of connected offerings, and enables them to buy, sell, or invest with the same platform, STEER. The Company's offerings generally fall into two categories: 1) subscription-based offerings led by its flagship electric vehicle subscription business, Steer EV, and 2) on-demand services incorporating delivery, B2B marketplace, Delivery-as-a-Service (DaaS), health technology, and rideshare. The Company's platform is powered by EcoCRED, its big data, analytics and machine learning engine which seeks to capture, analyse, parse and report on key data points in ways that measure, in a reportable manner, the Company's impact on carbon reductions and offsets.

The Company's vision was inspired by a number of global megatrends: 1) widespread adoption of environmental, socially conscious and governance-oriented (ESG) consumer behaviour (particularly among the Y and Z generations, the future of global economic consumption) including an increased emphasis on social issues as a factor in commercial decision making; 2) international movement towards environmentally conscious legislation and policy (see: the Paris Accord, the European Union's target that all vehicles in production be electric by 2030 and the Canadian Federal Government's later announcement mandating 2035 as a transition date (quote: Transport Canada, June 29 2021)); 3) corporate and institutional adoption of said ESG principles (e.g. automotive industry manufacturers and other institutions including Canadian Schedule "A" Banks and top-tier Canadian telecommunications giants committing hundreds of millions of dollars towards ESG-related initiatives), and 4) the modern gig economy, reflecting a decline in traditional ownership models in favour of shared, subscription-based or on-demand solutions.

Subscription-Based Offerings

The Company's Subscription-Based Services are led by its flagship STEER EV business unit, which allows consumers (typically on a monthly recurring subscription basis) to choose from a diverse fleet of automobiles that includes a range of premium luxury, comfort and entry-level electric vehicles (EV) – without the hassles that come with long-term ownership or daily rental.

The Company's electric vehicle subscription business was first acquired ("**Steer Acquisition**") from Exelorate Enterprises, LLC ("**Exelorate**"), a wholly-owned subsidiary of Exelon Corporation (NASDAQ:EXC). The Steer Acquisition was completed in September 2020, and the launch of the Steer vehicle subscription service platform in Toronto occurred in February 2021. The Company typically leases the hybrid and electric-vehicle automobiles that are utilized by Steer and its subscribers. Lease payments, maintenance and insurance expenses are borne by the Company, while Steer's customers pay only the monthly subscription fee for use of the vehicles.

Since the Steer Acquisition, the Company has been pleased with the growth and success of its operations in Toronto and Washington, DC as two operational centers with strong utilization and subscriber growth rates, and intends to aggressively expand in North America into targeted markets that have been identified for expansion. The Company anticipates this expansion translating into strong and organic monthly recurring revenue and, ultimately, significant year-over-year revenue growth from its business-to-consumer (B2C) operations. Following this, the goal is to further expand, in the intermediate term, into electric charging and smart-community infrastructure.

On-Demand Offerings

On-Demand Services include the Company's various mobility and delivery offerings catering to both businesses ("**B2B**") and consumers ("**B2C**"). B2B is led by the Company's fast-growing business-to-business marketplace ("**B2B Marketplace**") targeting businesses, while B2C includes food delivery, delivery-as-a-service (DaaS), and rideshare, focused on serving end users/customers. The Company feels its On-Demand Services serve local communities by supporting local restaurants while enabling drivers to generate revenue in a diversified, hedged manner (i.e. should demand for other offerings become temporarily low). The Company also prides itself on its thorough driver onboarding and training processes, unique safety features such as daily driver temperature checks and integration of contact-tracing technology, extended delivery radius to cater to remote and underserved communities, and grocery delivery services.

B2B Marketplace

B2B Marketplace is the platform for the Company's business-to-business marketplace and delivery services, including the sale and delivery of various restaurant industry supply items on a just-in-time basis. Such items include numerous restaurant industry items ranging from general tableware and commercial kitchen items and supplies to restaurant meal ingredients and condiments. This inventory of goods is procured, owned and warehoused by the Company and then, once purchased by a restaurant or similar business utilizing a feature found on the STEER platform, delivered by the Company to its business customer.

B2B Marketplace aims to provide delivery of goods from suppliers to restaurants in a way that not only reduces their inventory and storage costs, but also allows them to choose from among the Company's more environmentally conscious supply options. One of the Company's goals is to use its increasing market share as a means to sell (and encourage the purchase of) enough of its environmentally conscious supplies so as to utilize the economies of scale and reduce the cost for businesses to purchase them from the Company. This increased adoption of environmentally friendly options will then be reflected in the carbon reduction and offset numbers that the Company plans to track and report through EcoCRED. As of today, the Company estimates that approximately 1 in 5 independent restaurants in Ontario have accounts on the Company's On-Demand platform, approximately 20 percent market penetration that the Company feels provides sound footing for its next stages of expansion.

Foods

Foods is a food delivery platform that connects restaurants, including national chains, local businesses, and ethnic restaurants, with drivers and consumers. Foods is the leading eco-conscious food delivery platform in Canada, currently operational in 19 cities. It emphasizes rider and driver safety with both enhanced health and background screening protocols, and focuses on supporting local businesses and communities by offering features such as long-radius delivery to provide underserved merchants and consumers more opportunity to transact. The Company's entrance in the food delivery market was sparked by its acquisition of certain assets from Foodora Canada Inc. ("**Foodora Canada**") which was completed in July 2020 (the "**Foodora Transaction**") and the acquisition of Food Hwy Canada Inc. ("**Food Hwy**") which was completed in October 2020 (the "**Food Hwy Transaction**"). Following the acquisition of Food Hwy, a Canada-based food delivery service, the Company increased its operational capabilities and market presence, and benefited from onboarding Food Hwy's highly skilled team that had over six years of expertise – both operational and technical – in the field.

DaaS

STEER's DaaS offering provides a last mile logistics solution for retailers to offer just-in-time deliveries to end-users. DaaS does this by leveraging the assets, technology and base of resources developed by the Company through its pre-existing on-demand offerings, for example, a shared tech stack and driver fleet. For drivers, this means potentially higher earnings through an additional revenue stream, minimized idle time, and the convenience of managing more potential driving and delivery functions on fewer mobile phone apps. For the Company, the DaaS functionality results in greater operational efficiencies due to a unified driver acquisition and training, and optimized marketing spend across the platform. The Company feels these operational efficiencies will translate into economies of scale as STEER's DaaS onboards more vendors and launches operations in new geographies. From a technical standpoint, DaaS' tech-driven delivery management software integrates directly with the merchant's point-of-sale ("**POS**") solution and provides visibility, key performance indicator (KPI) controls and data processing.

Rideshare

Rideshare offers green transportation solutions by focusing on carbon emissions reduction. Riders can choose between an electric, hybrid or gas vehicle, with the platform calculating a carbon impact associated with a rider's ride and earmarking an equivalent amount to contribute towards planting trees to offset emission. Other differentiating factors of Rideshare include an emphasis on driver and rider safety through a) utilization of the Company's health technology, TraceSCAN, b) other health and safety protocols that disallow a driver from remaining on the platform if his/her temperature is above an acceptable level and c) a robust driver on-boarding process focused on rider safety and platform integrity.

ESG and Data Driven Intelligence

All of the Company's services leverage its built-in data science algorithms powered by the Company's big data, analytics and machine learning engine, EcoCRED. EcoCRED seeks to capture, analyse, parse and report on key data points in order to measure the Company's impact on things like carbon reductions and offsets. The Company's primary objectives in collecting this data are to: a) analyse daily demand cycles for each individual offering, b) streamline resource allocation including driver utilization and grid navigation for greater efficiency, c) identify cross-selling opportunities within the STEER platform, and d) provide customers with analytics, metrics and data that quantify their carbon reduction efforts, as businesses face increased expectations to track and report on ESG metrics.

The Company feels that as it continues to experience a growing number of users and businesses transacting on its platform, EcoCRED will take on a more pivotal role in analysing and producing analytic reports on the collected datasets. First acquired from a wholly owned subsidiary of Exelon Corporation in April 2021, EcoCRED has become the Company's ESG big-data analytics machine for all carbon impacts and offsets coming through its platform. The goal is to power all of the Company's On-Demand and Subscription-Based services through EcoCRED to automatically capture carbon reductions and offsets created in real-time and to do so in a reportable manner. This will include offsets created by the Company's EV subscription service and its B2B Marketplace (e.g., the materials used and purchased). The Company is also working closely with industry-leading consultants to better understand all carbon reductions and offsets within the context of global industry standards. The Company intends to further integrate key sustainability metrics and statistics into its user interface (as it currently does for consumers on its mobile app) to provide real-time ESG analytics and data to customers on its dashboard for instant tracking and reporting.

Another function of EcoCRED as an application is to engage and empower consumers and businesses to build eco-friendly habits, increase awareness of sustainability, and to purchase verified, science-backed carbon offsets. EcoCRED includes an online application for mobile phones and tablets (the "**EcoCRED Platform**") that estimates users' daily carbon footprint based on their living habits, such as how they commute, the type of food they consume, their heating and air conditioning habits and the type of vehicle they drive. It suggests simple tasks and useful lifestyle tips to help educate its users and, if incorporated into their daily routine, help reduce their carbon footprint.

While EcoCRED does generate revenue, the Company does not envision EcoCRED becoming a significant generator of revenue growth on a standalone basis. Rather, the Company sees EcoCRED's true value as the Company's internal analytics and data engine. Services offered through EcoCRED to the market are not being offered primarily for the purposes of revenue but as part of the Company's continued efforts to develop, test and strengthen its analytics engine and/or to grow its own datasets in a manner that enhances the functionality and utility of the STEER platform overall.

Recent Development of Business

STEER's development of its business and operations during the current financial year to date consist of the following:

- On February 14, 2022, the Company announced a change in its senior management team with Nastassia Law resigning as the Company's Chief Financial Officer, effective March 4, 2022 and, Mr. Jason Xie, MBA, CPA, FCPA and AICPA, replacing her in such capacity.

- On March 1, 2022, the Company completed a private placement of 7,343,750 units ("**March Private Placement**") on a non-brokered basis at a subscription price of $0.64 per unit, for aggregate gross proceeds to the Company of $4,700,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one additional share at a price of $0.80 each for a period of 36 months from the date of issuance, subject to customary adjustment provisions. All subscriptions came from directors of the Company and the March Private Placement was, therefore, a "Related Party Transaction" within the meaning intended by MI 61-101 (for more information, please review our Material Change Report of March 3, 2022). No additional insiders or related parties of the Company participated in the March Private Placement and no new insiders or control persons were created in connection with the closing of the March Private Placement. The Company intends to use the net proceeds from the issuance of the Units for general business development activities and general working capital purposes.

- On April 8, 2022, the Company completed a non-brokered private placement of 29,661,016 units ("**April Private Placement**"), with each unit consisting of one common share and one warrant. Each unit was issued at a price of $0.59 per unit for aggregate gross proceeds of $17.5 million. For more information about the April Private Placement, please read *Subsequent Events – April Private Placement*.

- On April 20, 2022, the Company announced its plans for a corporate name change to "STEER Technologies Inc." including a restyling of most offerings to "STEER", a brand that the Company acquired from a wholly owned subsidiary of Exelon Corporation in September 2020. The Company intends to seek shareholder approval for such formal name change at its upcoming 2022 shareholders meeting, announced for July 12, 2022. For more information, please read *Subsequent Events – Name Change to STEER*. Please also see the Company's upcoming Management Information Circular for the Company's 2022 shareholders meeting, which will be filed and available on SEDAR prior to the meeting.

- On May 16, 2022, the Company announced that it had successfully rolled out its Delivery-as-a-Service (DaaS) offering to 200 small-to-medium sized businesses and that, based on this success, was beginning to target lager leading retailers across North America.

STEER's COVID-19 Internal Response

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (or "**COVID-19**") as a pandemic. The Company has responded to the COVID-19 pandemic by launching new, or expanding the existing services, features, or health and safety requirements on an expedited basis, particularly those relating to the delivery of food. COVID-19 has impacted the global economy and has and may continue to result in significant business disruptions. Since the beginning of the pandemic, the government of Ontario, the primary jurisdiction the Company has operations in, has imposed lockdowns at certain periods in order to curb infection rates. These lockdowns and restrictions, leading to reduction in non-essential travel and school closing, have adversely impacted the demand for certain of the Company's ride sharing businesses. Given the dynamic nature of COVID-19, the full extent to which the global pandemic may have direct or indirect impact on the Company's business and the related financial reporting implications can not be reasonably estimated at this time, although the pandemic could materially affect the Company's business, results of operations and financial condition in the future. Additionally, concerns over the economic impact of the COVID-19 pandemic have caused volatility in financial markets, which may adversely impact the Company's stock price and the Company's ability to access capital markets.

ANALYSIS OF RESULTS OF OPERATIONS – THREE MONTHS ENDED MARCH 31, 2022 AND 2021

The following section provides an overview of our financial performance during the three months ended March 31, 2022 compared to the three months ended March 31, 2021.

Revenue

Revenue for Q1 2022 was $10,734,500, as compared to $2,772,800 in Q1 2021, an increase of $7,961,700. The increase in revenue was primarily attributable to organic growth in the Company's electric vehicle subscription business and expansion of its On-Demand businesses, led mainly by its Business-to-Business (B2B) Marketplace and other On-demand offerings such as food delivery, and Delivery-as-a-Service (DaaS).

Subscription Revenues

Total revenue from subscription-based services, led by electric vehicle subscription, was $662,800 in Q1 2022 as compared to $596,700 in Q1 2021. This increase was attributable to the Company's improved operational efficiency by reducing idling time and increased number of new vehicles. Going forward, the Company sees its electric vehicle subscription business as a key part of its focus and growth strategy. The Company also expects that subscription revenues, being recurring in nature, will allow the Company to better predict and accurately forecast associated future revenues.

On-Demand Revenues

Total revenue from the Company's On-Demand Services was $9,976,400 in Q1 2022, as compared to $2,176,100 in Q1 2021. The increase was attributable to added complementary business lines, namely B2B Marketplace and DaaS, which the Company had just started to develop or did not offer in Q1 2021. On-Demand revenues were led by the Company's B2B Marketplace, which generated $8,330,000 in revenues in Q1 2022, as compared to $179,700 in Q1 2021. This increase is attributable to the Company boosting B2B Marketplace later in 2021. Total revenue from the Company's B2C On-Demand services, which include Foods, DaaS and rideshare, were $1,646,400 in Q1 2022 as compared to $1,996,400 in Q1 2021. This decrease is primarily attributable to a restructure of revenue recognition and a slight decline in food delivery orders since people have gotten access to dining-in alternatives as pandemic-related restrictions have been lifted. However, we expect there will be a steady increase in the future due to overall growth in the Company's B2C On-Demand services including city penetrations after an initial cultivation period, more desirable data-informed pricing strategies throughout 2022, and successfully rollout of DaaS to an increasing number of businesses (currently, 200) across Ontario, Canada.

EcoCRED

Total revenue from the Company's EcoCRED engine was $95,300 in Q1 2022, as compared to $Nil in Q1 2021. The reason for this increase was the Company's acquisition of EcoCRED in Q2 2021. While EcoCRED does generate revenue, the Company does not envision EcoCRED becoming a significant generator of revenue growth on a standalone basis but, rather, sees its true value as being the Company's analytics and data engine. Services offered through EcoCRED to the market are not being offered primarily for the purposes of revenue but rather as part of the Company's continued efforts to develop, test and strengthen its analytics engine and/or to grow its own datasets in a manner that enhances the functionality and utility of the STEER platform overall.

Cost of Revenue

Cost of revenue overall for Q1 2022 was $11,745,500, representing an increase from $3,370,600 in Q1 2021.This overall growth in cost of revenue is attributable to overall organic growth and expansion of the Company's key Subscription Based Steer EV and On-Demand Offerings including its B2B Marketplace, Foods and DaaS.

Total payouts to drivers for Foods was $1,695,600 in Q1 2022, as compared to $1,741,000 in Q1 2021. This decrease was mainly attributable to improvement in the utilization and centralization of the Company's DOB (driver onboarding) process, and the operations team's conscious optimization of its payout structure to reduce costs. Total depreciation related to vehicle subscription services was $518,400, as compared to $463,500 in Q1 2021.Total automobile costs were $125,200, as compared to $158,900 in Q1 2021. Total insurance expenses were $157,700 in Q1 2022, as compared to $133,200 in Q1 2021. These increases were attributable to organic business growth in 2022 Q1 after the acquisition of the Steer EV vehicle subscription business in the United States in September 2020 and the launch of the Steer vehicle subscription business in Canada in February 2021. Total payment processing fees were $384,600 in Q1 2022, close to the amount of $375,200 in Q1 2021. Total delivery expenses for B2B Marketplace were $617,200 in Q1 2022, as compared to $14,200 in Q1 2021. The increase was attributable to expansion in 2021 to include the sale and delivery of various restaurant supply items and SKUs (stock keeping units) on a business-to-business basis.

The cost of goods sold from the sale of merchandise was $7,929,900 in Q1 2022, compared to $322,700 in Q1 2021. The majority of this cost of goods sold increase is attributable to expanded offerings, particularly with fast-growing B2B Marketplace.

Total cost of revenue payable to Connex Telecommunications Inc., a related company (**"Connex"**), was $1,100 in Q1 2022, as compared to $Nil in the Q1 2021. See "Related Party Transactions" below.

General and Administration Expenses

General and Administrative expenses for Q1 2022 were $2,004,400, down from $2,059,200 in Q1 2021. Total legal and accounting fees were $231,700 for Q1 2022 as compared to $606,300 in Q1 2021. This decrease was primarily attributed to the Company streamlining administrative, legal, and accounting functions where possible.

Total share-based compensation expenses related to stock options and restricted share units granted to directors and officers of STEER were $336,300 for Q1 2022, as compared to $123,300 in Q1 2021. This increase was attributable to there being new additions and share-based grants to the Company's Board of Directors compared to Q1 2021. Total share-based compensation expenses related to restricted share units granted to advisors and consultants were $265,100 in Q1 2022, as compared to $674,900 in Q1 2021. This decrease is attributable to the Company granting less one-off share-based consulting fees than in Q1 2021 and generally moving to a pay-for-performance structure with many consultants and advisors that better aligns their interests with those of the Company. Total share-based compensation expenses recognized related to stock options and restricted share units, granted to employees of the Company, were $31,800 in Q1 2022 as compared to $Nil in Q1 2021.

Total insurance expenses decreased to $120,700 in Q1 2022, compared to $122,500 in Q1 2021. The decrease was attributable to an adjustment in directors' and officers' insurance premiums since renewal in October 2021. Total salaries and benefits for general and administrative staff members increased from $316,400 for Q1 2021 to $883,700 in Q1 2022. The increase was primarily attributable to the Company's expansion and the associated additions to its employee headcount. We anticipate an increase in share-based compensation expenses continuing in 2022 as we intend to recruit and expand management and employee ranks in line with our intentions to continue growing STEER's services and product offerings.

Operational Support Expenses

Operational support expenses increased to $3,701,200 in Q1 2022, from $2,187,900 in Q1 2021. Much of this increase was due to a substantial expansion in our general operations (i.e., related salaries and benefits).

Total share-based compensation expenses recognized related to stock options and restricted share units granted to employees of the Company were $33,700 in Q1 2022, as compared to $Nil in Q1 2021. Total salaries and benefits for the Company's technical operations and support staff were $2,817,200 in Q1 2022, an increase of $1,189,300 compared to $1,627,900 in Q1 2021 primarily due to the increase in employee headcount to sustainably develop technology strength and capability in house and to build further competitiveness as a technology company.

Total fees paid to third parties providing operational support, driver background checks and onboarding procedures were $135,600 in Q1 2022, as compared to $62,000 in Q1 2021. The increase was attributable to the incremental operational support associated with our newly acquired assets and recently-launched businesses and offerings. Total operational support expenses payable to Connex was $14,900 in Q1 2022, as compared to $19,600 in the comparative quarter. See “Related Party Transactions” below.

Operational Support Expenses associated with EcoCRED were $2,900 in Q1 2022, compared to $nil in Q1 2021. This increase is attributable to acquisition of EcoCRED by the Company in April of 2021.

Research and Development Expenses

Research and development expenses increased to $737,500 in Q1 2022, as compared to $344,400 in Q1 2021. Total salaries and benefits related to research and development personnel were $495,600 in Q1 2022, as compared to $131,900 in Q1 2021. Total share-based compensation expenses recognized related to stock options and restricted share units granted to employees of the Company were $18,600 in Q1 2022, as compared to $Nil in Q1 2021. The increase was primarily driven by the Company consolidating more research and development functions in-house, as opposed to outsourcing to third party providers. We continue to increase the functionality of our platforms and business units and improve efficiencies in attracting and retaining users, downloads, drivers, and riders onto the platform. For Health, the Company (along with alumni and participants from the University of Waterloo and its Faculty of Engineering) has developed the TraceSCAN wearable technology for contact tracing and the Company have continued to upgrade and optimize the Company’s proprietary product and technology. Total consulting fees were $223,300 in Q1 2022, as compared to $212,500 in Q1 2021. Total fees payable to Connex was $Nil in the quarter, as compared to $16,000 in the comparative quarter. See “Related Party Transactions” below.

Sales and Marketing Expenses

Sales and marketing expenses for Q1 2022 were $591,100, as compared to $858,100 in Q1 2021. These decreases were primarily attributable to reduced spending in incentives to user and other consulting expenses. Total sales and marketing expenses for the Company’s user and prospective user incentive programs were $125,900 in the quarter, as compared to $504,800 in Q1 2021. This decrease was primarily attributable to the Company’s efforts to optimize promotional spend for Foods. Total consulting expenses were $ 202,900 in Q1 2022, as compared to $353,300 in Q1 2021.

Total salaries and benefits related to sales and marketing personnel were $253,400 in Q1 2022, as compared to $Nil in Q1 2021. Total share-based compensation expenses recognized related to stock options and restricted share units granted to employees of the Company were $8,900 in Q1 2022, as compared to $Nil in Q1 2021. The increase was primarily due to the increase in employee headcount and greater internalization of key marketing functions. The Company plans to continue to invest in sales and marketing to grow the number of platform new users and increase our brand presence.

Net Loss

The Company incurred a net loss of $8,182,000 (of which $4,950,979 was cash used in operating activities) in Q1 2022 compared to a net loss of $5,630,400 (of which $4,791,658 was cash used in operating activities) in Q1 2021. This increase in net loss was primarily attributable to the natural growth and development of the Company and the costs associated with same, as described above. As the company continues to explore new business opportunities and invest heavily in technology research and development, management is confident that its sales revenue can continue to grow more efficiently in the coming quarters. For example, while revenue has grown 287.13% (year-over-year), net loss has grown at a lesser pace of 45% (year-over-year).

Discussion of Pre-Revenue Operations

Issuers that have significant projects that have not yet generated revenue are required to describe each project, including the Company's plan for the project and the status of the project relative to that plan, and expenditures made during the period and how these relate to anticipated timing and costs to take the project to the next stage of the project plan. The following tables provide this information for each of the Company's main projects that were pre-revenue projects in Q1 2022. Information is provided for the Company's TraceSCAN project.

The TraceSCAN Project:

	Q1 2022
The status of the project:	The Company has continued to further develop and finalize its TraceSCAN devices, the arrival of which had been slowed by global chipset shortages. Shortages have also slowed the ability of the Company to program, develop, and test the devices further to upgrading and improving them in line with market feedback. The Company is currently assessing, in light of most COVID restrictions being lifted, the best and most productive use for TraceSCAN devices.
The expenditures made on the project during the quarter:	The Company did not track expenses directly attributable to the TraceSCAN project during this quarter. Efforts and resources were borrowed and shared amongst many of the Company's business units. However, the Company estimates that the expenditures during the quarter on this project were between \$250,000 and \$350,000 from a cost accounting perspective.
The anticipated timing and costs to take the project to the next stage of the project plan:	The Company is currently assessing, in light of most COVID restrictions being lifted, the best and most productive use for TraceSCAN devices. Once this assessment is complete, the Company plans to determine how much of its resources it plans to expend and the timing of these next steps.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the results of our operations for the eight most recently completed fiscal quarters:

(Unaudited)	**Q1 2022 ($)**	**Q4 2021 ($)**	**Q3 2021 ($)**	**Q2 2021 ($)**	**Q1 2021 ($)**	**Q4 2020 ($)**	**Q3 2020 ($)**	**Q2 2020 ($)**
Revenue	10,734,515 (1)	10,310,269(2)	7,811,810(3)	4,521,548 (4)	2,772,834 (5)	3,186,378(6)	266,460(7)	93,615(8)
Net loss	(8,182,039) (1)	(6,190,315)(2)	(9,930,182) (3)	(7,559,851) (4)	(5,630,405) (5)	(5,289,878)(6)	(3,874,179)(7)	(6,656,844)(8)
Basic and diluted loss per Share	(0.08)	(0.06)	(0.10)	(0.08)	(0.06)	(0.06)	(0.04)	(0.07)

Notes:

(1) Net loss increased for the three months ended March 31, 2022 as compared to the prior quarter, primarily due to the growth of the Company and the associated cost of revenue increase in the amount of $990,000, increase in operational support in the amount of $846,000, and increase in sales and marketing in the amount of $178,800. Net loss for the three months ended March 31, 2022 would have been $7,487,600 if we exclude the non-cash portion of our share-based compensation expenses. For the three months ended March 31, 2022, the total non-cash portion of share-based compensation expenses was $694,400.

(2) Net loss decreased for the three months ended December 31, 2021 as compared to the prior quarter, was primarily due to the fair value loss on the investment in Tally Technology Group Inc. in the amount of $3,489,916 in Q3 2021. For the three months ended December 31, 2021, total share-based compensation expenses were $1,082,400, and were included in general & administrative, operational support, research and development and sales and marketing expenses.

(3) Net loss increased for the three months ended September 30, 2021 as compared to the prior quarter, was primarily due to the fair value loss on the investment in Tally Technology Group Inc. in the amount of $3,489,916, For the three months ended September 30, 2021, total share-based compensation expenses were $511,100, and were included in general & administrative expenses.

(4) Net loss increased for the three months ended June 30, 2021 as compared to the prior quarter, primarily due to the growth of the Company and the costs associated with an increase in cost of revenue in the amount of $1,976,200 and an increase in operational support in the amount of $1,273,100. For the three months ended June 30, 2021, the total share-based compensation expense was $279,800, and was included in general & administrative expenses.

(5) Net loss increased for the three months ended March 31, 2021 as compared to the prior quarter, primarily due to the growth of the Company and the costs associated with an increase in cost of revenue in the amount of $912,100 and an increase in general and administration expenses in the amount of $865,200. For the three months ended March 31, 2021, total share-based compensation expenses were $798,200, and were included in general & administrative expenses.

(6) Net loss increased for the three months ended December 31, 2020 as compared to the prior quarter, primarily due to growth of the Company and the costs associated with the increase in cost of revenue in the amount of $2,315,100, the increase in operational support in the amount of $1,225,400 and the increase in sales and marketing in the amount of $1,476,500. The increase in revenue was mainly attributable to Food Hwy, the newly acquired food-delivery business on October 1, 2020. For the three months ended December 31, 2020, total share-based compensation expenses were $551,700, and were included in general & administrative expenses.

(7) Net loss decreased for the three months ended September 30, 2020 as compared to the prior quarter, primarily due to a decrease in Sales and Marketing expenses attributable to the consulting agreement with Medtronics Online Solutions Ltd. ("**Medtronics**") in the amount of $4,932,696. This decrease was partially offset by an increase in general & administrative, operational support, and research & development expenses due to the growth of the Company and the costs associated therewith. The increase in revenue was mainly attributable to Steer, the newly acquired electric-vehicle subscription business. For the three months ended September 30, 2020, total share-based compensation expenses were $354,100, and were included in general & administrative expenses.

(8) Net loss increased for the three months ended June 30, 2020 as compared to the prior quarter, primarily due to an increase in Sales and Marketing expenses attributable to the consulting agreement with Medtronics in the amount of $4,932,696. The decrease in revenue was attributable to a decrease in ridership as a result of the COVID-19 global pandemic. For the three months ended June 30, 2020, total share-based compensation was $5,291,600, which we included sales and marketing expenses in the amount of $4,932,696 and general & administrative expenses in the amount of $358,900.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Overview

The Company currently manages its capital structure and makes adjustments to it based on cash resources expected to be available to the Company in order to support its future business plans. Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to safeguard its ability to sustain future development of the business, particularly in the face of uncertainty created by the COVID-19 global pandemic. The Company's objective is met by retaining adequate cash reserves – more than usual for the duration of the pandemic – to account for the possibility that cash flows from operations will not be sufficient to meet future cash flow requirements. In order to maintain or adjust its capital structure, the Company may issue Shares through public or private equity financings from time to time.

Cash Flows

The following table presents our cash flows for each of the periods presented:

	For the Three-Months Ended March 31, 2022 ($)	**For the Three-Months Ended March 31, 2021 ($)**
Net cash generated used in operating activities	(4,950,979)	(4,791,658)
Net cash generated used in investing activities	(39,751)	(239,543)
Net cash generated from financing activities	6,391,165	19,836,504
Impact of currency translation adjustment on cash	(24,703)	(4,925)
Increase in cash and cash equivalents	**1,375,732**	**14,800,378**

Analysis of Cash Flows

The Company's cash balance as of March 31, 2022, was $3,604,900, as compared to $2,229,200 as of December 31, 2021. The Company had a working capital deficiency of $2,459,600 as of March 31, 2022, as compared to a working capital deficiency of $660,500 on December 31, 2021. This increased deficiency is mainly temporary in that $2,227,200 in advance subscription funds ("**Advanced Subscription Funds**") were received March 2022 pursuant to the Company's second Q1 2022 Private Placement first announced on March 28, 2022 ("**Second Q1 Private Placement**"). The shares applicable to these Advance Subscription Funds were issued early in Q2 2022 as part of the Company's formal closing of the Second Q1 Private Placement in accordance with the rules of the TSX Venture Exchange. The Company expects its Q2 2022 financial statements to reflect an adjustment to its working capital accordingly. For further information on the Company's current cash and liquidity position, please also see "Subsequent Events – Private Placement."

Cash Flows used in Operating Activities

Cash used in operations of the Company was $4,951,000 for the Q1 2022, as compared to $4,791,700 for Q1 2021. This consisted of a net loss of $8,182,000, fair value gain on investment of $100, deferred income tax recovery of $3,400, gain on lease terminations of $56,800 and gain from sale of equipment of $19,600 offset by non-cash expenditures of $2,486,700 consisting of depreciation and amortization of $1,539,700, share-based payments of $694,400, inventory provision of $235,400, an unrealized foreign exchange loss of $14,500 and interest expenses of $2,700. Total share-based compensation expenses for the three months ended March 31, 2022 were: (a) to several directors of the Company: $336,300; and (b) to advisors and consultants: $265,100 and (c) to employees of the Company: $93,000. Cash was also used to fund the increase in prepaid expenses and deposits of $364,800, the increase in inventory of $74,800 and the decrease in deferred income of $91,800, offset by the increase in accounts payable and accrued liabilities of $1,062,600, the decrease in interest receivable of $200, the decrease in trade and other receivables of $176,700, and the increase in deposits of $116,200.

Cash Flows used in Investing Activities

Cash used in investing activities was $39,800 for Q1 2022, as compared to $239,500 in Q1 2021. This decrease was because of our purchase of items that tend to be less capital intensive, such as warehouse equipment for B2B Marketplace in 2022 Q1, compared to the purchase of vehicles for newly launched Steer Vehicle subscription business in Toronto in Q1 2021, all of which cost comparatively more.

Cash Flows generated from Financing Activities

Cash generated from financing activities was $6,391,200 for Q1 2022, as compared $19,836,500 for Q1 2021. The change was primarily attributed to the Company having done a larger private placement in Q1 2021 than in Q1 2022. Proceeds received from the issuance of Shares in connection with a non-brokered private placement completed in March 2022 for aggregate gross proceeds to the Company of $4,700,000. Cash was also received from the Second Q1 2022 Private Placement of $2,227,300; however, shares related to these funds were issued in April 2022. For more information, see "Cash Flow Analysis".

At present, the Company has insufficient earnings to fund its operations. As such, the primary source of cash flows for the Company has been equity financings. The primary uses of cash are acquisition expenses and operating expenses, including product research and development. The Company intends to finance its future cash requirements through ordinary course revenue generation, together with a combination of debt and/or equity financings. While the Company has historically been successful in raising capital from equity financings, there can be no assurance that the Company will be able to obtain debt and/or such financings on favourable terms, or at all, in the future.

SHARE INFORMATION

The Company is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As of the date of this MD&A, there are 132,866,865 Shares and Nil preferred shares issued and outstanding.

RELATED PARTY TRANSACTIONS

The related party transactions are in the normal course of operations and have been valued in these consolidated financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related parties include key management, the Board of Directors, close family members and entities which are controlled by these individuals as well as certain persons performing similar functions.

Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company defines key management personnel as being the directors and key officers. For the period ended March 31, 2022 and 2021, the compensation awarded to key management personnel is as follows:

		Q1 2022		**Q1 2021**
Salaries, service fees and short-term benefits	$	263,331	$	132,137
Share based compensations		336,328		123,325
	$	599,659	**$**	255,462

Related party transactions

During the years ended March 31, 2022 and 2021, the Company incurred office space, operational support, consulting, and product development expenses for services provided by the following related entities controlled by key officers or directors:

		Q1 2022		Q1 2021
Connex Telecommunications Inc. ("**Connex**")[1]	$	15,994	$	35,620
Abrahams LLP [2]		-		8,758
Mujir Muneeruddin Professional Corporation[3]		-		60,000
	$	15,994	**$**	104,378

The above incurred expenses are included in cost of revenues, operational support expenses, and research and development expenses.

Due to related parties:

As at March 31, 2022 and 2021, the amounts due to related parties include:

		Q1 2022		Q1 2021
Directors	$	90,000[4]	$	-
Founders		195,559[5]		195,559
Entities controlled by key officers or directors		595,077[6]		499,145
	$	880,636	**$**	694,704

Amounts due to directors and entities controlled by key officers or directors are included in accounts payable and accrued liabilities. Amounts due to founders are included as due to related parties. The amounts owing by the Company are unsecured, and non-interest bearing, with no specific terms for repayment.

All amounts outstanding to related parties are unsecured and non-interesting bearing. There have been no guarantees provided or received for any related party receivables or payables. All transactions with related parties were intended to be carried on the same basis as they would have occurred if the transaction was with an arm's length party.

[1] Connex is beneficially owned and controlled by Sayan Navaratnam, the Company's largest shareholder and former Chief Executive Officer.
[2] Mujir Muneeruddin, an officer and director of the Company, is the Chairman of Abrahams LLP. Abrahams LLP is a law firm. Payments made by the Company to Abrahams LLP are for the various legal services provided to the Company by several lawyers and law clerks at the firm, which includes lawyers and law clerks operating in Ontario, Canada (other than Mr. Mujir Muneeruddin).
[3] Mujir Muneeruddin Professional Corporation is beneficially owned and controlled by Mujir Muneeruddin, an officer and director of the Company.
[4] The amount of owing $90,000 was for services directors provided in 2021 for additional committee work primarily in relation to the OSC's continuous disclosure review of the Company during 2020 and 2021.
[5] The amount owing of $195,559 was for Imran Khan, one of the initial directors of the Company. These amounts were due as a result of Mr. Khan making certain payments on the Company's behalf and providing initial working capital during 2018.
[6] The amount of owing $595,077 was a result of related parties providing consulting, legal, and product development services to the Company.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's primary financial risk management objective is to protect the Company's consolidated financial position statement and cash flow. The Company's principal financial liabilities are comprised of accounts payable and accrued liabilities, lease liabilities and amounts due to related parties. The main purpose of these financial liabilities is to provide working capital for the Company's operations. During the normal course of operations, the Company may become exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company.

Market risk

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

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at March 31, 2022, the Company is primarily exposed to foreign exchange risk through its United States dollars denominated, investment in preferred shares and the investment in Tally. The Company mitigates foreign exchange risk by monitoring foreign exchange rate trends. The Company does not currently hedge its currency risk.

Based on current exposures as at March 31, 2022 and assuming that all other variables remain constant, a 10% appreciation or depreciation of the Canadian dollar relative to the United States dollar would result in a gain or loss of approximately $236,700 in the Company's consolidated statements of loss and comprehensive loss.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at March 31, 2022, the Company was not exposed to significant interest rate risk.

Inflation Risk

Inflation Risk refers to the possibility that goods and services increase more than expected or, inversely, that the same amount of money results in less purchasing power. It is the expectation of the Company that inflationary pressures, including premiums on gas, vehicles, and other merchandise prices, could impact or be impacted by supplier relationships and negotiations, as well as the general economic environment. Inflationary pressures could jeopardize the Company's ability to purchase supplies, products, merchandise or otherwise access labour and services that are critical to its operation and growth.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

Examples include changes in commodity prices or equity prices. As at March 31, 2022, the Company is not exposed to significant other price risk, except with regards to fair value through profit or loss.(FVTPL) investments.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company's financial instruments that are exposed to credit risk consist primarily of cash and cash equivalents and trade and other receivables. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with financially stable and insured institutions. The Company mitigates its exposure to credit risk from trade and other receivables through a payment collection platform which processes users' pre-authorized credit cards. As payments from users are typically pre-authorized, the risk of credit loss is expected to be minimal. As at March 31, 2022, the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far ahead as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions such as those created by the global pandemic COVID-19. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. The Company continuously reviews both actual and forecasted cash flows in order to ensure that the Company has appropriate capital capacity.

As at March 31, 2022	**Carrying Amount**	**Undiscounted Contractual Cash Flows**		
		< 1 year	**1 – 5 years**	**Total**
Accounts payables and accrued liabilities	$ 8,086,733	$ 8,086,733	$ -	$ 8,086,733
Due to related parties	195,559	195,559	-	195,559
Loans	101,327	-	160,000	160,000
Lease liabilities	10,026,767	3,160,881	8,713,948	11,874,829
	$ 18,410,386	**$ 11,443,173**	**$ 8,873,948**	**$ 20,317,121**
As at December 31, 2021				
Accounts payables and accrued liabilities	$ 7,037,112	$ 7,037,112	$ -	$ 7,037,112
Due to related parties	195,559	195,559	-	195,559
Loans	98,591	-	160,000	160,000
Lease liabilities	11,133,486	3,308,548	9,920,109	13,228,657
	$ 18,464,748	**$ 10,541,219**	**$ 10,080,109**	**$ 20,621,328**

Capital management

The Company manages its capital, which consists exclusively of equity, with the primary objective being safeguarding sufficient working capital to sustain operations. The Company may require additional funds in order to fulfill all of its future expenditure requirements or obligations, in which case the Company may raise additional funds either through the issuance of equity or by incurring debt to satisfy such requirements or obligations. There is no assurance that any additional funding required by the Company will be available to the Company on terms acceptable to the Company or at all.

There have been no changes in the Company's approach to capital management during the three months period ended March 31, 2022, nor have there been any changes made in the objectives, policies, or processes of the Company in respect of capital management during the three months period ended March 31, 2022. The Company will continually assess the adequacy of its capital structure and capacity and make adjustments within the context of the Company's strategy, economic conditions, and the risk characteristics of the business.

The Company's primary objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern, so that it can provide adequate returns to its shareholders and benefits for other stakeholders;
- fund capital projects for facilitation of business expansion provided there is sufficient liquidly of capital to enable the internal financing; and
- maintain a capital base to maintain investor, creditor, and market confidence.

The Company considers the items included in the consolidated statements of changes in equity as capital. The Company manages its capital structure and makes adjustments thereto as is necessary from time to time in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new Shares from treasury. The Company is not subject to externally imposed capital requirements.

Other Business Risks and Uncertainties

The Company's future results may be affected by a number of factors over many of which the Company has little or no control. In addition to the risks set out herein, please see the Company's annual Management and Discussion of Financial Condition and Results of Operations for the years ended 2021 and 2020, as well as the Company's annual financial statements for the year ended December 2021 and 2020, each of which has been filed under the Company's profile on SEDAR at www.sedar.com.

Climate Change

The impact of climate change is already widespread across both human populations and natural ecosystems. Addressing climate change, and recognizing the urgent need to address greenhouse gas ("**GHG**") emissions because of the role they play in climate change, a real and rapidly growing threat to society and the planet, requires action and long-term commitments by every segment of society, including the business community. Strategies to reduce and mitigate GHG emissions, such as modifying how people and businesses conduct themselves and operate, can be effective in reducing and mitigating GHG and its impact on climate change.

The Company believes that businesses that can demonstrate how their product offerings and services can help mitigate the effects of climate change, for example by reducing or mitigating GHG, can be successful in creating new product offerings and new markets at the same time. STEER believes it is creating a unique niche in not only the Subscription-based and On-Demand services that it offers to assist with the offsetting and/or reduction of carbon emissions, but also in its analytics and reporting engine, EcoCRED, to assist its customers with better tracking, measuring and reporting the same.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not engaged in any off-balance sheet financing transactions.

PROPOSED TRANSACTIONS

The Company is actively pursuing its plans for continued growth and future profitability through: (i) increases in revenues and profit margins from the Company's existing lines of business; (ii) transitioning the Company's current pre-revenue projects into revenue-generating products and services; and (iii) additional strategic acquisitions to enhance and/or further diversify the Company's lines of business and its products and services. As at the date of this MD&A, there are no prospective merger and/or acquisition transactions that are currently under negotiation nor proposed to be entered into that have reached the threshold of being a "material change" for the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual events may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in net loss and/or comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both. Significant assumptions regarding the future and other sources of estimation uncertainty that management has made at the financial position reporting date could result in a material adjustment to the carrying amounts of assets and liabilities. All significant estimates and critical judgments, estimates, and assumptions are described in Note 3 of the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2022 and Note 4 of the Company's audited consolidated financial statements for the year ended December 31, 2021.

CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

There were no changes to the Company's significant accounting policies for the three months ended March 31, 2022. The Company has enhanced disclosure of the descriptions on reclassification of the Company's revenue recognition policies to provide a better disclosure to enable the readers to clearly understand the policies and the rationale for the revenue recognition models and how the Company accounts for things like inventive programs that had been offered to users and prospective users including discounts, refunds, sales discounts and other promotions as applicable, should be read in conjunction with our audited consolidated financial statements, including the related notes thereto, for the fiscal years ended December 31, 2021

SUBSEQUENT EVENTS

Tally

On April 22, 2022, the Company entered into an amended agreement ("**Tally April 2022 Amendment**") with Tally Technology Group Inc. ("**Tally**") whereby the Company would retain 1,935,618 shares of Tally's Series Seed Preferred Stock, which have a deemed original issue price of $0.6875, as well as warrants to purchase 250,000 common shares of Tally at $0.01 per share. This Tally April 2022 Amendment was intended to resolve an earlier dispute that arose on October 27, 2021 when Tally issued a legal notice ("**Notice**") to the Company, alleging that the Company had defaulted on the terms of earlier agreements.

While management of the Company was of the opinion that the Notice was without merit (as an earlier amended agreement of August 2021 had removed any obligations upon which Tally might claim default), the Company and its advisors felt based on a number of factors that the Company had lost significant influence over Tally investment during the year ended December 31, 2021. These factors included the dilution of interest, loss of board seat, ongoing legal dispute, uncertainty about future cash flows, unobservable inputs not being reflective of market participant assumptions, and restrictions on sale. Accordingly, the Company recognized the difference between the carrying amount of $3,489,916 and the estimated fair value of retained interest as a charge in the consolidated statements of loss and comprehensive loss during the 2021 fiscal year.

Name Change to STEER

On April 20, 2022, the Company announced its plans for a corporate name change to "STEER Technologies Inc."

including a restyling of most offerings to "STEER", a brand that the Company acquired from a wholly-owned subsidiary of Exelon Corporation in September of 2020. The rebranding will include a stylized "E" (from the word "STEER") as the Company's logo, emphasizing the Company's ESG (Environmental, Social and Governance) DNA and values. The Company feels the new name and logo better encapsulate the entirety of its value proposition as an integrated ESG technology platform offering on-demand and subscription-based mobility services aimed at bringing people together, through conscientious commerce, and moving the world forward. The Company plans to seek shareholder approval at its upcoming annual shareholders meeting, currently scheduled for July 12, 2022, to effect the name change officially by way of Articles of Amendment.

Private Placement

On April 8, 2022, the Company completed the April Private Placement issuing 29,661,016 units on a non-brokered basis at a subscription price of $0.59 per unit, for aggregate gross proceeds to the Company of $17.5 million. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one additional share at a price of $0.73 each for a period of 36 months from the date of issuance, subject to customary adjustment provisions. Subscribers included Sayan Navaratnam, thereby making this transaction a "Related Party Transaction" within the meaning intended by MI 61-101 (for more information, please review our Material Change Report of April 18, 2022). No new insiders or control persons were created in connection with the closing of the April Private Placement. The Company intends to use the net proceeds from the issuance of the aforementioned units for general business development activities and general working capital purposes.

Ontario Together Fund

On February 11, 2021, the Company entered into an agreement ("**OTF Agreement**") with respect to a grant of up to $2,500,000 via the Province of Ontario's *Ontario Together Fund* ("**OTF**") to help fund the development and deployment of the Company's TraceSCAN technology. On February 17, 2021, the Company received an initial tranche of $1,500,000 of OTF funding with the remaining possible $1,000,000 ("**Remaining Tranche**") being subject to the Company, among other things, taking delivery of 160,000 units and an audit of the costs incurred by July 5, 2021 ("**Project Completion Date**"). The Company completed the required audit and submitted its final request, in accordance with the OTF Agreement, for funding of the Remaining Tranche. Due to universal chipset shortages and other international supply chain issues impacting the global economy, the Company's supplier was delayed in delivering the hardware to the Company for approximately 46,000 out of the 160,000 TraceSCAN units by the Project Completion Date. As a result, the Company ended up taking delivery of the Remaining Units in tranches over the next few months, culminating in final receipt in November 2021. Given that some of the units were received after the Project Completion Date, the Company had been, since late Q1 2022, in active discussions with the government to settle on a final amount of the Remaining Tranche. Ultimately, the Government of Ontario agreed with the Company's position that, since the Company was in substantial compliance with all other material requirements under the OTF Agreement, the Company should at least be entitled to receive reimbursement for the 114,000 TraceSCAN units that were received by the strict Project Completion Date of July 5, 2021 (whereas the remaining 46,000 were received by the Company later in 2021 due to global supply chain issues). As such, on May 10, 2022, the Company received $631,653 of the Remaining Tranche from the Government of Ontario under the OTF Agreement.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's other public filings, are available on SEDAR at www.sedar.com. The Company's Shares are listed for trading on the TSX Venture Exchange under the symbol "FD".