



Legible Inc.

MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended March 31, 2023

(Expressed in Canadian dollars)

LEGIBLE INC.

Management Discussion and Analysis
For the Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)

This Management Discussion & Analysis (“MD&A”) of Legible Inc. and its subsidiary (referred to as the “Company” or “Legible”) was prepared by management as of May 30, 2023 and was reviewed and approved by the Board of Directors of Legible. The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed interim consolidated financial statements for the three months ended March 31, 2023 and the annual audited consolidated financial statements for the year ended December 31, 2022, and the notes thereto (the “Financial Statements”), which have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board. This discussion covers the three-month period ended March 31, 2023, and the subsequent period up to the date of issue of this MD&A.

The Company has prepared this MD&A following the requirements of National Instrument 51-102 (“NI-51-102”). These statements are filed with the relevant regulatory authorities in Canada. All currency amounts are expressed in Canadian dollars, unless otherwise noted.

DESCRIPTION OF BUSINESS and CORPORATE INFORMATION

Legible is an e-book entertainment and media company that has developed a browser-first, globally distributed reading, and publishing platform and browser-based eBookstore that offers a sophisticated and immersive reading experience to anyone with an internet-enabled device anywhere in the world, while solving key challenges faced by readers, publishers, and authors. This includes providing global access to literature without the need for e-readers and apps, improving the capacity to showcase marginalized voices, opening new device-agnostic markets, and innovating new technological tools and digital publishing formats. Legible is positioned to offer delightful, accessible, and immersive reading and listening experiences, a full subscription service, a world-first AI-powered book discovery tool, and a diverse catalogue of compelling media-rich (video, audio, animation, augmented reality) “Living Books” - exclusive and original to Legible - which will create new partnerships and unique publishing opportunities in the industry.

The Company and its wholly owned subsidiary, Legible Media Inc., were incorporated under the Alberta Business Corporations Act and the British Columbia Business Corporations Act, respectively. The Company’s common shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “READ” and trading commenced on December 1, 2021. On January 10, 2022, the Company’s common shares commenced trading on the Frankfurt Stock Exchange (FSE) under the trading symbol DOT (D/zero/T). On January 25, 2023, the Company began trading on the U.S. based OTCQB Venture Market under the symbol LEBGF.

BUSINESS HIGHLIGHTS

Aggressive Cost Reductions, Tech Sector Disruption, Innovation

Legible listed to trade its shares at the same time that headwinds began to be arrayed against all startups and struggled to secure adequate funding in a timely fashion because of the continuous retractions that occurred throughout 2022 and into Q1 2023. These challenging conditions together with some internal performance issues drove a company-wide restructuring program in early 2022 that included the departure of over 85% of the staff in an effort to aggressively reduce costs and better position itself in a rapidly changing economic and financial climate, while continuing to advance crucial strategic priorities. The process streamlined operations and reduced cash burn by approximately \$800,000 per month, significantly reducing overall costs and increasing cash preservation. Due to ongoing disruptions in the investment community and a major contraction in the tech sector driven by a combination of the end of the pandemic, rising interest rates and vastly improved returns on oil and gas stocks partially due to the war in Ukraine, leading to widespread layoffs, and fueling overall investor caution, Legible continued to struggle to achieve sufficient funding and as a result has struggled to make headway on completion of key development milestones required to advance its core

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revenue streams. The Company met this challenge by focusing on innovation in the form of rapid adoption of key new tech developments such as AI and development of Living Books, as well as investment in key partnerships designed to support growth while focusing on securing equity funding. The Company has also continued to invest in advances in its development priorities while seeking support to achieve its goals.

Business Approach

Legible seeks to lead the digital publishing industry and gain market share through innovative, twenty-first century publishing and global reading experiences using any browser-enabled device. It is on a mission to provide delightful e-Book experiences to readers worldwide that value immersive entertainment experiences through well-constructed, content-dynamic books while promoting sustainability, accessibility, and global literacy, as well as early adoption of world-changing technology advancements including AI.

Latest Developments and Strategy

The Company is ready to launch several revenue streams in 2023 in addition to its current offering of a la carte book purchases in the US, Canada, the UK, Ireland, and ROW (Rest of World). Legible continues to develop its capacity to offer Audiobooks, which will be integrated into the eBook experience rather than forcing users to a different website or device for access and will be offered for a la carte purchase as well as becoming part of Legible's soon to launch subscription offering. The Company is also continuing to develop its Legible Unbound Subscription, with unlimited access to the titles in the Legible subscription catalogue, including Living Books developed by Legible Publishing. Legible continues to support product development for its app, Legible Wander, which will allow for offline reading with continuous synchronization to Legible.com. It is anticipated that the app's availability will boost bookstore sales as customers will appreciate the ability to read offline, anywhere, anytime.

In Q1 2023, Legible continued to solidify the foundations for revenue and brand growth for the rest of the year as follows:

In January 2023, Legible partnered with King Features Syndicate ("KFS"), a unit of Hearst Media that is a premier producer and distributor of the world's most iconic intellectual properties, with a portfolio that is one of the longest-running consumer products programs in the industry, including world-renowned pop culture brands such as Popeye®, Cuphead, Flash Gordon™, The Phantom™, Hägar the Horrible, Moomin, Prince Valiant® and Mandrake the Magician. Legible is the first online retailer for eBook versions of KFS comics, and will offer classic and new King Features comics to readers across Canada while also exploring collaboration with King Features to develop unique animated digital comics and interactive puzzles and games through Legible Publishing's Living Books vertical.

Also in January, Legible listed to trade its shares on the OTCQB under the symbol LEBGF. This an important milestone for Legible, which will help increase the Company's visibility and accessibility to a broader audience of U.S. investors and brokers and build awareness with industry analysts as the Company advances its unique eReading and audiobook offerings.

In February 2023, Legible Publishing partnered with Tim Urban, world-renowned writer and thinker behind the popular blog Wait But Why, to produce his new book "*What's Our Problem?: A Self-Help Book for Societies*" as a digital-only publication which was subsequently made available for sale on Legible's eBookstore. Tim Urban is one of the most sought-after writers and thinkers of our time. "*What's Our Problem?*" takes readers on a deep-dive journey to explore the most pressing issues facing society today and offers a roadmap for solving them.

Also in February, Legible announced the Closed Beta launch of its world-first integration of Open AI's ChatGPT

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(Chat Generative Pre-Trained Transformer) into its proprietary eBookstore search engine, LibrarianAI™. Embedding this innovative AI tool into Legible’s browser-based eReading system transforms book discovery, integrating ChatGPT’s legacy knowledge and capabilities and providing a whole new way to access the two million eBooks in Legible’s catalogue.

In March 2023, Legible and its major transit authority partner, Ontario’s Metrolinx with 70 million riders per year, announced the launch of their first regional Book Club, offering a free book available on Legible’s eBookstore via promo code redemption. The Book Club will feature a new book each quarter and provides an opportunity for a sales funnel as advertisements and mass communications initiatives by both Metrolinx and Legible and it is anticipated to drive readers to Legible’s site. This opportunity is the focus of work Legible is doing to scale revenue in partnership with Get Fresh Ventures that will be implemented through targeted marketing campaigns as Legible confirms further funding.

In April 2023, Legible announced that it had signed an Agency contract with Macmillan Publishers, one of the largest and most respected publishing houses in the world with a rich history of publishing some of the most influential and thought-provoking works in literature. Legible also announced that it has partnered with Dundurn Press Limited (“Dundurn”), one of Canada’s largest and leading independent trade publishers, to develop two of Dundurn’s bestsellers as their first-ever Living Books.

Also in April, Legible moved its world-first LibrarianAI book discovery product from closed to open Beta, released a new publication developed in-house by Legible Publishing, The Japanese Story Project, and continued to advance development and installation of OAuth, the de facto industry standard for online authorization designed to allow a website or application to access resources hosted by other web apps on behalf of a user.

In May, Legible confirmed a global publishing partnership with Genius Brands International Inc. (“Genius Brands”) (NASDAQ: GNUS) for select IP, securing digital print rights to bring a selection of Genius Brands original properties to life through multimedia-enriched eBooks, featuring audio, video, animations, and AI, including Rainbow Rangers, from the popular Netflix and Kartoon Channel! preschool series now in its third season. The Company will also create a “Game Book” based on Kartoon Channel!’s gameshow for tweens, KC! Pop Quiz, hosted by influencer Casey Simpson.

Additionally in May, Legible announced that it will publish an AI-enriched Living Book version of Animal Farm that will enable readers to interact with and discuss the unfolding of events on Manor Farm with characters from within the book and will be exclusively available to readers on Legible’s browser-based eReading platform and eBookstore at Legible.com. Legible will use this public domain book to showcase to publishers, distributors, and authors how Legible is converting conventional static ebooks into “Living Books” by incorporating video, music, animation, and AI.

Intellectual Property

The vertical integration strategy is designed to protect Legible’s expanding intellectual property portfolio. In July 2021 and January 2022, the Company filed 6 trademark applications in Canada and the U.S., respectively, which are pending approval.

Outlook

Legible has an opportunity to be a leading commercial enterprise pioneering the development of groundbreaking multimedia reading experiences for all ages that integrate advanced AI-powered discovery tools delivered to anyone anywhere with a smart device and an internet connection. Legible was founded on and remains grounded in the core values of Accessibility and Sustainability. The Company’s research indicates that this approach will open international market opportunities through literacy and education partnerships

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while providing a home for marginalized languages, cultures, and voices. Many of the Company's customers would prefer to spend money with an organization that makes a positive impact, and Legible's ultimate mission is to improve global access to literacy while removing the need for e-readers that contribute to e-waste and print books that contribute to deforestation. Legible will expand these tools and opportunities to scale revenues and growth in 2023.

The Company's primary focus for the coming months is to implement the various revenue streams identified above as well as consolidate and grow the significant partnerships it has forged. In the meantime, the Company is in the process of confirming funding in the form of equity issuances to clean up its balance sheet and to complete the remaining product development initiatives for market roll-out.

RESULTS OF OPERATIONS

FINANCIAL RESULTS for the THREE MONTHS ENDED MARCH 31, 2023

For the three months ended March 31, 2023, the Company recorded a net loss of \$1,216,554, or \$0.01 per share, compared with a net loss of \$3,249,002, or \$0.05 per share, for the three months ended March 31, 2022. Operating expenses for the three months ended March 31, 2023 decreased to \$1,291,902, compared with \$3,396,431 for the comparative period in 2022. Activities were reduced significantly across the organization due to the lack of adequate funding and with negligible revenues being generated. Key changes from Q1 2022 to Q1 2023, include the following:

- **Revenues** - increased to \$10,583 (2022 - \$1,357), comprised of Legible Publishing Services' ("LPS") revenues of \$10,178 (2022 - \$nil) and ebook sales of \$405 (2022 - \$1,357).
- **Cost of sales** - were \$7,384 (2022 - \$928), which included LPS production costs of \$7,127 (2022 - \$nil) and royalties paid to publishers of \$257 (2022 - \$928).
- **Amortization** - decreased to \$5,449 (2022 - \$153,026) primarily due to the impairment of intangible assets in the latter part of 2022 that reflected the Company's ongoing assessment of the intangible assets future benefit along with decreased depreciation of computer equipment on a significantly reduced work force.
- **Consultants** - fees increased to \$95,958 (2022 - \$46,941) primarily due to programming AI for the open and closed beta versions regarding LibrarianAI integrating ChatGPT and the integration of AI technologies within the Company's main site, capital markets advisory, and sales tax consulting.
- **Directors' fees** - increased to \$18,000 (2022 - \$13,071). Although the Company accrued directors' fees for certain standing independent directors, these will continue to be converted into equity, until such time as the Company has established a robust treasury.
- **General and administrative** expenses decreased to \$147,609 (2022 - \$237,725) predominantly due to reduced activities from a smaller workforce but included commercial general liability, and directors' and officers' liability insurance premiums; software development regarding the Company's audiobooks offering and Legible Wander, an off-line reading app; and attendance at capital markets conferences.
- **Interest** - increased to \$116,270 (2022 - \$nil) which primarily included \$41,979 for the credit facility, \$10,585 for the promissory notes, and \$55,647 for the convertible debentures.
- **Investor relations** - decreased to \$95,026 (2022 - \$135,709). The Company engaged organizations, on a reduced basis, to continue to build support for the business within the investment community through

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increased communications with institutions, brokerage firms, portfolio managers, and the retail public. Also, included were news release communications, OTCQB registration and virtual conferences, and market making services.

- **Marketing** - decreased to \$83,800 (2022 - \$292,187) primarily due to the elimination of an elaborate digital advertising and marketing campaign that ran on multiple social media platforms to build significant brand and corporate awareness. Costs were incurred in the quarter that pertained to the Metrolinx partnership which included content and strategy for the GO READ marketing programs and included work with Get Fresh Ventures to strategize on ways to develop and scale revenues that will be implemented through targeted marketing campaigns and advancing plans for promotion of the Metrolinx partnership and quarterly Book Club as the Company confirms further funding.
- **Professional fees** - decreased to \$53,118 (2022 - \$107,966) primarily due to the reduced reliance on professionals but included an audit accrual, work regarding the 2021 SR&ED claim, costs associated with the Company being public and on-going corporate matters.
- **Salaries, wages, and benefits** - decreased to \$395,109 (2022 - \$1,639,974) due to the significant reduction of staff that departed in Q2 2022 to the current staff complement of 11 employees.
- **Share-based compensation** - the Company uses stock options as a means for employee, director, consultant and advisor compensation, retention, and incentives. During the three months ended March 31, 2023, the Company recorded an expense of \$212,348 (2022 - \$670,805) for stock options granted to directors, officers, employees, consultants, and advisors.
- **Software subscription and hosting fees** - decreased to \$61,508 (2022 - \$86,971) primarily due to a reduced workforce but included website hosting fees, multiple software applications supporting the operations platform, data integrity protection, and cybersecurity monitoring.
- **Transfer agent and filing fees** - decreased to \$7,707 (2022 - \$12,056) due to reduced regulatory activities in the Company being public.

Net operating cash outflows

For the three months ended March 31, 2023, the Company's net operating cash outflows were \$582,328, compared to \$1,541,055 for the comparable period in the previous year.

The decrease was mainly attributed to lower costs regarding general and administrative; investor relations; marketing; professional fees; salaries, wages, and benefits; software subscriptions and hosting fees; and transfer agent and filing fees; which were partially offset by increased consulting fees.

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SUMMARY OF QUARTERLY RESULTS

The following is summary of the Company's financial results for the eight most recently completed quarters:

	Three Months Ended Mar. 31, 2023 \$	Three Months Ended Dec. 31 2022 \$	Three Months Ended Sep. 30, 2022 \$ ⁽⁵⁾	Three Months Ended Jun. 30, 2022 \$ ⁽⁴⁾	Three Months Ended Mar. 31, 2022 \$ ⁽³⁾	Three Months Ended Dec. 31, 2021 \$ ⁽²⁾	Three Months Ended Sep. 30, 2021 \$ ⁽¹⁾	Three Months Ended Jun. 30, 2021 \$
Revenue	10,583	7,031	11,612	606	1,357	526	108	255
Net loss	1,216,554	679,005	2,356,016	2,498,187	3,249,002	8,755,403	2,089,854	1,373,633
Basic & diluted loss per share	0.01	0.00	0.04	0.04	0.05	0.17	0.04	0.03

(1) Included was salaries, wages, and benefits of \$952,400; share-based compensation of \$230,833; and marketing expenses of \$240,764.

(2) Included was listing expenses of \$4,647,728; salaries, wages, and benefits of \$1,567,750; share-based compensation of \$762,827; and marketing and investor relations expenses of \$485,246 and \$171,867, respectively.

(3) Included was salaries, wages, and benefits of \$1,639,974; share-based compensation of \$670,805; and marketing expenses of \$292,187.

(4) Included was interest of \$961,320, salaries, wages, and benefits of \$621,250; share-based compensation of \$216,445; and marketing expenses of \$111,437.

(5) Included was interest of \$1,039,959; investor relations expenses of \$349,153; salaries, wages, and benefits of \$369,999; and share-based compensation of \$235,190.

SUBSEQUENT EVENTS

In April and May 2023, the Company received bridge loans for \$461,673, of which \$36,500 with a \$nil commitment fee and \$nil interest; \$100,000 with a 0% commitment fee and 15% annual interest; \$265,173 with 15% commitment fees and 15% annual interest; and \$60,000 with a 20% commitment fee and 15% interest per annum. \$124,000 of the loans were repaid before the end of May 2023.

In April 2023, an aggregate of 9,704,000 common shares were issued regarding convertible debenture conversions that totaled \$970,400 at a conversion price of \$0.10, leaving \$172,665, or 1,762,650 common shares outstanding in unconverted convertible debentures.

On May 26, 2023, the Company received \$412,375, including interest, from its 2021 SR&ED claim, which was applied against the outstanding debt obligation with CRA.

On May 26, 2023, the Company announced a unit offering non-brokered private placement of units at \$0.09 per unit for gross proceeds of up to \$540,000. Each unit consists of one common share and one common share warrant with each warrant entitling the holder to purchase one additional common share at a price of \$0.12 and expiring one year from the closing date. The Company has opted to not proceed with the second tranche of its unit offering previously announced on February 2, 2023.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2023, the Company had a working capital deficit of \$2,892,013 (December 31, 2022 - \$2,405,433), with cash of \$47,641 (December 31, 2022 - \$150,439).

All cash is held with Schedule A banks either in deposit accounts, and the Company has no joint ventures with any parties that may potentially create derivative or hedge risk.

The Company has insufficient working capital to meet its ongoing operating and general administrative

expenditures over the next twelve months and will need to rely on debt and/or equity financings and revenue generation.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not achieved scalable commercialization of its products.

As of March 31, 2023, the Company has limited revenue and generated negative cash flows from operating activities. The continued operations of the Company depends on its ability to generate future cash flows or obtain additional financing. The Company has a working capital deficit of \$2,892,013 (December 31, 2022 - \$2,405,433) and an accumulated deficit of \$23,783,961 (December 31, 2022 - \$22,567,407) since inception. Management has determined, in making its assessment, that these events or conditions create a material uncertainty that cast significant doubt upon the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern depends on its ability to generate product sales, complete additional financings, and ultimately, attain and maintain profitable operations. While the Company is striving to act on these initiatives, there is no assurance that these and other strategies will be successful or sufficient to permit the Company to continue as a going concern.

OPERATING ACTIVITIES

For the three months ended March 31, 2023, the Company's operating activities used cash of \$582,328 compared with cash used of \$1,541,055 for operating activities for the three months ended March 31, 2022.

These cash outflows are attributable to the general operations of the Company relating to the Company's net loss as well as the Company's changes in working capital items.

FINANCING ACTIVITIES

For the three months ended March 31, 2023, the Company's financing activities provided the Company with \$479,530, compared to cash provided of \$1,080,503 for the three months ended March 31, 2022.

In February 2023, the Company issued common shares and received \$440,950. Also, in February, the Company made a repayment of \$15,000 to a creditor.

In March 2023, the Company received bridge loans for \$56,000, of which \$21,000 pertained to a director, with a \$nil commitment fee and \$nil interest; the balance of \$35,000, with a 15% commitment fee and 15% annual interest.

INVESTING ACTIVITIES

For the three months ended March 31, 2023, the Company's investing activities used cash of \$nil, compared to cash used of \$223,502 for the three months ended of March 31, 2022.

OFF BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company. Key management personnel consists of the Company's Board of Directors, corporate officers, and certain members of the senior executive team.

Key management personnel are appointed as follows:

- Chief Executive Officer ("CEO") - Kaleeg Hainsworth.
- Chief Operations Officer ("COO") - Angela Doll. Added Chief Publishing Officer title ("Current CPO") on April 8, 2022.
- Chief Financial Officer - Helina Patience ("Former CFO"), until April 8, 2022; Ed Duda ("CFO"), effective May 11, 2022.
- Chief Revenue Officer ("Former CRO") - Wai-Ming Yu, until April 8, 2022.
- Chief Technology Officer ("Former CTO") - Adam Zouak, until April 8, 2022.
- Chief Publishing Officer ("Former CPO") - Cameron Drew, until April 8, 2022.
- Board of Directors - Mark Holden, Gene Kindrachuk, and Ryan Hoult, until February 11, 2022; David Van Seters; Shannon Kaustinen, effective February 11, 2022; and Kaleeg Hainsworth.

Transactions with related parties that are included in the consolidated statement of loss and comprehensive loss for the three months ended March 31, 2023, and 2022, were made in the normal course of operations and are summarized as follows:

	March 31, 2023	March 31, 2022
	\$	\$
Consultants and directors' fees ⁽²⁾	18,000	23,571
General and administrative ⁽¹⁾	-	51,750
Salaries, wages, and benefits ⁽¹⁾	118,933	384,387
Share-based compensation ⁽³⁾	87,612	341,128
	224,545	800,836

As of March 31, 2023, \$29,130 (2022 - \$16,071) was outstanding to key management personnel regarding employment and consulting agreement commitments which were recorded in due to related parties.

The Company had the following related party transactions for the three months ended March 31, 2023, and 2022:

- (1) During the three months ended March 31, 2023, and 2022, the Company incurred \$40,570 (2022 - \$73,609) to the CEO; \$37,829 (2022 - \$64,426) to the COO/Current CPO; \$40,534 (2022 - \$nil) to the CFO; \$nil (2022 - \$104,851) to the former CFO; \$nil (2022 - \$71,949) to the former CRO; \$nil (2022 - \$60,651) to the former CTO; and \$nil (2022 - \$60,651) to the former CPO.
- (2) During the three months ended March 31, 2023, and 2022, the Company incurred \$18,000 (2022 - \$13,071) in directors' fees for standing independent directors. The directors were issued 163,636 (2022 - nil) shares for services at \$0.11 for \$18,000 that covered the period October to December 2022 (2022 - \$nil).

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- (3) The fair value of share-based compensation is measured at the grant date using the Black Scholes option valuation model and is recorded as an expense in the consolidated statement of loss and comprehensive loss over the vesting period of the options. During the three months ended March 31, 2023, and 2022, the Company incurred \$36,731 (2022 - \$71,756) to the CEO; \$30,621 (2022 - \$55,729) to the COO/Current CPO; \$nil (2022 - \$nil) to the CFO; \$nil (2022 - \$77,083) to the former CFO; \$nil (2022 - \$25,177) to the former CRO; \$nil (2022 - \$58,213) to the former CTO; \$nil (2022 - \$12,404) to the former CPO; and \$20,260 (2022 - \$40,766) to the Board of Directors.

During the three months ended March 31, 2023, and 2022, a total of 300,000 options at an exercise price of \$0.20 (2022 - 1,400,000, at a weighted average exercise price of \$0.43) were granted to key management personnel with an aggregate fair value of \$24,120 (2022 - \$98,025).

FINANCIAL RISK MANAGEMENT OBJECTIVES and POLICIES

The risk exposure arising from financial instruments is summarized as follows:

- (a) Credit risk - The Company's financial assets are cash, and amounts receivable. The maximum exposure to credit risk, as at the period end, is the carrying value of their financial assets. The Company holds its cash in a bank account with a highly rated Canadian financial institution, therefore, minimizing the Company's credit risk in respect to its cash.
- (b) Liquidity risk - The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company monitors its forecasted and actual cash flows as well as any anticipated investing, and financing activities. The Company, currently, does not have recurring revenue, and is working diligently on securing additional funding to meet short-term financial obligations after considering its operating obligations and cash on hand.
- (c) Market risk - Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings or financial instruments. The Company's major activities have been transacted in Canadian dollars for the three months ended March 31, 2023. As such, the Company has minimal market risks.

FUTURE ACCOUNTING STANDARDS

A number of new standards, and amendments to standards and interpretations are not yet effective and have not been adopted early in preparing these Financial Statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's Financial Statements.

RISKS AND UNCERTAINTIES

The following are certain factors relating to the business of the Company. If any such risks actually occur, the financial condition, liquidity, and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected. The Company will face a number of challenges in the development of its business.

Prospects for companies in the technology industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in technology companies should be regarded as highly speculative. An investor should carefully consider the risks and uncertainties described below. Additional risks and

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uncertainties not presently known to the Company or that the Company believes to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Company's shares could decline.

If any such risks actually occur, shareholders could lose all or part of their investment and the financial condition, liquidity, and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected. Potential investors should consult with their professional advisors to assess an investment in the Company.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be subject.

Risks Related to Capitalization and Commercial Viability

The Company will require additional capital to continue to develop its platform, obtain content licensing and bring its platform to the market. Should further financing not be completed, there is a risk that the Company will not have the capital required to expand the business and further develop the platform and obtain content. If the Company does not obtain additional capital for investment, then there is a presumed risk to the commercial viability of its platform. Further, if further financing is not completed, the Company may be required to raise additional capital from existing sources through private placements.

Risks Related to Additional Financing

The Company will require additional equity and/or debt financings and revenue generation to execute the Company's growth strategy. There can be no assurance that additional financing will be available to the Company when needed or on terms that are commercially acceptable to the Company. The Company's growth may be limited if it is unable to raise financing in order to support ongoing operations and therefore will have an adverse impact on the financial results of the Company.

Should the capital obtained upon completion of future financings be sufficient to fund the Company's current operations, there is no guarantee that the Company will be able to achieve its business objectives. There is no assurance that the capital used to invest in the Company's personnel, systems, procedures, and controls will ensure the Company's objectives. The Company may require additional financings beyond that acquired previously and if so, there is no assurance that the financing obtained will be on terms that are favourable to the Company.

Risks Related to Growth Strategy Execution

The execution of the Company's growth strategy has significant dependence on managerial, financial, and human resources. The Company's ability to grow depends on a number of factors, including the availability of capital, existing, and emerging competition, and the ability to recruit and train additional qualified personnel. Moreover, as the Company's business grows, the Company will need to devote additional resources to improving its operational infrastructure and enhance its scalability to maintain its business performance.

Risks Related to Uncertainty and Adverse Changes in Consumer Reading Habits

The success of the Company is contingent on its consumer base perceiving more value in the Company's platform compared with existing eBook platforms and physical books. While the eBook market and its sales compared with physical books continue to increase, should consumer reading habits shift away from eBooks, demand for the Company's platform may decrease.

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Risks Related to the Ability to Attract New Customers, Retain Existing Customers and Grow Revenues

To achieve profitability and increase revenues, the Company must regularly obtain new customers or increase the scope of services provided to existing customers. A variety of factors may impede these efforts including ineffective marketing campaigns, lack of content to market to new and existing customers, lack of perceived value of the Company's platform by potential customers or the Company being unable to attract and retain quality sales and marketing personnel.

Risks Related to Increased Competition

As market demand for eBooks grows, publishers and existing eBook platforms will seek ways to increase market share and provide their customers with sought-after digital media content. As such, existing companies and new entrants will continue to create and refine technology to provide this content. The increase in market entrants may decrease the market share for the Company, which may have an adverse impact on the Company's operations. The creation or refinement of digital technology that consumers view as more cost efficient or superior to the Company's platform will also impact the Company adversely.

Risks Related to Cyber Security and Data Protection

As an online platform, there is risk of cyber-attacks, technology issues, and changes to global legislation for data management. To mitigate cyber risks, the Company has engaged, and will continue to regularly engage with, third-party security partners to conduct penetration and other testing/auditing of the Company's platform, and to act on the recommendations provided. In preparation to expand outside of North America, the Company has also engaged third-party services to audit General Data Protection Regulation (GDPR) and other data protection mechanisms to ensure compliance and provide recommendations for improvements.

Risks Related to Limited History of Operations

The Company is in an early stage of development, has a limited history of operations, and operates in a new and rapidly-evolving market. As such, the Company is subject to many risks common to start-up enterprises and its viability must be viewed against the background of such risks. Such risks include under-capitalization, cash shortages, limitations with respect to personnel, and lack of revenues and financial and other resources. There is no assurance that the Company will develop its business profitably, and the likelihood of success of the Company must be considered in light of the Company's early stage of operations.

Risks Related to Changing Technology

The Company's ability to attract new users of its software and increase revenue from existing users depends in large part on its ability to enhance and improve its products, introduce new features and services in a timely manner, sell into new markets, and further penetrate existing markets. If the Company is unable to do so, its revenue will not grow as expected. Moreover, the Company is required to enhance and update its products and services as a result of changing standards and technological developments, which makes it difficult to recover the cost of development and forces the Company to continually qualify new features with its users.

Risks Related to Defects, Bugs, or Errors

The Company has quality controls in place to detect defects, bugs, or other errors in its products and services before they are released, however, these quality controls are subject to human error, overriding, and resource or technical constraints. As such, these quality controls and preventative measures may not be effective in detecting all defects, bugs, or errors in its products and services before they are released into the marketplace. The release of products or services with significant defects, bugs, or errors could damage the Company's reputation, brand, and sales.

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Risks Related to Reliance on Key Personnel

Given the complex nature of the technology on which the Company's business is based and the speed with which such technology advances, the Company's future success is dependent, in large part, on its ability to attract and retain highly qualified managerial, technical, and sales personnel. Competition for talented personnel is intense, and no assurance can be given that the Company will retain its managerial, technical, and sales personnel or that it can attract, assimilate, or retain such personnel in the future. As the Company's business grows, it will require additional key financial, administrative, marketing, and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Risks Related to Inability to Protect Technology

There can be no assurance that the steps taken by the Company to protect its technology will be adequate to prevent misappropriation or independent third-party development of the Company's technology. It is possible that other companies could duplicate an eBook platform similar to that of the Company.

Risks Related to Potential Intellectual Property Claims

The Company may be subject to intellectual property rights claims in the future and its technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time-consuming, expensive to litigate or settle, and could divert management resources and attention. An adverse determination, also, could prevent the Company from offering its products and services to others and may require that it procure substitute products or services for these members or obtain additional licenses. The Company may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If the Company cannot license or develop technology for the infringing aspects of its business, it may be forced to limit its product and service offerings and may be unable to compete effectively.

Risks Related to Market Trends and Global Political Issues

Changing broader financial conditions including the market's expectations for continued rising interest rates fueled by the continued rise in inflation, along with the Russian invasion of Ukraine has continued to drive a rotation by investors into value versus growth-oriented equities. The best performing sectors in Canada in 2022 were energy and materials, and the worst performing sectors were information technology, commodities, and metals. Under the current uncertain and fast-changing macroeconomic, financial, and geopolitical environment, investor sentiment and appetite for technology companies, especially those not yet reporting free cash flows, have been negatively impacted as reflected in their lower market valuation, resulting in a more difficult capital raising environment and a higher cost of capital.

Risks Related to Evolving Business Model and its Services and Products Could Change

To stay current with the industry, the Company's business model may need to evolve as well. From time to time, it may modify aspects of the Company's business model relating to Company's product mix and service offerings. The Company cannot offer any assurance that these or any other modifications will be successful or will not result in harm to the business. The Company may not be able to manage growth effectively, which could damage the Company's reputation, limit the Company's growth, and negatively affect its operating results.

Risks Related to Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other

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companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting a transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (BC and Alberta) (“Corporations Act”) dealing with any conflict of interest. These provisions state that where a director is in such a conflict, that director must, at a meeting of the Company’s directors, disclose his or her interest and refrain from voting on the matter, unless otherwise permitted by the Corporations Act. In accordance with the laws of the Provinces of British Columbia and Alberta, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company intends to acquire businesses, technologies, services, or products that the Company believes are strategic. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service, or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company’s business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company’s business, results of operations and financial condition. Any such future acquisitions of other businesses, technologies, services, or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favourable to the Company, or at all, and such financing, if available, might be dilutive.

In the future, the Company may invest in new business strategies, acquisitions and/or joint ventures. New ventures are inherently risky and may not be successful. In evaluating such endeavours, the Company must make difficult judgments regarding the value of business strategies, opportunities, technologies and other assets, and the risks and cost of potential liabilities. Furthermore, acquisitions and investments involve certain other risks and uncertainties, including the risks involved with entering new competitive categories or regions, the difficulty in integrating newly-acquired businesses, the challenges in achieving strategic objectives and other benefits expected from acquisitions, investments or joint ventures, the diversion of the Company’s attention and resources from its operations and other initiatives, the potential impairment of acquired assets and liabilities, the performance of underlying products, capabilities or technologies and the potential loss of key employees and customers of the acquired businesses.

Risks Related to Volatility of Share Price, Absence of Dividends and Fluctuation of Operating Results

Market prices for the securities of technology companies have historically been highly volatile. Factors such as fluctuation of the Company’s operating results, announcements of technological innovations, patents or new commercial products by the Company or competitors, and other factors could have a significant effect on the share price or trading volumes for the Company shares. The Company has not paid dividends to date and the Company does not expect to pay dividends in the near future.

Risks Related to No Assurance of an Active Trading Market

There can be no assurances that an active trading market in the Company shares on the CSE will be sustained.

Risks Related to Equity Dilution to Shareholders

The issuance of any equity securities could, and the issuance of any additional shares will, cause the Company’s existing shareholders to experience dilution of their ownership interests. Any additional issuance of shares or

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a decision to acquire other businesses through the sale of equity securities may dilute investors' interests, and investors may suffer dilution in their net book value per share depending on the price at which such securities are sold. Such issuance may cause a reduction in the proportionate ownership and voting power of all other shareholders. The dilution may result in a decline in the price of the Company's shares.

Risks Related to Value of Securities

The value of the Company's shares may be reduced for a number of reasons, some of which are outside the control of the Company, including:

- General economic conditions in Canada, the United States and globally;
- Failure to achieve desired outcomes by the Company;
- Failure to obtain industry partners and other third-party consents and approvals, when required;
- Stock market volatility and market conditions;
- Competition for, among other things, capital, and skilled personnel;
- The need to obtain required approvals from regulatory authorities;
- Revenue and operating results failing to meet expectations in any particular period;
- Investor perception;
- Limited trading volume of the Company's shares;
- Announcements relating to the Company's business or the businesses of the Company's competitors; and
- The Company's ability or inability to raise additional funds.

Risks Related to Reporting Issuer Status

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming, or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly, and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. To maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and operational results. The Company may need to hire additional employees to comply with these requirements, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements and information about the Company which reflect management's expectations regarding the Company's future growth, results of operations, operational and financial performance and business prospects and opportunities. In addition, the Company may make or approve certain statements or information in future filings with Canadian securities regulatory authorities, in news releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements or forward-looking information.

All statements and information, other than statements or information of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the

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future are forward-looking statements and information, including, but not limited to statements and information preceded by, followed by, or that include words such as “may”, “would”, “could”, “will”, “likely”, “expect”, “anticipate”, “believe”, “intends”, “plan”, “forecast”, “budget”, “schedule”, “project”, “estimate”, “outlook”, or the negative of those words or other similar or comparable words.

Forward looking statements and information involve significant risks, assumptions, uncertainties, and other factors that may cause actual future performance, achievement, or other realities to differ materially from those expressed or implied in any forward-looking statements or information and, accordingly, should not be read as guarantees of future performance, achievement, or realities. Although the forward-looking statements and information contained in the MD&A reflect management’s current beliefs based on information currently available to management and based on what management believes to be reasonable assumptions, the Company cannot be certain that actual results will be consistent with these forward-looking statements and information. A number of risks and factors could cause actual results, performance, or achievements to differ materially from the results expressed or implied in the forward-looking statements and information.

Although the Company has attempted to identify important risks and factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements or information, there may be other factors and risks that cause actions, events, or results not to be as anticipated, estimated or intended. Further, any forward-looking statements and information contained herein are made as of the date of this MD&A and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances.

New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statement or information. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this MD&A. All forward-looking statements and information disclosed in this MD&A, are qualified by this cautionary statement.

CORPORATE GOVERNANCE

The Company’s board of directors and its committees adhere to recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The current board of directors is comprised of three individuals, two of whom are independent of management as they are neither executive officers nor employees of the Company. The audit committee is currently comprised of three directors, two of which are independent of management and have strong financial backgrounds.

The audit committee’s role is to ensure the integrity of the Company’s reported financial results through its review of the interim and audited annual financial statements prior to their submission to the board of directors for approval. The audit committee meets with management, at least quarterly, to review the consolidated financial statements, as well as the management’s discussion and analysis, and to discuss financial, operational, and other important matters.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares (Class A)

As at May 30, 2023, the Company had 100,086,513 common shares issued and outstanding (December 31, 2022 - 77,774,786).

Warrants

As at May 30, 2023, the Company had 23,788,680 warrants outstanding (December 31, 2022 - 19,783,953).

Options

As at May 30, 2023, the Company had 5,503,750 stock options outstanding (December 31, 2022 - 4,053,750).

Convertible Debenture Shares

As at May 30, 2023, the Company had 1,726,650 shares outstanding (December 31, 2022 - 20,055,650).

These are the shares that the outstanding convertible debenture units could convert into.

Fully Diluted

As at May 30, 2023, on a fully diluted basis, the share capital outstanding was 131,105,593 (December 31, 2022 - 121,668,139).

APPROVAL

The Board of Directors of the Company have approved the condensed interim consolidated Financial Statements and the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com and the Company's website at www.legible.com.