



RIWI CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Three Months Ended March 31, 2022 and 2021

Containing information up to and including May 10, 2022

(Expressed in United States Dollars)

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

Management's discussion and analysis ("MD&A") details RIWI Corp.'s ("RIWI" or the "Company") operating results and financial condition as at and for the three months ended March 31, 2022 and 2021, and is prepared as at May 10, 2022. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the three months ended March 31, 2022 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") (collectively referred to as the "Financial Statements"), which are available on www.sedar.com. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS. The Company's certifying Officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these Financial Statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings.

The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information, future-oriented financial information, or financial outlooks (collectively, "forward-looking information"), which includes disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "seeks", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates", "projects", "budgets", "forecasts", "does not anticipate", "believes", "objective", "strives" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this MD&A. These risk factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this MD&A. All subsequent forward-looking information attributable to the Company herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. The Company does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this MD&A or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

ADDITIONAL INFORMATION

Additional information relating to the Company is available from the SEDAR website at www.sedar.com, under the Company's profile.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

RIWI OVERVIEW

RIWI Corp. ("RIWI" or the "Company") is a public company and its shares are all common shares listed on the TSX Venture Exchange (TSXV: RIWI). The Company was incorporated under the laws of Canada pursuant to the Canada Business Corporations Act on August 17, 2009. The Company's head office is located at 180 Bloor Street West, Suite 1000, Toronto, Ontario, M5S 2V6 and RIWI's registered office is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC, V6C 2X8.

As management noted in its MD&A for the fiscal year ending December 31, 2021, RIWI's vision is to be the most trusted and transparent source of global data. To be the most trusted and transparent source of global data means, first, that RIWI needs to monetize data sets that our customers consider mission-critical. Second, it means that we need to lead the global data industry in our transparency in terms of how we collect and aggregate new, impactful data feeds. Third, it means we need to leverage our proven strengths and our unique pedigree – RIWI's clients include some of the most data-sophisticated groups in the world – to build new subscription-based products that meet our clients' growing and diverse data needs. RIWI offerings will expand to include other types of alternative data which offer new and combined products and data solutions for customers. As we move forward towards fulfilling our vision, RIWI will offer customers both a portal platform from which they can source all of their essential data needs as well as a technology and analytics tool suite within the platform to analyze and manage the diverse data which they can purchase. As the global data market is large and growing rapidly – and the requirements across different customer segments are considerable – we have chosen to focus on three main customer segments: (i) International Development, (ii) Financial Services, and (iii) Public health and Health systems. Management has selected these customer segments based on feedback from our clients, the strategic review completed in the fourth quarter of 2021, the competitive landscape and addressable markets, and the opportunity for RIWI's existing technology to win annual recurring revenues in these segments.

The Company currently provides a global trend-tracking and prediction technology platform. Our patented, cloud-based software solutions provide a global digital intelligence platform to clients seeking real-time consumer and citizen sentiment data anywhere in the world in order to improve business performance, evaluate program effectiveness, enhance customer engagement, identify misinformation online, and to monitor emerging threats before these threats escalate to violence.

The RIWI platform enables customers to not only collect sentiment data, but also to perform message testing and conduct marketing campaigns that reach people online who are not engaged by traditional digital marketing campaigns. RIWI has several unique selling propositions including: (i) avoiding the collection, storage and transfer of personally identifiable information ("PII"), (ii) the ability to be in field collecting data, in any country, within 12 to 24 hours to support rapid-response needs, and (iii) data science capabilities and real-time dashboard analytics for multiple users dispersed across the globe at any client organization.

RIWI customers can benefit from not only leveraging our platform for data collection and analytics, but can also benefit from buying data-only RIWI subscriptions. More RIWI customers are leveraging RIWI in a Data-as-a-Service (DaaS) model as we build out our global database of information and develop more long-term subscription-based trackers. The RIWI platform currently stores over 2 billion responses to RIWI surveys across 229 countries. In keeping with our vision to be the world's most trusted and transparent source of global data, much of the RIWI data now being collected can be monetized for broader commercialization with new clients over time. Examples of work conducted and data collected in the first quarter of 2022 include predictive data on the 2022 French presidential elections, the conflict in Russia and Ukraine, data on the stigma associated with opioid abuse, trust in media, food security of migrants, gender empowerment, consumer preferences in response to loosening COVID restrictions, tax evasion versus compliance, misinformation about minority religious groups, and several other topics.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

1. RIWI Highlights for the three months ended March 31, 2022 – in US Dollars:

a) RIWI earned \$897,398 in revenues in the first quarter of 2022 compared to \$1,095,205 for the three months ended March 31, 2021. As a result of the Company's strategic transition to subscription-based products and annual recurring revenues, RIWI's year-over-year decrease in revenue for the three months ended March 31, 2022 is partially due to the strategic transition away from shorter-term, project-based initiatives. Those shorter-term projects historically enabled the Company to recognize a majority of revenues for most projects soon after any project launch. The Company remains committed to increasing its customer base and recurring revenue streams, along with focusing on sales activities and building out our sales-focused partnership ecosystem to win new business. This decrease in revenues resulted in a net loss of \$174,781 for the three months ended March 31, 2022, as compared to a net loss of \$42,639 for the three months ended March 31, 2021.

b) For the period ending March 31, 2022 the Company's total cash and cash equivalents were \$4,265,781, as compared to \$3,605,205 for the period ending March 31, 2021, representing a year-over-increase of \$660,576, an increase of over 18 percent. This year-over-year increase is due mainly to the completion of project tasks for certain clients and the collection of payments owed to the Company for these tasks.

c) RIWI launched two new subscription products in the first quarter of 2022, including: (i) the RIWI Compass Indexes for financial services firms and international development clients and (ii) the RIWI Omnibus solution, which enables organizations in any industry to add questions to continuous surveys in different regions of the world. RIWI also invested in the marketing and sales of its RIWI Alpha product for financial services clients. As a result of the Company's strategic investment in sales and product-based solutions, all three products now enjoy paying customers in different industries.

d) RIWI signed 16 new client contracts in the three months ended March 31, 2022, including contract signings with three new RIWI customers.

e) RIWI started to build its sales-focused partner ecosystem, this being a core strategic initiative of the Company. RIWI signed a strategic partnership with global information technology provider CEBS Worldwide, announced on March 24, 2022, in order to support RIWI's recurring revenue growth through the acquisition of new customers requiring data collection across the Middle East.

f) RIWI hired two new executives: (i) in the first quarter of 2022, Anthony Tétrault was named RIWI's interim Chief Financial Officer effective February 1, 2022 and (ii) RIWI hired Natasha Hsi, Vice President and General Manager of the Company's International Development practice, who was subsequently announced as an executive of the Company on April 13, 2022.

g) RIWI continued to receive international recognition for its innovative technology and data quality, including: (i) the acceptance for publication of a peer-reviewed academic study co-authored by RIWI personnel and university-based researchers, subsequently published on April 13, 2022 in *PLOS One*, and (ii) the recognition by The Fields Institute for Mathematical Sciences, a RIWI client, noting that the Fields-RIWI partnership had won new funding in the first quarter of 2022 for joint work to model attitudes and behaviors around COVID-19 transmission in order to assess policy readiness across broad populations in 11 countries. Our client's press release of April 11, 2022 may be found online at: <http://www.fields.utoronto.ca/news/Fields-and-RIWI-receive-NFRF-grant-work-to-assess-restriction-readiness-amid-endemic-COVID-19-0>

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

2. Evolving Product Suite: From Project to Product

In the three months ending March 31, 2022, the Company continued its strategy – outlined in its 2021 year-end MD&A – of building more standardized products to which a broad range of customers may subscribe. Consequently, two new data products were released in the first quarter of 2022:

1 . **RIWI Compass Indexes** for financial services firms and international development clients, which consist of three different indexes: (i) the Cold War II Index, (ii) the Military Conflict Risk Index and (iii) the Polarization Risk Index. These new product offerings help financial services organizations effectively manage their portfolios better by reducing risk and identifying potential investment opportunities. These same indexes are also targeted at policy makers who need real-time data to make decisions for foreign policy. Despite being launched in March, 2022, these indexes are already generating revenues.

2 . **RIWI Omnibus** is a solution that enables client organizations to ask a module of questions in any one of ten regions of the world. It is a shared multi-client survey that runs every month and solves the data needs of multiple customers. The revenue advantage of the Omnibus product for RIWI is that it enables us to do small projects as an entry point for new customers to learn about us and it can be a quick add-on solution for existing customers. The Company started to offer RIWI Omnibus in March, 2022, and the product has already delivered commercial results to RIWI in April, 2022, the first month of the product's launch.

Part of the evolution of maturing from a project-based organization to a product-based organization is building out an effective and efficient product management process that: (i) continuously monitors and adjusts our current products and (ii) builds a backlog of new products to carefully consider bringing to market. With that in mind, RIWI has built a strong product management process that starts with a business case to provide us with a high degree of confidence that any newly invested product has a strong probability of success. RIWI continues to evaluate other products and where best for RIWI to invest.

3. Roadmap for Growth

As management noted in its MD&A for the 2021 fiscal year end, RIWI has a combined organic and acquisition-focused growth strategy that is centered around being the most trusted and transparent source of global data for our customers. This requires us to build a fully integrated data platform, including new analytics tools and combined data feeds, which provides an excellent user experience to all of our customers. As we grow our business through our organic and value based-acquisition strategy, RIWI will be collecting a critical set of important new customers that will enable us to upsell and cross-sell new data products, thereby significantly reducing our current costs associated with new customer acquisition. This strategy also helps us increase the lifetime value of an increasingly diverse customer base.

In pursuit of organic growth, RIWI has been onboarding industry experts to lead our different customer segments and functional areas to fuel that growth. These new leaders at RIWI will help position RIWI's brand, capabilities and products in a way that makes it easy and quick for a new customer to purchase our offerings. For example, RIWI hired Natasha Hsi to lead our international development practice. Ms. Hsi brings both deep expertise in international development, and, importantly, deep experience with a global network of organizations in this sector that RIWI can partner with in order to accelerate growth and build out our sales-focused partner ecosystem. Management recognizes that recruitment for top executives such as Ms. Hsi is highly competitive, requiring the investment of time and patience to find excellent candidates to enable RIWI to offer increasing value to our clients and shareholders. For this reason, an enduring focus for management is to seek and recruit excellent candidates who possess the right technical skills, professionalism and sales acumen.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

3. Roadmap for Growth (continued)

For growth through acquisition that offers accretive value to shareholders and value to new and existing customers, RIWI is looking for strategic acquisitions that either enhance our current technology platform or provide adjacent data sets that help us win new business with our existing customer base. With that in mind, RIWI has engaged in discussions with leadership at more than 12 firms in the first quarter of 2022, and has progressed some of these discussions to the middle stage based on our defined mergers and acquisitions (M&A) process. RIWI has engaged the services of a professional, highly experienced M&A advisor for the technology sector. Management can offer no assurances that the Company will be able to complete acquisitions in the current calendar year as our M&A roadmap requires careful evaluation of all potential acquisitions. As management noted in its MD&A for the year ending December 31, 2021, the Company is disciplined to ensure any acquisition is both additive in value to existing and new customers and, further, is demonstrably accretive in value to shareholders.

4. Platform: Innovating and Investing Strategically to Drive Future Growth

Management's review of the addressable markets for its offerings confirmed that the RIWI platform provides us with a strategic advantage since it is built on our patented Random Domain Intercept Technology (RDIT), which is unique, patented, scientifically peer-reviewed and widely recognized by methodological experts as offering differentiated and high-value data. However, as we noted in our MD&A for the 2021 fiscal year, there is significant customer demand for new functionality, especially for: (i) certain self-service features, (ii) new data analysis tools, (iii) data integration and (iv) pattern identification. In addition, RIWI is committed to supporting the integration of additional data sets from other sources, which will require additional analysis tools for our customers.

Feedback from our customers tells us that if we can deliver more of this functionality, our customers will be willing to license not only our data, but also license access to our platform, providing RIWI both high-margin SaaS-based revenue and Data-as-a-Service ("DaaS") revenue. For this reason, we are investing in growing our product development team in order to better support our customers and to win new customers. Shareholders should therefore expect to see an increase in research and development ("R&D") costs in the coming quarters as we increase resources devoted to building out new technical enhancements to our platform.

In the three months ending March 31, 2022, our current technology and product development team worked to bring three new innovations to market in order to meet the expressed needs of existing and future customers:

- a) The Company improved its geographic targeting to enable us to support our customers that require RIWI sentiment and message testing data at a city or sub-city level in all regions of interest to our customers.
- b) We launched improved machine-learning algorithms to better detect anomalies both in the data quality of RIWI data in all countries and in the integrity of the rotating survey landing pages (i.e., Web domains) that RIWI respondents encounter randomly when browsing digital content across the world.
- c) We now offer real-time multi-customer partitioning which enables us to dynamically partition RIWI survey landing pages in any country or region of focus to algorithmically prioritize the survey most in need of respondent data. This dynamic routing process will ensure a balance between: (i) our trackers offering us the highest gross margins in any country and (ii) the surveys or trackers that are most time-sensitive.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

4. Platform: Innovating and Investing Strategically to Drive Future Growth (continued)

We are committed to moving forward and accelerating all aspects of our business to fulfill our vision to be the world's most trusted and transparent source of global data. This path means: (i) an unwavering commitment to excellence in customer service, (ii) building out the RIWI technical and sales team, (iii) innovating our platform, (iv) bringing new data products to market and (v) exploring strategic M&A.

FINANCIAL RESULTS (in U.S. Dollars)

The following is a discussion of the results of operations of the Company for the three months ended March 31, 2022 and 2021. The results should be read in conjunction with the unaudited interim condensed financial statements for the three months ended March 31, 2022 and 2021, and the related notes.

Financial Results	2022	2021
Revenues	\$ 897,398	\$ 1,095,205
General and administrative expenses	\$ (560,305)	\$ (432,757)
Sales and marketing expenses	\$ (282,661)	\$ (407,381)
Technology costs	\$ (289,027)	\$ (287,595)
Net interest (expense)/income	\$ 1,553	\$ (1,354)
Income tax recovery (expense)	58,261	(8,757)
Net (loss)/income and comprehensive (loss)/income	\$ (174,781)	\$ (42,639)
Net (loss)/income per share: basic	\$ (0.01)	\$ -
Net (loss)/income per share: diluted	\$ (0.01)	\$ -

	March 31	December 31
	2022	2021
Total assets	\$ 5,020,937	\$ 5,043,551
Total non-current liabilities	\$ 9,108	\$ 22,024

1. Operating Expenses

(a) General and Administrative Expenses

	Three Months Ended March 31	
	2022	2021
Personnel costs	\$ 167,425	\$ 189,829
Director cash compensation	\$ 117,151	\$ 86,171
Consulting and professional fees	\$ 96,333	\$ 31,043
Share-based payment expense	\$ 65,852	\$ 65,728
Occupancy and office costs	\$ 79,223	\$ 51,791
Depreciation	\$ 16,524	\$ 15,902
Foreign exchange loss	\$ 17,797	\$ (7,707)
	\$ 560,305	\$ 432,757

RIWI CORP.

Management's Discussion & Analysis
For the Three Months ended March 31, 2022 and 2021

1. Operating Expenses (continued)

(b) Sales and Marketing Expenses

	Three Months Ended March 31	
	2022	2021
Personnel costs	\$ 126,273	\$ 271,990
Third party consulting fees	\$ 83,714	\$ 86,197
Promotion and travel	\$ 23,213	\$ 13,721
Recruiting fees	\$ 49,461	\$ 35,473
	<u>\$ 282,661</u>	<u>\$ 407,381</u>

(c) Technology Expenses

	Three Months Ended March 31	
	2022	2021
Project costs	\$ 240,053	\$ 203,086
Personnel costs	\$ 45,861	\$ 59,185
Third party consulting fees	\$ 3,113	\$ 25,324
	<u>\$ 289,027</u>	<u>\$ 287,595</u>

(d) Government Subsidies

The governments of various jurisdictions have approved legislation and taken actions intended to aid businesses that have been adversely impacted by COVID-19. Some of these actions include providing subsidies to eligible entities to subsidize or offset qualifying expenses. RIWI received \$2,454 of the Canadian Emergency Wage Subsidy ("CEWS") subsidy from the Government of Canada during the three months ended March 31, 2021, and RIWI has recorded the CEWS subsidy received as: (i) a reduction in general and administrative expenses of \$639, (ii) a reduction in sales and marketing expenses of \$1,567 and (iii) as a reduction in technology expenses of \$258. RIWI received \$1,297 of the Canadian Emergency Rent Subsidy ("CERS") from the Government of Canada during the three months ended March 31, 2021, and the Company has recorded the CERS subsidy received as a reduction in general and administrative expenses.

2. Financial Performance for the three months ended March 31, 2022 and 2021 – in USD

Revenues are fees that are charged to customers for providing digital surveys or ad tests and automated analytics of the findings. RIWI's revenue for the three months ended March 31, 2022 decreased by 18 percent or \$197,807 representing a decline from \$897,398 as compared to \$1,095,205 for the three months ended March 31, 2021. As a result of the Company's strategic transition to subscription-based products and annual recurring revenues, RIWI's year-over-year decrease in revenue for the three months ended March 31, 2022 is partially due to the strategic transition away from shorter-term, project-based initiatives. Those shorter-term projects historically enabled the Company to recognize a majority of revenues for most projects soon after any project launch. The Company remains committed to increasing its customer base and recurring revenue streams, along with focusing on sales activities and building out our sales-focused partnership ecosystem to win new business.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

2. Financial Performance for the three months ended March 31, 2022 and 2021 – in USD (continued)

Total operating expenses increased by \$4,260 for the three months ended March 31, 2022 compared to the three months ended March 31, 2021. The key expenses are summarized as follows:

- a) **General and administrative expenses** increased by \$127,548 to \$560,305 during the three months ended March 31, 2022 as compared to the three months ended March 31, 2021 primarily related to cash compensation of \$117,151 for RIWI's independent directors with additional cash compensation made to one non-independent director, Neil Seeman, compared to aggregate cash compensation to the Board of \$86,171 for the same period in 2021. Neil Seeman, RIWI's Founder, now serves as non-executive Chairman of the Board since September 13, 2021. Additionally, in the first quarter of 2022, the consulting and professional fees increased by \$65,290 compared to the first quarter of 2021. The Company incurred additional fees with consultants.
- b) **Sales and marketing expenses** decreased by \$124,720 to \$282,661 during the three months ended March 31, 2022 as compared to the three months ended March 31, 2021. Payroll costs and sales-related commissions decreased in the first quarter of 2022 as compared to the first quarter of 2021, as a result of the Company having ended its contractual agreements with certain sales and marketing staff and consultants. The strategic partnership payments in 2022 relate to external referral fee commissions. RIWI is committed to investing in new sales and marketing initiatives in order to build annual recurring revenues and subscription-based sales for new and existing customers.
- c) **Technology expenses** increased by \$1,432 to \$289,027 during the three months ended March 31, 2022 as compared to the three months ended March 31, 2021. Project-related costs increased in the first quarter of 2022 as compared to the first quarter of 2021, due to new data integration costs to address certain customer requests. RIWI also invested in additional internal research to showcase our capabilities for the purpose of increasing sales. Technology costs not directly related to client projects increased due to data collection and the launch of new subscription-based products referred to earlier in this MD&A.

RIWI's loss before interest and taxes was \$234,595 for the three months ended March 31, 2022, as compared to the Company's loss before interest and taxes of \$32,528 for the three months ended March 31, 2021.

RIWI's income tax recovery for the three months ended March 31, 2022 was \$58,261, compared to an expense of \$8,757 for the three months ended March 31, 2021. Prior to 2022, the Company assessed income tax matters on an annual basis, and the Company had historical tax losses to use against any taxable income it generated.

For the many reasons noted earlier in this MD&A, RIWI incurred a net loss of \$174,781 for the three months ended March 31, 2022, as compared to a net loss of \$42,639 for the three months ended March 31, 2021. RIWI is committed to investing its cash reserves to recruit new sales and business development personnel with deep expertise in RIWI's priority customer segments, and to recruit technical personnel in order to expand the Company's product suite for new recurring revenues and for enhanced functionality for our platform.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

SUMMARY OF QUARTERLY RESULTS

This is a summary of selected results for the eight most recently completed quarters to March 31, 2022.

Summary of Quarterly Results <i>(in US Dollars)</i>	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021
Revenues	\$ 897,398	\$ 621,705	\$ 1,158,541	\$ 1,260,250
Income/(loss) from operations	\$ (234,595)	\$ (645,089)	\$ (17,263)	\$ 72,329
Net income/(loss)	\$ (174,781)	\$ (369,503)	\$ (173,667)	\$ 45,241
Net income/(loss) per share:				
basic	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ 0.00
diluted	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ 0.00

Summary of Quarterly Results <i>(in US Dollars)</i>	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
Revenues	\$ 1,095,205	\$ 1,317,838	\$ 940,019	\$ 1,000,665
Income/(loss) from operations	\$ (32,528)	\$ 242,351	\$ 71,526	\$ 110,678
Net income/(loss)	\$ (42,639)	\$ (33,504)	\$ 74,457	\$ 117,143
Net income/(loss) per share:				
basic	\$ (0.00)	\$ (0.00)	\$ 0.00	\$ 0.01
diluted	\$ (0.00)	\$ (0.00)	\$ 0.00	\$ 0.01

RIWI has historically had strong revenues on an annual basis and, as noted throughout this MD&A, is in a strategic transformational process to rely less on project-based revenues and more on annual recurring revenues and SaaS-based subscription products. RIWI continues to invest in sales and partnership initiatives to ensure long-term growth, strong gross margins and predictable growth.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2022, the Company had working capital of \$4,300,480 as compared to working capital of \$4,464,062 as at December 31, 2021.

	March 31, 2022	December 31, 2021
Current Assets	\$ 4,841,295	\$ 4,905,646
Current Liabilities	\$ (540,815)	\$ (441,584)
Working Capital	\$ 4,300,480	\$ 4,464,062

Contractual Obligations and Commitments

The Company's head office currently shares space with a third-party firm, and RIWI is responsible for 50% of the monthly lease payments. The Company's lease payments are \$4,394 per month and the office lease expires on May 31, 2023.

Contractual obligations	Payments due by period			
	Total	Jan. 1, 2022 - Dec. 31, 2022	Jan. 1, 2023 - Dec. 31, 2024	Jan. 1, 2025 - beyond
Office leases	\$ 61,516	\$ 39,546	\$ 21,970	-

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

CAPITAL STRUCTURE

a) **Common Shares:** As of May 10, 2022, the Company has 18,004,428 issued and outstanding common shares.

b) **Stock Options:** As of May 10, 2022, the Company has 1,969,585 options outstanding.

c) **Common Shares** on a Diluted Basis – as of May 10, 2022

Expiry date	Exercise Price (CAD)	Number of securities	Number of shares
Common shares issued and outstanding			18,004,428
Stock options, at weighted average exercise price			
expiring in the year ending:	Dec. 31, 2022	\$ 2.04	200,000
	Dec. 31, 2023	\$ 2.00	390,000
	Dec. 31, 2024	\$ 3.25	370,000
	Dec. 31, 2025	\$ 3.56	88,812
	Dec. 31, 2026	\$ 1.92	499,244
	Dec. 31, 2027	\$ 0.93	421,529
		\$ 2.09	1,969,585
Common shares, on a diluted basis			19,974,013

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

For the three months ended March 31, 2022, the Company provided cash compensation to independent directors in the amount of \$117,151 (2021 – \$86,171), and recognized share-based payment expenses of \$65,852 (2021 – \$65,728) for stock options granted to the independent directors. Additionally, Neil Seeman, the Company's founder and non-executive Chairman of the Board, is also acting as a consultant for the Company and received cash compensation of \$30,899 for his consulting services in the first quarter of 2022.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at March 31, 2022, the Company's financial instruments are comprised of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. The carrying values of these financial instruments reflected in the statement of financial position are carrying amounts and approximate their fair values due to their short-term nature. These financial instruments are classified as follows:

- Cash and cash equivalents – amortized cost
- Accounts receivable – amortized cost
- Accounts payable and accrued liabilities – other financial liabilities

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS (continued)

The evaluation of the financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company has no financial instruments measured at Fair Value Through the Statement of Profit or Loss.

The following is a discussion of the Company's risk exposures:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's trade accounts receivable are due from customers and are subject to normal credit risk. The following table provides information regarding the aged trade receivables:

	Current	31-60 days	61-90 days	91 days +
March 31, 2022	86%	0%	5%	9%
December 31, 2021	78%	20%	0%	2%

The accounts receivable beyond 91+ days relates to payment processing delays at certain of our clients, and management does not view these amounts to be at risk of collection.

At each period end, the Company reviews the collectability of outstanding accounts receivable and estimates a credit loss provision. The specific accounts are only written off once all the collection avenues have been explored or when legal bankruptcy has occurred. The Company has a \$nil balance for allowance for doubtful accounts as at March 31, 2022 and December 31, 2021.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company has in place a planning and budgeting process which helps determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company's financial liabilities consist of accounts payable and accrued liabilities and consist of invoices payable to trade suppliers for online advertising technology services, server hosting, general and administrative, and other expenses and are paid within one year. The Company expects to fund these liabilities through the use of existing cash resources and its continuing operations.

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

- Interest rate risk:* The Company has cash balances and no interest-bearing debt, and is not exposed to any significant interest rate risk.
- Foreign currency risk:* The Company's activities are conducted in foreign jurisdictions; the majority of the Company's operating expenses are in Canadian dollars; and a portion of the Company's cash and cash equivalents is denominated in Canadian dollars. The Company has not entered into foreign exchange rate contracts to mitigate this risk.

RIWI CORP.

Management's Discussion & Analysis

For the Three Months ended March 31, 2022 and 2021

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS (continued)**Market risk (continued)**

- (ii) *Foreign currency risk (continued):* As at March 31, 2022, financial instruments were converted at a rate of US\$1.00 to CAD\$1.2496. Balances denominated in foreign currencies as at March 31, 2021 were as follows:

	In CAD	Converted to USD
Cash and cash equivalents	\$ 226,577	\$ 181,329
Accounts receivable	\$ 36,725	\$ 29,389
Accounts payable and accrued liabilities	\$ 247,822	\$ 198,321

The estimated impact on net income for the three months ended March 31, 2022 with a +/- 10% change in Canadian Dollar exchange rate is approximately \$64,000 (2021 – \$66,000).

RECENT ACCOUNTING PRONOUNCEMENTS

There are no recent accounting pronouncements that materially affect the Company.