

204 - 1080 Mainland Street
Vancouver, BC, Canada, V6B 2T4
Phone: 778-300-7565

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

OF

MOBIO TECHNOLOGIES INC.

TO BE HELD ON MARCH 31, 2025

Dated: February 24, 2025

Neither the TSX Venture Exchange Inc. (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover described in this information circular.

204 - 1080 Hamilton Street
Vancouver, BC, Canada, V6B 2T4
Phone: 778-300-7565

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on March 31, 2025 at 9:30 A.M. Pacific Time
via Zoom (Meeting ID 820 0153 5937; Passcode 67AjUX)**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Mobio Technologies Inc. (“**Mobio**” or the “**Company**”) will be held at the offices of Mobio Technologies Inc., 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4, on **March 31, 2025 at 9:30 a.m.** (Pacific Time) for the following purposes:

- 1) to receive the comparative financial statements of the Company for the financial year ended July 31, 2024, together with the report of the auditor thereon;
- 2) to consider, and, if deemed advisable, to pass, with or without variation, a resolution to be approved by a majority of disinterested shareholders of the Company, the full text of which is set out in the management information circular dated February 24, 2025 in respect of the Meeting (the “Information Circular”) accompanying this Notice of Meeting, to approve the proposed qualifying transaction involving Tracksuit Movers Inc., pursuant to the terms and conditions contained in the Share Exchange Agreement dated for reference February 14, 2025, all as more particularly described in the Information Circular;
- 3) to consider, and, if deemed advisable, to pass, with or without variation, a resolution to be approved by a majority of disinterested shareholders of the Company, to approve a non-arm’s length non-brokered private placement to raise gross proceeds of up to \$1,800,000 through the issuance of common shares of the Company priced at \$0.20 per one common share in the capital of the Company as more particularly described in the Information Circular;
- 4) to consider, and, if deemed advisable, to pass, with or without variation, a resolution to be approved by a majority of disinterested shareholders of the Company, to convert the non-arm’s length outstanding loans payable with gross outstanding balance of \$1,427,389 into the common shares of the Company priced at \$0.20 per one common share as more particularly described in the Information Circular;
- 5) to fix the number of directors of the Company at five (5);
- 6) to elect the directors of the Company, as described in the Information Circular;
- 7) to appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditors for the Company and to authorize the board of directors of the Company to fix their remuneration;
- 8) to consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution to re-approve the Company’s existing 10% rolling stock option plan dated for reference April 5, 2024; and
- 9) to transact such other business as may properly be put before the Meeting.

THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE REFERENCED RESOLUTIONS AT THE MEETING.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **February 24, 2025**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy and each shareholder of the Company entitled to vote on any matter at the Meeting shall be entitled to one vote for every such common share standing in such shareholder's name on the record date of the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting in person must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia this 24th day of February, 2025.

BY ORDER OF THE BOARD OF DIRECTORS OF
MOBIO TECHNOLOGIES INC.

DocuSigned by:

BEF91388D8A34EA...

/s/ "**Laurie Baggio**"
Promoter & Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

TABLE OF CONTENTS

1. GLOSSARY OF TERMS	7
2. INTRODUCTION	14
3. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION	15
4. SUMMARY	19
5. PROXY RELATED MATTERS	26
6.1 Approval of the Transaction	30
6.2 Placement of Financial Statements of Mobio	38
6.3 Number of Directors	38
6.4 Election of Directors	38
6.5 Appointment of The Auditor	40
6.6 Approval of the Stock Option Plan	41
6.7 Other Business	42
6.8 Interest Of Certain Persons in Matters to be Acted Upon.....	42
6.9 Securities Authorized for Issuance Under Equity Compensation Plans	42
6.10 Audit Committee Disclosure.....	43
6.11 Corporate Governance	46
6.12 Indebtedness of Directors and Officers	49
6.13 Interest of Informed Persons in Material Transactions	50
6.14 Risk Factors	50
7. INFORMATION CONCERNING THE ISSUER	60
7.1 Corporate Structure	60
7.2 General Development of the Business.....	61
7.3 Selected Consolidated Financial Information and Management’s Discussion and Analysis	63
7.4 Description of Securities	63
7.5 Stock Option Plan.....	64
7.6 Prior Sales and Stock Exchange Price	64
7.6 Executive Compensation	65
7.7 Non-Arm’s Length Transaction	67

7.8 Legal Proceedings.....	69
7.9 Auditor, Transfer Agent and Registrar	69
7.10 Material Contracts	69
8. INFORMATION CONCERNING THE TARGET (TMI)	70
8.1 Corporate Structure	70
8.2 General Development of the Business.....	71
8.3 Narrative Description of the Business of TMI	73
8.4 Selected Consolidated Financial Information and Management’s Discussion and Analysis	78
8.5 Description of Securities	79
8.6 Consolidated Capitalization	80
8.7 Executive Compensation	80
8.8 Non-Arm’s Length Transaction	82
8.9 Legal Proceedings.....	83
8.10 Auditor, Transfer Agent and Registrar	83
8.11 Material Contracts	84
9. INFORMATION CONCERNING THE RESULTING ISSUER	85
9.1 Corporate Structure	85
9.2 Narrative Description of the Business	86
9.3 Description of the Securities	89
9.4 Pro Forma Consolidated Capitalization.....	89
9.5 Available Funds and Principal Purposes.....	91
9.6 Principal Securityholders	93
9.7 Directors, Officers and Promoters of the Resulting Issuer.....	93
9.8 Audit Committee and Corporate Governance of the Resulting Issuer	99
9.9 Executive Compensation	100
9.10 Indebtedness of Directors and Officers.....	101
9.11 Investor Relations Arrangements.....	101
9.12 Options and Rights to Purchase Securities.....	101
9.13 Escrow Securities	101
9.14 Auditor, Transfer Agent and Registrar	102
9.15 Material Contracts	102
10. GENERAL MATTERS	103

10.1 Sponsorship and Agent Relationship	103
10.2 Experts	103
10.3 Other Material Facts	103
10.4 Board Approval.....	103
11. FINANCIAL STATEMENTS.....	104
12. CERTIFICATE OF MOBIO TECHNOLOGIES INC.	104
13. CERTIFICATE OF TRACKSUIT MOVERS INC.....	105

SCHEDULES

Schedule A: Resulting Issuer Pro Forma Financial Statements

Schedule B: Comprehensive Valuation Report and Valuator's Consent

Schedule C: Mobio Technologies Inc. Audited Financial Statements

Schedule D: Mobio Technologies Inc. Annual MD&A

Schedule E: Mobio Technologies Inc. Interim Financial Statements

Schedule F: Mobio Technologies Inc. Interim MD&A

Schedule G: Tracksuit Movers Inc. Audited Financial Statements

Schedule H: Tracksuit Movers Inc. Annual MD&A

Schedule I: Tracksuit Movers Inc. Interim Financial Statements

Schedule J: Tracksuit Movers Inc. Interim MD&A

Schedule K: Mobio Technologies Inc. Stock Options Plan

Schedule L: Share Exchange Agreement

Schedule M: Audit Committee Charter

1. GLOSSARY OF TERMS

For the assistance of Mobio Shareholders, the following is a glossary of terms used frequently through this Circular and the summary hereof. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender includes all genders. Certain additional terms are defined within the body of this Circular and in such cases will have the meanings ascribed thereto.

"Affiliate" means a Company that is affiliated with another Company as described below.

A Company is an "Affiliate" of another Company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

- (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"Applicable Securities Legislation" means all applicable securities legislation in all jurisdictions and policies of the Exchange relevant to the issuance of the Mobio Shares.

"Arm's Length Transaction" means a transaction that is not a Related Party Transaction.

"Associate" when used to indicate a relationship with a Person, means

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the Person,
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity,
- (d) in the case of a Person, who is an individual:

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person; but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"**B.C. Securities Act**" means the *Securities Act* (British Columbia) R.S.B.C. (1996), c. 418, as amended from time to time.

"**Business Day**" means and day, other than a Saturday, Sunday or statutory or civic holiday in the Province of British Columbia.

"**Canadian Resident**" means a person that is a resident of Canada for the purposes of the *Income Tax Act*.

"**CEO**" means each individual who service as Chief Executive Officer or acted in a similar capacity during the most recently completed financial year.

"**CFO**" means each individual who served as Chief Financial Officer or acted in a similar capacity during the most recently completed financial year.

"**Chair**" means the chair of the Meeting.

"**Circular**" means this management information circular of Mobio Technologies Inc. dated February 24, 2025 furnished in connection with the solicitation of proxies for use at the Meeting.

"**Closing**" means the close of the Transaction.

"**Closing Date**" means the date on which the Closing occurs.

"**Commissions**" means the British Columbia Securities Commission and the Alberta Securities Commission.

"**Company**" means Mobio Technologies Inc.

"**Completion Date**" means the date of the Final Exchange Bulletin.

"**Comprehensive Valuation Report**" means the comprehensive valuation report of RWE Growth Partners Inc., to the effect that, as of the date of such report, and subject to assumptions, limitations and qualifications set out therein, supports the value of the consideration to be paid by Mobio pursuant to the Transaction, copies of which are attached as Schedule B to this Circular.

“Control Person” means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“Debt Conversion” has the meaning ascribed thereto under “Information Concerning the Issuer – General Development of the Business”.

“DMCL” means Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants.

“Doane Grant Thornton” means Doane Grant Thornton LLP, Chartered Professional Accountants.

“Exchange” means the TSX Venture Exchange Inc.

“Exchange Policies” means the policies of the Exchange and all bulletins, orders, policies, rules, regulations and by-laws of the Exchange as amended from time to time.

“Final Exchange Bulletin” means the bulletin issued by the Exchange following closing of the RTO and the submission of all Post-Approval Documents which evidences the final Exchange acceptance of the RTO.

“Form 51-102F6V” means Form 51-102F6V – Statement of Executive Compensation – Venture Issuers pursuant to National Instrument 51-102 – Continuous Disclosure Obligations.

“IFRS” means International Financial Reporting Standards.

“Income Tax Act” means the *Income Tax Act* (Canada) R.S.C. (1985), 5th supp., c. 1, as amended from time to time.

“Insider” if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the Company that is an insider or subsidiary of the issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer;
or
- (d) the Issuer itself if it holds any of its own securities.

“Issuer” means a Person and its Subsidiaries which have any of its securities listed for trading on the Exchange, and in this Circular means Mobio, as the context requires.

“Letter of Intent” means the letter of intent dated March 14, 2022 between Mobio and TMI which is superseded by the Share Exchange Agreement.

“Material Adverse Effect” when used in connection with an entity means any change (including a decision to implement such a change made by the board of directors or by senior management who believe that confirmation of the decision by the board of directors is probable), event, violation, inaccuracy, circumstance or effect that is materially adverse to the business, assets (including intangible assets), liabilities, capitalization, ownership, financial condition or results of operations of such entity or subsidiaries taken as a whole.

“MD&A” means management’s discussion and analysis, as such term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administration.

“Meeting” means the special meeting of shareholders of Mobio Technologies Inc. that will be held at the offices of Mobio Technologies Inc., 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4, on March 31, 2025 at 9:00 a.m. (Pacific Time).

“Member” means a member of the Exchange, as defined in the Exchange Policies.

“MI 61-101” means Multilateral Instrument 61-101 - *Protection of Minority Security Holders In Special Transactions*.

“Mobio” means Mobio Technologies Inc., a corporation incorporated under the laws of the Province of Alberta and was continued into British Columbia under the Business Corporations Act (British Columbia).

“Mobio Board” means the board of directors of Mobio as the same is constituted from time to time.

“Mobio Brands” means Mobio.

“Mobio Business” means the business in which Mobio is engaged as of the date of this Agreement.

“Mobio Financial Statements” means the audited financial statements of Mobio for the years ended July 31, 2023 and July 31, 2022 attached as Schedules C and interim financial statements following most recently completed reporting period attached hereto as Schedule E.

“Mobio Shares” means the common shares of Mobio.

“Mobio Shareholders” means the holders of the Mobio Shares.

“Named Executive Officer” or **“NEO”** means, with respect to Mobio or TMI, each of the following individuals:

(a) each individual who, in respect of Mobio or TMI, as applicable, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of Mobio or TMI as applicable, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of Mobio or TMI, as applicable, and its Subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than C\$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of Mobio or TMI, as applicable, and was not acting in a similar capacity, at the end of that financial year.

"NI 54-101" means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

"NI 45-106" means National Instrument 45-106 - *Prospectus and Registration Exemptions, as adopted by the British Columbia Securities Commission*.

"Non-Arm's Length Party" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

"Non-Registered Shareholder" has the meaning ascribed thereto under "General Proxy Information – Solicitation of Proxies".

"Non-Resident Holder" means any beneficial owner of Resulting Issuer Shares who, for the purposes of the Tax Act, and at all relevant times, is not, and is not deemed to be, resident in Canada.

"Non-U.S. Holder" is any beneficial owner of the Resulting Issuer Shares that is neither a "U.S. Holder" nor an entity treated as a partnership for U.S. federal income tax purposes.

"Notice of Meeting" means the notice to the Mobio Shareholders of the Meeting which accompanies this Circular.

"Parties" means Mobio or TMI, and "Party" refers to any of them, in relation to the Share Exchange Agreement.

"Person" means a company or individual.

“Policy 1.1” means the Exchange’s Policy 1.1 entitled “Interpretation” as amended from time to time.

“Post-Approval Documents” mean the documents prescribed as such in Policy 5.2 – *Changes of Business and Reverse Takeovers*.

“Private Placement” has the meaning ascribed thereto under “Information Concerning the Issuer – General Development of the Business”.

“Record Date” means February 24, 2025.

“Registered Shareholder” means a registered holder of Mobio Shares and does not include Beneficial Shareholders.

“Related Party Transaction” has the meaning specified in Policy 5.9 of the Exchange and MI 61-101 and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

“Resulting Issuer” means Mobio upon completion of the Transaction.

“Resulting Issuer Financial Statements” means the Resulting Issuer’s unaudited pro forma consolidated statement of financial position as at October 31, 2024 and unaudited pro forma consolidated statement of loss and comprehensive loss for the period ended October 31, 2024, which are attached as Schedule A.

“Resulting Issuer Shares” means common shares, following completion of the Transaction, in the capital of the Resulting Issuer.

“Reverse Takeover” or **“RTO”** means a transaction involving an acquisition by the issuer or of the issuer, and a securities issuance by an issuer that results in previous shareholders holding less than 50% of the outstanding voting securities of the issuer. A transaction may include an acquisition of a business or assets, an amalgamation, arrangement or other reorganization. Any securities issued pursuant to a private placement effected concurrently, contingent upon, or otherwise linked to a transaction or series of transactions, may be used in order to determine whether previous shareholders retain less than 50% of the outstanding voting securities of the issuer.

“SEDAR+” means the System for Electronic Document Analysis and Retrieval as located on the internet at www.SEDAR+plus.ca.

“Selling Shareholders’ Representative” means Laurie Baggio.

“Share Exchange Agreement” means the Share Exchange Agreement and any amendment, supplement or addendum to the Share Exchange Agreement made as of February 14, 2025

between Mobio Technologies Inc. and Tracksuit Movers Inc. and attached as Schedule L to this Circular.

“Shareholders” means collectively, the Mobio Shareholders and the TMI Shareholders.

“Shareholder Approval Requirement” means reasonable commercial efforts that Mobio will use to secure approval of its shareholders for the transactions contemplated herein, to the extent required to secure regulatory approval or as may be required by law.

“TMI” means Tracksuit Movers Inc., a corporation incorporated under the laws of the Province of British Columbia.

“TMI Board” means the board of directors of TMI as the same is constituted from time to time.

“TMI Business” means the business in which TMI and all TMI Subsidiaries are engaged as of the date of this Information Circular.

“TMI Creditors” means all of the creditors of TMI and TMI Subsidiaries as at the Closing Date as set out in Schedule L.

“TMI Financial Statements” means the audited financial statements of TMI for the years ended December 31, 2023 and December 31, 2022 attached hereto as Schedule G and interim financial statements following most recently completed reporting period attached hereto as Schedule I.

“TMI Options” means options granted by TMI to acquire TMI Class A Common Voting Shares.

“TMI Shares” means the Class A Common Voting Shares.

“TMI Shareholders” means the holders of the TMI Shares.

“TMI Subsidiaries” means the following subsidiaries controlled by TMI: You Move Me LLC (100% control), MCSB Moving Services LLC (80% control), YMM Phoenix LLC (94% control) and YMM Interstate LLC (100% control).

“Transaction” means the transaction described in this Agreement.

“Transaction Resolution” means shareholder resolution described in this Circular under the heading *“Transaction Resolution”*.

“Voting Share” means a security of an issuer that: (a) is not a debt security, and (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

2. INTRODUCTION

This Circular is furnished in connection with the solicitation of proxies by the management of Mobio for use at the Meeting to be held at the offices of Mobio Technologies Inc., 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4, on March 31, 2025 AT 9:00 a.m. (Pacific Time), and any adjournment(s) or postponement(s) thereof. No person has been authorized to give any information or make any representations in connection with the Transaction or other matters to be considered at the Meeting, other than those contained in this Circular and if given or made, any such information or representation must not be relied upon as having been authorized.

This Circular does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer of proxy solicitation. Neither the delivery of this Circular nor any distribution of securities referred to herein shall, under any circumstances, create any implication that there has been no change in the information set forth herein since the date of this Circular.

The Transaction has not been approved or disapproved by any securities regulatory authority, nor has any securities regulatory authority passed upon the fairness or merits of the Transaction or upon the accuracy or adequacy of the information contained in this Circular and any representation to the contrary is unlawful.

The information concerning TMI contained in this Circular has been provided by TMI for inclusion in this Circular. Although Mobio has no knowledge that would indicate that any of such information is untrue or incomplete, neither Mobio nor its officers or directors assume any responsibility for the accuracy or completeness of such information or the failure by TMI to disclose events that may have occurred or may affect the completeness or accuracy of such information but which are unknown to Mobio. In addition, the information contained in this Circular, including information pertaining to Mobio and TMI after the Transaction and information concerning the combined enterprise set out under "Information Concerning the Resulting Issuer", each contains forward-looking information. Readers are cautioned that actual results may vary. See "Forward Looking Statements" below.

All summaries of, and references to, the Share Exchange Agreement and the Comprehensive Valuation Report in this Circular are qualified in their entirety by reference to the complete text of the Share Exchange Agreement and the Comprehensive Valuation Report, respectively. A copy of the Share Exchange Agreement may be found under Mobio's profile on SEDAR+, and the full text of the Comprehensive Valuation Report is appended to this Circular as Schedule B. You are urged to carefully read the full text of each of these documents.

Information contained in this Circular is given as of February 24, 2025 except where otherwise noted and except that information in documents incorporated by reference is given as of the dates noted therein. Information contained in this Circular should not be construed as legal, tax or

financial advice and Mobio Shareholders are urged to consult their own professional advisors in connection therewith.

No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this Circular and, if given or made, such information or representation must not be relied upon as having been authorized by Mobio, TMI or the Resulting Issuer.

All capitalized terms used in this Circular but not otherwise defined herein have the meanings set forth herein under "Glossary of Terms".

3. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

The information provided in this Circular, including information incorporated by reference, may contain "forward looking statements" (collectively referred to hereafter as "forward-looking statements") about Mobio, TMI or the Resulting Issuer. In addition, Mobio and TMI may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Resulting Issuer in connection with the Transaction that are not statements of historical fact and may also constitute forward-looking statements.

All statements, other than statements of historical fact, made by Mobio or TMI that address activities, events or developments that Mobio or TMI expect or anticipate will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments.

These statements speak only as of the date they are made and are based on information currently available and on the then current expectations of Mobio or TMI and assumptions concerning future events. Forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under the headings "Risk Factors" and in other documents incorporated by reference in this Circular.

This Circular contains forward-looking statements, including statements pertaining to the following:

- the Meeting;
- the perceived benefits of the Transaction and possible synergies resulting from the Transaction;

- the structure, steps, timing and effects of the Transaction;
- the terms, conditions and completion of the Transaction;
- the likelihood of the Transaction being completed;
- obtaining all required regulatory approvals in connection with the Transaction;
- the Closing Date;
- financial conditions;
- expectations regarding the Resulting Issuer's ability to raise capital;
- future capital expenditures (including general and administrative expenses), including the timing, amount and nature thereof and sources of financing thereof;
- pro forma information, including pro forma combined financial information pertaining to the Resulting Issuer;
- other trends of the capital markets;
- treatment under governmental regulatory regimes and tax laws;
- anticipated income and withholding taxes;
- plans and objectives of management for future operations;
- Resulting Issuer management personnel and reporting structure;
- statements relating to the business and future activities of, and developments related, to the Resulting Issuer after the date of this Circular and thereafter;
- liquidity and price of the Resulting Issuer Shares after the Closing Date;
- anticipated developments in operations of the Resulting Issuer, including the ability of the Resulting Issuer to source and consummate future M&A activity;
- currency fluctuations.

Forward-looking statements are based on certain assumptions and analyses made by Mobio or TMI in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this Circular, Mobio or TMI have made various material assumptions, including but not limited to (i) obtaining necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions including that financial markets will not in the long term be adversely impacted by rise in interest rates; (iv) the Resulting Issuer's ability to successfully execute its plans and intentions; and (v) the Resulting Issuer's ability to attract and retain skilled staff.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Circular:

- the Transaction is subject to a number of conditions and there is no assurance the Transaction will be completed on the terms contemplated in the Share Exchange Agreement;
- the possibility that results will not be consistent with the Resulting Issuer's expectations;
- dependence on management;
- fluctuations in currency and interest rates;
- competition in the Resulting Issuer's industry;
- risks relating to global financial and economic conditions;

- alteration of tax regimes and treatments;
- failure to realize the benefits of the Transaction and any future acquisitions;
- publicly traded securities can have significant price volatility;
- the Resulting Issuer will depend on key employees for achieving its goals and will depend on attracting and retaining qualified personnel;
- and other factors discussed under “Risk Factors Relating to the Transaction” below as well as other risks and uncertainties described in the Mobio annual MD&A and interim MD&A incorporated by reference.

Consequently, all forward-looking statements made in this Circular and other documents of Mobio or TMI are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on Mobio or TMI. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that Mobio or TMI and/or persons acting on their behalf may issue. Mobio or TMI undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable securities laws. For all these reasons, shareholders should not place undue reliance on forward-looking statements.

Documents Incorporated by Reference

Information has been incorporated by reference in this Circular from documents filed with securities commissions or similar authorities in Canada. Copies of the Mobio documents incorporated herein by reference may be obtained on request without charge by contacting the Corporate Secretary of Mobio. In addition, copies of Mobio documents incorporated herein by reference may be obtained by accessing the disclosure documents available on SEDAR+.

The following documents of Mobio are filed with the various securities commissions or similar authorities in the provinces and territories of Canada and are specifically incorporated by reference into and form an integral part of this Circular:

- Mobio’s audited financial statements for the years ended July 31, 2023 and 2022,
- Mobio’s management’s discussion and analysis for the years ended July 31, 2023 and 2022,

Any documents of the type required by National Instrument 44-101 – Short Form Prospectus Distributions to be incorporated by reference in a short form prospectus, including any material change reports (excluding confidential reports), comparative interim financial statements, comparative annual financial statements and the auditor’s report thereon, management’s discussion and analysis of financial condition and results of operations, information circulars, annual information forms, marketing materials and business acquisition reports filed by Mobio with the securities commissions or similar authorities in Canada subsequent to the date of this Circular and before the Effective Date, are deemed to be incorporated by reference in this Circular.

Any statement contained in a document incorporated or deemed to be incorporated by reference hereto shall be deemed to be modified or superseded for the purposes of this Circular to the extent that a statement contained in this Circular or to any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances to which it was made. Any statement so modified or superseded shall not be deemed, except as modified or superseded, to constitute a part of this Circular.

Defined Terms

Terms and abbreviations used in the financial statements of Mobio and in the Schedules to this Circular are defined separately and the terms and abbreviations defined above are not used therein, except where otherwise indicated.

Financial Information

The historical financial statements of Mobio and TMI included in or incorporated by reference into this Circular have been prepared in accordance with International Financial Reporting Standards.

Currency

Unless otherwise indicated herein, references to “\$” or “dollars” are to Canadian dollars.

4. SUMMARY

The following is a summary of information relating to the Issuer, TMI and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Circular, including the Schedules, which are incorporated herein and form part of this Circular.

The Meeting and Record Date

The Meeting will be held at the offices of Mobio, 204 - 1080 Mainland Street, Vancouver, BC V6B 2T4, on March 31, 2025 at 9:00 a.m., for the purposes set forth in the accompanying Notice of Meeting. The main business of the Meeting will be to consider and vote upon, among other things, approve the Transaction and to transact such further and other business as may properly be brought before the Meeting.

The record date for determining the registered Mobio Shareholders for the Meeting is February 24, 2025. See “General Proxy Information”.

At the Meeting, Mobio Shareholders will be asked to consider and approve the Transaction pursuant to the Circular. In addition, Mobio Shareholders will also be asked to (i) increase number of directors to five(5) following Closing, (ii) elect new directors that will hold office until the next annual general meeting of the Company, (iii) appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditors for the Company following the Closing, (iv) to re-approve the Company’s existing stock option plan dated for reference April 5, 2024 (the “Stock Option Plan”), (v) to re-receive comparative financial statements of Mobio for the financial year ended July 31, 2024 and to consider such other matters as may properly come before the Meeting.

The Principal Terms of the Transaction

Mobio, TMI and the shareholders of TMI are parties to the Transaction.

Mobio was originally incorporated under the Business Corporations Act (Alberta) on November 19, 1998. On December 6, 2012, Mobio changed its name to LX Ventures Inc. and was continued into British Columbia under the Business Corporations Act (British Columbia). On July 7, 2014, the Company again changed its name to Mobio Technologies Inc. Over the past several years, Mobio has completed a series of acquisitions that give it a footprint in the social media space. Mobio is focused primarily on one of these acquired assets, Strutta.com Media Inc. (“Strutta”). Strutta is a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels. For further information concerning the business and operations of Mobio, see “Information Concerning the Issuer”.

TMI was incorporated pursuant to the Business Corporations Act (British Columbia) on September 6, 2012. TMI's primary line of business selling franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, TMI began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio. As at June 30, 2024, the Company had 21 (December 31, 2023 – 21) operating franchises in Canada and the USA. The closure of the TMI's location in Toledo, Ohio in April 2022 was offset by an independently owned franchise location opening in Northwest Arkansas the same month. The closure of the independently owned franchisee location in Orange County, California in September 2023 was offset by an opening of the independently owned franchise location Edmonton, Alberta the same month.

It is anticipated that Mobio will be the resulting issuer and will be carrying on the moving business of TMI. Mobio's Shares are expected to resume trading on the TSXV under the trading symbol "MBO" after the Transaction is closed.

Pursuant to the proposed Transaction, Mobio will acquire 100% of the issued and outstanding TMI Shares by way of five-to-one share exchange. Ten million (10,000,000) of the issued and outstanding TMI Shares will be exchanged for fifty million (50,000,000) of newly issued Mobio Shares to the shareholders of TMI at a deemed issue price of \$0.20 per on Mobio Share. Upon Closing of the Transaction, TMI will become a wholly owned subsidiary of Mobio.

The parties to the Transaction also agreed that Mobio will convert all of its outstanding related party loans and accrued interest into Mobio Shares at a price of \$0.20 per Mobio Share; and that Mobio will complete a financing in the amount of up to \$1,800,000 and will issue up to 9,000,000 of additional Mobio Shares pursuant to that financing.

Schedule L provides the Share Exchange Agreement.

Summary of Interests of Related Parties

The Transaction is not an Arm's Length Transaction and is a related party transaction.

Mr. Lance Tracey is a significant shareholder of Mobio and TMI with combined direct and indirect ownership, control or direction over of approximately 40% of Mobio Shares (on an undiluted basis) and 35% of TMI Shares. Mr. Laurie Baggio is a director, a CEO, and a significant shareholder of Mobio and TMI with combined direct and indirect ownership, control or direction over of approximately 13.2% of Mobio Shares (on an undiluted basis) and 35% of TMI Shares. As a result, Mr. Lance Tracey and Mr. Laurie Baggio and their affiliated entities are "related parties" of the Company and TMI for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holder Interests in Special Transactions* ("MI 61-101") and pursuant to TSXV Policy 5.9 *Protection of Minority Security Holders in Special Transactions* ("TSXV Policy 5.9").

The following table discloses the percentages of Mobio Shares controlled by Mr. Baggio and Mr. Tracey before and after the Transaction:

Name of Insider	Mobio Shares as at the date of this Circular	% of Mobio Shares as at the date of this Circular	% of Shares of the Resulting Issuer after giving effect to the Transaction
Lance Tracey (through Lanebury Growth Capital Ltd. and Code Consulting Limited)	17,034,204	40.00%	44.19%
Laurie Baggio (Individually, through Phoenix Ventures Inc., Cascadia Junk Removal Inc., and 0947395 B.C. LTD.)	5,600,563	13.15%	23.67%
Total	22,634,767	53.15%	67.86%

As the Transaction is a “related party transaction” under MI 61-101, the minority shareholder approval requirements of MI 61-101 and TSXV Policy 5.9 apply. The Required Transaction Shareholder Approval is intended to satisfy the minority shareholder approval requirements of MI 61-101.

MI 61-101 provides that, a related party transaction is subject to “minority approval” (as defined in MI 61-101, being a simple majority of the votes (50% + 1) cast by “minority” shareholders of each class of affected securities (as defined in MI 61- 101)), unless an exemption is available or discretionary relief is granted by applicable securities regulatory authorities. In relation to the approval of the Transaction, “minority approval” requires the approval of a simple majority (50% + 1) of the holders of Mobio Shares, other than Mobio Shares beneficially owned, or over which control or direction is exercised by: (a) the issuer; (b) an “interested party” (as defined in MI 61-101); (c) a “related party” to such interested party within the meaning of MI 61-101 (subject to certain exceptions); and (d) any person that is a joint actor with any party referred to in (b) or (c).

The votes in respect of Mobio Shares owned by, or over which control or direction is exercised, directly or indirectly, by Mr. Lance Tracey and Mr. Laurie Baggio will be excluded for the purposes of determining “minority approval” for the Transaction under MI 61-101. As of the Record Date, Mr. Lance Tracey (including any related party or joint actor of Mr. Lance Tracey) beneficially owns, or exercises control or direction over, 17,034,204 Mobio Shares (representing approximately 40% of the Mobio Common Shares (on an undiluted basis)) and beneficially owns, or exercises control or direction over, 3,500,000 TMI Shares (representing approximately 35% of the TMI Common Shares. As of the Record Date, Mr. Laurie Baggio (including any related party or joint actor of Mr. Laurie Baggio) beneficially owns, or exercises control or direction over, 5,600,563 Mobio Shares (representing approximately 13.2% of the Mobio Common Shares (on an undiluted basis)) and

beneficially owns, or exercises control or direction over, 3,500,000 TMI Shares (representing approximately 35% of the TMI Common Shares).

Formal Valuation

Since the Transaction constitutes a “related party transaction” under MI 61-101 and TSXV Policy 5.9, the Company is required to obtain a formal valuation in respect of the Transaction, unless an exemption to the requirement is available under MI 61-101. The Company obtained a Comprehensive Valuation Report prepared by RWE Growth Partners Inc. copy of which is attached as Schedule B to this Circular.

Summary of Funds Available to the Resulting Issuer

The following table discloses the total funds available to the Resulting Issuer after giving effect to the Transaction and any concurrent financing and the following breakdown of those funds:

	Estimated & consolidated (CAD) (unaudited)
Combined Bank balance at December 31, 2024	732,475
Estimated changes in cash outflows before closing of the Transaction	(536,654)
Funds available before giving effect to the Transaction and concurrent financing	195,820
Total funds available after giving effect to the Transaction and concurrent financing	1,800,000
Funds available before giving effect to the Transaction and concurrent financing	1,995,820

Principal Purposes of Funds

The Resulting Issuer intends to invest the proceeds from the private placement in connection with the Transaction to grow the Company in multiple ways: approximately \$1,000,000 will be used to open new TMI moving locations in Canada and the US and approximately \$400,000 will be used for future acquisitions of brands in residential home services space under the umbrella of Mobio brands. The remaining funds will be used for the required costs of public company administration until the Company achieves economies of scale.

The following table discloses the principal purposes of funds available to the Resulting Issuer following the Transaction:

	Estimated & consolidated (CAD) (unaudited)
Total funds available after giving effect to the Transaction and concurrent financing	1,995,820
Capital required to open new corporate locations	1,000,000
Cash required to be set aside for future acquisition of brands	400,000
Estimated incidental costs relating to completing the Transaction	135,963
Funds required for costs of public company administration over the next 12 months period	359,858
Unallocated funds	100,000
<i><u>Detailed breakdown of Mobio's projected expenses over the next 12 months:</u></i>	
<i>COO wages + taxes</i>	<i>162,743</i>
<i>Audit, Consulting & Legal</i>	<i>78,400</i>
<i>Monthly retainer to Codix management¹</i>	<i>60,000</i>
<i>Software, office, and public company administration</i>	<i>58,714</i>

Notes:

(1) Payments to be made or are intended to be made to Non-Arm's Length Parties consist of \$5,000 monthly retainer paid to Codix Management Ltd. for accounting, CFO, and related administrative services as directed by Mobio. Codix Management Ltd. Is jointly controlled by Laurie Baggio (CEO) and Lance Tracey (significant shareholder).

Dividends

As of the date of the Circular, the Resulting Issuer does not have a formal dividend policy. The Company is not aware of any restrictions that could prevent the Resulting Issuer from paying dividends.

Selected Pro Forma Consolidated Financial Information

The following table sets forth certain pro forma financial information for Mobio, TMI and the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction and certain other adjustments and subject to the assumptions described in the notes to the unaudited consolidated pro forma financial statements of the Resulting Issuer which are attached as Schedule A hereto.

The following financial information of Mobio has been derived from the unaudited financial statements of Mobio as at and for the period ended October 31, 2024. The financial information of TMI has been derived from the unaudited financial statements of TMI as at and for the period ended September 30, 2024. This information should be read in conjunction with the financial statements and reports thereon included in this Circular, all of which are incorporated by referenced into this Circular and available on SEDAR.

Balance Sheet Data	TMI as at September 30, 2024 (CAD) (unaudited)	Mobio as at October 31, 2024 (CAD) (unaudited)	Pro Forma (CAD)
Assets:			
Current Assets	1,820,425	247,245	3,872,670
Non-Current Assets	480,317	-	480,317
Total Assets	2,300,742	247,245	4,352,987
Liabilities:			
Current Liabilities	1,644,757	1,576,350	1,927,910
Non-Current Liabilities	2,432,805	-	2,432,805
Total Liabilities	4,077,562	1,576,350	4,360,715
Shareholder's Equity:			
Share Capital	1,797,268	26,941,574	13,525,836
Equity portion of debt	-	118,629	-
Reserves	(1,000)	14,915	(1,000)
Contributed surplus	293,745	-	293,745
Accumulated other comprehensive (loss) income	(52,225)	-	(52,225)
Deficit	(3,825,171)	(28,404,223)	(13,784,647)
Non-controlling interest	10,563	-	10,563
Total Equity (Deficit)	(1,776,820)	(1,329,105)	(7,728)

The pro forma financial statements do not necessarily reflect what the Resulting Issuer's financial condition or results of operations would have been had the Transaction occurred on the dates indicated. They also may not be useful in predicting the future financial condition and results of operations of the Resulting Issuer. The actual financial condition and results of operations of the Resulting Issuer may differ significantly from the pro forma amounts reflected herein due to a variety of factors, including differences in accounting policies, elections, and estimates.

Market Price of Mobio Shares and TMI Shares

The Mobio Shares are listed and posted for trading on the Exchange under the symbol "MBO.V". In connection with the announcement of the Transaction, trading in the Mobio Shares were halted on March 15, 2022 pursuant to the policies of the Exchange. Trading remains halted as of the date of this Circular. The closing market price of the Mobio shares before the halt was \$0.09.

TMI is a private company. The TMI Shares were never listed on any stock exchange. No market exists for the TMI Shares.

Summary of Relationship between Mobio, TMI and Agent and Sponsor

There are no agents or sponsors involved in the Transaction.

Summary of the Details of Conflicts of Interest

Mr. Baggio is the CEO, a director and a significant shareholder of Mobio. He is also a director and a significant shareholder of TMI. He declared his conflict of interest in the Transaction and abstained from voting with respect to the Transaction.

Mr. Tracey is the major shareholder of Mobio. He is also a director and a significant shareholder of TMI. He declared his conflict of interest in the Transaction and abstained from voting with respect to the Transaction.

Summary of the Interests of Experts

None.

Summary of Risk Factors

The following is the list of risk factors associated with the Transaction and the business of Mobio after the completion of the reverse takeover: limited operating history of TMI; potential inability to successfully execute and integrate franchise acquisitions potential conflicts of interest of directors and officers due to engagement in similar and/or competing businesses; dilution of the shareholders of the Resulting Issuer and its potential negative impacts on the share price and voting power; inability to obtain additional financing for operations and business acquisitions; no assurance that the shareholders will be able to sell their Resulting Issuer Shares or that they will be able to sell their Resulting Issuer Shares at a profit; fluctuation of market price of the Resulting Issuer Shares; negative global financial conditions and their impact on financing and operation of the Resulting Issuer; increased costs related to being a public reporting issuer; risks related to managing the growth of operations of the Resulting Issuer; risks associated with acquisitions; currency fluctuations; competition from entities carrying the same of similar business activities; uncertainty and adverse changes in the economy; lack of demand for moving services from clients; infringement of intellectual property and inability to adequately protect proprietary technology against unauthorized third party copying or use; risks associated with internal controls over financial reporting; and inability to maintain obligations under credit facilities by the Resulting Issuer,

For a more comprehensive description of risks, please read "Risk Factors" in this Circular.

Conditional Listing Approval

The Exchange has conditionally accepted the Transaction subject to Mobio fulfilling all the requirements of the Exchange.

5. PROXY RELATED MATTERS

The information contained in this Management Information Circular, unless otherwise indicated, is as of **February 24, 2025**.

This Management Information Circular is being mailed by the management of Mobio to shareholders of record at the close of business on February 24, 2025, which is the date that has been fixed by the directors of Mobio as the record date (the “Record Date”) to determine the shareholders who are entitled to receive notice of the meeting. Mobio is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of the Mobio for use at its annual general and special meeting (the “**Meeting**”) of the shareholders that is to be held at the offices of Mobio at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4, on March 31, 2025 at 9:00 a.m. (Pacific Time), The solicitation of proxies will be primarily by mail. Certain employees or directors of Mobio may also solicit proxies by telephone. The cost of solicitation will be borne by Mobio. Mobio is not relying on the “Notice and Access” delivery procedures outlined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* to distribute copies of proxy-related materials in connection with the Meeting by posting them on a website.

Quorum

Pursuant to the Articles of Mobio, the quorum for the transaction of business at a Meeting of shareholder is two persons who are, or represent by proxy, shareholders holding, in the aggregate, at least five percent of the issued shares entitled to be voted at the Meeting.

Voting

Who Can Vote?

If you are a registered shareholder of Mobio as at **February 24, 2025**, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer’s authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person via Zoom you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see “**Voting By Proxy**” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer, financial institution or other intermediary) you should refer to the section entitled “**Non-Registered Shareholders**” set out below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

Voting by Proxy

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return the completed form of proxy to Mobio's transfer agent via mail or personal delivery to Odyssey Trust Company, United Kingdom Building, 350-409 Granville Street, Vancouver, BC V6C 1T2, Attention: Proxy Department, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time fixed for the Meeting or any adjournments thereof. Alternatively, you can fax your proxy to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international). Lastly, a shareholder may complete his or her form of proxy online at <https://login.odysseytrust.com/pxlogin> and click VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote online, do not mail the proxy. In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to Odyssey Trust Company at (800) 517-4553.

What is a Proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing a Proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder (the "**Management Proxyholders**"). Those persons are directors, officers or other authorized representatives of Mobio.

Instructing Your Proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your shares IN FAVOUR of each of the items of business being considered at the Meeting.

For more information about these matters, see Section 3 - The Business of the Meeting. **The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting.** At the time of printing this Information Circular, the management of Mobio is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing Your Mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to

revoke your proxy and delivering this signed written statement to Mobio at Suite 204-1080 Mainland Street, Vancouver, British Columbia, V6B 2T4 or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 4:00 p.m. in the afternoon (Pacific Time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person. **Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).**

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to Mobio’s transfer agent, Odyssey Trust Company, 323-409 Granville Street, Vancouver, BC V6C 1T2, Attention: Proxy Department, or by fax at (800) 517-4553.

In all cases, the proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Non-Registered Shareholders

Only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, common shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- a) in the name of an Intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; OR
- b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to Mobio are referred to as “**NOBOs**”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to Mobio are referred to as “**OBOs**”.

Pursuant to NI 54-101 of the Canadian Securities Administrators, Mobio has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly or directly to the NOBOs and to the Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries that receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

Mobio will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related

documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Odyssey Trust Company as described under "**Voting By Proxy**" above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person via Zoom (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or proxy form is to be delivered.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being affected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to Mobio or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that Mobio is incorporated under the *Business Corporations Act* (British Columbia), as amended (the "**Act**"), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Voting Shares And Principal Holders Thereof

Mobio is authorized to issue an unlimited number of common shares without par value. As at the close of business on the Record Date being **February 24, 2025, 42,583,260** common shares were issued and outstanding. Each shareholder entitled to receive notice of and to vote at the Meeting is entitled to one vote for each common share registered in his or her name at the close of business on **February 24, 2025**.

Mobio is also authorized to issue an unlimited number of preferred shares without par value and with special rights and restrictions attached. As of the Record Date, there are no preferred shares issued and outstanding.

Every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and every shareholder present in person at the Meeting via Zoom or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Mobio's transfer agent and will be available at the Meeting.

To the knowledge of the directors and executive officers of Mobio, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of Mobio as at the Record Date, are:

Shareholder Name	Number of Common Shares Held ⁽¹⁾	Percentage of Issued Common Shares ⁽¹⁾
Phoenix Ventures Inc. ⁽²⁾	5,600,563	13.15%
Lance Tracey ⁽³⁾	17,034,204	40.00%

NOTES:

- 1) Based on 42,583,260 common shares issued and outstanding as at Record Date.
- 2) Phoenix Ventures Inc. is a company controlled by Laurie Baggio, President, CEO and Director of Mobio.
- 3) Code Consulting Limited is a holding company controlled by Lance Tracey, a "Control Person" of the Issuer as defined in the policies of the TSX Venture Exchange. Mr. Tracey's position as the Control Person of the Issuer was approved by majority of disinterested shareholders of the Issuer at the Annual General and Special Meeting of shareholders of the Issuer on October 21, 2016. The number of shares controlled by Code Consulting Ltd. includes 5,192,536 common shares of Mobio. The number of shares controlled by Lanebury Growth Capital Ltd. includes 11,841,668 common shares of Mobio. Code Consulting Ltd. controls 88.44% of the shares of Lanebury Growth Capital Ltd.
- 4) Information as to shares beneficially owned, not being within our knowledge has been furnished by the respective person, has been extracted from the list of registered shareholders maintained by Mobio's transfer agent, has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca) or has been obtained from early warning report and alternative monthly reports filed by the respective person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (www.sedarplus.ca).

6.1 Approval of the Transaction

Description of the Transaction

Pursuant to the Shares Exchange Agreement,

- a) Mobio will acquire ten million (10,000,000) (100%) of the issued and outstanding TMI Shares in exchange for fifty million (50,000,000) of newly issued Mobio Shares at a deemed issue price per one Mobio Share of \$0.20. Upon closing of the Transaction, TMI will become a wholly owned subsidiary of Mobio (the "**Resulting Issuer**");

- b) Mobio will convert all of its outstanding related party loans into Mobio Shares at a price of \$0.20 per Mobio Share; and
- c) Mobio will complete a concurrent financing in the form of private placement for the total proceeds of up to \$1,800,000 in exchange for 9,000,000 Mobio Shares at \$0.20 per Mobio share.

Upon closing of the Transaction, Mobio anticipates having approximately 108,720,203 Mobio Shares issued and outstanding and 75,000 Mobio Options issued and outstanding. See “Information Concerning the Resulting Issuer – Pro Forma Consolidated Capitalization”.

The above is a summary only and reference should be made to the full text of the Share Exchange Agreement which is attached as Schedule L to this Circular.

At the Meeting, Mobio Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a resolution to approve, *inter alia*, the Transaction. To be effective, the resolution must be approved by the disinterested Mobio Shareholders.

Conditions to the Transaction

The Transaction, and the obligations of the parties to complete the Transaction is subject to certain conditions, including (i) approval of the Transaction by the disinterested Mobio Shareholders; (ii) acceptance of the Transaction by the Exchange; and (iii) fulfilment of other conditions set out in the Share Exchange Agreement.

Background Information about the Transaction

The Share Exchange Agreement resulted from *non-arm's length* negotiations between Mobio, TMI and TMI Shareholders. The following is the summary of events that led to the signing to the Share Exchange Agreement.

In January 2022, Mobio received a Comprehensive Valuation Report of TMI from RWE Growth Partners Inc. On March 15, 2022, Mobio, TMI and Elite Window Cleaning Inc. executed a non-binding letter of intent. Subsequent to the execution and announcement of that letter of intent, the trading of Mobio Shares on the Exchange was halted and will remain halted until the Transaction is completed or cancelled. On around March 30, 2023 Elite Window Cleaning Inc. withdrew from the letter of intent. Mobio and TMI continued to negotiate the binding Share Exchange Agreement. From April 2022 to January of 2025, Mobio and TMI continued to update the strategy and the necessary financial statement audit and compliance requirements to complete the Share Exchange Agreement and the Circular.

On August 29, 2022, the Company completed a non-brokered private placement for 4,285,714 common shares at a price of \$0.07 per share for gross proceeds of \$300,000. The share issuance costs of \$2,512 were incurred with respect to the transaction. The shares were subject to a statutory four month hold period. No finder's fee was paid. Proceeds from the private placement

will be used to cover the costs associated with proceeding to completion of the proposed transaction including, audit fees, legal fees, preparing necessary documentation, due diligence and regulatory fees.

On July 17, 2024, Mobio announced its intention to complete bridge financing of \$435,000 in cash by issuing convertible non-interest-bearing promissory notes (the “**Bridge Financing**”). The convertible non-interest-bearing promissory notes bear no interest and mature on December 31, 2024 at which date the principal on the notes will be due in full. In the event of completion of the proposed transaction with Tracksuit Movers Inc., the notes will be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction.

On July 31, 2024, the Company announced that it has closed the first tranche of the Bridge Financing as follows:

- \$50,000 borrowed from Phoenix Ventures Inc. (“Phoenix”) on July 31, 2024
- \$225,000 borrowed from Code Consulting Limited (“Code”) on July 31, 2024

On September 3, 2024, the Company announced that it has closed the second and final tranche of the Bridge Financing as follows:

- \$160,000 borrowed from Code Consulting Limited (“Code”) on July 31, 2024

On October 1, 2024, Mobio received an update to the Comprehensive Valuation Report of TMI from RWE Growth Partners Inc.

On February 24, 2025, following discussion and review of the Comprehensive Valuation Report and various other factors, the independent directors of Mobio approved the Share Exchange Agreement and matters ancillary thereto. Mobio and TMI will execute the definitive Share Exchange Agreement following the approval by majority of disinterested shareholders of Mobio at the General Special Meeting on March 31, 2025.

Recommendation of the Mobio Board

Upon the recommendation of the Board, the Mobio Board determined that the Transaction and the entering into of the Share Exchange Agreement were, and continue to be, in the best interests of Mobio and minority Mobio Shareholders and has approved the Transaction and the entering into by Mobio of the Share Exchange Agreement. Director Laurie Baggio declared his interest in the Transaction and abstained from the vote of the Mobio Board. The Mobio Board recommends that the Mobio Shareholders vote FOR the Transaction Resolution.

Reasons for the Board Recommendations

The following includes forward-looking information and readers are cautioned that actual results may vary. See “*Cautionary Statement Regarding Forward-Looking Information*” and “*Risk Factors Relating to the Transaction*”

In (i) determining that the Transaction and the entering into of the Share Exchange Agreement are in the best interests of Mobio and minority Mobio Shareholders, (ii) recommending that the Mobio Board approve the Transaction and the entering into of the Share Exchange Agreement, and (iii) recommending to the Mobio Shareholders that they vote for the Transaction Resolution, the Mobio Board undertook a thorough review of, and carefully considered, the terms of the Transaction and the Share Exchange Agreement considered a number of factors, including those listed below:

- Combined Synergistic Platform & Increased Scale: the Resulting Issuer plans to acquire multiple home service franchise brands that complement each other. Synergies are expected from the combination of adjacent home service businesses.
- Larger Growth Opportunities: The home services business is growing at a compound annual growth rate (CAGR) of 35.81%¹ until 2026. As of 2022 alone it was estimated the market size of home services industries in just the USA is \$500 billion alone resulting in a great opportunity for consolidation of brands under one parent company. The Resulting Issuer can be one such parent company and focus on acquiring brands in both Canada and USA that with investment provided, can grow quickly and provide a sizable return on invested capital.
- Franchise Markets Profile: the Resulting Issuer may find it easier to attract and retain Franchisees which allow for asymmetric scaling of the businesses.
- Capital Markets Profile: the Resulting Issuer may have an improved capital markets profile with improved financial strength, and increased access to capital to facilitate and accelerate growth.
- Management: the combined management team is expected to bring complementary strengths and deep experience in the operation and acquisition of home service-based businesses.
- Technology Development: the Resulting Issuer plans to acquire and develop supporting technologies to enhance competitiveness.
- Significant and Immediate Premium: TMI shares will be exchange for Mobio shares at a fixed \$0.20 price per Mobio Share, representing a premium of approximately 110% based on the closing price of Mobio Shares on the Exchange on March 13, 2022, the last trading day prior to the announcement of the proposed Transaction.
- Pro Forma Ownership: consideration payable by Mobio in the Transaction consists entirely of Mobio Shares, which enables Shareholders the opportunity to continue to participate in the future potential growth and increase in value of the Resulting Issuer, with an anticipated aggregate pro forma ownership interest of approximately 40% (on a non-diluted basis) for Mobio Shareholders.
- Comprehensive Valuation Report: the Comprehensive Valuation Report delivered by the Mobio Board's financial advisors RWE Growth Partners Ltd., each to the effect that, as of the date therein, and based upon and subject to the analyses referred to, and assumptions, explanations and limitations set forth therein, the consideration to be paid by Mobio pursuant to the Transaction is fair from a financial perspective to Mobio and the Mobio Shareholders, copies of which are attached as Schedule B to this Circular.

Note 1 - <https://valveandmeter.com/blog/marketing/how-big-is-the-home-services-market/>

The Mobio Board also considered a number of potential risks and potential negative factors in its deliberations relating to the Transaction, including the following:

- Completion Risk.* The completion of the Transaction is subject to several conditions precedent, certain of which are outside the control of both Mobio and TMI. There can be no assurances that the Transaction will be completed on the terms set out in the Share Exchange Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transaction may not be completed. There are risks to Mobio if the Transaction is not completed, including that: (i) the market price of the Mobio Shares may decline, to the extent that the market price reflects an assumption that the Transaction will be completed; (ii) Mobio will have incurred significant costs in pursuing the Transaction; (iii) management of Mobio will have their attention diverted from Mobio's business in the ordinary course; and (iv) under certain circumstances, there could be negative and irreparable impacts on Mobio's business relationships, (including with current and prospective employees, customers, suppliers, capital providers, partners and regulators, among others).
- *Regulatory Approvals and Third Party Consents.* The potential risk of not obtaining or there being significant delay in obtaining certain consents, approvals or authorizations from third parties required to complete the Transaction, including, without limitation, the regulatory approvals.
 - *Anticipated Benefits May Not Occur.* The Resulting Issuer may fail to realize growth opportunities and synergies currently anticipated due to, among other things, challenges associated with integrating the operations and personnel of Mobio and TMI and the ability of the Resulting Issuer to attract capital.
 - *Acquisition Risk.* There are certain risks inherent in any acquisition including unknown or undisclosed risks or liabilities of TMI for which Mobio is not sufficiently indemnified pursuant to the provisions of the Share Exchange Agreement, which could materially and adversely affect the Resulting Issuer's financial performance and results of operations.
 - *Consideration Shares.* The number of Mobio Shares to be issued as consideration for all TMI Shares (the "**Consideration Shares**") was fixed at the time of entering into the Share Exchange Agreement and, therefore, there is a possibility that the Consideration Shares to be issued upon closing to the shareholders of TMI will have a market value different than that at the time of the entering into of the Share Exchange Agreement.
 - *Concentration of Ownership.* If the Transaction is completed, Mr. Lance Tracey and Mr. Laurie Baggio will, independently of each other, exercise significant influence with approximately 44.2% and 23.7% of the outstanding Resulting Issuer Shares respectively (on an undiluted basis and assuming only \$1,800,000 is raised pursuant to a private placement), and will therefore continue having significant influence over Mobio's management and affairs and over all matters requiring shareholder approval, including election of directors and significant corporate transactions. This significant influence may discourage transactions involving a change of control, including transactions in which an investor, as a holder of Mobio Shares, might otherwise receive a premium for Mobio Shares over the then-current market price, or discourage competing proposals if a going private transaction is proposed by Mr. Lance Tracey or Mr. Laurie Baggio.

The above summary of the information and factors considered by the Mobio board is not intended to be exhaustive, but includes a summary of the material information and factors considered by the Mobio Board in its consideration of the Transaction.

In view of the variety of factors and the amount of information considered in connection with the Mobio Board's evaluation of the Transaction, the Mobio Board did not find it practicable to, and did not, quantify or otherwise attempt to assign any relative weight to each of the specific factors considered in reaching its determination and recommendation. The Mobio Board's determination and recommendation is based upon the totality of the information presented and considered by it. The determination and recommendation of the Mobio Board were made after consideration of the factors noted above, other factors and in light of the Mobio Board's knowledge of the business, financial condition and prospects of Mobio, and taking into account the advice of the Mobio Board's financial, legal and other advisors. Individual members of the Mobio Board may have assigned different weights to different factors.

Transaction Resolution

At the Meeting, disinterested Mobio Shareholders will be asked to consider and vote on the following resolution (the "**Transaction Resolution**") with or without variation as follows:

"BE IT RESOLVED THAT as a resolution of a majority of the minority shareholders of Mobio Technologies Inc. ("Mobio") that:

- 1) *the execution and delivery of the Share Exchange Agreement dated February 14, 2025 among Mobio, and TMI, as it may be amended from time to time be and is hereby authorized and approved;*
- 2) *the performance by Mobio of its obligations under the Share Exchange Agreement, including the acquisition of all of the outstanding shares of TMI in exchange for the issuance of common shares in the capital of Mobio, be and is hereby authorized and approved;*
- 3) *subject to the approval of the TSX Venture Exchange, the completion of the transactions contemplated by the Share Exchange Agreement, on such terms and conditions as the board of directors of Mobio (the "Board") may determine, in its sole discretion, and all matters related thereto, be and are hereby authorized and approved;*
- 4) *notwithstanding that this ordinary resolution has been passed (and the Share Exchange Agreement adopted) by the shareholders of Mobio, the Board is hereby authorized and empowered, without further approval of the shareholders of Mobio, at any time prior to the issuance under the Business Corporations Act (British Columbia) (the "BCBCA") of a certificate of amalgamation in respect of the Amalgamation: (i) to amend, modify or supplement the Share Exchange Agreement to the extent permitted by the Amalgamation Agreement, and (ii) not to proceed with the transaction to the extent permitted by the Amalgamation Agreement or otherwise give effect to these resolutions; and*
- 5) *any officer or director of Mobio is hereby authorized and directed, for and on behalf of and in the name of Mobio to execute, under the seal of Mobio or otherwise, and to deliver, all*

documents, agreements and instruments and to do all such other acts and things, including delivering such documents as are necessary or desirable to the director appointed under the BCBCA for filing in accordance with the Share Exchange Agreement, as such officer or director, may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents, agreements or instruments or doing of any such act or thing.”

The Board recommends that USHA Shareholders vote in favour of the Arrangement. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing resolution.

Securities Law Matters and Interest of Certain Persons in the Transaction

The following is a brief summary of the Canadian securities law considerations applying to the transactions contemplated herein not discussed elsewhere in this Circular.

Mobio is a reporting issuer in British Columbia and Alberta and the Mobio Shares are listed on the Exchange, accordingly, Mobio is subject to the applicable Securities Laws of such provinces and regulatory bodies, including MI 61-101 which has been adopted in Alberta and certain other provinces of Canada. Mobio is also subject to TSXV Policy 5.9 which incorporates the requirements of MI 61-101. MI 61-101 regulates transactions which raise the potential for conflicts of interest, including issuer bids, insider bids, related party transactions and business combinations, to ensure the protection and fair treatment of all securityholders. MI 61-101 generally requires enhanced disclosure, approval by a majority of the minority securityholders excluding interested parties, related parties of interested parties and their joint actors and, in certain circumstances, independent valuations.

Under MI 61-101, a “related party” includes a control person of the entity, directors, executive officers and shareholders holding over 10% of the voting rights attached to the voting securities of the issuer. Mr. Lance Tracey is a significant shareholder of Mobio with combined direct and indirect ownership, control or direction over of approximately 40% of Mobio Shares (on an undiluted basis). Mr. Laurie Baggio is a director, a CEO, and a significant shareholder of Mobio with combined direct and indirect ownership, control or direction over of approximately 13.2% of Mobio Shares (on an undiluted basis). As a result, Mr. Lance Tracey and Mr. Laurie Baggio and their affiliated entities are “related parties” of Mobio for the purposes of MI 61-101 and TSXV Policy 5.9. The following table discloses their shareholdings in Mobio before and after the Transaction.

Name of Insider	Mobio Shares as at the date of this Circular	% of Mobio Shares as at the date of this Circular	% of Shares of the Resulting Issuer after giving effect to the Transaction
Lance Tracey (through Lanebury Growth Capital Ltd. and Code Consulting Limited)	17,034,204	40.00%	44.19%
Laurie Baggio (Individually, through Phoenix Ventures Inc., Cascadia Junk Removal Inc., and 0947395 B.C. LTD.)	5,600,563	13.15%	23.67%
Total	22,634,767	53.15%	67.86%

The Transaction is considered a “related party transaction” for the purposes of MI 61-101 because Mobio will issue Mobio Shares to certain related parties pursuant to the Transaction.

Minority Approval Requirements

As the Transaction is a “related party transaction” under MI 61-101, the minority shareholder approval requirements of MI 61-101 and TSXV Policy 5.9 apply. The Required Transaction Shareholder Approval is intended to satisfy the minority shareholder approval requirements of MI 61-101.

MI 61-101 provides that, a related party transaction is subject to “minority approval” (as defined in MI 61-101, being a simple majority of the votes (50% + 1) cast by “minority” shareholders of each class of affected securities (as defined in MI 61- 101)), unless an exemption is available or discretionary relief is granted by applicable securities regulatory authorities. In relation to the approval of the Transaction, “minority approval” requires the approval of a simple majority (50% + 1) of the holders of Mobio Shares, other than Mobio Shares beneficially owned, or over which control or direction is exercised by: (a) the issuer; (b) an “interested party” (as defined in MI 61-101); (c) a “related party” to such interested party within the meaning of MI 61-101 (subject to certain exceptions); and (d) any person that is a joint actor with any party referred to in (b) or (c).

The votes in respect of Mobio Shares owned by, or over which control or direction is exercised, directly or indirectly, by Mr. Lance Tracey and Mr. Laurie Baggio will be excluded for the purposes of determining “minority approval” for the Transaction under MI 61-101. As of the Record Date, Mr. Lance Tracey (including any related party or joint actor of Mr. Lance Tracey) beneficially owns, or exercises control or direction over, 17,034,204 Mobio Shares (representing approximately 40% of the Mobio Common Shares (on an undiluted basis)) and beneficially owns, or exercises control or direction over, 3,500,000 TMI Shares (representing approximately 35% of the TMI Common

Shares. As of the Record Date, Mr. Laurie Baggio (including any related party or joint actor of Mr. Laurie Baggio) beneficially owns, or exercises control or direction over, 5,600,563 Mobio Shares (representing approximately 13.2% of the Mobio Common Shares (on an undiluted basis)) and beneficially owns, or exercises control or direction over, 3,500,000 TMI Shares (representing approximately 35% of the TMI Common Shares).

Formal Valuation

Since the Transaction constitutes a “related party transaction” under MI 61-101 and TSXV Policy 5.9, the Company is required to obtain a formal valuation in respect of the Transaction, unless an exemption to the requirement is available under MI 61-101. The Company obtained a Comprehensive Valuation Report prepared by RWE Growth Partners Inc. copy of which is attached as Schedule B to this Circular.

6.2 Placement of Financial Statements of Mobio

The audited financial statements of Mobio for the financial year ended **July 31, 2024** will be placed before you at the Meeting. No approval or other action needs to be taken at the Meeting in respect of the financial statements.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Financial Statement Request Form attached to this Information Circular and send it to the Company.

6.3 Number of Directors

Under Mobio’s Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors may be set by an ordinary resolution but shall not be fewer than three. Mobio currently has **three (3)** directors.

The Company’s management recommends that, subject to the approval of the Transaction by disinterested shareholders, the shareholders vote in favor of the resolution setting the number of directors at five (5). Unless you give other instructions, the Management Proxyholders, subject to the Transaction being approved by disinterested shareholders, intend to vote FOR the resolution setting the number of directors at five (5).

6.4 Election of Directors

Directors of Mobio are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will

serve until the close of the next annual general meeting, unless he or she resigns or otherwise vacates office before that time.

The following table sets out the names of management's nominees for election as directors of Mobio; all offices in the Company each nominee now holds; each nominee's principal occupation, business or employment; the period of time during which each nominee has been a director of the Company; and the number of common shares that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee as at Record Date.

Three of the current directors of the Company will be standing for re-election. Each of the nominees has agreed to stand for election and management of the Company is not aware of any intention of any of them not to do so. Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Position(s) with the Company, Province/State & Country of Residence ⁽¹⁾	Principal Occupation and, IF NOT at Present an ELECTED Director, Occupation During the Past Five Years ⁽¹⁾	Director since	Number and Percentage of Shares Beneficially Owned ⁽²⁾
LAURIE BAGGIO ⁽¹⁾⁽³⁾ <i>CEO & Director</i> Pescara, Italy	Self-employed business owner	August 4, 2016	5,600,563 13.15%
MELANIE PUMP ⁽¹⁾⁽³⁾ <i>Director</i> Ontario, Canada	CFO of Polymath Inc. (2022 - present) CFO of Brane Inc. (2021 - present); CFO of Mobio Technologies Inc. (2020-2021), CFO of Incognito Software Systems Inc. (2018-2020); Director of Finance for Agile Publishing Group Inc. (2016-2018)	November 22, 2021	Nil
BRIAN O'NEILL ⁽¹⁾⁽³⁾ <i>Director</i> British Columbia, Canada	Securities Lawyer	March 9, 2020	Nil
LANCE TRACEY ⁽¹⁾ <i>Director</i> British Columbia, Canada	CEO of Lanebury Growth Capital Ltd.	Nominee	17,034,204 40.00%
Josh Herron ⁽¹⁾ <i>Director</i> Lenexa, Kansas	Co-Founder & CEO of Southwind Management (Jan 2018 – present)	Nominee	Nil

NOTES:

- (1) Information as to the residency and principal occupation has been provided by the respective directors.
- (2) Information as to shares beneficially owned, not being within our knowledge has been furnished by the respective person, has been extracted from the list of registered shareholders maintained by the Company's transfer agent, has been obtained from insider reports filed by respective person and available through the

Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca) or has been obtained from early warning report and alternative monthly reports filed by the respective person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (www.sedarplus.ca).

- (3) Member of the Audit Committee.

Advance Notice Provisions

Mobio's Articles provide for advance notice provisions (the "Advance Notice Provisions"). Under the Advance Notice Provisions, advance notice to Mobio must be made in circumstances where nominations of persons for election to the Board are made by shareholders other than pursuant to a requisition of shareholders or a proposal made in accordance with the *Business Corporations Act (British Columbia)*.

Among other things, the Advance Notice Provisions indicate that: (a) in the case of an annual meeting of shareholders, notice to Mobio must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than 5 p.m. on the 10th day following such public announcement; and (b) in the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the 5 p.m. on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Advance Notice Provisions also set out the information that the shareholder notice must contain, for an effective nomination to occur.

No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provisions.

Mobio's management recommends that the shareholders vote in favour of the election of the proposed nominees as directors of Mobio for the ensuing year. Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the nominees named in this Information Circular.

6.5 Appointment of The Auditor

If the Transaction is approved by the disinterested Mobio Shareholders, at the Meeting, Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1 will be recommended by management and the Board of Directors for appointment as auditors of Mobio at a remuneration to be fixed by the directors. DMCL are the current auditors of Mobio. Management believes that it will be more cost effective for Mobio to remain with the same auditor after the Transaction is closed.

Mobio's management recommends that, subject to the approval of the Transaction by the disinterested Mobio Shareholders, the Mobio Shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional

Accountants, as Mobio's auditor for the ensuing year and grant the Board of Directors the authority to determine the remuneration to be paid to the auditor.

Unless you give instructions otherwise, subject to the approval of the Transaction by disinterested Mobio Shareholders, the Management Proxyholders intend to vote FOR the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, to act as the Company's auditor until the close of its next annual general meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

6.6 Approval of the Stock Option Plan

On April 5, 2024, the board of directors of Mobio approved updates to the Stock Option Plan previously approved by the Mobio Shareholders at the last annual general and special meeting on December 29, 2023. The Stock Option Plan was amended to comply with the Exchange requirements and is attached as Schedule "K" to this information circular (the "**Stock Option Plan**").

The Stock Option Plan is subject to acceptance by the Exchange and if the Exchange finds the disclosure to the Mobio Shareholders to be inadequate, that Mobio Shareholder approval may not be accepted by the Exchange.

The Stock Option Plan is a "rolling" plan. Under Policy 4.4 *Security Based Compensation* of the Exchange, a listed company having a "rolling" stock option plan must obtain yearly approval of its shareholders to such plan at their annual general meeting.

Mobio Shareholders will be asked to consider, and if thought fit, pass an ordinary resolution approving the updated Stock Option Plan. The text of the proposed resolution is as follows:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS AND SUBJECT TO REGULATORY ACCEPTANCE, THAT:

- 1) the Company's stock option plan dated for reference April 5, 2024 with amendments (the "**Stock Option Plan**"), is hereby ratified, confirmed and approved;*
- 2) the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan as amended, entitling the option holders to purchase up to that number of common shares in the capital of the Company (the "**Common Shares**") that would equal 10% of the issued and outstanding Common Shares as at the time of the grant; and*
- 3) the directors of the Company without a prior approval of the shareholders are authorized to amend and make changes to the Stock Option Plan, if such amendments or changes are required to meet the regulatory requirements including the requirements of the TSX Venture Exchange; and*
- 4) any one or more of the directors or senior officers of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and other writings, including treasury orders, and to do all such other acts and things as such director*

or officer may determine to be necessary or advisable to give effect to this ordinary resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The resolution may be passed by a simple majority of the shares voted by shareholders of the Company who vote on the matter in person or by proxy. For more information on the Stock Option Plan see Schedule “K”, which provides the full text of the Stock Option Plan.

The Board recommends that shareholders vote in favor of the resolution approving the Stock Option Plan. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the common shares represented by such form of proxy FOR the approval of the Stock Option Plan.

6.7 Other Business

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting and the Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote Mobio Shares represented thereby in accordance with their best judgment on such matter.

6.8 Interest Of Certain Persons in Matters to be Acted Upon

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Company at any time since the beginning of the Company’s last financial year or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

6.9 Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the Company’s compensation plans under which equity securities are authorized for issuance as at February 24, 2025.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	Mobio Options: 75,000 Mobio Shares	\$0.22	4,183,326
Equity compensation plans not approved by securityholders	Nil.	Nil.	Nil.
Total	75,000	\$0.22	4,183,326

6.10 Audit Committee Disclosure

National Instrument 52-110 Audit Committees (“**NI 52-110**”) requires the Company, as a venture issuer to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. The following disclosure is provided in accordance with Form 52-110F2 *Disclosure by Venture Issuers*.

Audit Committee Charter

The audit committee has a charter which was adopted by the Board, a copy of which is attached to this Information Circular as Schedule M, and is specifically incorporated by reference into, and forms an integral part of this Circular.

Composition of Audit Committee

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Section 6.1.1 of **NI 52-110** requires that “a majority of the members of an audit committee of a venture issuer must not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.” The Company complies with the requirements of this section.

The following are members of the Audit Committee as of the date of this Circular:

	Independent⁽¹⁾	Financially Literate⁽¹⁾
Melanie Pump	Y	Y
Laurie Baggio	N	Y
Brian O’Neill	Y	Y

⁽¹⁾ As defined by Multilateral Instrument 52-110 (“MI 52-110”) and as of the date of this Circular.

Mr. Baggio is Chief Executive Officer of the Company and is not considered independent.

Ms. Pump is a former Chief Financial Officer and Corporate Secretary of the Company (from January 2021 until August 2021) and was not considered independent until August 2024 because she had been an executive officer of the Company within the last three years before August 2024. She was not an executive officer, employee or control person of the Company or of an affiliate of the Company at the time she filled the vacancy on the Board and the Audit Committee and as of the date of this Circular. She is considered independent as of the date of this Circular.

Mr. O’Neill is an independent member of the Audit Committee.

Relevant Education and Experience

All of the Audit Committee members are senior-level businesspeople with experience in financial matters; each has an understanding of accounting principles used by the Company to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

Each member of the Company's Audit Committee has adequate education and experience relevant to his/hers performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

Mr. Baggio's relevant experience consists of executive experience in various companies. Since 2001, he has served as President of Phoenix Ventures Inc., which provides management consulting services to technology companies. He is also the Chairman and a Director of You Move Me with franchise operations in North America generating system wide annual revenues of over \$36 million. From November 2015 until March 2020, Mr. Baggio served as a director of Lanebury Growth Capital Ltd. (CSE: LLL) and since August 2016, Mr. Baggio has served as the Chief Executive Officer and a director of the Company. From 2001 to 2011, Mr. Baggio was initially Vice-President of Franchise Development and then Chief Operating Officer and a board member of 1-800-GOT-JUNK? Inc.

Ms. Pump has been a Chartered Professional Accountant (CPA, CGA) since 2009. She has over 20 years of experience in the financial management and operations of publicly traded companies, primarily in the resource and technology sectors. Ms. Pump holds Bachelor of Commerce degree from Thompson Rivers University, British Columbia, which she obtained in 2009.

Mr. O'Neill has been a practicing securities lawyer since 2009 and is a partner at O'Neill Law LLP. Mr. O'Neill represents a number of start-up companies and companies that are listed or quoted on the TSXV, CSE and U.S. over-the-counter markets. Mr. O'Neill has represented clients in a variety of industries in securities matters including public and private securities offerings, mergers and acquisitions, securities exchange listings, public Issuer reporting requirements and corporate governance. Mr. O'Neill is a licensed to practice law in British Columbia (since 2012), Nevada (since 2009) and Washington (2010).

He holds a Bachelor of Commerce degree from the University of Northern British Columbia, which he obtained in 2006 and Juris Doctor degree from the Oklahoma City University School of Law, which he obtained in 2009.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year ended July 31, 2023, has the Company relied on the exemption in section 2.4 Audit Committees (De Minimis Non-audit Services), subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), subsection 6.1.1(5) (Events Outside Control of Member), subsection 6.1.1(6) (Death, Incapacity or Resignation) or an exemption from **NI 52-110**, in whole or in part, granted under Part 8 of **NI 52-110**.

As the Company is considered a “Venture Issuer” pursuant to relevant securities legislation, the Company is relying on the exemption in Section 6.1 of **NI 52-110**, from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of **NI 52-110**.

Pre-Approval Policies and Procedures for Non-Audit Services

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company’s Audit Committee Charter attached as Schedule M to this Circular.

External Auditor Service Fees

In the following table, “Audit Fees” are fees billed by the Company’s external auditors for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related Fees” are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax Fees” are billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. “All Other Fees” are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Company to its auditors in each of the last two financial years, by category, are as follows:

Financial Year Ended	Audit Fees ⁽¹⁾	Audit-related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
July 31, 2024	\$31,378	\$28,500	\$2,900	Nil
July 31, 2023	\$29,860	\$18,000	\$2,900	Nil
July 31, 2022	\$35,427	\$7,700	\$3,300	Nil

NOTES:

⁽¹⁾ The aggregate audit fees billed.

- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements that are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

6.11 Corporate Governance

General

National Instrument 58-101 - Disclosure of Corporate Governance Practices ("**NI 58-101**") provides guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 *Corporate Governance Disclosure* (Venture Issuers) and requires full and complete annual disclosure of a listed company's systems of corporate governance with reference to National Policy 58-201 – Corporate Governance Guidelines (the "**Guidelines**"). Where a company's corporate governance system differs from the Guidelines, each difference and the reason for the difference is required to be disclosed. The Company's approach to corporate governance is provided below.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices that are both in the interest of its shareholders and contribute to effective and efficient decision making. **National Policy 58-201** - Corporate Governance Guidelines establishes corporate governance guidelines that apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. **NI 58-101** mandates disclosure of corporate governance practices for Venture Issuers in Form 58-101F2, which disclosure is set out below.

Composition of the Board of Directors

Under **NI 52-110** a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship that could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the proposed nominees, Laurie Baggio, who also serves the Company as President and CEO, is an executive officer and, as such, is considered not to be "independent".

Melanie Pump previously served as the Company's Chief Financial Officer and Corporate Secretary, from January 2021 until August 2021. As the "prescribed period" of three years since her resignation as Chief Financial Officer and Corporation Secretary has not yet passed, she is not considered to be "independent".

Brian O’Neill is considered by the Board to be “independent”, within the meaning of **NI 52-110**. In assessing Form 58-101F2 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. It is the objective of the Company to continue to have a majority of independent Board members and enhance the quality of the Company’s corporate governance.

The Company does not currently have a Chair of the Board and, given the current size of the Board, does not consider that a Chair is necessary. The independent directors exercise their responsibilities for independent oversight of management, and are provided with leadership through their positions on the Board. The Board will give consideration to appointing an “independent” member as Chair at such time as it believes that such a position is required.

Management was delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management through frequent meetings of the Board and by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board as a whole reviews executive compensation and recommends stock option grants accordingly.

Mandate of the Board

The Board is elected by and accountable to the shareholders of the Company. The mandate of the Board is to continually govern the Company and to protect and enhance the assets of the Company in the long-term best interests of the shareholders. The Board will annually assess and approve a strategic plan which takes into account, among other things, the opportunities and the identification of the principal risks of the issuer’s business, and ensuring the implementation of appropriate systems to manage these risks.

Directorships in Other Public Companies

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Laurie Baggio	Plank Ventures Ltd.
Melanie Pump	BCTS Inc.
Brian O’Neill	Plank Ventures Ltd.

Orientation and Continuing Education

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current level of operations. However, if the growth of the Company's operations warrants it, it is likely that a formal orientation process will be implemented.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. For a description of the current principal occupations of the members of the Company's Board see table in the Section 3 – The Business of the Meeting – Election of Directors.

Ethical Business Conduct

The Board has determined that the fiduciary duties placed on individual directors by the Company's governing corporate legislation, common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Furthermore, the Board promotes fair dealing with all its stakeholders and requires compliance with the laws of each jurisdiction in which the Company operates.

The Board of Directors is also required to comply with the conflict of interest provisions of the Business Corporations Act (British Columbia) and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

Nomination of Directors

The Board as a whole determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the individual Board members, including both formal and informal discussions among Board members and the President and CEO. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed and discussed amongst the members of the Board prior to the proposed director's nomination.

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

Compensation of Directors and Chief Executive Officer

The Company does not currently pay its directors any remuneration for acting as directors and the only compensation for acting as directors received by non-management directors is through the grant of incentive stock options. The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. The number of options to be granted to any director or officer is determined by the Board as a whole, thereby providing the independent directors with significant input into compensation decisions. Stock options to be granted to "management" directors are required, as a matter of board practice, to be reviewed and approved by the "non-management" directors. Given the current size and limited scope of operations of the Company, the Board does not believe that a formal compensation committee is required. At such time as, in the opinion of the Board, the size and activities of the Company and the number of management employees warrants it, the Board will consider it necessary to appoint a formal compensation committee. See Section 4 – Statement of Executive Compensation – Director and NEO Compensation.

Committees of the Board of Directors

The Company has no other committees other than the Audit Committee.

Assessments

The Board has not, as yet, established procedures to formally review the contributions of individual directors. At this point, the directors believe that the Board's current size facilitates informal discussion and evaluation of members' contributions within that framework.

6.12 Indebtedness of Directors and Officers

No director, executive officer or proposed director of Mobio (or any associate of the foregoing) is, or at any time since the beginning of Mobio's most recently completed financial year has been, indebted to Mobio, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by Mobio, including under any securities purchase or other program.

6.13 Interest of Informed Persons in Material Transactions

Other than as disclosed herein, during the most recently completed financial year, no informed person of Mobio, nominee for election as a director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect Mobio or any of its subsidiaries.

There are potential conflicts of interest to which the directors and officers of Mobio may be subject in connection with the operations of Mobio. Some of the directors and officers of Mobio are engaged and will continue to be engaged in other business opportunities on their own behalf and on behalf of other companies, and situations may arise where such directors and officers will be in a conflict of interest with Mobio. Individuals concerned shall be governed in any conflicts or potential conflicts by applicable law and internal policies of Mobio.

For the purposes of the above, "informed person" means: (a) a director or executive officer of Mobio; (b) a director or executive officer of Mobio that is itself an informed person or subsidiary of Mobio; (c) any person or company who beneficially owns, directly or indirectly, voting securities of Mobio or who exercises control or direction over voting securities of Mobio or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of Mobio other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) Mobio after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

6.14 Risk Factors

HOLDERS OF MOBIO SHARES ARE STRONGLY ENCOURAGED TO CAREFULLY READ ALL RISK FACTORS CONTAINED IN THIS SECTION BEFORE APPROVING THE TRANSACTION.

If the Transaction is completed, the Resulting Issuer will be subject to a number of risks. There are inherent risks in the businesses of Mobio and TMI. The Transaction must be considered speculative due to the nature of the business of Mobio and TMI. The business of the Resulting Issuer will be subject to risks and hazards related to Mobio and TMI, some of which are beyond their control.

The following risk factors should be carefully considered in evaluating Mobio, TMI and the Resulting Issuer. The risks presented below may not be all of the risks that Mobio, TMI and the Resulting Issuer may face. It is believed that these are factors that could cause actual results to be different from expected and historical results. Other sections of this Circular include additional factors that could have an effect on the business and financial performance of the business following the completion of the Transaction. The market in which TMI currently competes is very competitive and evolving rapidly. Sometimes new risks emerge and management may not be able to predict all of them or be able to predict how they may cause actual results to be different from

those contained in any forward-looking statements. You cannot rely upon forward-looking statements as a prediction of future results. For the purposes of the risk factors presented below and herein, references to “TMI” and/or the “Resulting Issuer”, based on the context, shall be, and be deemed to be, also references to the business of the Resulting Issuer and of the respective portfolio companies of TMI and Mobio (collectively, the “**Resulting Issuer Portfolio Companies**”).

Limited Operating History

TMI has a limited business history. While members of TMI’s management and the Resulting Issuer Board have significant expertise within the moving sector, TMI itself has a limited history of operations and there can be no assurance that the business will be successful or profitable or the Resulting Issuer will be able to successfully execute its proposed business model and growth strategy. If the Resulting Issuer is unable to execute its business model and growth strategy, it may have a material adverse effect on the Resulting Issuer’s business, results of operations and financial condition. Further, the Resulting Issuer will therefore be subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and limited revenues. There is no assurance that TMI or the Resulting Issuer will be successful in achieving a return on shareholders’ investment and the likelihood of success must be considered in light of the early stage of operations.

Failure to Successfully Execute and Integrate Acquisitions

The Resulting Issuer will be continually pursuing a strategy of growth through acquisitions. Over the past several years, Mobio has completed a series of acquisitions that give it a footprint in the social media space. However, the Resulting Issuer will be mainly focused on pursuing acquisitions in the franchise real estate services space, which represents a change in a target focus.

The Resulting Issuer plans to regularly evaluate potential acquisitions. As part of this organic growth, the Resulting Issuer may not be successful in integrating acquisitions or the businesses acquired may not perform as well as expected. While the acquisitions to date have not caused major disruptions to the business, any future failure to manage and successfully integrate acquired businesses could materially adversely affect the business, results of operations, and financial condition. Acquisitions involve numerous risks, including the following: (i) difficulties in integrating and managing combined operations, technology platforms, or offerings of the acquired companies and realizing the anticipated economic, operational and other benefits in a timely manner, which could result in substantial costs and delays, and failure to execute on the intended strategy and synergies; (ii) failure of the acquired businesses to achieve anticipated revenue, earnings, or cash flow; (iii) diversion of management’s attention or other resources from the existing business; (iv) the Resulting Issuer’s inability to maintain key customers, business relationships, suppliers, and brand potential of acquired businesses; (v) uncertainty of entry into businesses or geographies in which the Resulting Issuer has limited or no prior experience or in which competitors have stronger positions; (vi) unanticipated costs associated with pursuing acquisitions or greater than expected costs in integrating the acquired businesses; (vii) responsibility for the liabilities of acquired businesses, including those that were not disclosed to

us or that exceed the Resulting Issuer's estimates, such as liabilities arising out of the failure to maintain effective data protection and privacy controls, and liabilities arising out of the failure to comply with applicable laws and regulations, including tax laws; (ix) difficulties in or costs associated with assigning or transferring to the Resulting Issuer or its subsidiaries the acquired companies' intellectual property or its licenses to third-party intellectual property; (x) challenges in integrating the workforce of acquired companies and the potential loss of key employees of the acquired companies; (xi) challenges in integrating and auditing the financial statements of acquired companies that have not historically prepared financial statements in accordance with international financial reporting standards; and (xii) potential accounting charges to the extent goodwill and intangible assets recorded in connection with an acquisition, such as trademarks, customer relationships, or intellectual property, are later determined to be impaired and written down in value.

Reliance on Management and Key Employees

The Resulting Issuer's success is highly dependent on the retention of key personnel both at the parent company level and within its Resulting Issuer Portfolio Companies. The availability of persons with the necessary skills to execute the business strategy of the Resulting Issuer or a particular Resulting Issuer Portfolio Company is very limited and competition for such persons is intense. As the Resulting Issuer's business activity grows, additional key financial and administrative personnel, as well as additional staff, may be required. Although the Resulting Issuer believes that it and its Resulting Issuer Portfolio Companies will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Resulting Issuer and/or the Resulting Issuer Portfolio Companies are not successful in attracting, training and retaining qualified personnel, the efficiency of their operations may be affected. In addition, if any executive officers or key employees of the Resulting Issuer or a Resulting Issuer Portfolio Company joins a competitor or forms a competing company, the Resulting Issuer and/or Resulting Issuer Portfolio Company may lose know-how, key professionals and staff members as well as partners while incurring costs in order to find replacements for such executive officers or key employees.

Conflicts of Interest

The Resulting Issuer may be subject to various potential conflicts of interest because of the fact that some of its officers, directors and consultants may be engaged in a range of business activities, including certain officers, directors and consultants that provide services to other companies involved in ecommerce. The Resulting Issuer's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Resulting Issuer. In some cases, the Resulting Issuer's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Resulting Issuer's business and affairs and that could adversely affect the Resulting Issuer's operations. These business interests could require significant time and attention of the Resulting Issuer's executive officers, directors and consultants. In addition, the Resulting Issuer may also become involved in other transactions which conflict with the interests of its directors, officers and consultants who may from time-to-time deal with persons, firms, institutions or corporations with

which the Resulting Issuer may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Resulting Issuer. In addition, from time to time, these persons may be competing with the Resulting Issuer or a Resulting Issuer Portfolio Company for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of the Resulting Issuer's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Resulting Issuer have certain fiduciary obligations and are required to act honestly, in good faith and in the best interests of the Resulting Issuer.

Dilution of Resulting Issuer Shareholders

Mobio currently has 42,583,260 Mobio Shares issued and outstanding. It is anticipated that, upon completion of the Transaction, there will be approximately 108,720,203 Resulting Issuer Shares issued and outstanding. This increase in the number of issued and outstanding Resulting Issuer Shares post-Transaction may have a depressive effect on the price of the Resulting Issuer Shares. In addition, as a result of the issuance of such additional Resulting Issuer Shares, the voting power of the existing Resulting Issuer shareholders will be substantially diluted. The Resulting Issuer may, in its sole discretion in accordance with its constating documents and subject to applicable laws, including the policies of the Exchange, issue additional Resulting Issuer Shares or other securities (equity, debt or otherwise) from time to time, and the interests of the holders of Resulting Issuer Shares may be diluted thereby. The Resulting Issuer's articles permit the issuance of an unlimited number of Resulting Issuer Shares, and shareholders will have no pre-emptive rights in connection with such further issuances. In addition, when outstanding options are exercised or when Resulting Issuer Shares are issued on the vesting or settlement of outstanding share units, an investor will incur additional dilution. Accordingly, holders of Resulting Issuer Shares may suffer dilution.

Use of Proceeds

Although TMI has generally provided for the use of proceeds from its financing activities, it cannot specify with certainty the amount of the net proceeds from its financing activities which will be allocated for each purpose. Accordingly, the Resulting Issuer's management will have broad discretion in the application of such proceeds.

Additional Financing

In order to execute the Resulting Issuer's anticipated growth strategy, it will require additional equity and/or debt financing in order to undertake acquisitions of future brands and make investments to open new operating locations. There can be no assurance that additional financing will be available to the Resulting Issuer when needed or on terms which are commercially acceptable to the Resulting Issuer. The Resulting Issuer's inability to raise financing to support on-going operations or acquisitions could limit its growth and may have a material adverse effect upon future profitability. The Resulting Issuer may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Resulting Issuer Shares.

Even if its financial resources upon completion of the Transaction are sufficient to fund its current operations, there is no guarantee that the Resulting Issuer will be able to achieve its business objectives. The continued development of the Resulting Issuer following the Transaction will require substantial additional financing in order to meet its growth objectives. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Resulting Issuer. In addition, from time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Resulting Issuer's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Resale of Shares

There can be no assurance that the publicly-traded market price of the Resulting Issuer Shares will be high enough to create a positive return for the existing investors. Further, there can be no assurance that the Resulting Issuer Shares will be sufficiently liquid so as to permit investors to sell their position in the Resulting Issuer without adversely affecting the stock price. In such event, the probability of resale of the Resulting Issuer Shares would be diminished.

Market for Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Resulting Issuer Shares will be subject to market trends generally, notwithstanding any potential success of the Resulting Issuer in creating revenues, cash flows or earnings. The value of the Resulting Issuer Shares will be affected by such volatility. An active public market for the Resulting Issuer Shares might not develop or be sustained after the completion of the Transaction. If an active public market for the Resulting Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favorable to the Resulting Issuer. If these increased levels of volatility and market turmoil continue, the Resulting Issuer's

operations could be adversely impacted and the value and the price of the Resulting Issuer Shares could continue to be adversely affected.

The Requirements of Being a Public Company May Strain the Resulting Issuer's Resources

In the event the Transaction is completed, the Resulting Issuer will continue TMI's current business activities. As a reporting issuer, the Resulting Issuer, and its business activities, will be subject to the reporting requirements of applicable securities legislation of the jurisdictions in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with those rules and regulations will increase the Resulting Issuer's legal and financial costs as compared to TMI's current activities making some activities more difficult, time consuming or costly and increase demand on its systems and resources.

Management of Growth

The growth of TMI's operations has placed significant demands on managerial, financial and human resources. TMI's ability to continue its rate of growth will depend 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 Resulting Issuer's business grows, the Resulting Issuer will need to devote additional resources to improving its operational infrastructure and continuing to enhance its scalability in order to maintain the performance of its business.

Risks Associated with Acquisitions

The Resulting Issuer will be pursuing a strategy of growth through acquisitions. Acquisitions involve a number of known and unknown risks, including diversion of management's attention, failure to retain key acquired personnel, unanticipated events or circumstances, and legal liabilities, some or all of which could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer. In addition, there can be no assurance that the Resulting Issuer can complete any acquisition it pursues on favorable terms, that any acquired businesses, products or technologies will achieve anticipated revenues and income, or that any acquisitions completed will ultimately benefit the business. An acquisition could also result in a potentially dilutive issuance of equity securities. The failure of the Resulting Issuer to successfully manage its strategy of growth through acquisitions could have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

Currency Fluctuations

Due to TMI's present operations, and after completion of the Transaction, the Resulting Issuer's proposed operations and intention is to have future operations in jurisdictions outside Canada, the Resulting Issuer is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Fluctuations in the exchange rate between the US dollar and other currencies may have a material adverse effect on the Resulting Issuer's business, financial condition and operating results. The Resulting Issuer may, after completion of the Transaction, expand operations globally so it may be subject to additional gains and losses against additional currencies. TMI does not currently have a foreign exchange hedging program in place. In the future, the Resulting Issuer may

establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if TMI or the Resulting Issuer develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

Competitive Markets

The Resulting Issuer and its Resulting Issuer Portfolio Companies will face competition and new competitors will continue to emerge throughout the world. Services to be offered by competitors of the Resulting Issuer or its Resulting Issuer Portfolio Companies may take a larger market share than anticipated, which could cause the Resulting Issuer's performance to fall below expectations. It is expected that competition in the ecommerce environment will intensify. If competitors of the Resulting Issuer or its Resulting Issuer Portfolio Companies develop and market more successful products or services, offer competitive products or services at lower price points, or if the Resulting Issuer or its Resulting Issuer Portfolio Companies do not produce consistently high-quality and well-received products and services, revenues, margins and profitability of the Resulting Issuer will decline.

With respect to the Resulting Issuer Portfolio Companies, their ability to compete effectively will depend on, among other things, the pricing of services, quality of customer service, development of new and enhanced products and services in response to customer demands and changing technology, reach and quality of sales and distribution channels and capital resources. Competition could lead to a reduction in the rate at which a Resulting Issuer Portfolio Company adds new customers, a decrease in the size of the Resulting Issuer Portfolio Company's market share and a decline in its customers. Examples include but are not limited to competition from other companies in the same industry as the Resulting Issuer Portfolio Companies.

Uncertainty and Adverse Changes in the Economy

Adverse changes in the economy could negatively impact the business of the Resulting Issuer and its Resulting Issuer Portfolio Companies. Future economic distress may result in a decrease in demand for the products of the Resulting Issuer Portfolio Companies, which could have a material adverse impact on the Resulting Issuer's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Resulting Issuer's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Resulting Issuer.

TMI's and the Resulting Issuer's rapid growth may not be sustainable and depends on the Resulting Issuer Portfolio Companies' ability to attract new customers, retain revenue from existing merchants and increase sales to both new and existing customers

If the Resulting Issuer Portfolio Companies are unable to attract new customers or sell additional products to existing customers, the Resulting Issuer's revenue growth and profitability will be adversely affected

To increase revenue and achieve and maintain profitability, our Resulting Issuer Portfolio Companies must regularly add new customers or sell additional solutions to existing customers. Numerous factors, however, may impede our Resulting Issuer Portfolio Companies' ability to add new customers and sell additional solutions to existing customers, including their inability to convert customers that have been referred to them by our existing network into paying customers, failure to attract and effectively train new sales and marketing personnel, failure to retain and motivate current sales and marketing personnel, and/or failure to ensure the effectiveness of our Resulting Issuer Portfolio Companies' marketing programs. In addition, if prospective customers do not perceive that our Resulting Issuer Portfolio Companies' solutions are of sufficiently high value and quality, the Resulting Issuer Portfolio Companies may not be able to attract the number and types of new customers that the Resulting Issuer is seeking.

Security and privacy breaches could delay or interrupt service to our Resulting Issuer Portfolio Companies' customers, harm their reputation or subject them to significant liability and adversely affect TMI's and the Resulting Issuer's business and financial results

Our Resulting Issuer Portfolio Companies have implemented technical, organizational and physical security measures, including employee training, backup systems, monitoring and testing and maintenance of protective systems and contingency plans, to protect and to prevent unauthorized access to confidential information of our customers and to reduce the likelihood of disruptions to our systems.

Despite these measures, all Resulting Issuer Portfolio Company information systems, including back-up systems and any third party service provider systems that they employ, are vulnerable to damage, interruption, disability or failure due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events. Our Resulting Issuer Portfolio Companies or their third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach our security measures or those of our third party service providers' information systems.

If a breach of a Resulting Issuer Portfolio Company's security measures occurs, the market perception of their effectiveness could be harmed and the Resulting Issuer Portfolio Company could lose potential sales and existing customers. Further, a security breach affecting a Resulting Issuer Portfolio Company's competitor or any other company that provides hosting services or delivers applications under a SaaS model, even if no confidential information of a Resulting Issuer Portfolio Companies' is compromised, may adversely affect the market perception of the Resulting Issuer Portfolio Companies' security measures and they could lose potential sales and existing customers.

Client Demand

Our Resulting Issuer Portfolio Companies generally plan to significantly expand the number of clients they serve and the diversity of their client base thereby increasing revenues. Our Resulting Issuer Portfolio Companies are always working toward identifying and providing additional services and products that appeal to existing clients in an effort to increase their revenues. A Resulting Issuer Portfolio Company's ability to attract new clients, as well as increase revenues from existing clients, is dependent on a number of factors including but not limited to offering high quality products and services at competitive prices, the strength of its competitors and the abilities of its sales and marketing teams. The failure of a Resulting Issuer Portfolio Company to attract new clients or to obtain new business from existing clients may mean that the Resulting Issuer Portfolio Company will not increase its revenues as quickly as is anticipated, if at all.

Protection of Intellectual Property

Our Resulting Issuer Portfolio Companies' ability to secure their intellectual property rights is essential to the success of its ongoing operations and future opportunities. There is no assurance, however, that the Resulting Issuer Portfolio Company's rights will not be challenged, invalidated or circumvented. In addition, the laws of certain countries do not protect proprietary rights to the same extent as do the laws of the United States and Canada, and therefore there can be no assurance that our Resulting Issuer Portfolio Companies will be able to adequately protect their proprietary technology against unauthorized third party copying or use. Such unauthorized copying or use may adversely affect a Resulting Issuer Portfolio Companies' competitive position. Further, there can be no assurance that our Resulting Issuer Portfolio Companies will successfully obtain licenses to any technology that they may require to conduct their business or that, if obtainable, such technology can be licensed at a reasonable cost.

Infringement of Intellectual Property

From time to time, the Resulting Issuer and the Resulting Issuer Portfolio Companies may receive notices from third parties alleging that it has infringed their intellectual property rights. Responding to any such claim, regardless of its merit, may be time-consuming, result in costly litigation, divert management's attention and resources and cause the Resulting Issuer to incur significant expenses. Any meritorious claim of intellectual property infringement against the Resulting Issuer may potentially result in a temporary or permanent injunction, prohibiting it from marketing or selling certain products or requiring it to pay royalties to a third party. In the event of a meritorious claim or the inability of the Resulting Issuer to develop or license substitute technology, its business and results of operations may be materially adversely affected.

Risks associated with internal controls over financial reporting

Any failure of the Resulting Issuer's internal controls could have an adverse effect on stated results of operations and harm its reputation. As a result, the Resulting Issuer may experience higher than anticipated operating expenses, as well as higher independent auditor fees during and after the implementation of these changes. If the Resulting Issuer is unable to implement any of the required changes to its internal control over financial reporting effectively or efficiently or is required to do so earlier than anticipated, it could adversely affect the Resulting Issuer's operations, financial reporting and results of operations. If the Resulting Issuer fails to maintain

an effective system of disclosure controls and internal control over financial reporting, its ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely impacted.

If the Resulting Issuer is unable to maintain its obligations under its credit facilities, it may suffer adverse consequences impacting its liquidity.

The Resulting Issuer has certain credit facilities which require the Resulting Issuer to make certain interest payments, provide a first ranking security interest over all of its assets and contain a number of covenants that impose significant operating and financial restrictions, which may limit the Resulting Issuer's ability to engage in acts that may be in its long-term best interest. If the Resulting Issuer's cash flows, cash and cash equivalents are insufficient to fund its debt service obligations, including repayment or renewal of such credit facilities at the end of each of their term, the Resulting Issuer could face liquidity problems and could be forced to seek amendments to its credit facilities, or reduce or delay investments and capital expenditures, dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance the Resulting Issuer's indebtedness, including its credit facilities. The Resulting Issuer may not be able to affect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow the Resulting Issuer to meet its scheduled debt service obligations. There can be no certainty that the Resulting Issuer will be able to repay or renew its credit facilities at maturity and the failure to do so would have a material adverse effect on the Resulting Issuer.

In addition, a breach of the covenants under the Resulting Issuer's credit facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross acceleration or cross default provision applies. In the event the lender accelerates the repayment of the Resulting Issuer's borrowings, the Resulting Issuer may not have sufficient assets to repay its indebtedness. The security interests provided by the Resulting Issuer under its credit facilities may adversely affect the Resulting Issuer's ability to secure other types of financing.

Any actual or perceived failure to protect confidential information against security attacks and privacy breaches could damage the Resulting Issuer's reputation and substantially harm its business and results of operations.

Security and privacy breaches could delay or interrupt service to the Resulting Issuer's customers, harm its reputation or subject the Resulting Issuer to significant liability and adversely affect business and financial results. The Resulting Issuer's ability to retain customers and attract new customers could be adversely affected by an actual or perceived breach of security or privacy relating to customer information. Certain of the Resulting Issuer's operations involve the storage and transmission of confidential information of customers and security breaches could expose the Resulting Issuer to a risk of loss of this information, litigation, indemnity obligations and other liability. If security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to the

Resulting Issuer's customers' data, including personally identifiable information regarding users, damage to its reputation is likely, the Resulting Issuer's businesses may suffer, and significant liability could be incurred. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, the Resulting Issuer may be unable to prevent these techniques or to implement adequate preventative measures.

Despite efforts to mitigate risks, the Resulting Issuer's information systems, including back-up systems and any third party service provider systems that it employs, may become vulnerable to damage, interruption, disability or failure due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events. The Resulting Issuer or its third-party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach its security measures or those of its third-party service providers' information systems. If a breach of a Resulting Issuer Portfolio Company's security measures occurs, the market perception of their effectiveness could be harmed, and the corresponding effect could mean loss of potential sales and existing customers. Furthermore, a security breach affecting a competitor or any other company that provides hosting services or delivers applications under a SaaS model, even if no confidential information is compromised, such market perception of security measures could diminish potential sales and existing customers could nonetheless still be lost. Any remedial costs or other liabilities related to any security or privacy incident may not be fully insured or indemnified by other means.

7. INFORMATION CONCERNING THE ISSUER

The following information is presented on a pre-Transaction basis and reflects the business, financial and share capital position of Mobio. See "Information Concerning the Resulting Issuer" for information regarding the Resulting Issuer following completion of the Transaction.

7.1 Corporate Structure

Name and Incorporation

Mobio is a public company whose shares are listed on the Exchange under the symbol "MBO". Mobio was originally incorporated under the Business Corporations Act (Alberta) on November 19, 1998. On December 6, 2012, the Company changed its name to LX Ventures Inc. and was continued into British Columbia under the Business Corporations Act (British Columbia). On July 7, 2014, the Mobio changed its name to Mobio Technologies Inc. As of the date of this Circular, Mobio's registered and records office is located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4.

Intercorporate Relationships

Mobio's primary line of business is carried on through its wholly owned subsidiary Strutta.com Media Inc. ("Strutta"), a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels.

7.2 General Development of the Business

History

On January 31, 2014, Mobio acquired all of the issued and outstanding shares of Strutta. Strutta is a social media platform that enables brands to create, launch and manage online campaigns to drive leads, awareness and sales. The acquisition of Strutta gave Mobio a presence in the social marketing space.

Over the next several years Mobio performed acquisition and subsequent divestment of various assets in the technology space. Subsequent to the completion of the Transaction, Mobio management will focus all of its time and efforts to grow the Company's portfolio of home service brands with focus on franchise business model. The Company will likely seek to either integrate Strutta into our IT software stack to be managed by marketing department, or explore divesting it.

Financing

Over the last several years Mobio had received several loans from Non-Arm's Length Parties to finance its operations.

The following are the loans with the face value of \$250,000 from private Canadian companies Cascadia Junk Removal Inc. and Phoenix Ventures Inc., both of which are controlled by Laurie Baggio, director and officer of the Company:

- On August 14, 2019, the Company received a loan in the amount of \$25,000 from Cascadia Junk Removal Inc. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On November 20, 2019, the Company received a loan in the amount of \$50,000 from Phoenix Ventures Inc. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On January 30, 2020, the Company received a loan in the amount of \$50,000 from Phoenix Ventures Inc. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On January 10, 2022, the Company received a loan in the amount of \$25,000 from Phoenix Ventures Inc. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On June 20, 2023, the Company received a loan in the amount of \$50,000 from Phoenix Ventures Inc. The loan is unsecured, bears interest at 12% per annum, and is due on demand.

- On July 31, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$50,000 from Phoenix Ventures Inc. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.

Phoenix Ventures Inc is a private Canadian company that is also a significant shareholder of Mobio with ownership of 13.2% of the outstanding shares. Carrying balance of loans from the director and officer of the Company including interest accrued is projected to be \$348,536 upon closing of the Transaction.

The following are the loans with the face value of \$685,000 from a Canadian private investment corporation Code Consulting Limited which is a significant shareholder of Mobio with ownership of 12.2% of the outstanding shares.

- On August 29, 2019, the Company received a loan in the amount of \$100,000. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On April 6, 2020, the Company received a loan in the amount of \$100,000. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On January 10, 2022, the Company received a loan in the amount of \$100,000. The loan is unsecured, due on demand and bears interest at 10% per annum.
- On July 31, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$225,000. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.
- On September 3, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$160,000. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.

Carrying balance of loans from significant shareholder of the Company including interest accrued is projected to be \$845,356 upon closing of the Transaction.

The following is the loan with the face value of \$200,000 from a publicly listed company Lanebury Growth Capital which is a significant shareholder of Mobio with ownership of 27.8% of the outstanding shares:

- On June 21, 2023, the Company received a loan in the amount of \$200,000. The loan is unsecured, bears interest at 12% per annum, and matures on December 31, 2024.

Carrying balance of loans from significant shareholder of the Company including interest accrued is projected to be \$233,496 upon closing of the Transaction.

Upon Closing of the Transaction, these related party loans payable including accrued and unpaid interest thereon with the total outstanding balance of \$1,427,389 are to be converted into 7,136,943 additional shares of Mobio at a deemed price of \$0.20 per Mobio Shares. The shares will be subject to escrow in accordance with requirements of the Exchange.

On August 29, 2022, the Company completed a non-brokered private placement for 4,285,714 common shares at a price of \$0.07 per share for gross proceeds of \$300,000. The share issuance

costs of \$2,512 were incurred with respect to the transaction. The shares were subject to a statutory four month hold period. No finder's fee was paid. Proceeds from the private placement will be used to cover the costs associated with proceeding to completion of the proposed transaction including, audit fees, legal fees, preparing necessary documentation, due diligence and regulatory fees.

Upon Closing of the Transaction, Mobio will complete a non-brokered private placement equity financing of \$1,800,000 and issue an additional 9,000,000 Mobio Shares at a deemed price of \$0.20 per Mobio Share (the "**Private Placement**"). The shares will be subject to escrow in accordance with requirements of the Exchange. Proceeds from the private placement will be used for future M&A investment activity as well as for general operations of the Resulting Issuer.

Mobio may pay a finder's fee with respect to the issuance of these 9,000,000 Mobio Shares. The amount of the finders fee has not been determined as of the date of this Circular.

7.3 Selected Consolidated Financial Information and Management's Discussion and Analysis

The following table sets out selected financial information for Mobio as at and for the fiscal years ended July 31, 2024 (audited), July 31, 2023 (audited):

	Fiscal Year Ended July 31, 2024 (audited) (\$)	Fiscal Year Ended July 31, 2023 (audited) (\$)
Total expenses	\$450,400	\$216,368
Amounts deferred in connection with the Transaction	Nil	Nil

Mobio's MD&A for the financial year ended July 31, 2024 and the interim period of October 31, 2024 are incorporated into this document under Schedules D and F.

7.4 Description of Securities

The authorized share capital of Mobio consists of an unlimited number of Mobio Shares without par value and with no special rights and restrictions attached and an unlimited number of preferred shares without par value with special rights and restrictions attached to them. Mobio does not have issued and does not plan to issue any preferred shares. The Articles of Mobio do not specify any rights and restrictions with respect to the preferred shares.

The holders of the Mobio Shares are entitled to receive notice of and to attend and vote at all meetings of the Mobio Shareholders and each Mobio Share confers the right to one vote in person or by proxy at all meetings of the Mobio Shareholders. The holders of the Mobio Shares to receive such dividends in any financial year as the Mobio Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of Mobio, whether voluntary or involuntary, the holders of the Mobio Shares are entitled to receive the remaining property and assets of Mobio.

In connection with the Transaction, Mobio will be issuing Mobio Shares to the shareholders of TMI, to settle the related party debt and pursuant to a private placement. Other than Mobio Shares, Mobio will not be issuing any other securities.

7.5 Stock Option Plan

On December 1, 2023 the board of directors of Mobio approved the new Stock Option Plan. The new Stock Option Plan was approved by the Mobio Shareholders at the last annual general and special meeting on December 29, 2023. The Stock Option Plan is a 10% “rolling” plan and is attached as Schedule K to this information circular.

7.6 Prior Sales and Stock Exchange Price

No securities of the Company were sold or purchased by the Company during the twelve month period preceding the Record Date.

The Mobio Shares are listed and posted for trading on the Exchange under the symbol “MBO.V”. In connection with the announcement of the Transaction, trading in the Mobio Shares were halted on March 15, 2022 pursuant to the policies of the Exchange. Trading remains halted as of the date of this Circular.

The following table shows the monthly range of high and low prices per Mobio Share and total monthly volumes traded on the Exchange for the periods indicated:

Month	High (\$)	Low (\$)	Volume
April to June 2020	0.09	0.07	324,900
July to September 2020	0.18	0.07	80,200
October to December 2020	0.17	0.08	41,200
January to March 2021	0.14	0.08	227,400
April to June 2021	0.14	0.10	85,000
July to September 2021	0.18	0.10	46,600
October to December 2021	0.19	0.08	219,400
January 2022	0.15	0.10	48,500
February 2022	0.15	0.10	62,700
March 2022 ⁽¹⁾	0.12	0.09	81,200

Notes:

(1) Trading was halted March 15, 2022.

7.6 Executive Compensation

Director and NEO compensation, excluding options and compensation securities

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiary, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee,	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisite	Value of all other compensation (\$)	Total Compensation (\$)
Laurie Baggio CEO & Director (1)	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Vladislav Pasko (2) CFO and Corporate Secretary	2024	\$60,000	Nil	Nil	Nil	Nil	\$60,000
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Prabhjot Heer (3) COO	2024	\$149,825	Nil	Nil	Nil	Nil	\$149,825
	2023	\$11,708	Nil	Nil	Nil	Nil	\$11,708
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Monica Lissimore (4), Former CFO and Corporate Secretary	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$55,000	Nil	Nil	Nil	Nil	\$55,000
	2022	\$47,000	Nil	Nil	Nil	Nil	\$47,000

Laurie Baggio President, CEO & Director	Stock Options	75,000 common shares (0.18%)	January 19, 2018	0.22	0.21	0.10	January 19, 2028
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No compensation security has been re-priced, canceled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year. There are no vesting provisions of the compensation securities and there are no restrictions or conditions for converting, exercising or exchanging the compensation securities. There were no exercises of compensation securities by directors or NEOs during the most recently completed financial year.

Management Contracts

Codix Management Ltd (“Codix”) is a private British Columbia company located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4 which performs financial reporting, consulting, and management services to Mobio and will continue to provide these services to the Reporting Issuer. Codix is equally owned by Mr. Laurie Baggio (director and CEO of the Company) and Mr. Lance Tracey (significant shareholder).

Mobio pays Codix monthly fees for its services via direct bank transfer as follows:

- a) a monthly retainer of \$5,000 for accounting, CFO, and related administrative services as directed by Mobio performed by Vladislav Pasko, CFO (with residence in Coquitlam, BC, Canada); and
- b) monthly fees of approximately \$12,000 incurred for consulting services of COO for Mobio performed by Prabhjot Heer (with residence in Vancouver, BC, Canada).

Codix maintains the right to adjust the monthly retainer amount depending on the time and effort required to provide all requested services in full.

7.7 Non-Arm’s Length Transaction

The summary of the non-arm’s length transactions with related parties over the last 24 months period and which are still outstanding as of the date of this Circular is provided below.

On August 14, 2019, Mobio received a loan in the amount of \$25,000 from Cascadia Junk Removal Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On August 29, 2019, Mobio received a loan in the amount of \$100,000 from Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On November 20, 2019, Mobio received a loan in the amount of \$50,000 from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On January 30, 2020, Mobio received a loan in the amount of \$50,000 from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On April 6, 2020, Mobio received a loan in the amount of \$100,000 from Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On January 10, 2022, Mobio received a loan in the amount of \$100,000 from Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On January 10, 2022, Mobio received a loan in the amount of \$25,000 from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, due on demand and bears interest at 10% per annum.

On June 20, 2023, Mobio received a loan in the amount of \$50,000 from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, due on demand and bears interest at 12% per annum.

On June 21, 2023, Mobio received a loan in the amount of \$200,000 from Lanebury Growth Capital Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on December 31, 2023. On January 2, 2024 Mobio extended maturity to June 30, 2024.

On July 31, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$50,000 from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director and CEO of Mobio. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.

On July 31, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$225,000, from Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.

On September 3, 2024, in connection with the Bridge Financing, the Company received a loan in the amount of \$160,000, from Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of Mobio. The loan is unsecured, convertible, non-interest bearing, and due on December 31, 2024.

7.8 Legal Proceedings

As of the date hereof, Mobio is not aware of any legal proceedings material to Mobio to which Mobio is a party or of which any of Mobio's property is the subject matter.

7.9 Auditor, Transfer Agent and Registrar

Auditor

The auditor of the Company is DMCL. DMCL was first appointed as the auditor of the Company on February 1, 2017. The address of DMCL is 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1.

If the Transaction is approved by the disinterested Mobio Shareholders, at the Meeting, Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1 will be recommended by management and the Board of Directors for appointment as auditors of Mobio at a remuneration to be fixed by the directors. DMCL are the current auditors of Mobio. Management believes that it will be more cost effective for Mobio to remain with the same auditor after the Transaction is closed.

Transfer Agent and Registrar

Mobio's transfer agent and registrar for the Mobio Shares is Odyssey Trust Company located at United Kingdom Building, 350 - 409 Granville Street, Vancouver, BC, V6C 1T2.

7.10 Material Contracts

The following are all the material contracts of the Company that are still in effect, other than contracts entered into in the ordinary course of business:

- The Share Exchange Agreement.

Material Agreements of Mobio

Date	Parties	Name of Agreement	Nature of the Agreement
May 17, 2024 to May 16, 2027	Mobio and Oracle Canada ULC	Software Service License	Subscription License for NetSuite ERP system.

8. INFORMATION CONCERNING THE TARGET (TMI)

The following information is presented on a pre-Transaction basis and reflects the business, financial and share capital position of TMI. See “Information Concerning the Resulting Issuer” for information regarding the Resulting Issuer following completion of the Transaction.

8.1 Corporate Structure

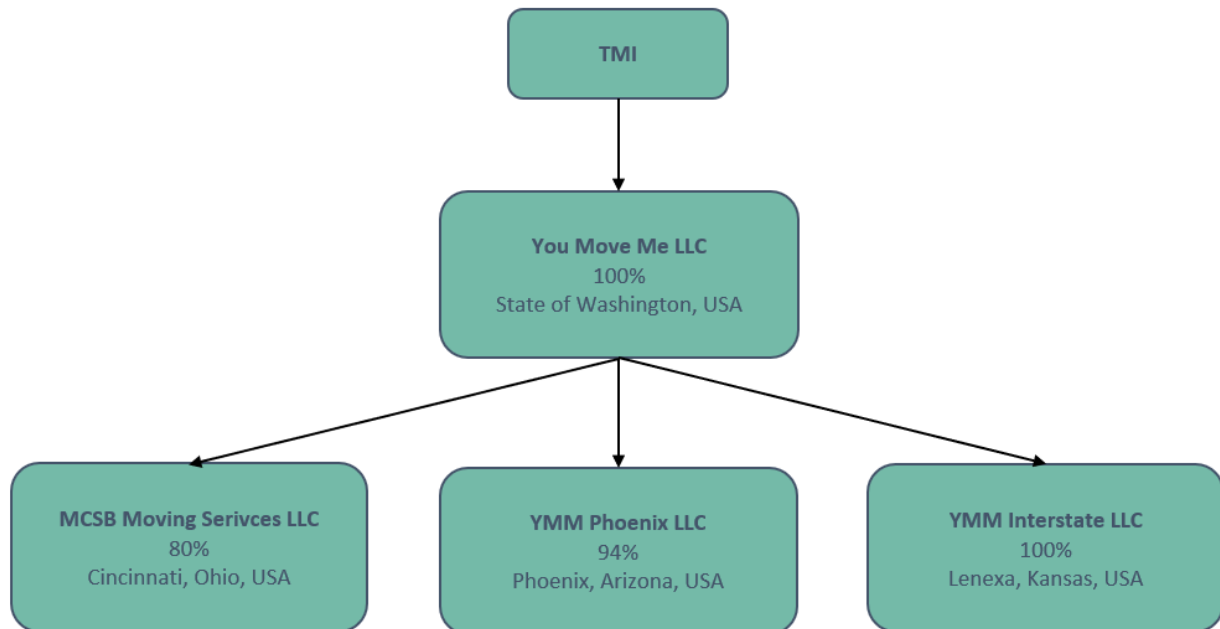
Name and Incorporation

Tracksuit Movers Inc. was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. TMI’s registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4.

Upon completion of the Transaction and the Post-Closing Reorganization, each TMI Shareholder will become a shareholder of the Resulting Issuer.

Intercorporate Relationships

Following diagram demonstrates intercorporate relationships among TMI and the it’s subsidiaries. For each subsidiary from top to bottom: legal name of the subsidiary, the percentage of votes attached to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised by TMI, the place of incorporation or continuance:



No restricted securities are beneficially owned, or over which control or direction is exercised, by the TMI.

Please see the description of the subsidiaries of TMI in the following section “General Development of the Business”.

8.2 General Development of the Business

History

TMI's primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, TMI began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio. As at June 30, 2024, TMI had 21 (December 31, 2022 – 21) operating franchises in Canada and the USA. The closure of TMI's location in Toledo, Ohio in April 2022 was offset by an independently owned franchise location opening in Northwest Arkansas the same month.

Franchise rights in the United States are sold through TMI's wholly owned subsidiary, You Move Me LLC ("**YMM LLC**"). On February 19, 2021, YMM LLC acquired 100% of the outstanding membership units of MCSB Moving Services LLC ("**MCSB**"), a franchise location providing moving services in Cincinnati, Ohio.

On March 1, 2021 Easy Moves LLC subscribed for 20,000 non-voting Class B units in MCSB resulting in TMI having a 75% ownership percentage. On March 1, 2022 the General Manager for MCSB subscribed for 15,000 non-voting Class C units in MCSB resulting in TMI having a 63% ownership percentage. On June 15, 2022, TMI's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in MCSB and Easy Moves LLC transferred its non-voting Class B units back to TMI resulting in TMI having an 80% ownership percentage. MCSB began providing moving services in Toledo, Ohio in August 2021. During the year ended December 31, 2022, TMI decided to close its operations in Toledo.

YMM Phoenix LLC ("**YMM Phoenix**") was incorporated on March 25, 2021 to be a corporately owned franchise location for residential and commercial moving services in Phoenix, Arizona. On April 1, 2022 our General Manager of YMM Phoenix subscribed for 15,000 non-voting Class C units in YMM Phoenix. On the same day, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in YMM Phoenix. On June 30, 2023, General Manager of YMM Phoenix transferred its non-voting Class C units back to the Company resulting in the Company having an 94% ownership percentage.

On April 30, 2021, TMI subscribed to 200,000 common shares of Karve IT Ltd. ("**Karve**") at the price of \$1 per common share, for an aggregate subscription price of \$200,000 to be paid as follows:

- \$18,000 in cash paid on April 30, 2021.
- fourteen monthly payments of \$13,000 each commencing June 1, 2021, and ending July 1, 2022.

As at September 30, 2024, TMI owned 200,000 shares of Karve, representing 22.22% equity ownership and held one board seat (December 31, 2023 – 22.22%). TMI made its final monthly payment to Karve in July 2022.

YMM Interstate LLC (“**YMM Interstate**”) was incorporated on September 9, 2022 and is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with TMI’s Franchise Partners acting as agents.

Significant Acquisitions

MCSB Moving Services LLC

On February 19, 2021, YMM LLC acquired 100% of the outstanding membership units of MCSB, a franchise location providing moving services in Cincinnati, Ohio. The results of the operations, financial position and cash flows of MCSB have been included in TMI’s consolidated financial statements since the date of acquisition.

The acquisition of MCSB by YMM LLC was accounted for as a business combination. In accordance with IFRS 3 “Business Combinations”, the assets acquired, and liabilities assumed are measured at their fair value at the acquisition date. The total fair value of consideration was allocated to the acquired assets and liabilities.

The purchase price of MCSB was allocated as follows:

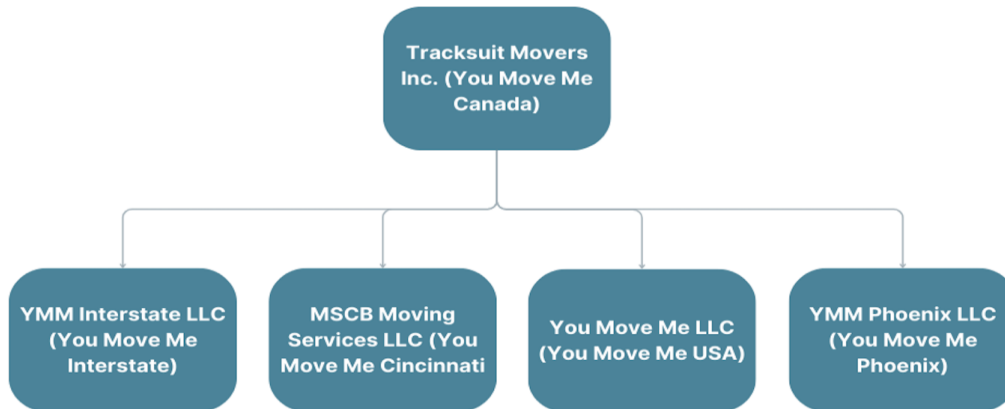
<u>Fair value of consideration:</u>		
Cash	\$	161,480
 Net assets acquired:		
Working capital		(96,700)
Fixed assets (Note 6)		258,180
		<u>161,480</u>
 Goodwill on acquisition	\$	 -

The acquisition was an arm’s length transaction.

8.3 Narrative Description of the Business of TMI

The Business of the Franchisor

Business Overview



TMI is the Franchisor. Its subsidiaries are: YMM Interstate LLC, MSCB Moving Services LLC, You Move Me LLC, and YMM Phoenix LLC. TMI recruits and coaches franchise partners to build and scale local moving business franchise operations. The Franchisor runs two of its own franchises in Cincinnati, Ohio & Phoenix, Arizona. In addition, the Franchisor operates a long-distance brokerage which leverages both internal franchise partners and third party transport partners.

Market

TMI identifies entrepreneurial leaders who wish to own and operate their own local businesses within the moving industry. TMI services customers within the residential and commercial environments when it comes to moving items between two different locations. The moving industry is heavily correlated to the number of home sales within North America which has steadily been on the rise and continues to rise. TMI will also conduct moves that cross state and provincial lines in both the United States and Canada.

The typical customer that hires TMI or any of its subsidiaries are often working professionals that do not wish to move their own items. It is estimated that over 35.9 million moves occur within just the US each year and the average person moves 11.7 times over the course of their lifetime¹. This leads to customers retaining the services of TMI's subsidiaries repeatedly throughout the customers' lifetime with little need to look at another alternative company.

1 - <https://www.steinwaymovers.com/industry-insight/how-many-times-does-the-average-person-move-in-a-lifetime>

Acquisition Strategy

While TMI has not completed any acquisitions beyond converting a franchisee location into a corporate location, it does not mean they are not interested in potentially purchasing local moving companies within markets TMI or its subsidiaries currently do not operate in and either converting the existing business and their employees into a franchisee location or operating it as a corporately owned location similar to MSCB Moving Services LLC or YMM Phoenix LLC.

Principle Products or Services

Franchisees of You Move Me provide four services to customers that are looking for support when it comes to relocations:

- 1) helping customers move their items they own from one house to another home;
- 2) helping customers move their items they from their current home into storage or helping customers move their items from out of storage to a new home;
- 3) helping customers move their items across state lines and also on occasion, to different countries; and
- 4) helping customers pack their belongings into boxes prior to moving them.

All customer leads that come in via telephone or web form submissions then get booked, scheduled, and invoiced on a CRM (customer relationship management software) platform also owned in part by TMI. The CRM platform has plans to eventually integrate the handling of phone calls, sms messages, and payments within it as well.

CRM Platform is developed and owned by Karve, the company in which TMI has significant influence with 22% of total shares owned. There may be an opportunity for the CRM platform to be used by other home services franchise companies to be acquired by Mobio which will allow TMI to recognize an equitable portion of the profits commensurate with its ownership in Karve.

Operations

TMI supports the franchisees with all aspects of their business including but not limited to: purchasing of trucks, selecting office space, training on how to perform the moves, education on financial accounting, marketing, and human resources.

TMI's revenues and operating results will vary quarter to quarter based on two main factors: seasonality and housing demand & housing supply. In some rare situations where there is an excess of housing supply while housing demand remains high, The Company may experience less seasonality.

Market

As the population of both Canada and USA continues to rise based on a mixture of population growth through residents having children and immigrants immigrating to both countries, there will be strong demand for additional housing to contain all of the new residents. As the moving industry is tied to the housing market, the strong demand for housing is expected to continue to create a positive demand for moving.

Management of TMI believe that consumers face several challenges when finding companies to help serve their moving needs including, but not limited to:

- Finding a reputable company due to low barriers of entry for competitors
- Ensuring that the company will have adequate resources to be able to complete the move
- Working with a company that hires and trains their own employees instead of hiring third party contractors that may not possess the required skills to complete the job with no damages
- Having enough available trucks to complete their move as the average home can take between 3 and 5 20-foot moving trucks to transport all of the belongings in a single trip

The challenges with the rapid growth of customers finding all of their information online have created an opportunity for highly reputable moving companies to take advantage of the surplus demand. TMI coaches its franchisees on how to capture the demand by following one of the following strategies:

- Focusing on strategic alliances with realtors and owners of storage facilities to hand out their information to potential customers looking at moving
- Providing incentives for customers to refer their friends and family to the business by providing promo codes
- Participating in community events to show that they are a local business employing local members of the community to serve the community

Sales & Marketing

TMI intends to expand its overall corporate marketing and sales activities via digital advertisements, along with social media and paid Google/Facebook and other social media ads, with an intention to increase search engine optimization, outbound sales initiatives, attend conferences, and retain investor relations firms.

TMI both markets to attract new franchise partners and for their customers who need moving services in their local market.

TMI also sells its services to individuals and commercial businesses looking to move longer distances.

Competitive Conditions

The market for moving customers' furniture between two locations is highly competitive, with local movers saturating most large cities. There are also other franchise-based moving companies that operate within US & Canada like Two Men & A Truck, Bellhops, and College Hunks Moving. You Move Me has separated themselves from the competition by providing a premium moving experience that leverages AI technology paired with fully in-house trained staff to service customers.

There are very high barriers to entry for new competitors with over 20 locations in both Canada and USA to operate within the moving industry which means the franchisees of TMI are likely to not only keep but also gain market share when it comes to new competitors.

Franchisees in TMI are also well-capitalized to add additional trucks to their operations which allows them to serve more customers on the same day than some of their smaller competitors. In addition, TMI has leveraged partnerships with a company known as NiceJob that provides reputation software. Through this partnership paired with the heavy internal emphasis on training, franchisees are often not only the highest rated in their local market but also the moving business with the most reviews. The high gap in terms of number of reviews help separate franchisees from their larger competitors by providing a better piece of mind with a higher number of customers sharing their positive experiences, thus making them the only company to select out of the options that are available.

Proprietary Protection

TMI owns all of the system and related marks used by the Operating Entities and the Franchisee Operators. This includes the trademark "You Move Me". TMI licenses them for exclusive use and sublicensing in Canada and the United States.

Future Development

TMI intends to secure 10-20 more franchisees in the next few years. This is needed for TMI to build one of North America's most comprehensive Tier 2 moving services companies and business operations.

TMI intends to seek and acquire future moving services companies, partners, suppliers, assets or brands that exist or interact with residential / corporate moving in the US and Eastern Canada. In addition to additive businesses, TMI is also investing in and seeking to acquire technology companies that will give it a competitive advantage over its competition that relies solely on 3rd party tools. TMI is evaluating a number of additional possible transactions and, following closing of the Transaction, TMI expects that it will continue to evaluate possible merger and acquisition opportunities in this space.

Employees

YMM HQ has full time 24 employees. Of these 24, 18 employees are in sales positions and 8 are in corporate operations. Of these 24, 4 are in leadership positions. Jeff Sims is in executive leadership, Ryne Huff in Interstate operations, Valerie Letourneau in recruitment operations and Yvonne Horen in sales.

YMM employees have a background in working with very large organizations that are related to home service businesses such as: You Move Me, 1-800-GOT-JUNK?, Sutton Realty, and DreamLawn.

The Business of the Operating Entities

Principal Products or Services

The operating entities consist of MCSB Moving Services LLC and YMM Phoenix LLC which provide local and long-distance transportation of household and office/commercial goods; packing

and packaging services; process, distribution, and logistics consulting; merchandise sales and other related services.

Customers/Market

Both MSCB Moving Services and YMM Phoenix serve the same type of customers in their respective markets. Most of their customers would be individuals/families that either own or rent a home and are looking at getting support moving their items into another home or into a storage facility. A small portion of the clients they work with would be commercial, such as helping companies move from one office to another or helping a retail store transport merchandise from one location to another.

Sales & Marketing

The sales conducted for MCSB Moving Services and YMM Phoenix are conducted in one of two main ways: through our national sales center (NSC) or through in-person estimates that are completed by the local General Manager.

For marketing, the vast majority of campaigns are based on paid advertising through web channels such as: Google Ads, Facebook Ads, and other platforms. Both MSCB Moving Services and YMM Phoenix are actively reviewing and adding different strategies to increase the amount of marketing reach that can be achieved. They have reviewed strategies like: local partnerships, local sponsorships, strategic alliances, and other face-to-face marketing tactics.

Competitive Conditions

MCSB Moving Services operates its business within Cincinnati, Ohio and there are over 190 local movers operating within the city limits. Out of the 190+ moving companies, some of the bigger competitors are: All My Sons Moving, D&R Moving, and Big John Movers.

YMM Phoenix operates its business within Phoenix, Arizona and there are over 150 local movers operating within the city limits. Out of the 150+ moving companies, their main competitors are: 2 Fellas Moving, Mentors Moving & Storage, and Camelback Moving.

Both companies work in a highly competitive environment with other movers but with a focus on delivering a superior customer experience backed by all of the 5-star reviews received, it allows them to continue to increase market share and number of customers serviced.

Proprietary Protection

All proprietary information used is under the franchise agreement set between TMI and MSCB Moving Services/YMM Phoenix respectively.

Future Development

Each of the businesses are continuing to increase the number of customers they serve by building strong relationships and referral networks. In the event where the demand is consistently outpacing the supply of available trucks to conduct the moving, both MCSB and YMM Phoenix will look to add additional moving trucks to ensure they can capitalize on the increased demand.

Employees

MCSB Moving Services have 24 employees. Of these 24, 1 is full time and 23 are part time. Marlon Williams is the only full-time staff and has the leadership role of General Manager, head of operations. The 23 part time staff are movers.

YMM Phoenix has 9 employees. Of these 8 all are part time movers and 1 full-time Assistant Manager. Jeremy Mummert is in the leadership role of General Manager.

8.4 Selected Consolidated Financial Information and Management's Discussion and Analysis

Annual Information

The following table sets out selected financial information for TMI as at and for the fiscal years ended December 31, 2023 (audited), December 31, 2022 (audited), December 31, 2021 (audited), and the nine months ended September 30, 2024 (unaudited):

	For the nine months ended September 30, 2024 (unaudited) (\$)	Fiscal Year Ended December 31, 2023 (audited) (\$)	Fiscal Year Ended December 31, 2022 (audited) (\$)	Fiscal Year Ended December 31, 2021 (audited) (\$)
Total Revenue	\$9,102,565	\$7,887,601	\$6,156,984	\$4,630,058
Net Income (Loss)	\$201,874	(\$2,555,386)	(\$923,367)	(\$43,396)
Comprehensive Income (Loss)	\$136,206	(\$2,514,440)	(\$969,411)	(\$20,465)
Total Assets	\$2,300,742	\$2,040,095	\$2,754,304	\$2,066,353
Total Long-Term Liabilities	\$2,432,805	\$2,327,790	\$2,321,846	\$1,595,170
Cash Dividends Declared	Nil	\$852,275	Nil	Nil

TMI's MD&A for the financial year ended December 31, 2023 and the interim period of September 30, 2024 are incorporated into this document under Schedules H and J.

Quarterly Information

SUMMARY OF QUARTERLY RESULTS								
	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31
Quarter ended	2024	2024	2023	2023	2023	2023	2022	restated
Revenue	\$ 3,751,762	\$ 3,310,010	\$ 2,040,793	\$ 2,034,837	\$ 2,674,725	\$ 2,053,182	\$ 1,124,857	\$ 1,285,089
Cost of revenue	1,784,924	1,481,663	885,014	636,544	962,846	518,189	125,933	152,725
Expenses and other items	1,670,039	1,570,391	1,574,328	3,318,924	1,539,575	1,627,662	1,672,368	1,627,662
Net comprehensive income (loss)	296,799	257,956	(418,549)	(1,920,631)	172,304	(92,669)	(673,444)	(92,669)
Gain (loss) per share, basic	0.03	0.03	(0.04)	(0.20)	0.02	(0.01)	(0.07)	(0.09)
Gain (loss) gain per share, diluted	0.03	0.03	(0.04)	(0.19)	0.02	(0.01)	(0.07)	(0.09)

Selected Consolidated Financial Information have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

8.5 Description of Securities

As of the date of this Circular TMI authorized share capital consists of the following shares without par value:

- Unlimited number of Class A Common Voting Shares (the “Class A Shares”);
- Unlimited number of Class B Common Voting Shares (the “Class B Shares”);
- Unlimited number of Class C Common Non-Voting Shares (the “Class C Shares”);
- Unlimited number of Class E Preferred Shares (the “Class E Shares”).

Issued

As of the date of this Circular, TMI has 9,500,000 Class A Shares issued and outstanding and no other shares issued and outstanding.

The holders of the TMI Shares are entitled to receive notice of and to attend and vote at all meetings of the TMI Shareholders and each TMI Share confers the right to one vote in person or by proxy at all meetings of the TMI Shareholders. The holders of the TMI Shares, subject to the prior rights, if any, of any other class of shares of TMI are entitled to receive such dividends in any financial year as the TMI Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of TMI, whether voluntary or involuntary, the holders of the TMI Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of TMI, the remaining property and assets of TMI.

Pioneer Stock Options

During the year ended December 31, 2020, TMI established a pioneer stock option plan (the “**Plan**”). The purpose of the Plan is to enhance the value of the franchise system and to align the interests of the franchisor and franchisees in the system by having TMI offer opportunities to early franchisees and other contributors to the system to participate in TMI’s growth and success by acquiring and maintaining stock ownership in the Company.

The aggregate number of shares that may be issued pursuant to the exercise of options awarded under the pioneer stock option plan is 500,000 Class A shares. The options granted under the Plan will vest and will be fully exercised before Closing Date of the Transaction, subject to the condition that prior to the vesting date, each of the franchisees have renewed the franchise agreement for a term of at least five years after the vesting date.

If any of the options granted under the Plan are cancelled and returned to the Plan, then these options shall be granted to each of the franchisees remaining in the Plan in proportion to the number of franchisees remaining in the Plan at that time, and upon the same terms as set out in the original stock option agreement.

8.6 Consolidated Capitalization

Consolidated Capitalization

As at September 30, 2024, TMI had 9,500,000 Class A Shares (December 31, 2023 – 9,500,000) issued and outstanding.

As of the date of this circular, TMI has 9,500,000 Class A Shares issued and outstanding. Before closing the Transaction it will issue additional 500,000 Class A Shares pursuant to the conversion of stock options and will have a total of 10,000,000 Class Shares. (See Schedule A: Resulting Issuer Pro Forma Financial Statements)

Prior Sales

No securities of TMI have been sold during the twelve-month period preceding the date of this Circular and no securities of TMI will be sold before closing of the Transaction.

8.7 Executive Compensation

Director and NEO compensation, excluding options and compensation securities

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by TMI or its subsidiary, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of TMI for services provided and for services to be provided, directly or indirectly, to TMI or its subsidiary.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee,	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisite	Value of all other compensation (\$)	Total Compensation (\$)
Laurie Baggio Director (1)	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Lance Tracey Director (2)	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Alexander Benjamin (3) Former CEO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	\$23,674	Nil	Nil	Nil	Nil	\$23,674
Josh Herron (4), Director and CEO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Melanie Pump (5), Former CFO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	\$61,500	Nil	Nil	Nil	Nil	\$61,500
Monica Lissimore (6), Former CFO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$76,000	Nil	Nil	Nil	Nil	\$76,000
	2022	\$46,000	Nil	Nil	Nil	Nil	\$46,000
Vladislav Pasko (7), CFO	2024	\$56,250	Nil	Nil	Nil	Nil	\$56,250
	2023	\$25,000	Nil	Nil	Nil	Nil	\$25,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Laurie Baggio is a current director of TMI from June 12, 2020.
- (2) Lance Tracey is a current director of TMI from June 12, 2020.
- (3) Alexander Benjamin was appointed CEO of the Company on August 4, 2020. He ceased to be CEO and on February 4, 2022.
- (4) Josh Herron is a current director of TMI from June 12, 2020. He was appointed CEO of the Company on February 5, 2022.
- (5) Melanie Pump was appointed Chief Financial Officer on January 20, 2021. She ceased to be CFO and Corporate Secretary on August 13, 2021.
- (6) Monica Lissimore was appointed Chief Financial Officer and Corporate Secretary on September 15, 2021. She ceased to be CFO and Corporate Secretary on August 21, 2023.
- (7) Vladislav Pasko was appointed Chief Financial Officer and Corporate Secretary on August 22, 2023.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any director and Named Executive Officer by TMI.

No compensation security has been re-priced, canceled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year. There are no vesting provisions of the compensation securities and there are no restrictions or conditions for converting, exercising or exchanging the compensation securities. There were no exercises of compensation securities by directors or NEOs during the most recently completed financial year.

Employment, Consulting and Management Agreements

Codix Management Ltd (“Codix”) is a private Canadian (BC) company located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4 which performs financial reporting, consulting, and management services to TMI and will continue to provide these services with the subsequent Reporting Issuer. Codix is equally owned by Mr. Laurie Baggio (director of TMI) and Mr. Lance Tracey (significant shareholder of TMI).

TMI pays Codix monthly fees for its services via direct bank transfer as follows:

- a) a monthly retainer of \$19,000 for accounting, CFO, and related administrative services as directed by TMI; and
- b) monthly office rent and storage fees of \$1,950.

Codix maintains the right to adjust the monthly retainer amount depending on the time and effort required to provide all requested services in full.

8.8 Non-Arm’s Length Transaction

Summary of the non-arm’s length transactions with related parties over the last five (5) years are provided below.

On October 9, 2019, TMI signed a loan agreement with Code Consulting Ltd., a company controlled by Mr. Lance Tracey, significant shareholder of TMI, that would allow TMI to borrow up to \$1,189,160. TMI borrowed \$989,160 on October 9, 2019 and an additional \$200,000 on November 7, 2019. The loans are secured by a promissory note and bear an annual interest rate at 10%. On August 24, 2020, \$200,922 of the loan plus any interest accrued thereon was assigned to Laurie Baggio, director of TMI.

On October 9, 2019, TMI received a loan in the amount of \$128,797 from 0947395 BC Ltd., a company controlled by Laurie Baggio, director of TMI. The loan is unsecured and bears an annual interest rate of 10%.

On September 12, 2020, 1,000 Class D special preferred shares were issued to a director of TMI as part of a tax planning arrangement for \$1.00 per share with a redemption price of \$1.00 per share. The redeemable preferred shares were non-voting.

On March 24, 2022, TMI received a loan in the amount of \$75,000 USD from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director of TMI. The loan is unsecured, bears interest at 10%, and is due on demand.

On December 29, 2023, shareholders of TMI contributed \$952,276. The contribution has been recognized as an increase to share capital as there were no terms of repayment. No additional shares were issued to the shareholders as a result of this contribution. On the same day, TMI declared a dividend to the shareholders of Class D Special Preferred shares of \$1,640,663, of which \$852,275 was paid in cash and \$788,388 was a reduction in the amounts due from shareholder.

On December 29, 2023, TMI redeemed 1,000 of Class D Special Preferred shares for the redemption price of \$1 per share.

On February 29, 2024, TMI received a loan in the amount of \$300,000 USD from Phoenix Ventures Inc., a company controlled by Mr. Laurie Baggio, director of TMI. The loan is unsecured, bears interest at 12%, and was paid in full in two equal installments on August 15, 2024 and October 4, 2024.

Management and consulting fees paid to Codix Management Ltd., a private Canadian company equally owned by the directors of TMI Mr. Lance Tracey and Mr. Laurie Baggio were \$272,916 for fiscal 2022, \$276,442 for fiscal 2023, and \$213,853 for nine months ended September 30, 2024.

Lease payments made to Codix Management Ltd., a private Canadian company equally owned by the directors of TMI Mr. Lance Tracey and Mr. Laurie Baggio were \$17,100 for fiscal 2022, \$45,900 for fiscal 2023, and \$17,550 for nine months ended September 30, 2024.

Lease interest expense incurred to Codix Management Ltd., a private Canadian company equally owned by the directors of TMI Mr. Lance Tracey and Mr. Laurie Baggio were \$2,156 for fiscal 2022, \$10,416 for fiscal 2023, and \$6,005 for nine months ended September 30, 2024.

8.9 Legal Proceedings

As of the date hereof, TMI is not aware of any legal proceedings material to TMI to which TMI is a party or of which any of Mobio's property is the subject matter.

8.10 Auditor, Transfer Agent and Registrar

Auditor

The auditor of TMI is Doane Grant Thornton LLP. The address of Doane Grant Thornton LLP is 20th Floor - 733 Seymour Street Vancouver, BC V6B 0S6

8.11 Material Contracts

The following are all the material contracts of TMI that are still in effect, other than contracts entered into in the ordinary course of business:

- The Share Exchange Agreement attached hereto in Schedule L.

Material and Other Agreements of TMI

Date	Parties	Name of Agreement	Nature of the Agreement
Various	TMI and various Franchisees	Franchise Agreement	The franchise agreement sets out the rights of obligations of TMI and various franchisees.
December 11, 2022	TMI and Yembo, Inc.	Yembo Terms of Service	Agreement to use Yembo Platform
December 1, 2022	TMI and Talkdesk Inc.	Subscription Agreement	Subscription Agreement for Talkdesk CX Cloud Elevate Licenses

9. INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transaction, post-Post-Closing Reorganization and post-Continuance basis and reflects the projected consolidated business, financial and share capital position of the Resulting Issuer assuming the completion of the Transaction, Post-Closing Reorganization and Continuance. It contains significant amounts of forward-looking information. Readers are cautioned that actual results of the Transaction and related matters may vary. See “Cautionary Statement Regarding Forward-Looking Information” and “Risk Factors Relating to the Transaction. This section only includes information respecting the Resulting Issuer after completion of the Transaction, Post-Closing Reorganization and Continuance that is materially different from information provided elsewhere in this Circular. See the disclosure in “Information Concerning the Issuer” for additional information regarding Mobio on a pre-Transaction basis and “Information Concerning the Target” for additional information regarding TMI on a pre-Transaction basis.

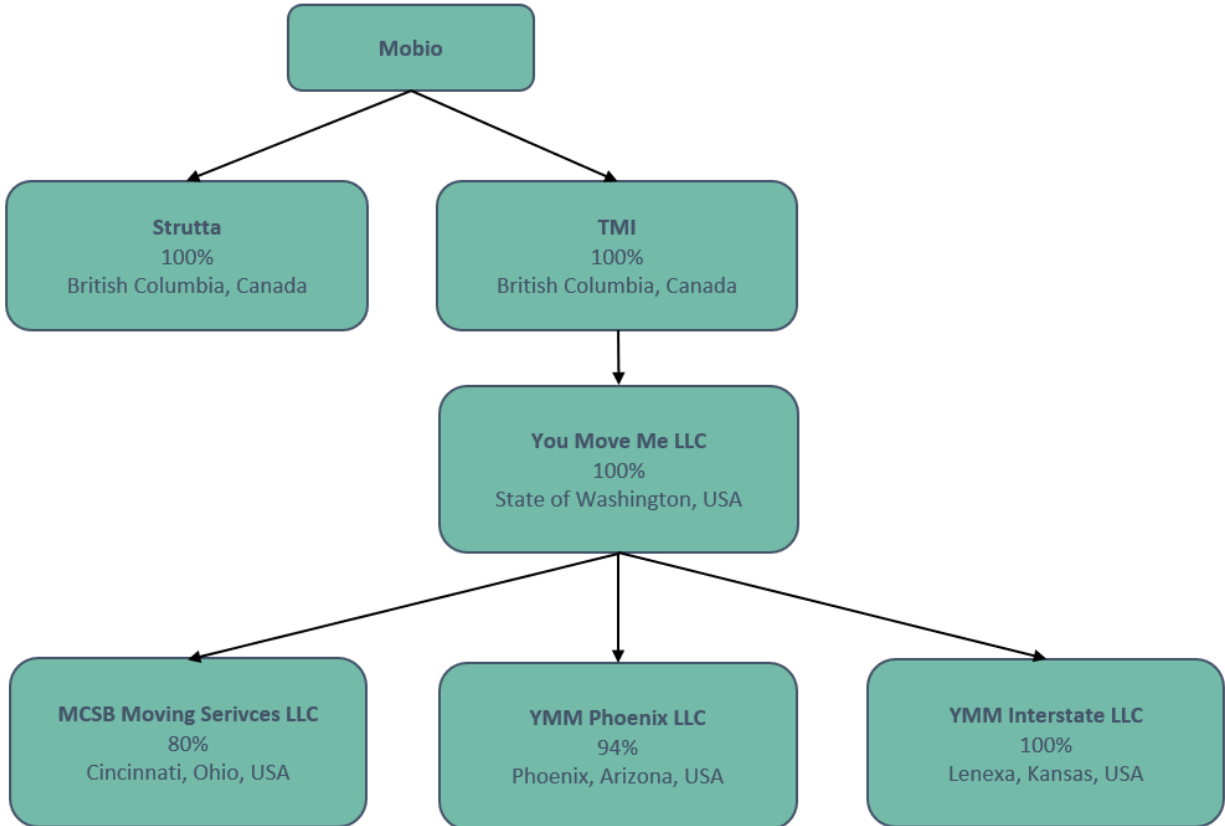
9.1 Corporate Structure

Name and Incorporation

Upon completion of the Transaction, subject to the conditions set in the Share Exchange Agreement, it is anticipated that the name of the Resulting Issuer will be remain “Mobio Technologies Inc.” (or such other name as may be acceptable to the TSXV and as the Resulting Issuer Board may in its discretion hereafter approve) and the Resulting Issuer will continue to exist under the jurisdiction of the Business Corporations Act (British Columbia). It is anticipated that the Resulting Issuer shares will trade on the TSXV under the symbol “MBO”. It is anticipated that the head office of the Resulting Issuer will be located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4.

Intercorporate Relations

Set forth below is the organization chart of the Resulting Issuer, showing the Resulting Issuer and its material subsidiaries (that meet the disclosure threshold set forth in applicable Securities Laws) immediately following the completion of the Transaction:



9.2 Narrative Description of the Business

The Resulting Issuer will become a diversified parent company owning a majority of multiple home service franchisors. The Resulting Issuer will focus on acquiring, optimizing, and growing additional home service franchisors by providing resources, coaching services, and other value-add services that will help them grow and scale. Resulting Issuer will be headquartered in Vancouver, Canada with its subsidiaries having offices throughout the Canada & USA depending on acquisitions.

The Resulting Issuer will be comprised of multiple home services brands (“Mobio Brands”) and will be focusing on increasing its service offering by acquiring additional home services franchisors and providing them and their franchisees with coaching support to grow and scale. Example of the franchisors that would fit Mobio Brands’s portfolio strategy are: residential window cleaning franchisors, residential home painting franchisors, residential home cleaning franchisors, and others. Ideal brands would have a minimum of three active franchisees with a goal of purchasing future franchisors, or franchisors that already have between 10 and 15 franchises.

Principal Products or Services

The Resulting Issuer will provide resources in the forms of capital investment and professional consulting services to help the acquired franchisors scale the number of active franchisees they have in their system as well as supporting existing franchisees grow their businesses.

The Resulting Issuer will leverage key employees from the parent company like the CEO, CFO, and COO to provide in-depth analysis of each business and find key opportunity areas to help grow revenues, cut operating costs, and increase operating profit. Analysis of each business will be completed by reviewing operating results and financial statements of the franchisors and providing customized recommendations to best help support them.

Operations

Mobio Brands will provide operational support by way of meetings that are set at the mutually agreed upon between Mobio Brands COO & CFO and the Managing Director of each acquired brand.

The meetings will take place via video conferencing tools such as Google Hangouts Meet or Zoom and the length of each will typically be 1 hour in length.

Similar to analysis that will be completed by the Franchisor, the services will also be offered to franchisees on a quarterly basis to help them scale and improve profitability margins by helping they strategize ways to gain market share while cutting costs.

Mobio Brands network revenue and profitability results will vary each quarter as some if not all of the brands will be impacted by varying levels of seasonality which are outside their control. While some revenue targets may lag behind others in some quarters, Mobio Brands expects to hit its peak levels of revenue and profitability in the 3rd quarter from July 1st to September 30th.

Mobio Brands will employ a mixture of resources to best support their franchisors and subsequent franchisees in the following areas: strategic partnerships negotiated upon all brands to achieve economies of scale and pricing discounts based on added volume, internally created tools that will be used in day-to-day operations such as a CRM which was internally developed called MoveRight, and strategic 3rd party relationships for services that are not yet vertically integrated into existing software that is provided by Mobio Brands. Further, the company will provide legal, finance, marketing and franchise network development services to its portfolio companies. The plan would then involve building as much internal proprietary software as possible to best leverage the abilities to be agile in the competitive landscape of home services.

Market

As the population of residents within North America continues to grow organically and also through immigration, the number of homes built is expected to continue in perpetuity. With the increased surges in housing demand, Mobio Brands plans to position itself as the market leader in the local markets it operates in.

In each market where there is multiple brands present, Mobio Brands will form strategic partnerships and alliances with trade partners to directly reach end users that have either recently bought a home or are looking for home service providers to help them maintain their already owned homes.

As the business landscape continues to become increasingly competitive, it is important for Mobio Brands to provide it's years of experience and knowledge into existing home service franchisors to continue to allow them to grow and provide services to end users for their needs.

As the density of each city Mobio Brands operates within will only continue to increase, it is imperative that larger businesses will be needed to continue to serve the needs of the local residents.

Marketing Plan & Strategies

Mobio Brands will not actively market itself through marketing channels but rather the individual brands that operate within it. For example, You Move Me is one of the brands under Mobio Brands and it will be actively marketed to consumers that are looking to hire a professional mover for their upcoming house or business move.

In addition to a brand like You Move Me marketing itself, once a customer becomes interested in working with them directly they will also be offered special pricing from other brands owned and operated by Mobio Brands.

The discounted prices that are offered to customers will offset the cost of having to market to customers by way of spending capital with advertisers such as Google or Facebook. Customers will also have the comfort of knowing that one brand can provide them access to other brands with the same shared core values and allow them an easier time to schedule additional services at better prices that are offered to the public.

Competitive Conditions

There are two types of competition that Mobio Brands faces when it comes to the competitive landscape: Individual business owners of similar businesses to individual brands under Mobio Brands and also other multi-unit franchisors that own similar brands like Mobio Brands.

Some of the larger groups that can be considered competition are: Authority Brands, First Service Corporation, ServiceMaster Global Holdings, and Premium Services Brands.

Mobio Brands recognizes both segments will provide competition within the local markets it operates within, however with none of these brands having a monopoly over any of the customer segments, it proves there is ample opportunity for Mobio Brands to meet and exceed revenue expectations.

In addition to exceed revenue expectations, Mobio Brands will be able to leverage internal strategies such as professional appointment setters to further facilitate brand partnerships with other trade partners that will allow us to build exclusivity agreements and create barriers to prevent our competition from going after the same types of customers.

Proprietary Protection

Mobio Brands will have trademarks protecting the brand image of its name as well as any subsidiaries underneath the brand.

For example, You Move Me is trademarked and will be protected under trademark law as well as any other brands that will be acquired.

Any proprietary software that is created will be subject to competition from other companies within the same home services software. However, with Mobio Brands providing this software to its own franchise based businesses in addition to other outside businesses, the total amount of user feedback will allow Mobio Brands to continue to be agile and innovate at a pace that will outperform competitors.

9.3 Description of the Securities

The authorized share capital of Mobio will stay the same and there will be no changes to the authorized share capital of Mobio after completion of the Transaction.

In connection with the Transaction, the Resulting Issuer Shares will be issued to: the related party debt lenders, private placement participants, and the TMI Shareholders pursuant to the Share Exchange Agreement. Such Resulting Issuer Shares shall have the same attributes and characteristics as the existing Mobio Shares.

The holders of the Mobio Shares are entitled to receive notice of and to attend and vote at all meetings of the Mobio Shareholders and each Mobio Share confers the right to one vote in person or by proxy at all meetings of the Mobio Shareholders. The holders of the Mobio Shares are entitled to receive such dividends in any financial year as the Mobio Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of Mobio, whether voluntary or involuntary, the holders of the Mobio Shares are entitled to receive the remaining property and assets of Mobio.

9.4 Pro Forma Consolidated Capitalization

The following table sets out the pro forma share consolidated capitalization of the Resulting Issuer, after giving effect to the Transaction. The information is based on, and should be read in conjunction with, the pro forma consolidated financial statements of the Resulting Issuer attached as Resulting Issuer Pro Forma Financial Statements.

Description	Amount Authorized or to be Authorized	Amount derived from existing Mobio Securities	Amount Issued in connection with the Transaction	Amount Issued in connection with the Private Placement	Amount Issued in connection with Debt Conversion	Total Amount Outstanding after giving effect to the Transaction
Resulting Issuer Shares	Unlimited	42,583,260	50,000,000 ¹	9,000,000 ²	7,136,943 ⁵	108,720,203
Resulting Issuer Options	10% rolling plan ³	75,000 ⁴	0	0	0	75,000
Total		42,658,260	50,000,000	9,000,000	7,136,943	108,795,203

Notes:

(1) As per the terms of the transaction.

(2) In connection with the acquisition Mobio will complete a private placement equity financing of \$1,800,000, at \$0.20 per Mobio share.

(3) As approved by the shareholders of Mobio at the annual general and special meeting of its shareholders held on December 29, 2023.

(4) The resulting Issuer Options are exercisable at \$0.22 per Resulting Issuer Share and expire on January 19, 2028.

(5) In connection with the acquisition Mobio will convert certain unsecured loans payable by Mobio (including accrued and unpaid interest thereon) into 7,136,943 shares of Mobio. Converted loans include \$435,000 in convertible non-interest-bearing promissory notes associated with the Bridge Financing announced on July 17, 2024.

Fully Diluted Share Capital

The following table sets out the fully diluted share capital of the Resulting Issuer after giving effect to the Transaction, based on 108,795,203 Resulting Issuer Shares expected to be issued and outstanding upon completion of the Transaction:

Resulting Issuer Shares	Fully Diluted Number of Shares	Percentage
Resulting Issuer Shares to be held by current Mobio Shareholders	42,658,260	39.2%
Resulting Issuer Shares issued to TMI Shareholders in connection with the Transaction	50,000,000	46.0%
Resulting Issuer Shares issued in connection with Private Placement.	9,000,000	8.3%
Resulting Issuer Shares issued in connection with Debt Conversion.	7,136,943	6.5%
Total	108,795,203	100%

The following table sets forth the Resulting Issuer’s consolidated capitalization as of the date of this Circular on a pro forma basis, after giving effect to the Transaction and the Post-Closing Reorganization. The following table should be read in conjunction with the unaudited pro forma condensed combined financial information of the Resulting Issuer attached hereto as Appendix A.

Designation of Security	Amount Authorized	Amount Outstanding after giving effect to the Transaction
Resulting Issuer Shares	unlimited	\$13,525,836
Resulting Issuer Options ⁽¹⁾	10% of issued and outstanding Resulting Issuer Shares	\$16,500
Long-term debt, including current portion	N/A	\$2,784,240
Retained Earnings (Deficit)	N/A	(\$13,784,647)

Notes:

- (1) The Resulting Issuer Plan limits the maximum number of Resulting Issuer Shares available for issuance pursuant to awards granted under the Resulting Issuer Plan at 10% of the issued and outstanding Resulting Issuer Shares from time to time on a non-diluted basis.

9.5 Available Funds and Principal Purposes

Available Funds

The following table discloses the total funds available to the Resulting Issuer after giving effect to the Transaction and any concurrent financing and the following breakdown of those funds:

	Estimated & consolidated (CAD) (unaudited)
Combined Bank balance at December 31, 2024	732,475
Estimated changes in cash outflows before closing of the Transaction	(536,654)
Funds available before giving effect to the Transaction and concurrent financing	195,820
Proceeds from the private placement in connection with the Transaction	1,800,000
Total funds available after giving effect to the Transaction and concurrent financing	1,995,820

Principal Purposes of Funds

The Resulting Issuer intends to invest the proceeds from the Transaction to grow the Company in multiple ways: approximately \$1,000,000 will be used to open new TMI moving locations in Canada and the US and approximately \$500,000 will be used for future acquisitions of brands in residential home services space under the umbrella of Mobio brands. The remaining funds will be used for the required costs of public company administration until the Company achieves economies of scale. Management will have the discretion to modify the allocation of the Resulting Issuer’s available funds. If management determines that a reallocation of funds is necessary, the

Resulting Issuer may redirect its available funds to purposes other than as described above. The actual amount that the Resulting Issuer spends in connection with each of the intended uses of funds may vary significantly from the amounts specified above and will depend on a number of factors, including those referred to under the heading “Risks Related to the Operations of the Resulting Issuer”.

The following table discloses the principal purposes of funds available to the Resulting Issuer following the Transaction:

	Estimated & consolidated (CAD) (unaudited)
Total funds available after giving effect to the Transaction and concurrent financing	1,995,820
Capital required to open new corporate locations	1,000,000
Cash required to be set aside for future acquisition of brands	400,000
Estimated incidental costs relating to completing the Transaction	135,963
Funds required for costs of public company administration over the next 12 months period	359,858
Unallocated funds	100,000
<i><u>Detailed breakdown of Mobio's projected expenses over the next 12 months:</u></i>	
<i>COO wages + taxes</i>	<i>162,743</i>
<i>Audit, Consulting & Legal</i>	<i>78,400</i>
<i>Monthly retainer to Codix management¹</i>	<i>60,000</i>
<i>Software, office, and public company administration</i>	<i>58,714</i>

Notes:

(1) Payments to be made or are intended to be made to Non-Arm’s Length Parties consist of \$5,000 monthly retainer paid to Codix Management Ltd. for accounting, CFO, and related administrative services as directed by Mobio. Codix Management Ltd. Is jointly controlled by Laurie Baggio (CEO) and Lance Tracey (significant shareholder).

Dividends

It is not anticipated that the Resulting Issuer will pay any cash dividends in the foreseeable future. It is expected that the Resulting Issuer will use its earnings to finance further business development, acquisitions and investments. Any future determination to pay dividends will be at the discretion of the Resulting Issuer Board and will depend on, among other things, the Resulting Issuer’s results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Resulting Issuer Board may deem relevant. There are no restrictions on the Resulting Issuer’s ability to pay dividends.

9.6 Principal Securityholders

To the knowledge of Mobio and TMI, no person or entity is anticipated to own of record or beneficially, or exercise control or direction over, directly or indirectly, more than 10% of the outstanding shares of any class of the Resulting Issuer after giving effect to the Transaction and the Post-Closing Reorganization except as disclosed below:

Name and Municipality of Residence of Principal Shareholder	Resulting Issuer Shares Owned or over which Control or Direction is Exercised, Directly or Indirectly, Immediately After the Transaction	
	Number	% undiluted / % fully diluted ⁽¹⁾
Lance Tracey Director <i>British Columbia, Canada</i>	48,028,465	44.2% / 44.2%
Easy Moves LLC Shareholder <i>Lenexa, Kansas, USA</i>	11,777,780	10.8% / 10.8%
Laurie Baggio Director <i>Pescara, Italy, EU</i>	25,743,245	23.7% / 23.7%

Notes:

(1) The fully diluted number of shares of the Resulting Issuer assumes exercise of the currently outstanding options balance of 75,000 shares.

9.7 Directors, Officers and Promoters of the Resulting Issuer

The following table sets out the name, municipality of residence, and proposed office for each of the proposed directors and executive officers of the Resulting Issuer following the completion of the Transaction, together with the date they were appointed or elected to their position at TMI or Mobio, as the case may be, and the number and percentage of Resulting Issuer Shares anticipated to be beneficially owned, or over which control or direction will be exercised, directly or indirectly, based on current and anticipated shareholders in TMI and Mobio at the Effective Time:

Name, Municipality of Residence & Expected Position with Resulting Issuer ⁽¹⁾	Date Appointed as a Director or Officer of Mobio or TMI	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares Held or Controlled upon Completion of the Transaction ⁽²⁾
Laurie Baggio ⁽⁴⁾ <i>Pescara, Italy, EU</i> <i>CEO and Director (Chair of the Board)</i>	Mobio - Chief Executive Officer (August 4, 2016) – present) and Director (August 4, 2016– present)	Investor, Self-employed business owner	25,743,245 23.7%
Prabhjot Heer	Mobio – Chief Operating Officer (Jul 2023 – present)	Chief of Staff at You Move Me (Jan 2022 – Jul 2023); Director of Operations at You Move Me (Sep	Nil

Name, Municipality of Residence & Expected Position with Resulting Issuer ⁽¹⁾	Date Appointed as a Director or Officer of Mobio or TMI	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares Held or Controlled upon Completion of the Transaction ⁽²⁾
<i>Vancouver, British Columbia, Canada COO</i>		2020 – Jan 2022); Field Operations Manager at You Move Me (Apr 2020 – Sep 2020); Sales Manager & Sales Coach (Aug 2019 – Apr 2020)	
<i>Vladislav Pasko Vancouver, British Columbia, Canada CFO & Corporate Secretary</i>	Mobio – Chief Financial Officer, and Corporate Secretary (August 22, 2023 – present)	Senior Financial Accountant at M&P Mercury (Sep 2019 – Mar 2020); Senior Accountant at Codix Management (Oct 2020 – Feb 2022); Accounting Manager at Codix Management (Feb 2022 – Aug 2023)	Nil
<i>Joshua Herron Kansas City, Missouri, USA Director</i>	Mobio – nominated as Director of the Resulting Issuer CEO of TMI since 2022	Co-Founder & CEO of Southwind Management (Jan 2018 – present)	11,777,780 10.8%
<i>Brian O’Neil ⁽³⁾ Vancouver, British Columbia, Canada Director</i>	Mobio – Director (March 9, 2020 – present)	Securities Lawyer	Nil
<i>Melanie Pump ⁽³⁾ Toronto, Ontario, Canada Director</i>	Mobio – Director (November 22, 2021 – present)	CFO at DecisioningIT (Feb 2023 – present); CFO of Polymath (2022); CFO of Brane Inc. (2021-2022); CFO of Mobio Technologies Inc. (2020-2021), CFO of Incognito Software Systems Inc. (2018-2020); Director of Finance for Agile Publishing Group Inc. (2016-2018)	Nil
<i>Lance Tracy Lantzville, British Columbia, Canada Director</i>	Mobio – nominated as Director of the Resulting Issuer Director of TMI since 2019	CEO of Lanebury Growth Capital	48,028,465 44.2%

NOTES:

- (1) Information as to the residency and principal occupation has been provided by the respective directors.
- (2) Information as to shares beneficially owned, not being within our knowledge has been furnished by the respective person, has been extracted from the list of registered shareholders maintained by the Company’s transfer agent, has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca) or has been obtained from early warning report and alternative monthly reports filed by the respective person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (www.SEDAR+.com).
- (3) Member of the Audit Committee.
- (4) Mr. Baggio can be characterized as a promoter in Transaction because he took the initiative in reorganizing the business of the issuer.

Name: Laurie Baggio
Position: Director, Chief Executive Officer

Laurie is a founder of You Move Me and has been a director since the date of its original incorporation. He has been CEO of Phoenix Ventures Inc. from 2002 to present; CEO of Plank Ventures Ltd from 2019 to present; and CEO of Mobio Technologies Inc. from 2016 to present, all in Vancouver, British Columbia. Mr. Baggio can be characterized as a promoter in the Transaction because he took the initiative in reorganizing the business of the issuer.

Name: Lance Tracey
Position: Director

Lance has been a director of You Move Me since June 2020. He has been CEO of Lanebury Growth Capital and Code Consulting Limited in Vancouver, British Columbia since 1991

Name: Brian O'Neill
Position: Director

Mr. O'Neill has been a practicing securities lawyer since 2009 and is a partner at O'Neill Law LLP. Mr. O'Neill represents a number of start-up companies and companies that are listed or quoted on the TSXV, CSE and U.S. over-the-counter markets. Mr. O'Neill has represented clients in a variety of industries in securities matters including public and private securities offerings, mergers and acquisitions, securities exchange listings, public Issuer reporting requirements and corporate governance. Mr. O'Neill is a licensed to practice law in British Columbia (since 2012), Nevada (since 2009) and Washington (2010). He holds a Bachelor of Commerce from the University of Northern British Columbia, which he obtained in 2006 and Juris Doctor degree from the Oklahoma City University School of Law, which he obtained in 2009. Brian is a partner at O'Neill Law LLP and director at BAAM Blockchain.

Name: Melanie Pump
Position: Director

Melanie Pump is an accomplished CFO, Director and business leader. She is also the author of Detox: Managing Insecurity in the Workplace. In the book, she shares her learnings and experiences on the power of psychologically safe work environments. Melanie has appeared on CTV, FOX, ABC and Sirius XM. Melanie served as a CFO for the following companies for the last five years: Incognito Software Systems, Brain Digital Asset Custody, Polymath, and Mobio Technologies.

Name: Josh Herron
Position: Director

From 2011 to 2016 Josh was the owner and manager of a number of franchised businesses in the Kansas City area, including You Move Me, Oxi Fresh, and 1-800-GOT-JUNK? Since 2017,

Josh has been the Founder and CEO of Southwind Management LLC. In December 2021 he became the Co-CEO of You Move Me and resigned in November 2024 when Jeffrey Sims was promoted to that position.

Name: Vlad Pasko

Position: Chief Financial Officer

Vlad has been the CFO of You Move Me since August 2023. Prior to this, Vlad was the Accounting Manager at Codix Management between 2022 and 2023, Senior Accountant of You Move Me between 2020 and 2022, and Senior Financial Accountant at M&P Mercury Sales Ltd. between 2019 and 2020.

Name: Prabhjot Heer

Position: Chief Operating Officer

Prabh is a professional business manager that has gained experience in all aspects of building a successful franchise business by working in various roles over the years: Sales Manager & Sales Coach from August 2019 to April 2020, Field Operations Manager and later the Director of Operations at You Move Me from April 2020 to January 2022. He quickly grew experience as Chief of Staff of You Move Me from January 2022 to July 2023 and became Chief Operating Officer of Mobio.

Name: Jeffrey Sims

Position: Chief Executive Officer of You Move Me

From 2018 to 2021 Jeff was the Head Football Coach at Garden City Community College & Missouri Southern State University. Until becoming General Manager of You Move Me - Kansas City in 2021, that position led to in 2022 taking the role of Managing Director of You Move Me - North America. In November 2024 he was promoted to Chief Executive Officer of You Move Me.

Each of the directors of Resulting Issuer will serve their office until the next annual meeting of shareholders of Resulting Issuer following the completion of the Transaction, at which time the shareholders of Resulting Issuer will elect the directors of Resulting Issuer, or until their respective successors are duly elected or appointed, unless their respective offices are vacated earlier in accordance with Resulting Issuer's articles.

After giving effect to the Transaction, the number of Resulting Issuer Shares beneficially owned, directly or indirectly, or over which control or direction will be exercised, by the proposed directors and executive officers of the Resulting Issuer, will be an aggregate of 85,549,489 Resulting Issuer Shares (approximately 78.63% of the estimated issued and outstanding Resulting Issuer Shares following completion of the Transaction).

Management of the Resulting Issuer

The following table sets out the name, municipality of residence, proposed office, and other information as required for each of the member of the management team of the Resulting Issuer following the completion of the Transaction:

Name, Age, Municipality of Residence & Expected Position with Resulting Issuer ⁽¹⁾	Full time or part time, Date Appointed, and Affiliation	Principal Occupation for the Previous Five Years	Subject to non-compete agreement
Laurie Baggio, 58 <i>Pescara, Italy, EU</i> <i>CEO of Mobio (Chair of the Board)</i>	Part time, Mobio - Chief Executive Officer (August 4, 2016) – present), Part owner and control person of Codix Management Ltd., a consulting company.	Ex-interim CEO of TMI, serial investor.	No
Prabhjot Heer, 37 <i>Vancouver, British Columbia, Canada</i> <i>COO of Mobio</i>	Full time, Mobio – Chief Operating Officer (Jul 2023 – present), Employee of Codix Management Ltd., a consulting company.	Chief of Staff at You Move Me (Jan 2022 – Jul 2023); Director of Operations at You Move Me (Sep 2020 – Jan 2022); Field Operations Manager at You Move Me (Apr 2020 – Sep 2020); Sales Manager & Sales Coach (Aug 2019 – Apr 2020)	Yes
Vladislav Pasko, 35 <i>Vancouver, British Columbia, Canada</i> <i>CFO & Corporate Secretary</i>	Full time, Mobio – Chief Financial Officer, Employee of Codix Management Ltd., a consulting company.	Senior Financial Accountant at M&P Mercury (Sep 2019 – Mar 2020); Senior Accountant at Codix Management (Oct 2020 – Feb 2022); Accounting Manager at Codix Management (Feb 2022 – Aug 2023)	Yes

Corporate Cease Trade Orders or Bankruptcies

No proposed director, officer, or promoter of the Resulting Issuer or security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, within 10 years before the date of the Circular, has been a director, executive officer, or promoter of any corporation that: (a) while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the relevant corporation access to an exemption under applicable securities law, for a period of more than 30 consecutive days (an “Order”); (b) after that person was acting in that capacity, was the subject of an Order which resulted from an event that occurred while that person was acting in such capacity, or (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets.

Penalties or Sanctions

No proposed director, officer, or promoter of the Resulting Issuer or security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has (a) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a regulatory authority; or (b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

Personal Bankruptcies

No proposed director, officer, or promoter of the Resulting Issuer or security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, within 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Resulting Issuer may be subject in connection with the operations of the Resulting Issuer. Some of the directors and officers of the Resulting Issuer are engaged and will continue to be engaged in other business opportunities on their own behalf and on behalf of other companies, and situations may arise where such directors and officers will be in a conflict of interest with the Resulting Issuer. Individuals concerned shall be governed in any conflicts or potential conflicts by applicable law and internal policies of the Resulting Issuer.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name of Director	Name and Jurisdiction of Reporting Issuer	Exchange	Position	From	To
Laurie Baggio	Plank Ventures Ltd. British Columbia, Canada	CSE	Director, CEO	July 2021	Present
Brian O'Neil	Plank Ventures Ltd., Canada British Columbia	CSE	Director	July 2021	Present
Melanie Pump	BTCS Inc. Maryland, U.S.A	NASDAQ	Director	October 2022	Present
Lance Tracy	Lanebury Growth Capital Ltd. British Columbia, Canada	CSE	Director, CEO	November 2017	Present

9.8 Audit Committee and Corporate Governance of the Resulting Issuer

Audit Committee

The audit committee of the Resulting Issuer will be the same as the audit committee of Mobio. Please see section 6.10 Audit Committee Disclosure of this Circular regarding the disclosure of the audit committee of the Resulting Issuer.

Corporate Governance

The corporate governance of the Resulting Issuer will be the same as the corporate governance of Mobio. Please see section 6.11 Corporate Governance of this Circular regarding the disclosure of the audit committee of the Resulting Issuer.

Independence of Board of Directors

The Resulting Issuer Board, which is responsible for supervising the management of the business and affairs of the Resulting Issuer, is, as of the date of this Circular, expected to be comprised of five directors: Laurie Baggio, Brian O'Neil, Melanie Pump, Joshua Herron and Lance Tracey, two of whom are independent as such term is defined in NI 58-101 and in NI 52-110. The independent directors are Brian O'Neil and Melanie Pump. Laurie Baggio, the anticipated Chief Executive Officer of the Resulting Issuer will not be independent by virtue of him being a member of the Resulting Issuer's management. Joshua Herron will not be independent because he is the CEO of TMI. Lance Tracey will not be independent because he will be a controlling shareholder of the Resulting Issuer.

The independent directors will meet for in camera sessions without non-independent directors and members of management at the end of each regular meeting of the Resulting Issuer Board (unless such requirement is waived by the independent directors).

Mandate of the Resulting Issuer Board

The Resulting Issuer Board is anticipated to have the same written mandate as the Mobio Board, which describes, inter alia, the Resulting Issuer Board's role and overall responsibility to supervise the management of, and provide stewardship over, our business and affairs. The Resulting Issuer Board, directly and through its committees and the Chair of the Resulting Issuer Board, shall provide direction to its executive officers, generally through the Chief Executive Officer. The Resulting Issuer Board has responsibility, directly and through its committees, to oversee the management of, and provide stewardship over, the Resulting Issuer's affairs. For example, the Resulting Issuer Board oversees the Resulting Issuer's strategic planning and budgets, risk management, ethics and compliance, corporate governance and stakeholder engagement, including communications with our shareholders and the market.

For the text of the mandate of the Mobio Board, please see section 6.11 *Corporate Governance* of this Circular.

9.9 Executive Compensation

The following disclosure on proposed executed compensation has been prepared in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers, on a prospective basis for the twelve (12) month period after completion of the Transaction, the Post-Closing Reorganization and the Continuance.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth the anticipated compensation for each of the Resulting Issuer's directors and NEOs, to the extent determined as of the date hereof, for the 12-month period following completion of the Transaction:

Name and Position	Year	Salary, Consulting Fee,	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisite	Value of all other compensation (\$)	Total Compensation (\$)
Laurie Baggio, CEO and a director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Vladislav Pasko, CFO and Corporate Secretary	2025	\$ 150,000	Nil	Nil	Nil	Nil	\$ 150,000
Prabhjot Heer, COO	2025	\$ 130,000	Nil	Nil	Nil	Nil	\$ 130,000
Josh Herron, Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Lance Tracey, director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Brian O Neill, Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Melanie Pump, Director	2025	Nil	Nil	Nil	Nil	Nil	Nil

9.10 Indebtedness of Directors and Officers

No director, executive officer or senior officer of the Resulting Issuer or any associate thereof, will be indebted to the Resulting Issuer, or has been so indebted at any time during the preceding financial year.

9.11 Investor Relations Arrangements

Except as disclosed herein, neither Mobio nor TMI have established investor relations contracts and it is not expected that the Resulting Issuer will enter into any agreements or understandings, either written or oral, with any person to provide promotional or investor relations services upon completion of the Transaction.

9.12 Options and Rights to Purchase Securities

The following tables set out the aggregate number of outstanding options and rights to acquire securities of (i) the Resulting Issuer expected to be outstanding under the Resulting Issuer Plan, and (ii) the Resulting Issuer's subsidiaries, after completion of the Transaction. The numbers provided in the tables below are provided as at the Record Date, assuming completion of the Transaction.

Name and position	Number of options	Issue, conversion or exercise price (\$)	Expiry date
Laurie Baggio President, CEO & Director	75,000	0.22	January 19, 2028

9.13 Escrow Securities

To the knowledge Mobio and TMI as of the date of the Circular, the following are the particulars of the Mobio Shares anticipated to be held in escrow after giving effect to the Transaction:

Name and municipality of Residence of Securityholder	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
	Number of securities held in escrow	Percentage of class	Number of securities to be held in escrow	Percentage of class
Laurie Baggio, <i>Pescara, Italy, EU</i>	Nil	0%	25,743,245	23.7%
Lance Tracey <i>Lantzville, British Columbia, Canada</i>	Nil	0%	48,028,465	44.2%

Easy Moves LLC <i>Overland Park, Kansas, USA</i>	Nil	0%	11,777,780	10.8%
Andrew James Wilson* <i>Owasso, Oklahoma, USA</i>	Nil	0%	1,000,000	0.9%
Other minority Shareholders of TMI USA	Nil	0%	2,222,220	2.0%

**including 500,000 shares of voluntary escrow*

The above-mentioned securities will be subject to the Value Securities Escrow Agreement prescribed by Form 5D of the Exchange and will include escrow securities release prescribed by Schedule B(2) for Tier 2 issuers. All securities in connection with the Transaction will be subject to escrow in accordance with requirements of the Share Exchange Agreement dated February 14, 2025. The escrow on securities in connection with the share exchange, Private Placement and related party loan conversion will be subject to 36 months hold and will be released in equal tranches of 15% after completion of the release on the date of the Exchange bulletin accepting the Transaction. The escrowed securities will be held by the transfer agent of Mobio, which is Odyssey Trust Company.

The above-mentioned securities, 88,771,710 in aggregate, will also be subject to voluntary pooling agreement dated February 24, 2025. All securityholders part to escrow agreement are also part of the pooling agreement. Pooling agreement is not an Exchange requirement. In addition to the restrictions set out in the Escrow Agreement, each of the Shareholders has agreed to deposit his, her or its Shares into a pool to be held for two years since the agreement date, meaning that after being released from the escrow agreement the securities will be transferred to a pool and restricted from trading until the 2-year anniversary of the pooling agreement on February 24, 2027.

9.14 Auditor, Transfer Agent and Registrar

Auditor

The auditor of Mobio is DMCL. DMCL was first appointed as the auditor of Mobio on February 1, 2017. The address of DMCL is 1140 W Pender St #1500, Vancouver, BC V6E 4G1. DMCL is expected to be appointed as auditors of Mobio (the Resulting Issuer) conditional upon voting results at the next general shareholder meeting of Mobio.

Doane Grant Thornton LLP, the former auditors of TMI. The address of Doane Grant Thornton LLP is 20th Floor - 733 Seymour Street, Vancouver, BC V6B 0S6 .

Transfer Agent and Registrar

The Company's transfer agent and registrar for the Mobio Shares is Odyssey Trust Company located at United Kingdom Building, 350 - 409 Granville Street, Vancouver, BC, V6C 1T2.

9.15 Material Contracts

The material contracts of the Resulting Issuer will be the same as the current material contracts of Mobio and TMI described in this Circular.

Material and Other Agreements of TMI

Date	Parties	Name of Agreement	Nature of the Agreement
Various dates, 5 years long agreements	TMI and various Franchisees	Franchise Agreement	The franchise agreement sets out the rights of obligations of TMI and various franchisees.
December 11, 2022 to December 9, 2025	TMI and Yembo, Inc.	Yembo Terms of Service	Agreement to use Yembo Platform
December 1, 2022 to December 1, 2025	TMI and Talkdesk Inc.	Subscription Agreement	Subscription Agreement for Talkdesk CX Cloud Elevate Licenses

Material and Other Agreements of Mobio

Date	Parties	Name of Agreement	Nature of the Agreement
May 17, 2024 to May 16, 2027	Mobio and Oracle Canada ULC	Software Service License	Subscription License for NetSuite ERP system.

10. GENERAL MATTERS**10.1 Sponsorship and Agent Relationship**

There are no sponsors or agents involved in the Transaction and the private placement.

10.2 Experts

RwE Growth Partners Inc. provided the Comprehensive Valuation Report dated October 1, 2024, which is attached as Schedule B to this Circular. The Comprehensive Valuation Report preparation, and related fieldwork and due diligence investigations, were carried out by Richard W. Evans, MBA, CBV, ASA and certain analysts of RwE who were supervised by Mr. Evans.

RwE Growth Partners Inc. does not have a prospective interest in and/or with Mobio or TMI. RwE Growth Partners Inc. is an independent business valuation firm.

10.3 Other Material Facts

There are no material facts about Mobio, TMI, Resulting Issuer or the Transaction that have not been disclosed in this Circular.

10.4 Board Approval

The board of directors of Mobio has approved the delivery of this Circular to the securityholders of Mobio.

11. FINANCIAL STATEMENTS

The following financial statements are attached to this Circular:

- 1) pro-forma financial statement of the Resulting Issuer are attached as Schedule A to this Circular;
- 2) audited financial statements of Mobio for the years ended July 31, 2024 and July 31, 2023 are attached as Schedule C;
- 3) interim financial statements of Mobio for the period ending October 31, 2024 are attached as Schedule E;
- 4) audited financial statements of TMI for the years ended December 31, 2023 and December 31, 2022 are attached as Schedule G;
- 5) interim financial statements of TMI for the period ending September 30, 2024 are attached hereto as Schedule I.

12. CERTIFICATE OF MOBIO TECHNOLOGIES INC.

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of Mobio Technologies Inc. assuming completion of the acquisition of Tracksuit Movers Inc.

Dated: February 24, 2025

Mobio Technologies Inc.

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"Laurie, Baggio"
Laurie Baggio
Promoter, Director, & Chief Executive Officer

DocuSigned by:

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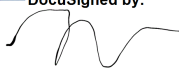
"Vladislav Pasko"
Vladislav Pasko
Chief Financial Officer

On Behalf of the Board of Directors

Signed by:

73856562C906446...

"Melanie Pump"
Melanie Pump
Director

DocuSigned by:

850C523849F7416...

"Brian O'Neil"
Brian O'Neil
Director

13. CERTIFICATE OF TRACKSUIT MOVERS INC.

The foregoing document as it relates to Tracksuit Movers Inc. constitutes full, true and plain disclosure of all material facts relating to the securities of Tracksuit Movers Inc.

Dated: February 24, 2025

Tracksuit Movers Inc.

Signed by:

B1871E32DFCD40F...

“Josh Herron”
Josh Herron
Director, Chief Executive Officer

DocuSigned by:

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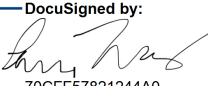
“Vladislav Pasko”
Vladislav Pasko
Chief Financial Officer

On Behalf of the Board of Directors

DocuSigned by:

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“Laurie Baggio”
Laurie Baggio
Promoter & Director

DocuSigned by:

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“Lance Tracey”
Lance Tracey
Director

Schedule A: Resulting Issuer Pro Forma Financial Statements

**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AND LOSS AND
COMPREHENSIVE LOSS OF RESULTING ISSUER**

Tracksuit Movers Inc.

(Expressed in Canadian dollars, unaudited)

For the period ended October 31, 2024

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position of Resulting Issuer
As at October 31, 2024 (Unaudited, in Canadian Dollars)

	TMI <i>30-Sep-24</i>	Mobio <i>31-Oct-24</i>	Note	Pro-Forma Adj.	Pro Forma
ASSETS					
<u>Current Assets</u>					
Cash	1,011,579	224,331	B C	5,000 1,800,000	3,040,910
Restricted cash	74,993	-			74,993
Accounts and other receivables	687,026	5,245			692,271
Deposits and prepaid expenses	46,827	17,669			64,496
Total current assets	1,820,425	247,245		1,805,000	3,872,670
Fixed assets	330,164	-			330,164
Intangible assets	42,577	-			42,577
Deferred tax asset	58,500	-			58,500
Right-of-use asset	49,076	-			49,076
TOTAL ASSETS	2,300,742	247,245		1,805,000	4,352,987

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TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position of Resulting Issuer
As at October 31, 2024 (Unaudited, in Canadian Dollars)

	TMI <i>30-Sep-24</i>	Mobio <i>31-Oct-24</i>	Note	Pro-Forma Adj.	Pro Forma
LIABILITIES					
<u>Current Liabilities</u>					
Trade and other payables	1,184,209	183,153	D	100,000	1,467,362
Deferred income	11,000	-			11,000
Customer deposits	13,635	-			13,635
Current portion of related party loans	347,035	1,393,197	E	(1,393,197)	347,035
Current portion of financing liability	71,477	-			71,477
Current portion of lease liability	17,401	-			17,401
Total current liabilities	1,644,757	1,576,350		(1,293,197)	1,927,910
Deferred income	32,083	-			32,083
Related party loans	2,176,306	-			2,176,306
Financing liability	189,422	-			189,422
Lease liability	34,994	-			34,994
TOTAL LIABILITIES	4,077,562	1,576,350		(1,293,197)	4,360,715
EQUITY (DEFICIENCY)					
Share capital	1,797,268	26,941,574	A	(26,941,574)	13,525,836
			A	8,530,371	
			B	5,000	
			C	1,800,000	
			E	1,393,197	
Equity portion of debt	-	118,629	A	(118,629)	-
Share-based payment reserve	-	14,915	A	(14,915)	-
Merger reserve	(1,000)				(1,000)
Contributed surplus	293,745				293,745
Accumulated other comprehensive loss	(52,225)				(52,225)
Deficit	(3,825,171)	(28,404,223)	A	28,404,223	(13,784,647)
			A	(9,859,476)	
			D	(100,000)	
Deficit attributable to the shareholders of the Company	(1,787,383)	(1,329,105)		3,098,197	(18,291)
Non-controlling interest	10,563				10,563
TOTAL EQUITY (DEFICIT)	(1,776,820)	(1,329,105)		3,098,197	(7,728)
TOTAL LIABILITIES AND EQUITY	2,300,742	247,245		1,805,000	4,352,987

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Laurie Baggio
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TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Loss and Comprehensive Loss of Resulting Issuer
 For the period ended October 31, 2024 (Unaudited, in Canadian Dollars, except number of shares)

	TMI	Mobio	Note	Pro-Forma Adj.	Pro Forma
	<i>2024-09-30 (9 months)</i>	<i>2024-10-31 (3 months)</i>			
REVENUE					
Long distance moving	\$ 4,306,348	\$ -			\$ 4,306,348
Royalty fees	3,243,991	-			3,243,991
Moving revenue	1,512,912	-			1,512,912
Third party commission	25,217	-			25,217
Miscellaneous	14,097	-			14,097
Strutta.com	-	623			623
TOTAL REVENUE	9,102,565	623		-	9,103,188
COST OF REVENUE					
Cost of Long distance moving	3,322,966	-			3,322,966
Movers' wages	564,404	-			564,404
Gas expense	85,881	-			85,881
Merchant fees	127,572	-			127,572
Boxes and supplies	50,778	-			50,778
TOTAL COST OF REVENUE	4,151,601	-		-	4,151,601
GROSS PROFIT	4,950,964	623		-	4,951,587
EXPENSES					
Wages	1,914,712	53,805			1,968,517
Office and general	779,523	12,723			792,246
Marketing and promotion	808,953	-			808,953
Professional fees	90,356	53,555			143,911
Management and consulting	213,853	-			213,853
Truck & auto	160,867	-			160,867
Telephone	151,865	-			151,865
Travel, meals and entertainment	130,368	-			130,368
Depreciation	125,720	-			125,720
Bad debt	108,925	-			108,925
Transaction Costs	-	-	D	100,000	100,000
Share based payment expense	40,429	-			40,429
Conference	40,481	-			40,481
Franchise development	23,583	-			23,583
TOTAL EXPENSES	4,589,635	120,083		100,000	4,809,718

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Loss and Comprehensive Loss of Resulting Issuer
 For the period ended October 31, 2024 (Unaudited, in Canadian Dollars, except number of shares)

	TMI <i>2024-09-30 (9 months)</i>	Mobio <i>2024-10-31 (3 months)</i>	Note	Pro-Forma Adj.	Pro Forma
OTHER ITEMS					
Interest expense	(241,135)	(47,352)			(288,487)
Share of loss from associate	(1,339)	-			(1,339)
Cost of listing	-	-	A	(9,859,476)	(9,859,476)
Other income	28,054	1			28,055
Gain on foreign exchange	58,876	50			58,926
TOTAL OTHER ITEMS	(155,544)	(47,301)		(9,859,476)	(10,062,321)
Net income (loss) before tax	205,785	(166,761)		(9,959,476)	(9,920,452)
Income tax expense	3,911	-			3,911
Net income (loss)	201,874	(166,761)		(9,959,476)	(9,924,363)
Shareholders of the parent company	164,414	(166,761)		(9,959,476)	(9,961,823)
Non-controlling interest	37,460	-		-	37,460
Net income (loss)	201,874	(166,761)		(9,959,476)	(9,924,363)
OTHER COMPREHENSIVE INCOME (LOSS)					
Foreign currency translation loss attributed to equity shareholders of the parent company	(63,766)	-			(63,766)
Foreign currency translation loss attributed to NCI	(1,902)	-			(1,902)
COMPREHENSIVE INCOME (LOSS)	136,206	(166,761)		(9,959,476)	(9,990,031)
Income (loss) per share					
Basic	0.01	(0.00)		(0.20)	(0.09)
Diluted	0.01	(0.00)		(0.18)	(0.09)
Weighted average number of common shares outstanding					
Basic	9,500,000	42,583,260	A	50,000,000	108,720,203
			A	(10,000,000)	
			B	500,000	
			C	9,000,000	
			E	7,136,943	
Diluted	10,000,000	42,658,260		56,636,943	108,795,203

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position and Loss and Comprehensive Loss of Resulting Issuer
As at and for the period ended October 31, 2024 (Unaudited, in Canadian Dollars)

Description of proposed Transaction

Mobio Technologies Inc. (“**Mobio**” or the “**Company**”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on November 19, 1998 and was continued into British Columbia under the Business Corporations Act (British Columbia). The Company’s registered and records office is located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4. Mobio is a public company whose shares are listed on the TSX Venture Exchange under the symbol “MBO”. The Company’s primary line of business is Strutta.com Media Inc. (“**Strutta**”), a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels. In addition, the Company has engaged in investment activities with the purpose of building a portfolio of controlled companies in the franchising residential home service industry. Mobio is a reporting issuer in the provinces of British Columbia and Alberta.

Tracksuit Movers Inc. (“**TMI**”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. TMI’s registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4. TMI’s primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, TMI began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio and then closing its operations in Toledo, Ohio in 2022. As at September 30, 2024, the Company had 21 (December 31, 2023 – 21) operating franchises in Canada and the USA.

On March 15, 2022, Mobio entered into a non-binding letter of intent (the “**LOI**”) which sets out the proposed basic terms and conditions for the 100% acquisition of TMI through a share exchange (the “**Transaction**”). On February 14, 2025, Mobio and TMI entered into a binding share exchange agreement, which supersedes the prior LOI, pursuant to which the parties have agreed to complete the Transaction on the terms set out therein. The Transaction is subject to a number of conditions precedent, including approval by disinterested shareholders of Mobio and approval by the TSX Venture Exchange (the “**Exchange**”). The acquisition of TMI will constitute a Non-Arm’s Length Transaction, as defined in the policies of the Exchange.

Pursuant to the binding share exchange agreement entered into between Mobio and TMI:

- Mobio will acquire 100% of TMI by exchanging shares at a \$10,000,000 valuation. The shareholders of TMI will be issued 50,000,000 shares of Mobio at a value of \$0.2 per share.
- Immediately before the Transaction, certain unsecured loans payable by Mobio (including accrued and unpaid interest thereon) will be converted into an additional 7,136,943 shares of Mobio.
- Immediately before the Transaction, Mobio will complete a private placement equity financing of \$1,800,000 and issue an additional 9,000,000 shares of Mobio.

Immediately upon the completion of the Transaction, it is expected that Mobio’s issued and outstanding capital will consist of 108,720,203 shares, and 75,000 options.

The Transaction will constitute a reverse take-over (“**RTO**”) of Mobio by TMI, with Mobio being the legal acquirer and TMI being the acquirer for accounting purposes. The Resulting Issuer will continue to be a corporation governed by the provisions of the Business Corporations Act (British Columbia). It is expected that the head and registered office of the Resulting Issuer will be located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4.

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position and Loss and Comprehensive Loss of Resulting Issuer
As at and for the period ended October 31, 2024 (Unaudited, in Canadian Dollars)

There are multiple reasons for the Transaction, including but not limited to the following:

- **Combined Synergistic Platform:** The Resulting Issuer plans to conduct additional brand acquisitions in the home services space with a view to developing a synergistic portfolio of brands that drive maximum shareholder value.
- **Capital Markets Profile:** The Resulting Issuer will have an improved capital markets profile with improved financial strength, and increased access to capital to facilitate and accelerate growth.
- **Management:** the combined management team will bring complementary strengths and deep experience in M&A, transportation, and residential home services.

Basis of Presentation

The accompanying unaudited pro forma consolidated statement of financial position of TMI has been prepared by management of TMI for illustrative purposes only, to show the effect of the acquisition of TMI by Mobio constituting a RTO of Mobio by the shareholders of TMI assuming that the Transaction was completed on October 31, 2024.

The accompanying unaudited pro forma statement of loss and comprehensive loss for the period ended October 31, 2024, has been prepared for illustrative purposes only, to show the effect of the Transaction assuming that the Transaction was completed on October 31, 2024.

While Mobio is the legal acquirer of TMI, TMI has been identified as the acquirer for accounting purposes. The pro forma consolidated financial statements represent the continuation of the financial statement of TMI. The assets and liabilities of TMI are presented at their historical carrying values and the identifiable assets acquired and the liabilities assumed of Mobio are recognized and measured at fair value.

The unaudited pro forma statement of financial position has been prepared from information derived from and should be read in conjunction with the following (including the notes thereto):

- Unaudited condensed consolidated interim financial statements of TMI for the three and nine months ended September 30, 2024 and 2023; and
- Unaudited condensed consolidated interim financial statements of Mobio for the three months ended October 31, 2024 and 2023; and
- Audited consolidated financial statements of Mobio for the years ended July 31, 2024 and 2023; and
- Audited consolidated financial statements of TMI for the years ended December 31, 2023 and 2022.

The unaudited pro forma consolidated financial statements have been compiled using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), as set out in the unaudited condensed consolidated interim financial statements of TMI for the three and nine months ended September 30, 2024.

The unaudited pro forma consolidated financial statements are not intended to reflect the results of operations or the financial position of the continuing entity which would have actually resulted had the Transaction been effected on the dates indicated. Further, the unaudited pro forma condensed consolidated financial statements are not necessarily indicative of the results of operations that may be obtained in the future. The historical financial statements have been adjusted in the pro forma condensed consolidated financial statements to give effect to pro forma events that are (1) directly attributable to the Transaction,

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position and Loss and Comprehensive Loss of Resulting Issuer
As at and for the period ended October 31, 2024 (Unaudited, in Canadian Dollars)

(2) factually supportable (3) reasonably expected to materialize and (4) with respect to the statement of income (loss) and comprehensive income (loss), expected to have a material continuing impact on the results of TMI. The pro forma adjustments and allocations of the purchase price of Mobio by TMI as a reverse takeover are based in part on estimates of the fair value of the assets acquired and liabilities assumed. The final valuation of net identifiable assets acquired will be completed after asset and liability valuations are finalized. The final valuation will be based on the actual assets and liabilities of Mobio that exist as of the date of completion of the acquisition.

Estimated Purchase Price and Preliminary Valuation of Assets and Liabilities Acquired

For accounting purposes in accordance with IFRS 3, TMI is considered the acquirer, and the fair value of the purchase consideration for the Transaction is assumed to be \$8,530,371. The consideration is based on the independently determined equity value of TMI and the number of shares that TMI would have to issue to acquire 100% of the issued and outstanding shares of Mobio.

The following table summarizes the calculation of the estimated purchase price:

Estimated Fair value of TMI's equity	\$ 10,000,000
Number of TMI shares prior to transaction	10,000,000
Percentage equity interest of Mobio past-shareholders in the combined entity	45.99%
# of shares of TMI that would have been issued	8,516,652

New total # of shares that would have been issued to shareholders of Mobio	8,516,652
Value per share	\$ 1.00

Estimated Purchase Price:	CAD
# of shares of TMI that would have been issued	8,516,652
Estimated fair value per share	\$ 1.00
Fair value of Mobio's outstanding options	13,719
Estimated fair value of purchase consideration	\$ 8,530,371

A preliminary valuation analysis of the fair value of the Mobio assets and liabilities has been performed as at October 31, 2024.

TRACKSUIT MOVERS INC.

Pro Forma Consolidated Statement of Financial Position and Loss and Comprehensive Loss of Resulting Issuer
As at and for the period ended October 31, 2024 (Unaudited, in Canadian Dollars)

The following table summarizes the preliminary purchase price allocation:

Purchase Consideration	
# of TMI shares that would have been issued	8,516,652
Price per share	\$ 1.00
Fair value of Mobio's outstanding options	13,719
Total Purchase Consideration	\$ 8,530,371
Identifiable assets acquired	
Cash	224,331
Accounts and other receivables	5,245
Deposits and prepaid expenses	17,669
Due from related party	-
Trade and other payables	(183,153)
Related party loans	(1,393,197)
Term Loan Payable	-
Net assets acquired	(1,329,105)
Cost of listing	\$ 9,859,476

Management of TMI believes the fair values recognized above are based on reasonable estimates derived from currently available information. A final determination of the fair value of assets acquired and liabilities assumed will be based on the actual assets and liabilities of Mobio that exist as at the closing date of the Transaction. Any differences between the carrying value and the fair value of assets acquired and liabilities assumed would result in a respective change to cost of listing amount. The final value of net assets acquired may vary based on final appraisals, valuations, and analyses of the fair value of the acquired assets and assumed liabilities. Accordingly, the unaudited pro forma adjustments are preliminary and have been made solely for illustrative purposes. Differences between the final value of net assets acquired and the preliminary amounts presented above could be material.

Costs of listing to be recognized are estimated to have a combined amount of \$9,859,476.

Pro Forma Assumptions and Adjustments

The unaudited pro forma consolidated financial statements give effect to the following assumptions and adjustments:

- A) The adjustment reflects the effects of consolidation of financial statements of Mobio and TMI based on the estimated purchase price and preliminary values of identifiable assets and liabilities of Mobio and presented in the table above. The valuation of identifiable assets and liabilities for this Transaction is not complete and the full amount has been denoted as cost of listing. Upon completion of the valuation of net identifiable assets of Mobio, amounts will be allocated to cost of listing expense line item.

- B) Represents adjustments to record TMI franchise partners exercising 500,000 outstanding pioneer stock options of TMI at \$0.01 per share for a total of \$5,000 prior to the proposed Transaction.
- C) Represents adjustments to record private placement equity financing of 9,000,000 shares for the total proceeds of \$1,800,000 to be completed by Mobio concurrent with the Transaction.
- D) Represents adjustments to record estimated transaction costs of \$100,000.
- E) Represents adjustments to record conversion of unsecured loans payable by Mobio (including accrued and unpaid interest thereon) into an additional 7,136,943 shares of Mobio concurrent with the completion of the Transaction, conversion of loans payable includes \$435,000 in notes issued in connection with Bridge Financing completed on September 3, 2024.
- F) Giving the effect to the above, the summary below describes the pro forma capitalization of the Resulting Issuer:

	Note	Number	Value
Comon shares			
Mobio shares issued and outstanding at October 31, 2024		42,583,260	\$ 26,941,574
Mobio shares issued to shareholders of TMI	A	50,000,000	(16,608,935)
Mobio shares issued in connection with private placement	D	9,000,000	1,800,000
Mobio shares issued in connection with debt conversion	F	7,136,943	1,393,197
Pro Forma shares		108,720,203	\$ 13,525,836

	Note	Number	Value
Shares reserve for issuance:			
Options:			
Mobio options issued in connection with stock options plan		75,000	\$ 16,500
Pro Forma shares reserved for issuance		75,000	16,500
Pro Forma fully diluted shares of the Resulting Issuer		108,795,203	\$ 13,542,336

The following table outlines in aggregate the number of securities of Resulting Issuer in total in number and recorded value post-RTO:

	Number	Value
Common shares	108,720,203	\$ 13,525,836
Options	75,000	16,500
	108,795,203	\$ 13,542,336

Schedule B: Comprehensive Valuation Report and the Valuator's Consent

Consent of the Independent Business Valuator

To: The Board of Directors of Mobio Technologies Inc. ("MTI")

We refer to the Comprehensive Valuation Report, dated October 1, 2024 (the "Report") which we prepared for the Board of Directors of Mobio Technologies Inc. in connection with the combination of the businesses of MTI and Tracksuit Movers Inc. ("TMI"). The transaction between MTI and TMI is structured as a reverse takeover ("RTO") pursuant to the Share Exchange Agreement among MTI and TMI. The Share Exchange Agreement specifies that MTI will acquire 100% of the equity of TMI through the issuance of 50,000,000 shares of MTI at a deemed value of C\$0.20 per share (the "Transaction").

We consent to the filing of the Report in the MTI Information Circular (the "Circular"), dated January 31, 2025, with the applicable securities regulatory authorities, the inclusion of the Report in the Circular, and all references to the Report and our firm in the Circular.

The Report was based on a Valuation Date of June 30, 2024, and remains subject to the assumptions, limitations and qualifications contained in the Report.

We do not intend that any person other than the Board of Directors of MTI shall be entitled to rely upon the Report.

RwE Growth Partners, Inc.

Richard W Evans, MBA, CBV, ASA



Principal

Chartered Business Valuator, Canadian Institute of Chartered Business Valuators
Accredited Senior Appraiser, American Society of Appraisers

COMPREHENSIVE VALUATION REPORT



Tracksuit Movers, Inc.

Vancouver, British Columbia, Canada

**Independently Prepared for the Board of Directors of
Mobio Technologies Inc.**

Valuation Date: June 30, 2024
Report Date: October 1, 2024



RwE GROWTH PARTNERS, INC.

TABLE OF CONTENTS

	<u>Page</u>
1.0 Background and Engagement.....	1
2.0 Conclusion	4
3.0 Conditions and Restrictions.....	4
4.0 Definition of Fair Market Value.....	6
5.0 Scope of Work Conducted.....	7
6.0 Assumptions.....	15
7.0 Valuation Methodologies.....	16
8.0 Valuation Methods Used	17
9.0 Valuation Work.....	20
10.0 Valuation Conclusions.....	21
11.0 Qualifications and Independence	25

APPENDICES AND SCHEDULES

Appendices	–	TMI / YMM / Subsidiaries 2020 – 2024 Financial Statements
Schedule 1.1	–	TMI Balance Sheet
Schedule 1.15	–	TMI Allocation of Adjusted Net Assets
Schedule 1.2	–	TMI Income Statement
Schedule 2.1	–	YMM Balance Sheet
Schedule 2.15	–	YMM Allocation of Adjusted Net Assets
Schedule 2.2	–	YMM Income Statement
Schedule 2.3	–	MCSB Allocation of Adjusted Net Assets
Schedule 2.4	–	YMM Phoenix Allocation of Adjusted Net Assets
Schedule 2.5	–	YMM Interstate Allocation of Adjusted Net Assets
Schedule 3.1	–	Consolidated and Unconsolidated Financial Projections
Schedules 4.1 – 9.2	–	TMI / YMM / Subsidiaries – Discounted Cash Flow / WACC Methods
Schedule 10.1	–	TMI Adjusted Book Value
Schedule 10.2	–	Moving Services / Franchising - Market Method - Transactions
Schedule 11.1	–	Fair Market Value of 100% of the Equity of Tracksuit Movers Inc.



1.0 Background and Engagement

Background

- 1.01 Tracksuit Movers Inc. (“TMI” or the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. The Company’s registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4.
- 1.02 The Company’s primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services.
- 1.03 In 2021, the Company began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio and then closing its operations in Toledo, Ohio in 2022.
- 1.04 On June 30, 2024, the Company had 21 (December 31, 2023 – 21) operating franchises in Canada and the USA. It controlled the following entities:

Details of controlled subsidiaries are as follows:

	Country of incorporation	Percentage owned	
		June 30 th 2024	December 31 st 2023
You Move Me LLC	USA	100%	100%
MCSB Moving Services LLC	USA	80%	80%
YMM Phoenix LLC	USA	80%	80%
YMM Interstate LLC	USA	100%	100%

- 1.05 You Move Me LLC (“YMM” or the “US Operating Company”) is a wholly owned subsidiary of the Company that sells franchise rights throughout the United States for the operation of businesses that provide residential and commercial moving services.
- 1.06 MCSB Moving Services LLC (“MCSB”) is a corporately owned franchise location that performed moving services in Cincinnati and Toledo Ohio. During the year ended December 31, 2022, MCSB decided to close its operations in Toledo.
- 1.07 YMM Phoenix LLC (“YMM Phoenix”) is a corporately owned franchise location that performs moving services in Phoenix, Arizona.
- 1.08 YMM Interstate LLC (“YMM Interstate”) is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with our franchise partners acting as agents.



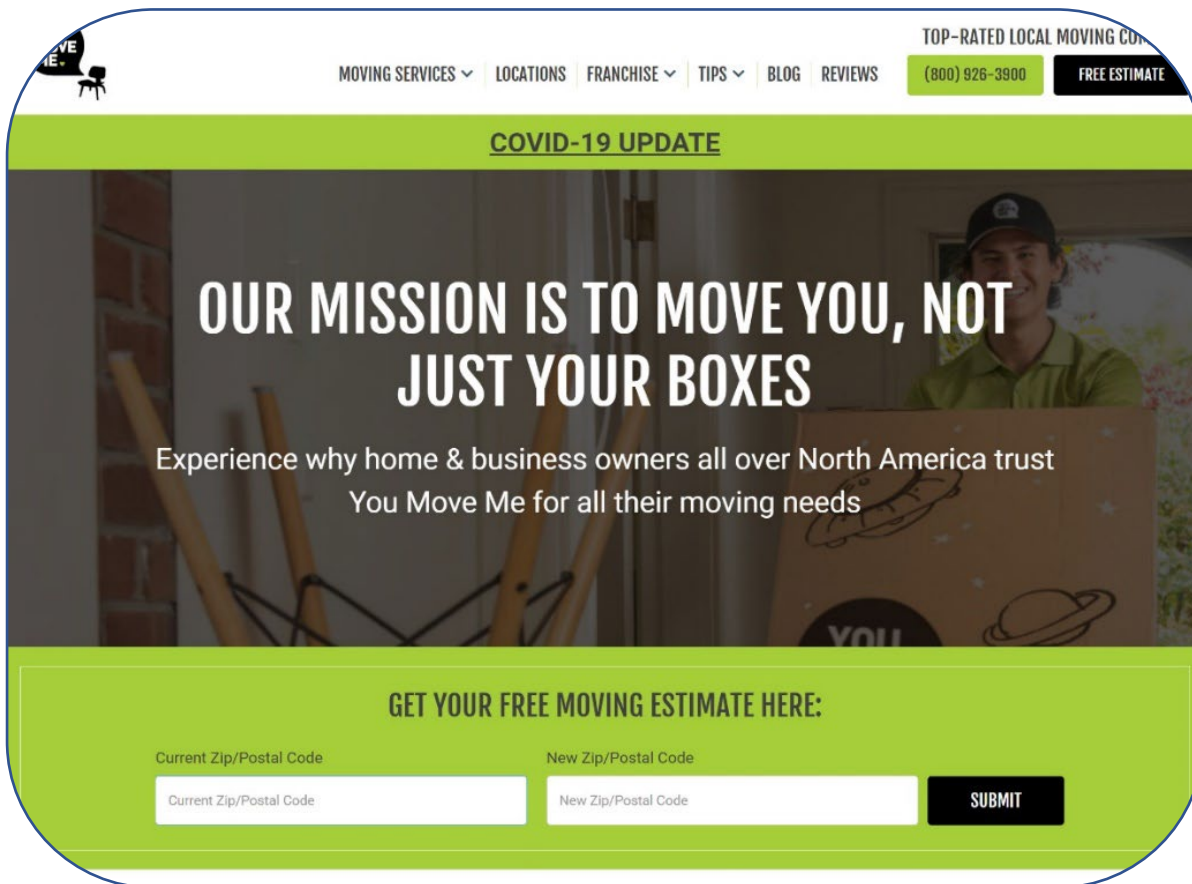
1.09 RWE understands from management of TMI that YMM is,

Moving Services - You Move Me offers customers a solution when it comes to moving individual and specialty items as well as personal homes, storage lockers, and businesses. You Move Me supplies all moving equipment required during the move as well as branded trucks to transport the goods from location to location.

Packing Services - You Move Me offers the option to pack a customer's belongings for them safely into boxes prior to moving. You Move Me charges separately for supplies and only bills for the supplies that are used as well as a separate labour rate for the packing of the goods.

Furniture Disassembly/Reassembly - You Move Me movers are able to disassemble and reassemble furniture items for customers as part of the moving experience. There is no additional surcharges for this service, simply the same price as the moving labour and billed in 15-minute increments

Franchisor Operator



1.10 For a full description of the business of the Company the reviewer and the reader should refer to the Website: <https://www.youmoveme.com/>.

Engagement

- 1.11 RWE understands that Mobio Technologies Inc. (“MTI”) of Vancouver, B.C. is conducting some corporate planning and is considering the acquisition of 100% of the issued and outstanding shares of TMI (“Possible Transaction”).
- 1.12 MTI is listed for trading on the TSX Venture Exchange (“TSX-V” or the “Exchange”).
- 1.13 Ownership of TMI also holds some interest in the equity of MTI.
- 1.14 Given this, the Board of MTI (the “Board”) has requested RWE to provide this Comprehensive Valuation Report (the “Report”) to determine the fair market value of TMI as at the Valuation Date (i.e., June 30, 2024). This is the date of the latest available financial statements of the Company.
- 1.15 This Report is produced following the Canadian Institute of Chartered Business Valuators standards, which RWE is a member in good standing of.
- 1.16 As RWE has relied extensively on information, materials and representations provided to us by Company ownership and management, RWE has required that TMI ownership, as directors of the Company, confirmed to RWE in writing that they have reviewed the Report in detail and that the information and representations contained in the Report is accurate, correct and complete, and that there are no material omissions of information that would affect the conclusions contained in the Report.
- 1.17 A final Report has been issued now, with the understanding that it is based on the disclosures of the Board, who have reviewed and agreed with the overall Report.
- 1.18 RWE, its principals and partners, staff and associates, do not assume any responsibility or liability for losses incurred by MTI, TMI, YMM ownership, any and all auditors, the accountants, advisors, any and all shareholders and debt holders of the Company and/or any other parties as a result of the circulation, publication, reproduction, or use of the Report, or any excerpts thereto contrary to the provisions of this section of the Report.
- 1.19 RWE also reserves the right to review all calculations included or referred to in the Report and, if RWE considers it necessary, to revise the Report in light of any information existing at the Valuation Date which becomes known to RWE after the date of the Report.
- 1.20 For the purpose of this Report, the Valuation Date is June 30, 2024, using audited and reviewed prepared financial statements (Grant Thornton LLP) from TMI and YMM as up to June 30, 2024. The Report reflects the data provided by TMI and RWE’s assessments of such data into the Report’s conclusions.
- 1.21 Unless otherwise indicated, all monetary amounts are stated in United States dollars and are converted into Canadian dollars at the rate of 1.35.



2.0 Conclusion

- 2.01 RWE has calculated, given the scope of work conducted and the assumptions made as part of this Comprehensive Valuation Report that *the fair market value of the Company's equity is in the range of C\$10.0 million as at the Valuation Date.*

This work is conducted and set out in Schedules 1.1 to 11.1 of the Report.

- 2.02 This Report is subject to the scope of the work conducted (refer to section 5.0), as well as the assumptions made (refer to section 6.0), and to all of the other sections of the Report.
- 2.03 RWE prepared a Comprehensive Valuation Report. This Report provides reviewers with RWE's conclusions as to value given the level of work undertaken based on the data and information that was available and given the assumptions made.

This Report – as prepared here - contains conclusions on the value of shares and/or assets based on a review and analysis of data and information and it involves only a reasonable collaboration of such business and financial information.

Per the guidelines established by the Canadian Institute of Business Valuators (“CICBV”), and in relation to the American Society of Appraisers.

3.0 Conditions and Restrictions

- 3.01 The Report is for submission to the TSX-V and related regulatory parties and for putting on file and for internal planning purposes by TMI for use in capital markets and for discussion with the Company's financial/business advisors.

The Report may be submitted to the TSX-V, it may not be used for any U.S. stock exchanges. It may not be submitted to any U.S. tax authorities or regulatory bodies. The Report may not be used for inclusion in any tax or related shelter transactions or as part of any regulatory approvals.

- 3.02 The Report cannot be submitted to the Canada Revenue Agency and/or the Internal Revenue Service. The Report may not be issued to any regulatory bodies and/or courts, nor relied upon by any parties with regard to any litigation.

Such submission is without RWE's consent. Any use beyond that defined above is done so without the consent of RWE and readers are advised of such restricted use.

- 3.03 RWE did rely only on the information, materials and representations provided to it by you and the Company.

RWE did apply generally accepted valuation principles to the financial information it received from the Company. RWE has assumed that the information and data provided by



the Company (and which is contained in the Report) is accurate, correct and complete, and that there are no material omissions of information that would affect the conclusions contained in the Report that the Company is aware of.

Readers are advised that RWE did not audit the business and financial information provided; nor did RWE carry out any forensic review of the raw data provided. RWE hence cannot verify the accuracy or completeness of the Company's data and information provided.

The Report is not meant to catch or identify fraud of any kind. The Report's conclusion does not represent an audited conclusion.

- 3.04 Should the data and/or the assumptions used in the Report be found to be incorrect, then the valuation conclusion may be rendered invalid and would likely have to be reviewed in light of correct and/or additional information.
- 3.05 RWE's assessments and conclusion is based on the information that has been made available to it. RWE reserves the right to review all information and calculations included or referred to in the Report and, if it considers it necessary, to revise part and/or its entire Report in light of any information which becomes known to RWE during or after the date of this Report.
- 3.06 RWE denies any responsibility, financial or legal or otherwise, for any use and/or improper use of the Report however occasioned.
- 3.07 RWE as well as all of its principals, partner, staff or associates' total liability for any errors, omissions or negligent acts, whether they are in contract or in tort or in breach of fiduciary duty or otherwise, arising from any professional services performed or not performed by RWE, its principals, partner, any of its directors, officers, shareholders or employees, shall be limited to the fees charged and paid for the Report. No claim shall be brought against any of the above parties, in contract or in tort, more than two years after the date of the Report.
- 3.08 This Report is not meant to challenge / modify / dampen the view of other valuation reports and appraisals that may be conducted on TMI.

Instead, the Report just provides RWE's conclusions as to the fair market value of the Company as at (and only at) the Valuation Date. Other valuers may reach different conclusions and opinions when reviewing the Company.

RWE provides no comments as to other valuation reports. MTI ownership and management have to review this Report in light of other valuation analysis done and reach their own conclusions as to the fair market value of the Company. RWE provides no comfort that parties, including the TSX-V, investors, will agree with the conclusions of the final, signed and authorized Report as completed and issued by RWE.



4.0 Definition of Fair Market Value

- 4.01 In this Report, fair market value is the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms-length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.
- 4.02 In Canada, the term “price” should be replaced with the term “highest price”.
- 4.03 This definition is set out in: <https://cbvinstitute.com/wp-content/uploads/2020/02/Practice-Bulletin-No.-2-E.pdf>.
- 4.04 With respect to the market for the shares or units of a company viewed “en bloc” (i.e., all of them together) there are, in essence, as many “prices” for any business interest as there are purchasers.
- 4.05 Also, each purchaser for a particular “pool of assets”, be it represented by overlying shares or the assets themselves, can likely pay a price unique to it because of its ability to utilize the assets in a manner peculiar to it. In any open market transaction, a purchaser will review a potential acquisition in relation to what economies of scale (e.g., reduced or eliminated competition, ensured source of material supply or sales, cost savings arising on business combinations following acquisitions, and so on), or “synergies” that may result from such an acquisition.
- 4.06 Theoretically, each corporate purchaser can be presumed to be able to enjoy such economies of scale in differing degrees and therefore each purchaser could pay a different price for a particular pool of assets than can each other purchaser.
- 4.07 Based on the authors of the Report’s experience, it is only in negotiations with such a special purchaser that potential synergies can be quantified and even then, the purchaser is generally in a better position to quantify the value of any special benefits than is the vendor.
- 4.08 In this engagement RWE was not able to expose the Company for sale in the open market and were therefore unable to determine the existence of any special interest purchasers who might be prepared to pay a price equal or greater than the fair market values (assuming the existence of special interest purchasers) outlined in the Report.
- 4.09 As noted above, special interest purchasers might be prepared to pay a price higher than fair market value for the synergies noted above.
- 4.10 Such special purchaser consideration was not included in the value of the Company.
- 4.11 RWE has assumed that the Company is owned by the parties outlined by ownership / management to RWE. The Company has been valued *en bloc*.



5.0 Scope of Work Conducted

5.01 In arriving at the assessment and conclusion as to the fair market value of the company as at the Valuation Date, RWE has relied on the following documents and information:

- Interviews with ownership and management during the engagement to the date of the Report. It also included some e-mail communications and data exchanges.
- RWE also collected data and information from the Company's management.
- Data was collected and stored in a data vault that RWE created so as to provide a secure, single location for data used in the preparation of the Report. RWE provided access to MTI and TMI ownership and management.
- Readers are cautioned regarding the fact that RWE did not receive any audited statements as at December 31, 2023 (left out of the Report's Schedules).
- Did review TMI's December 31, 2019 – 2022 financial statements.
- Did review TMI's reviewed (Grant Thornton) June 30, 2024 financial statements.
- Reviewed all of the answers to RWE's due diligence and valuation questions regarding the business of the Company. This information is on file with RWE.
- Reviewed the management-prepared business and financial materials and documentation.
- Reviewed the YMM's Website.
- Reviewed the YMM Operating Entities franchisee locations.
- Reviewed general industry and market data on the moving services in Canada and the U.S.
- RWE researched data on a variety of marketplaces. In this work RWE found the following:
 - The Moving Services industry in the U.S. provides moving, transport, storage and packing services to individuals, corporations and governments. Individuals form the industry's largest revenue source, with demand dependent on real estate sales, the construction of new homes, disposable income levels and other wealth effects. The industry has outperformed in comparison with other trucking and transport industries since 2018 but is expected to stabilize with revenue of almost US\$18 billion in 2021.



- The U.S. economy and the real estate market have helped the Moving Services industry; all performance indicators grew in 2020 and 2021, adding to industry revenue, employment, profit and establishment numbers despite COVID-19.
- Long-distance moving services are the industry's most profitable segment, and corporate customers' demand for this particular has increased; however, employees have been less willing to move internationally or even interstate. Operators in this segment also reported the leading use of moving services by employees has changed from promotion to company reorganization. Also, fuel prices are expected to continue to burden industry operators. Prices for oil and fuel have been jumping in 2021.
- Higher housing prices generally stem from strong demand for homes. Since a high demand for homes translates to more people moving, the house price index can be used to indicate demand for the Moving Services industry. This has been positive since 2018.
- Corporations are a major industry customer and hire moving companies to relocate office or employees and to store files, records and other nonessential information. When corporate profits are healthy, businesses are more likely to use third-party suppliers, move offices and send employees overseas (as a means of expanding). This driver is expected to increase during 2022.
- Private investment and stronger growth in the real estate sector will continue to spur the Moving Services industry in 2022, with industry revenue expected to increase upwards of 2.8%. Growth in the commercial construction segment is likely to be somewhat uncertain until the about middle part of the year. Improved demand conditions over time will result in an average annual growth of 3.2% over the five years to 2027. Despite improved demand for services, establishment numbers are projected to only increase a 2.0% annually to 9,500. Establishment numbers typically lag behind changes in market conditions because it takes time for potential new operators to make certain that improved conditions are sustainable.
- Local moving services account for about 27.0% of overall industry revenue. Short distances are normally less than 200 miles. Moving companies typically provide short-distance services to individuals and businesses on a per-mile basis. Revenue from this product segment has been stable over the past few years.
- Other major sources of revenue include packing services related to transport or storage activities. To effectively carry and store items, goods need to be protected from motor carrier movements and atmospheric conditions. Proper packing also increases the amount of goods a company can carry in one load. As such, moving companies will expend time and resources on correctly



packing goods. Effective packing also helps limit the cost of insurance premiums.

- About 10.0% of revenue comes from contracted and consumer warehousing and storage. Many industry firms have large warehouse spaces in non-urban or suburban areas where they provide storage sites for contracts or individuals. Individuals demand storage for a variety of reasons, including if they have moved to a smaller residence, are traveling abroad for an extended period, or if there is a time difference between ending one home lease and beginning another. Businesses may store equipment, moving stock or non-secure files and records. This service segment has increased over the past five years and is generally a high-margin service for the industry. Other services include revenue generated from property consultancy, brokerage and sales. Since the subprime crisis hit in 2007, this segment has fallen considerably due to weak homes sales and falling property values.

Supply Chain

KEY BUYING INDUSTRIES

23332a Commercial Building Construction in the US
 Corporate office relocations make a significant contribution to revenue. Demand for these services is correlated to activity in commercial building construction.

23611a Home Builders in the US
 Households are a large market segment for the industry and demand tends to correlate with home building levels.

23611b Apartment & Condominium Construction in the US
 Household demand for moving services is dependent on home construction activity.

33721 Office Furniture Manufacturing in the US
 This industry uses moving services to delivery furniture to clients.

42321 Furniture Wholesaling in the US
 Wholesalers in this industry demand services to deliver furniture to customers.

52 Finance and Insurance in the US
 This industry requires file and record storage, office removals and employee relocation.

92 Public Administration in the US
 This industry requires moving services for relocation of government employees.

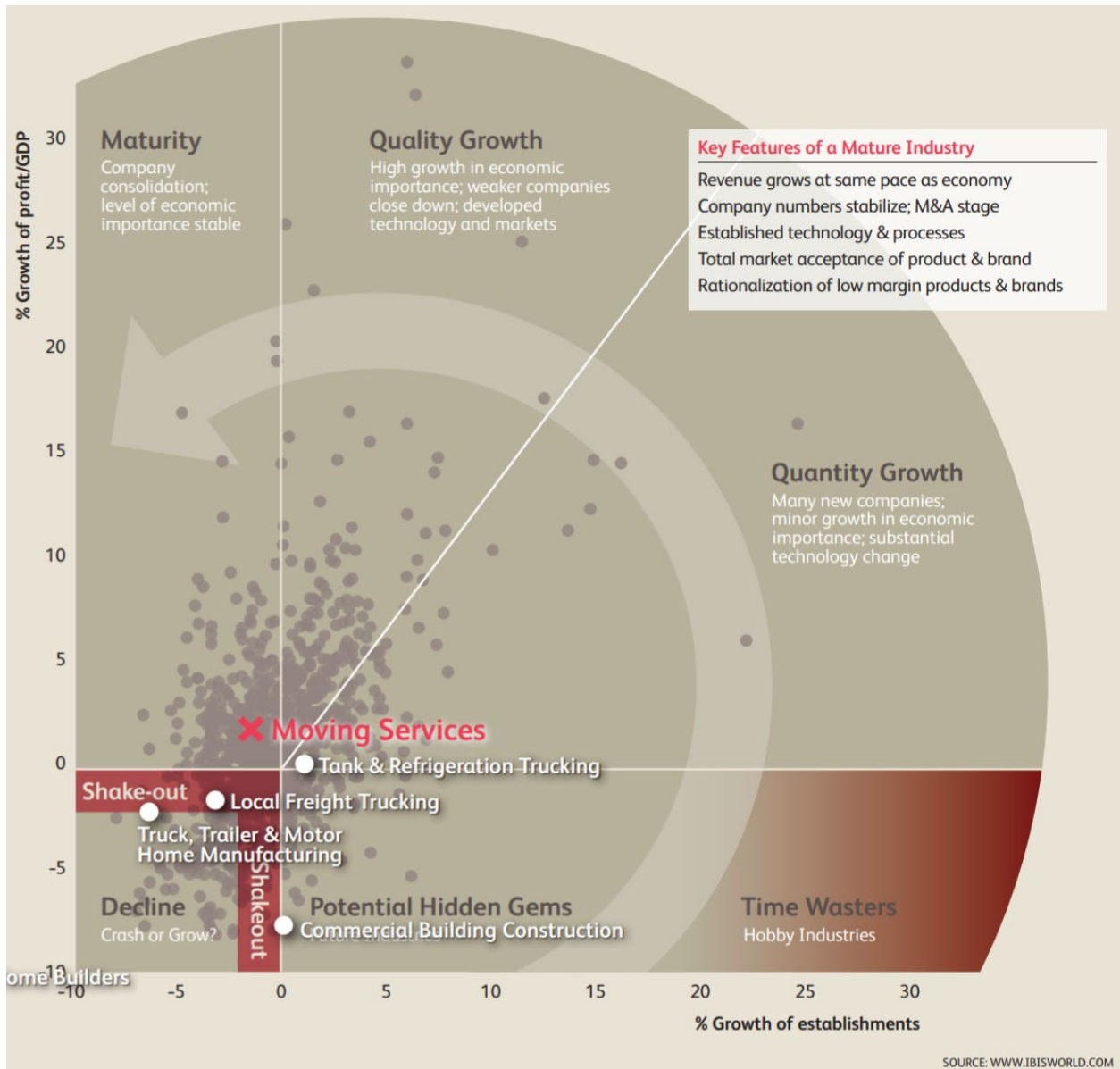
KEY SELLING INDUSTRIES

33621 Truck, Trailer & Motor Home Manufacturing in the US
 Manufacturers in this industry provide trucks and trailers to the Moving Services industry.

42311 Automobile Wholesaling in the US
 Automobile wholesalers supply vehicles to the industry.

42312 Auto Parts Wholesaling in the US
 This industry supplies vehicles and parts for vehicles used by movers.





- About 45.0% of industry revenue comes from private residences. Most industry operators rely on domestic and (in some cases) international moving services supplied directly to consumers. The individual household market is traditionally stable in terms of volume and price. Services to this market include mortgage brokerage and other moving services, such as packing. A consumer’s selection of a moving company is generally driven by brand and reputation; quality of service or delivery guarantees; and price and moving capacity. General economic conditions and home ownership rates largely determine growth in this market.



- The industry earns about 40.0% of revenue from corporate customers, ranging from small businesses to large multinationals. Services may be used on a one-time basis, while companies with consistent moving needs often have contracts with industry firms. Companies that have constant storage demands may have medium to long-term contracts, although they may be terminable at short notice and may not specify a minimum transaction volume. Customers may come from a range of industries that require the movement of bulk consumer goods, or technology and pharmaceutical products. Financial services or retail outlets may require storage space for such things as nonsecure files and records. Atlas World Group (a major industry player) found that a large percentage of companies outsourced relocation services in 2021. Real estate services were the most popular item outsourced. Atlas noted that small companies are much less likely to outsource relocation services than midsize or large firms.
- IBISWorld identified key success factors within the Moving Services marketplace.

Having a diverse range of clients - A range of clients limits annual revenue volatility. Business may come from individuals, corporations from a range of industries, and from the public sector.

Optimum capacity utilization - Due to low margins on some jobs it is important that firms use their available capacity to maintain profitability. Having a wide and expanding product range Large companies can offer a multitude of services ranging from packing, driving to real estate services, home cleaning, home set up and advance financing.

Economies of scale - Larger companies are better able to reduce costs per mile traveled and use buying power for capital equipment and fuel.

Reputation - Having a good reputation is key. Reviews are key. Moving can be a stressful process for most people. If a company has a reputation for value and efficiency, it is likely to win new and repeat customers.

Accessibility to consumers/users - The industry is dependent on establishments being able to serve the needs of customers in all locations

- The cost structure of a company in the Moving Services industry varies depending on the size of the company, the age of the vehicles and trailers used, the value of contracts gained, the level of fares charged, their geographic location and the primary services offered by the firm. As a whole, industry profit before interest and taxes will make up roughly 5% of revenue. High fuel costs have eroded the margins of many moving services firms.
- The largest component of purchases is the contracting of third parties to conduct transport. However, costs also include purchasing and leasing vehicles.



Although vehicles are typically fuel efficient, prolonged high U.S. and international fuel prices and low domestic fuel stocks undermine industry profitability. These high costs are especially pertinent for smaller companies that lack the financial resources and expertise to buy fuel in bulk, enter into forward purchase contracts for fuel. Fuel consumption is determined by the fuel-burn efficiency of truck engines and the routes that trucks travel.

- Labor costs typically make up the second largest proportion of a firm's expenses, absorbing an average of 21.8% of industry revenue. For larger companies, effective route management and strategic employment practices can cut down on these expenses. For example, employing agents, contractors, and part-time drivers, as well as minimizing administrative staff, can lead to higher profit margins.
- The Moving Services industry is characterized by high competition, due largely to a low level of concentration. There are low to medium barriers to entry allow for new entrants to easily enter the industry, and there is little differentiation in services due to the specialized nature of the industry's transport services. The industry is highly price competitive and companies that can exploit economies of scale and scope will gain a competitive advantage. A wide range of vehicle capacities and styles and an extensive geographical network of agents and freelance contractors will help reduce overall operating costs. Moving residences is generally regarded as a highly stressful endeavor and customers are dependent on timely deliveries and safe handling of moved goods. Companies with a proven record of reliable service will win new and repeat business. Some employers will pay for relocation services if an employee is moving for work purposes; a moving services firm with a good reputation may win contract work.
- There are no regulatory requirements that prevent companies from entering the industry; however, there are a number of health, safety and environmental laws to which firms must adhere once they have entered the industry. These regulations are constantly evolving and the costs associated with meeting them are mildly prohibitive of industry entry. Generally speaking, there are no resource constraints – relating to such things as capital equipment or land (e.g., warehouses and maintenance depots). Access to fuel is also unfettered, but the volatile price can exert downward pressure on profit.
- The level of globalization is low; most firms in the industry are US-owned and derive the majority of their revenue from US operations. However, larger industry companies provide services to international clients moving to or from the United States, and some have substantial overseas operations. Major company Atlas World Group, for instance, serves markets for global relocation, benefits, recruiting, logistics and travel in the United States and Canada, and has service partners operating in 140 countries. Demand determinants for



foreign relocations are usually based on economic and business conditions within the United States and in foreign countries.

- UniGroup Inc. Market share: 15.5%. Industry Brand Names: United Van Lines Trans Advantage UniGroup Worldwide Allegiant Move Management.

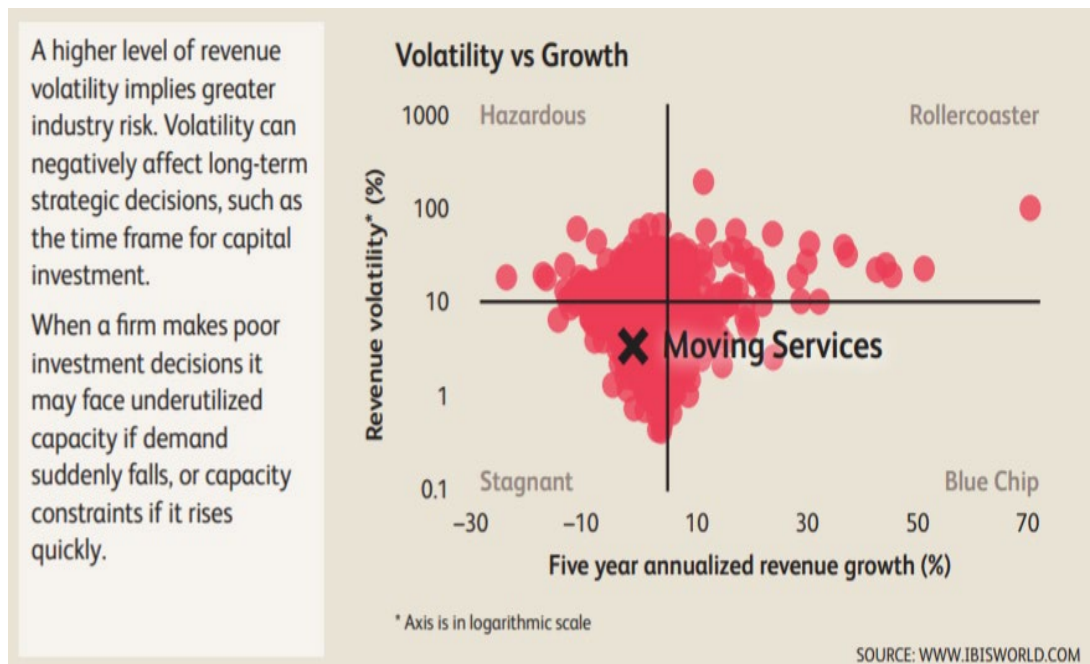
Founded in 1987 and headquartered near St. Louis, MO, UniGroup, Inc. is one of the largest moving companies in the world. The company transports home and other items in more than 175 countries through subsidiaries United Van Lines and Mayflower Transit and a network of affiliates. Road operations are supported by its subsidiaries Trans Advantage and UniGroup Worldwide. Trans Advantage sells and leases trucks, trailers and moving supplies, while UniGroup Worldwide coordinates international moves for household and bulk goods. In addition, subsidiary Allegiant Move Management provides relocation management. Clients of the company's umbrella of brands include government entities, small and large companies and private households. UniGroup is a \$1.7 billion transportation company and parent of United Van Lines, the nation's leading corporate mover, and Mayflower Transit, the most well-known name in the moving industry. Between the two van lines, UniGroup handles one in three professional interstate moves. To better serve its customers, the company has 27 regional service centers in eastern Asia and Europe. In total, the UniGroup Relocation Network has more than 1,000 service centers serving 180 countries across six continents.

- Atlas World Group Inc. Market share: 5.2%. Industry Brand Names: Atlas Van Lines Atlas Terminal Company Cornerstone Relocation Group Red Ball International Smart Move Transportation Titan Global Distribution American Vanpac Carriers.
- Atlas World Group is a family of companies that provides transportation and moving services through a network of more than 500 agents. Headquartered in Evansville, Indiana. Atlas serves markets for global relocation, benefits, recruiting, logistics and travel in the United States and Canada and service partners operating in 140 countries around the world. Its flagship subsidiary, Atlas Van Lines, is one of the largest interstate motor carriers in the United States and offers various services, including household moving and storage, corporate relocation, international moving, government and military moving and logistics. Atlas Van Lines generates an estimated 79.5% of total company revenue. Atlas Van Lines was formed in 1948 when a group of 33 entrepreneurs formed a cooperative for the interstate transportation of household goods from coast to coast. The group took the name Atlas Van Lines and opened a new headquarters building in Evansville, Indiana. The company changed ownership structure in the 1980s, when stock was offered to the public. After a hostile takeover attempt in 1988, Atlas returned to ownership by its agents. The



company expanded rapidly in the 1990s and established Atlas World Group as the holding company for Atlas.

- The Moving Services industry is highly fragmented with many small players, some national players and a few firms with international removal and relocation capabilities.
- Overall, there are 7,600+ firms operating in the U.S. Moving services industry in 2021. About half of the industry is composed of firms that employ fewer than five people and only 5% of firms employ over 50 people.
- The U.S. moving industry employs 120,000+ people. Their combined annual payroll comes out to around \$3.6 billion.



- RWE reached out and communicated with the American Trucking Associations (ATA). In 2020, the American Moving and Storage Association (AMSA) was absorbed by the ATA. Previously, the AMSA had 3,200 members that move goods domestically and internationally has a Certified Mover Program for professional movers that have agreed to follow a Code of Conduct. The American Trucking Association represents the interests of the trucking industry through a number of way, including: influencing federal and state government actions and advancing the trucking industry's image. In January 2008, to help consumers avoid unscrupulous or illegitimate movers (many proliferating on the Internet), AMSA created the ProMover certification program (still in effect today) for its members that have federal interstate operating authority.



- RWE researched and also found information and data on the projected Moving Services industry via the ATA.
- Collected general data on the Moving Services market from reviewing industry reports and analysis conducted by IBISWorld and ATA.
- Reviewed the Company's assets and related business documentation and found this to be adequate and in order.
- The reader should note that access to additional information and outside sources may have resulted in a different valuation conclusion, and such conclusions may have been materially different.

6.0 Assumptions

6.01 In calculating the fair market value in the Report as at the Valuation Date, RWE have made certain critical assumptions:

- a) As at the Valuation Date all assets and liabilities of the Company on a consolidated and unconsolidated basis has been recorded in their accounts and financial statements and follow APSE / IFRS as at the Valuation Date.
- b) An audit of the financial statements of both TMI and YMM (and all subsidiaries) as at June 30, 2024 would not result in any material changes to the financial statements provided to RWE and the data used by RWE.
- c) The 2019 to 2022 audited historical financial statements of TMI and YMM, and the reviewed financial statements of TMI and YMM (and all subsidiaries) till June 30, 2024, provided to RWE are all free of error and complete.
- d) RWE has relied upon management's disclosures, and we have assumed them to all be full, plain and 100% accurate with regard to the stated number of Franchisee and Corporate locations.
- e) There are no income/expense normalization adjustments with regard to TMI and YMM, or any subsidiaries, stated operating costs as per TMI management.
- f) TMI and YMM own all of the assets shown on their Balance Sheets; and there are no other assets owned by TMI/YMM. All of the assets and liabilities of TMI/YMM (and all subsidiaries) – and the obligations and amounts related to each – are properly and accurately reflected in the Report's Schedules.
- g) TMI/YMM and all related parties as at Valuation Date are operating within all the covenants of their business, banking and legal agreements, its operating and financial agreements and all of its partnership or related party agreements.



- h) TMI/EMM and all of the related parties and their principals had no contingent liabilities, unusual contractual arrangements, or substantial commitments, other than in the ordinary course of business.
- i) There is no litigation pending or threatened, nor judgments rendered against, other than those disclosed by management and included in the Report that would affect the evaluation or comments.
- j) Code (Mr. L. Tracey) invested about C\$980,000 into TMI holding approximately 41% of the equity – implying a value of C\$2.4 million for TMI/YMM during 2018. The business of TMI/YMM has substantially changed since then and there are no other more current historical transactions of TMI/YMM that provide any evidence as to the fair market value of TMI/YMM. In addition, Mr. L. Baggio has invested capital as a loan to the Company (which is converted to a TBD amount of equity). RWE did not use the historical investments/loans as an indicator of the fair market value of the equity of TMI / YMM as at the current date as such parties were not truly at arms' length to TMI and such investments were provided to fund working capital and operations of the TMI businesses. TMI and the principals of TMI and Mobio concurred with this.
- k) No other information was available or provided to RWE that provides any specific independent and reliable evidence as to the fair market value of the Company other than the data and information outlined and specified in this Report.

7.0 Valuation Methodologies

- 7.01 In valuing an asset and/or a business, there is no single or specific mathematical formula. The particular approach and the factors to consider will vary in each case.
- 7.02 Valuation approaches are primarily income-based or asset-based. Income-based approaches are appropriate where an asset and/or enterprise's future earnings are likely to support a value in excess of the value of the net assets employed in its operation. Commonly used income-based approaches are the Capitalization of Indicated Earnings or Capitalization of Maintainable Cash Flows or a Discounted Cash Flow. Asset-based approaches can be founded on either going concern assumptions (i.e., an enterprise is viable as a going concern but has no commercial goodwill) or liquidation assumptions (i.e., an enterprise is not viable as a going concern, or going concern value is closely related to liquidation value).
- 7.03 Standard valuation methods applicable to determining value can be grouped into five general categories:
 - (1) Cost approach;
 - (2) Market approach (or sales comparison approach);



- (3) Income-based approach;
- (4) Rules-of-Thumb approach; and
- (5) Combination of any of the above approaches.

As there are many definitions of cost, the Cost approach generally reflects the original cost of the assets and/or business in question or the cost to reproduce the intangible assets of the business itself.

This approach is premised on the principle that the most a notional purchaser and/or an investor will pay for an investment is the cost to obtain an investment of equal utility (whether by purchase or reproduction).

The Market or Sales Comparison approach uses the sales price of comparable assets as the basis for determining value. If necessary, the market transaction data is adjusted to improve its comparability and applicability to the asset being valued.

The Income-Based Approach considers the earnings to be derived through the use of the asset. The capitalized value of the Company's earnings or cash flows is determined with the application of a capitalization rate, reflecting an investor's required rate of return on such an investment.

The Rules-of-Thumb approach can be applied to certain assets to serve as a useful determination of value when industry professionals provide specific information as to standard industry characteristics and/or acknowledged and accepted rules.

Rules-of-Thumb often involve the input of specific industry competitors and professionals to indicate certain measurable criteria that can be assessed and applied to as indications of value.

Lastly, a combination of the above approaches may be necessary to consider the various elements that are often found within specialized companies and/or are associated with various forms of intangible assets.

8.0 Valuation Methods Used

- 8.01 The first stage in determining which approach to utilize in valuing a company / business is to determine whether the company is a going concern or whether it should be valued based on a liquidation assumption.

A business is deemed to be a going concern if it is both conducting operations at a given date and has every reasonable expectation of doing so for the foreseeable future after that date. If a company is deemed to not be a going concern, it is valued based on a liquidation assumption.



In reviewing the historical financial results of the Company with consideration to the past and the future, RWE is of the view that the Company should be valued on a going concern basis.

With respect to the Company, RWE believed it was appropriate to value TMI on a consolidated and unconsolidated basis (all subsidiaries including YMM) on a going concern basis (TMI was valued as a holding entity with some royalty stream attached to it).

The reason for this is:

- (1) TMI and the operating entities have been in operations for many years and the forecasted financial results forecast that they will allow be allowed to continue;
- (2) YMM is generating a return for the shareholders;
- (3) the extended history and nature of the business indicates that commercial goodwill has developed within YMM that extends beyond any personal goodwill;
- (4) historical results indicate that YMM has earned positive earnings and cash flows and there is evidence this may continue in the future
- (5) the contracts, supplier and customer relationships of the business indicates substantial intangible value that is realizable; and
- (5) that the going concern approach yields a higher value than a liquidation approach (which indicates nominal value).

8.02 In valuing an asset and/or a business, there is no single or specific mathematical formula.

The particular approach and the factors to consider will vary in each case. Where there is evidence of open market transactions having occurred involving the shares, or operating assets, of a business interest, those transactions may often form the basis for establishing the value of the company.

In the absence of open market transactions, the three basic, generally-accepted approaches for valuing a business interest are:

- (a) The Income / Cash Flow Approach;
- (b) The Market Approach; and
- (c) The Cost or Asset-Based Approach.

A summary of these generally-accepted valuation approaches is provided below.



8.03 The Income/Cash Flow Approach is a general way of determining a value indication of a business (or its underlying assets), using one or more methods wherein a value is determined by capitalizing or discounting anticipated future benefits. This approach contemplates the continuation of the operations, as if the business is a “going concern”.

8.04 The Market Approach to valuation is a general way of determining a value indication of a business or an equity interest therein using one or more methods that compare the subject entity to similar businesses, business ownership interests and securities (investments) that have been sold.

Examples of methods applied under this approach include, as appropriate: (a) the “Guideline Public Company Method”, (b) the “Merger and Acquisition Method”; and (c) analyses of prior transactions of ownership interests.

8.05 The Cost Approach is based upon the economic principle of substitution.

This basic economic principle asserts that an informed, prudent purchaser will pay no more for an asset than the cost to obtain an opportunity of equal utility (that is, either purchase or construct a similar asset). From an economic perspective, a purchaser will consider the costs that they will avoid and use this as a basis for value. The Cost Approach typically includes a comprehensive and all-inclusive definition of the cost to recreate an asset. Typically, the definition of cost includes the direct material, labor and overhead costs, indirect administrative costs, and all forms of obsolescence applicable to the asset.

8.06 The Asset-Based Approach is adopted where either: (a) liquidation is contemplated because the business is not viable as an ongoing operation; (b) the nature of the business is such that asset values constitute the prime determinant of corporate worth (e.g., vacant land, a portfolio of real estate, marketable securities, or investment holding company, etc.); or (c) there are no indicated earnings/cash flows to be capitalized.

If consideration of all relevant facts establishes that the Asset-Based Approach is applicable, the method to be employed will be either a going-concern scenario (“Adjusted Net Asset Method”) or a liquidation scenario (on either a forced or an orderly basis), depending on the facts.

8.07 Lastly, a combination of the above approaches may be necessary (i.e., a “Weighted Approach”) to consider the various elements and time periods (i.e., past, present and future) that are often found within operating businesses as well as specialized companies and/or those firms associated with various forms of intellectual property and where one or two approaches to value is insufficient to capture the nature of the business and its assets.

8.08 Given the nature of TMI/YMM/operating subsidiaries’ overall operations as at the Valuation Date as well as the approaches of valuation outlined above, it is the view of the authors of the Report that the most appropriate methods in determining the range of the fair market value of TMI, YMM and the subsidiaries as at the Valuation Date was to use an: (a) Income-based Method; and (2) Market-based Method.



9.0 Valuation Work

- 9.01 RWE has undertaken to assess and calculate the enterprise values and fair market values of the equity of TMI, YMM and the operating entities in Schedules 4.1 - 4.2, 5.1 – 5.2, 6.1 – 6.2, 7.1 – 7.2, 8.1 – 8.2, 9.1 – 9.2; then 10.1, 10.2 and 11.1.
- 9.02 Schedules 1.1 to 2.5 set out the financial statements of TMI, YMM and the subsidiaries of TMI and YMM.
- 9.03 Schedules 1.1 to 2.5 allocate the net assets of TMI, YMM and the subsidiaries of TMI and YMM.

As part of this, RWE reviewed the net financing assets/liabilities of the entities and whether there are any redundancies or redundant assets.

Redundant assets are defined as those assets which are not required in the day-to-day operation of a business, and accordingly can be liquidated or put to some alternative use without any “financial risk” to the business.

The fair market value of a corporation’s redundant assets increases the fair market value of its shares otherwise determined under an Income-based approach.

This is considered an under-levered financial position. Alternatively, a company’s capital structure may be over-levered when compared to industry norms and would require an equity injection.

The degree of over-leverage is considered as negative redundancy and must be adjusted for in determining the company’s fair market value.

- 9.04 RWE performed a search for transactions involving businesses that were somewhat comparable to TMI and YMM. The information we did obtain provided some useful benchmarks that generally supported the above Income-based Method.

Using online and proprietary data of various M&A and private equity transactions involving entities in the moving services and franchising business markets. The results indicate that valuation multiples tend to vary by the size and profitability of the subject business, which is consistent with traditional valuation experience.

Based on moving services revenues and EBITDA, the Company falls somewhere within:

- the 4th tier (as shown in Schedule 10.2), which includes moving services companies with median EBITDA multiples of 4.5x and median revenue multiples of .8x; and
- the 4th tier (Schedule 10.2), which includes franchisor business services companies with median EBITDA multiples of 9.7x and median revenue multiples of 1.05x.



10.0 Valuation Conclusions

It is the view of RWE that given the scope of its work, assumptions made, the overall engagement and with reference to its engagement letter that the appropriate means to determine the value of the Company's common shares as at the Valuation was to use the above noted valuation approaches.

The end result is a fair market value for the Company in the range of C\$10.0 million.

While the degree of commercial goodwill is material in the overall valuation conclusion, RWE is of the view that this is reasonable given that:

- (1) TMI / YMM and the operating subsidiaries have been in operation for many years now and have developed a re-occurring business model and a brand as a dependable moving services company.
- (2) The moving services and franchise business models are appropriate and logical – given the current position of the business and the forecasts (which are much more profitable).
- (3) Ownership has real expertise in the moving services business and in how to carry out franchising.
- (4) YMM has some limited recognition within the specialized moving services areas in selective Canadian and U.S. cities and markets.
- (5) YMM's management has done a decent job in getting the overall Company started and operating in the areas it serves.
- (6) While revenues have grown over the short-term, there is a real need now to transition the overall business into profitable operations. Whether the Company's management can do this remains uncertain to RWE.
- (7) The overall moving services markets have continued to become: (a) more complex with sub-standard competitors, (b) more price competitive with copycat-type moving service firms coupled against customers wanting to pay less, (c) has very diverse quality issues among service providers as standards are still fairly loose, (d) difficult to operate in with increased fuel and shipping costs, and (e) certain large players dominate large contract work. This has put price pressure on the marketplace.
- (8) The franchising of moving services companies is creative, but which is really led by Two Men and a Truck (the "Firm"). In August of 2021 ServiceMaster Brands ("SMB") acquired the Firm. At the time of the transaction, the Firm was considered by many industry pundits and analysts as the fastest-growing franchised moving company in the U.S. SMB was noted as outlining that, "*Not only is Two Men and a*



Truck the leading brand in their industry, but they also have a deeply ingrained culture of customer service, focus on building the capabilities of their franchise network, and respect for frontline team members” At the time of the Firm’s acquisition by SMB, Two Men and a Truck brand had a thirty-five year history and an award-winning franchise system (in 2020-2021 the Firm saw revenues jump more than 41%). The Firm started as a small, local moving company with simply two men and a truck and had grown to an extensive franchise network with locations in the U.S., Canada, the UK and Ireland. As of the 2022 Firm’s Franchise Disclosure Document, there are 284 franchised Two Men and Truck locations across the United States. The Firm’s Canadian franchise locations have grown over the past fifteen years with its largest franchisee location generating C\$2.6m in revenues.



Two Men and a Truck do demonstrate that franchising in the moving services business can be quite profitable. However, to compete against them also has material challenges. To what degree the Company can compete against the Firm and others do remain uncertain to RWE.

ServiceMaster Brands, which was founded in 1929, runs and operates more than 2,100 franchises and offers residential and commercial cleaning services. Roark Capital bought SMB in 2020. Two Men and a Truck was SMB’s second acquisition since Roark Capital Management LLC acquired them. Roark Capital Management, LLC is an American private equity firm with around US\$37 billion in assets under management. Roark Capital Management LLC is focused on leveraged buyout investments in middle-market companies, primarily in the franchise/multi-location, restaurant and food, health and wellness, and business services sectors. Incfact.com has noted that the Firm’s revenues were more than US\$525m when it was acquired by SMB. It has also been indicated and reported that the price paid for the Firm was in the region of 2x - 3x revenues and 25x - 30x EBITDA.

- (9) The Company’s approach of partnering with some firms is appropriate and one reason for levels of projected future profitability. Whether it can work with such partners and develop more business remains uncertain to RWE.
- (10) Given a general increase in the competitiveness in the moving services marketplace, TMI / YMM and known competitors’ management groups are/have adjusting(ed) their operations to stay competitive.
- (11) YMM maintains relationships with major buyers and several independent suppliers.



- (12) YMM’s Franchisees provide a number of value-added functions to make its services more efficient.
- (13) The quality and robustness of the historical TMI / YMM services are positive as reviewed by a number of customers on its website. RWE continued to find no evidence of material customer problems.
- (14) TMI and YMM do create and work off annualized detailed budgets.
- (15) The competitors are numerous and established. For example, Transport Topics Top 100 For-Hire Carriers in the 2020, competitors were listed to YMM. One such competitor was Two Men and a Truck as well as Gentle Giant Moving Co.

Rank 2020	Rank 2019	Company	Revenue (000)	% Change	Net Income (000)	% Change	Employees	Equipment	Operating Units (Description of Services)
66	70	Two Men and a Truck Movers Lansing, Mich. Jon Nobis, CEO Randy Shacka, President Brant Hartle, CFO Sara Bennet, Chief Talent Officer Brig Sorber, Chairman Jon Sorber, EVP <i>twomenandatruck.com</i>	\$524,929 \$487,236	7.7	NA NA	NA	11,396 6,334	NA	Two Men and a Truck (local and long-distance moving and storage)



Household Goods/Commercial Delivery

	2019 Revenue (000)	2018 Revenue (000)	% change		2019 Revenue (000)	2018 Revenue (000)	% change		2019 Revenue (000)	2018 Revenue (000)	% change
1 UniGroup Inc.	\$1,500,000	\$1,700,000	-11.8	4 Suddath	\$600,000	\$600,000	0	8 Gentle Giant Moving Co.	\$42,075	\$42,075	0
2 Sirva Worldwide Relocation & Moving	\$1,400,000	\$1,400,000	0	5 Two Men and a Truck Movers	\$443,829	\$487,236	-8.9	9 Stevens Worldwide Van Lines	\$34,600	NA	NA
3 Atlas World Group	\$682,853	\$669,600	2	6 CRST Specialized Transportation	\$248,000	\$265,000	-6.4	10 Diligent Delivery Systems	\$30,940	NA	NA
				7 Day & Ross Transportation Group	\$48,959	\$34,935	40.1	11 Custom Delivery Solutions	\$30,000	\$12,667	136.8

Sirva, Suddath, Gentle Giant revenues are for 2018.

- (16) Our updated due diligence continues to show that the moving services industry is seeing a shift from non-technology based services to more technology assisted services.
- (17) TMI / YMM have developed a wide array of satisfied customers that have used its moving services. The YMM brand and trade dress are reasonable and logical.



Ownership and management of YMM have broad expertise and experience in franchising and real estate, capital markets and storage/moving (1-800-Got-Junk?).

- (18) Challenges remain for the Company and the 2025+ general economy.
- (19) The ability of the Company to continue raising additional risk capital to provide working capital remains uncertain.
- (20) There is a litigation / regulatory risk as there is lots of change happening in franchising and the US is very litigious. Franchise systems often are targets for litigation both from consumers and from underperforming franchisees.
- (21) Investors' interest in the scalable revenue from franchises is evident, and private equity firms jumped at opportunities in 2023/2024 to get involved with multi-unit franchises. Franchise systems proven to adapt to consumer needs, develop strong operational models, and show increasing levels of efficiency attracted investors interested in pushing the system to the next level. Yet, the franchising sector encountered much of the same challenges as other industries throughout 2024+. Inflation and higher labour costs, particularly with a significant rise in hourly wages in certain states, created difficulties for small business owners.
- (22) There are 900,000 franchise establishments as of the end of 2023. Specific industries and business sectors expected to remain popular among franchising is:
 - Home improvement franchises (like Bloomin' Blinds, Koala Insulation, Wallaby Windows, Best Choice Roofing, The Brothers That Just Do Gutters, Five Star Bath Solutions, Spray-Net, Canopy Lawn Care and Anchored Tiny Homes) – with some moving services franchises
 - Mobile-based franchises (like Shrunk 3D, DonutNV, Zoom Drain, All Dry Services, EverLine Coatings and Services, Bar-B-Clean, and Hallmark Homecare)
 - Mind/Body/Health/Wellness franchises (like The Tox, The Exercise Coach, and Gameday Men's Health)
 - Educational and/or youth-oriented franchises (like Soccer Stars, M14Hoops, and Tippi Toes)
- (23) Moving Services franchise operators are: Go Mini's, College Hunks Hauling Junk and Moving, Zippy Shell, Crowning Touch Senior Moving Services and Metropolitan Movers. Metropolitan Movers franchising's headquarters is located in Vaughan, Ontario. It is reported that Metropolitan Moving franchising generates more than C\$4.0m in revenues.



11.0 Qualifications and Independence

Qualifications

The Report preparation, and related fieldwork and due diligence investigations, were carried out by Richard W. Evans, MBA, CBV, ASA and certain analysts of RWE who were supervised by Mr. Evans.

Since 1994 Richard W. Evans has been involved in the financial services and management consulting fields and has been involved in the preparation of over 5,000 technical and assessment reports, business plans, business valuations, and feasibility studies.

Richard Evans is the Principal of RWE.

He has more than eighteen years of experience working in the areas of tangible and intangible assets and corporate valuations, mergers & acquisitions and capital formation.

He has more than ten years of management experience in the high-tech field where he held various positions in technical support, development, marketing, project manager, channels management and senior management positions.

Prior to focusing on expanding and diversifying a small financial consulting firm, Richard was extensively involved in the high technology sector in Western Canada and the U.S. Pacific Northwest where he served for two years as the General Manager of Sidus Systems Inc. At Sidus he was directly responsible for managing the firm's C\$15 million business operation throughout Western Canada and the Pacific Northwest.

Previous to this, he spent almost nine years with Digital Equipment of Canada Limited where he was involved in a technical support, sales, marketing, project management and eventually channels management capacity.

Richard has been actively involved in the above professional services with hundreds of Company and has served as a Board Member for a select number of public and private firms.

His area of professional expertise is in middle market and micro-cap technology and industrial companies, especially firms needing advice and assistance with their business plans, operating plans and valuations. Richard has conducted numerous valuations, purchase price allocation reports, goodwill impairment testing, business assessments and plans for various heavy equipment and industrial equipment companies.

He has conducted business and asset valuations and purchase price allocation and goodwill testing reports and studies for a variety of firms.

He has also undertaken work used on and relied upon by public companies and regulatory bodies in Canada, the United States, Europe and Asia.



He has undertaken valuation work for the Courts in British Columbia, Alberta, Ontario and Australia as well as for the Family Court in B.C.

Richard is extensively involved in sports coaching management and volunteer work throughout BC helping young adults and volunteer associations.

Education

- Bachelor of Administration, Simon Fraser University, 1981
Specialization in Business and Marketing
- Master's Degree in Business Administration (MBA), University of Portland, 1984
Specialization in High Technology
Graduated with Honors - Beta Gamma Sigma (Graduated Top 10% of Class)
- Chartered Business Valuator, Canadian Institute of Chartered Valuators, 2001
- Accredited Senior Appraiser, American Society of Appraisers, 2008

He is a member in good standing with both the Canadian Institute of Chartered Business and the American Society of Appraisers. For the valuation of companies and their competition structure, principles and value drivers, industry specific knowledge is vital – and RWE has done work in the markets and areas that the Company has operated in.

Independence

The analyses, opinions, calculations and conclusions were developed, and this Report has been prepared in accordance with the standards set forth by the Canadian Institute of Chartered Business Valuators and the American Society of Appraisers. The fee established for the Report has not been contingent upon the value or other opinions presented. RWE does not have a prospective interest in and/or with TMI / YMM and/or any entity or person that is the subject of this Report. RWE should be considered as an independent business valuation firm. The principals, partners, employees and associates of RWE do not have, and do not anticipate the acquisition of any possible interest in the assets/shares of TMI.

RwE Growth Partners, Inc.

Richard W. Evans, MBA, CBV, ASA

Chartered Business Valuator – Canadian Institute of Chartered Business Valuators
Accredited Senior Appraiser – American Society of Appraiser

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RwE GROWTH PARTNERS, INC.

Tracksuit Movers Inc.
Balance Sheet
Consolidated Financial Statements
Canadian dollars

Schedule 1.1

	2024		2023	2022	2021	2020	2019	
	<i>Reviewed - Grant Thornton LLP</i>		<i>Audited - Grant Thornton LLP</i>				<i>Reviewed - Grant Thornton LLP</i>	
	as at June 30th	%	as at December 31st				as at December 31st	
ASSETS								
CURRENT ASSETS								
Cash	\$ 16,646	-0.5%	\$ 194,870	\$ 358,561	\$ 701,350	\$ 335,820	\$ 227,541	
Restricted cash	\$ 40,000	-1.2%	\$ 73,594	\$ 73,914	\$ 71,670	\$ -	\$ -	
Income tax recoverable	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ 13,483	
Accounts receivable	\$ 149,524	-4.5%	\$ 1,107,587	\$ 897,890	\$ 577,109	\$ 48,682	\$ 64,532	
Prepaid expenses	\$ 74,405	-2.2%	\$ 66,027	\$ 329,859	\$ 85,916	\$ 47,850	\$ 35,692	
	\$ 280,575	-8.4%	\$ 1,442,078	\$ 1,660,224	\$ 1,436,045	\$ 432,352	\$ 341,248	
OTHER ASSETS								
Intangible assets	\$ 47,684	-1.4%	\$ 57,897	\$ 82,203	\$ 54,297	\$ -	\$ -	
Fixed assets	\$ -	0.0%	\$ 417,403	\$ 610,627	\$ 350,537	\$ -	\$ -	
Investment in associate	\$ 1,000	0.0%	\$ -	\$ -	\$ -	\$ 1,000	\$ -	
Due from YMM	\$ -	0.0%	\$ -	\$ -	\$ -	\$ 1,375,622	\$ 986,978	
Investment in associate	\$ -	0.0%	\$ 1,339	\$ 67,059	\$ 82,174	\$ -	\$ -	
Future income taxes	\$ 58,500	-1.8%	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred tax asset	\$ -	0.0%	\$ 58,500	\$ 51,900	\$ 143,300	\$ -	\$ -	
Right-of-use asset	\$ 53,677	-1.6%	\$ 62,878	\$ 282,291	\$ -	\$ -	\$ -	
Intercompany	\$ (3,761,960)	113.3%	\$ -	\$ -	\$ -	\$ -	\$ -	
	\$ (3,601,099)	108.4%	\$ 598,017	\$ 1,094,080	\$ 630,308	\$ 1,376,622	\$ 986,978	
Total Assets	\$ (3,320,524)	100.0%	\$ 2,040,095	\$ 2,754,304	\$ 2,066,353	\$ 1,808,974	\$ 1,328,226	
LIABILITIES								
CURRENT LIABILITIES								
Accounts payable and accrued liabilities	\$ 27,481	-0.8%	\$ 1,421,739	\$ 1,257,546	\$ 814,956	\$ 198,963	\$ 216,866	
Income taxes recoverable	\$ -	0.0%	\$ -	\$ -	\$ -	\$ 28,566	\$ -	
Deferred income	\$ 45,833	-1.4%	\$ 11,000	\$ 1,756	\$ 5,095	\$ -	\$ -	
Current portion of related party loans	\$ 128,810	-3.9%	\$ 118,409	\$ 109,703	\$ -	\$ -	\$ -	
Taxes payable	\$ 9,041	-0.3%	\$ 38,416	\$ 32,840	\$ 58,515	\$ -	\$ -	
Current portion of financing liability	\$ -	0.0%	\$ 66,259	\$ 63,022	\$ -	\$ -	\$ -	
Current portion of lease liability	\$ 16,804	-0.5%	\$ 15,670	\$ 60,908	\$ -	\$ -	\$ -	
Customer deposit	\$ -	0.0%	\$ 1,771	\$ -	\$ -	\$ -	\$ -	
	\$ 227,969	-6.9%	\$ 1,673,264	\$ 1,525,775	\$ 878,566	\$ 227,529	\$ 216,866	
OTHER LIABILITIES								
Related party loans	\$ 2,117,045	-63.8%	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred income	\$ -	0.0%	\$ 40,333	\$ -	\$ -	\$ -	\$ -	
Financing liability	\$ -	0.0%	\$ 238,597	\$ 312,185	\$ -	\$ -	\$ -	
Lease liability	\$ 39,575	-1.2%	\$ 48,270	\$ 222,418	\$ -	\$ -	\$ -	
Class D special preferred shares	\$ 1,000	0.0%	\$ -	\$ 1,000	\$ 1,000	\$ -	\$ -	
Principal shareholder loan - L. Baggio	\$ -	0.0%	\$ 2,000,590	\$ 1,786,243	\$ 1,594,170	\$ 1,487,340	\$ 1,321,844	
	\$ 2,157,620	-65.0%	\$ 2,327,790	\$ 2,321,846	\$ 1,595,170	\$ 1,487,340	\$ 1,321,844	
Total Liabilities	\$ 2,385,589	-71.8%	\$ 4,001,054	\$ 3,847,621	\$ 2,473,736	\$ 1,714,869	\$ 1,538,710	
SHAREHOLDERS' EQUITY								
Paid-in capital	\$ 1,795,428	-54.1%	\$ 1,797,268	\$ 230,940	\$ 30,940	\$ 120	\$ 1	
Merger reserve	\$ -	0.0%	\$ (1,000)	\$ (1,000)	\$ (1,000)	\$ -	\$ -	
Contributed surplus	\$ 79,881	-2.4%	\$ 245,812	\$ 163,358	\$ 79,881	\$ -	\$ -	
Accumulated other comprehensive income	\$ -	0.0%	\$ 11,541	\$ (30,007)	\$ 34,613	\$ -	\$ -	
Retained earnings	\$ (7,413,174)	223.3%	\$ -	\$ -	\$ -	\$ 258,363	\$ (107,839)	
Net income	\$ (168,248)	5.1%	\$ (3,989,585)	\$ (1,440,267)	\$ (898,996)	\$ -	\$ -	
Deficit attributable to Company shareholders	\$ (5,706,113)	171.8%	\$ (1,935,964)	\$ (1,076,976)	\$ (454,562)	\$ -	\$ -	
Non-controlling deficit	\$ -	0.0%	\$ (24,995)	\$ (16,341)	\$ 47,179	\$ -	\$ -	
Total shareholder's equity	\$ (5,706,113)	171.8%	\$ (1,960,959)	\$ (1,093,317)	\$ (407,383)	\$ 258,483	\$ (107,838)	
	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Liabilities and Shareholders Equity	\$ (3,320,524)	100.0%	\$ 2,040,095	\$ 2,754,304	\$ 2,066,353	\$ 1,973,352	\$ 1,430,872	
Net Working Capital (excludes cash)	\$ 164,770		\$ (307,647)	\$ (114,409)	\$ (143,871)	\$ (130,997)	\$ (103,159)	
As a Percentage of Sales	6.9%		n/a	-1.9%	-3.1%	-9.8%	-5.1%	
Working Capital (includes cash)	\$ 181,416		\$ (112,777)	\$ 244,152	\$ 557,479	\$ 204,823	\$ 124,382	
As a Percentage of Sales	3.4%		n/a	4.0%	12.0%	15.3%	6.2%	

Tracksuit Movers Inc.**Effective Date of Valuation: June 30, 2024****Schedule 1.15****Allocation of Adjusted Net Assets**

Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Normalized Net Book Value	Redundant Net Assets	Allocation Financing Liabilities	Operating Net Assets
ASSETS							
CURRENT ASSETS							
Cash		\$ 16,646	\$ -	\$ 16,646	\$ -	\$ -	\$ 16,646
Restricted cash		\$ 40,000	\$ -	\$ 40,000	\$ -	\$ -	\$ 40,000
Income tax recoverable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts receivable		\$ 149,524	\$ -	\$ 149,524	\$ -	\$ -	\$ 149,524
Prepaid expenses		\$ 74,405	\$ -	\$ 74,405	\$ -	\$ -	\$ 74,405
		\$ 280,575	\$ -	\$ 280,575	\$ -	\$ -	\$ 280,575
OTHER ASSETS							
Intangible assets	1	\$ 47,684	\$ (47,684)	\$ -	\$ -	\$ -	\$ -
Fixed assets		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Investment in associate	1	\$ 1,000	\$ (1,000)	\$ -	\$ -	\$ -	\$ -
Due from YMM		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Investment in associate		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Future income taxes		\$ 58,500	\$ -	\$ 58,500	\$ -	\$ -	\$ 58,500
Deferred tax asset		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Right-of-use asset		\$ 53,677	\$ -	\$ 53,677	\$ -	\$ 53,677	\$ -
Intercompany	2	\$ (3,761,960)	\$ 3,761,960	\$ -	\$ -	\$ -	\$ -
		\$ 160,861	\$ (48,684)	\$ 112,177	\$ -	\$ 53,677	\$ 58,500
Total Assets		\$ 441,436	\$ (48,684)	\$ 392,752	\$ -	\$ 53,677	\$ 339,075
LIABILITIES							
CURRENT LIABILITIES							
Accounts payable and accrued liabilities		\$ 27,481	\$ -	\$ 27,481	\$ -	\$ -	\$ 27,481
Income taxes recoverable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deferred income		\$ 45,833	\$ -	\$ 45,833	\$ -	\$ -	\$ 45,833
Current portion of related party loans	3	\$ 128,810	\$ (128,810)	\$ -	\$ -	\$ -	\$ -
Taxes payable		\$ 9,041	\$ -	\$ 9,041	\$ -	\$ -	\$ 9,041
Current portion of financing liability		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Current portion of lease liability		\$ 16,804	\$ -	\$ 16,804	\$ -	\$ 16,804	\$ -
Customer deposit		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 227,969	\$ (128,810)	\$ 99,159	\$ -	\$ 16,804	\$ 82,355
LONG-TERM LIABILITIES							
Related party loans	3	\$ 2,117,045	\$ (2,117,045)	\$ -	\$ -	\$ -	\$ -
Financing liability		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Lease liability		\$ 39,575	\$ -	\$ 39,575	\$ -	\$ 39,575	\$ -
Class D special preferred shares	4	\$ 1,000	\$ (1,000)	\$ -	\$ -	\$ -	\$ -
Principal shareholder loan - L. Baggio		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 2,157,620	\$ (2,118,045)	\$ 39,575	\$ -	\$ 39,575	\$ -
Total Liabilities		\$ 2,385,589	\$ (2,246,855)	\$ 138,734	\$ -	\$ 56,379	\$ 82,355
Net Assets		\$ (1,944,153)	\$ 2,198,171	\$ 254,018	\$ -	\$ (2,702)	\$ 256,720
Net working capital (excludes cash)		\$ 164,770	\$ -	\$ 164,770	\$ -	\$ -	\$ 181,574
Redundant assets / liabilities					\$ -	\$ -	\$ -
Net financing liabilities						\$ (2,702)	\$ -
Operating net assets							\$ 256,720

1 Removed intangible asset

2 Removed intercompany transaction

3 Assumed that loan will be converted to equity or forgiven given historical operating results

4 Removed per mgt.

Tracksuit Movers Inc.**Income Statement****Schedule 1.2****Consolidated Financial Statements****Years ending December 31st, 2021-2023 (audited) and as at September 30, 2023 (mgt prepared)**

Canadian dollars

	Annualized 2024	2024	2023	2022	2021	2020	2019	2018
	at December 31, 2024	as at June 30, 2024	as at December 31st (12 months)					
	Proforma 12-months	Reviewed - Grant Thornton LLP	Audited by Grant Thornton LLP			Reviewed by Grant Thornton LLP		
		for 6 months	Not Provided					
Revenues								
Royalty fees	\$ 3,978,796	\$ 1,989,398	\$	\$ 4,083,625	\$ 2,912,519			
Moving revenue	\$ 1,870,512	\$ 935,256	\$	\$ 2,054,787	\$ 1,706,207			
Long distance moving	\$ 4,799,026	\$ 2,399,513	\$	\$ -	\$ -			
Third-party commission	\$ 31,010	\$ 15,505	\$	\$ -	\$ -			
Miscellaneous	\$ 22,262	\$ 11,131	\$	\$ 18,572	\$ 11,332			
Total Revenues	\$ 10,701,606	\$ 5,350,803	\$	\$ 6,156,984	\$ 4,630,058	\$ 1,337,999	\$ 2,005,666	\$ 1,368,129
Y-o-Y %	73.8%			33.0%	246.0%	-33.3%	46.6%	
Cost of Revenues	\$ 4,733,354	\$ 2,366,677	\$	\$ 854,365	\$ 750,314	\$ -	\$ -	\$ -
Gross Margin	\$ 5,968,252	\$ 2,984,126	\$	\$ 5,302,619	\$ 3,879,744	\$ 1,337,999	\$ 2,005,666	\$ 1,368,129
GM %	55.8%	55.8%		86.1%	83.8%	100.0%	100.0%	100.0%
Expenses								
Total expenses	\$ 5,975,046	\$ 2,987,523	\$	\$ 5,838,549	\$ 3,651,977	\$ 1,386,670	\$ 1,993,965	\$ 1,360,955
Income (loss) before income taxes	\$ (6,794)	\$ (3,397)	\$	\$ (535,930)	\$ 227,767	\$ (48,671)	\$ 11,701	\$ 7,174
Interest expense	\$ (314,618)	\$ (157,309)	\$	\$ (210,198)	\$ (171,647)	\$ (1,525)	\$ (1,460)	\$ 3,857
Share of loss from associate	\$ (2,678)	\$ (1,339)	\$	\$ (106,115)	\$ (26,826)	\$ -	\$ -	\$ -
Other income	\$ 27,968	\$ 13,984	\$	\$ 3,083	\$ 11,649	\$ -	\$ -	\$ -
Other expenses	\$ -	\$ -	\$	\$ (4,297)	\$ (75,040)	\$ -	\$ -	\$ -
Foreign exchange	\$ 190,912	\$ 95,456	\$	\$ 38,488	\$ (73,357)	\$ -	\$ -	\$ -
	\$ (98,416)	\$ (49,208)	\$	\$ (279,039)	\$ (335,221)	\$ (1,525)	\$ (1,460)	\$ 3,857
Net income (loss) for the year before tax	\$ (105,210)	\$ (52,605)	\$	\$ (814,969)	\$ (107,454)	\$ (50,196)	\$ 10,241	\$ 11,031
Income tax expense - current	\$ 7,812	\$ 3,906	\$	\$ 16,998	\$ 79,242	\$ -	\$ -	\$ -
Income tax expense (recovery) - future	\$ -	\$ -	\$	\$ 91,400	\$ (143,300)	\$ -	\$ -	\$ -
	\$ 7,812	\$ 3,906	\$	\$ 108,398	\$ (64,058)	\$ -	\$ -	\$ -
Net income (loss) for the year	\$ (113,022)	\$ (56,511)	\$	\$ (923,367)	\$ (43,396)	\$ (50,196)	\$ 10,241	\$ 11,031

You Move Me LLC**Balance Sheet****Schedule 2.1**

Canadian dollars

	2024	2023	2022	2021
	<i>Reviewed - Grant Thornton LLP as at June 30th</i>		<i>Audited Grant Thornton LLP as at December 31st</i>	
<u>ASSETS</u>				
<u>CURRENT ASSETS</u>				
Cash	\$ 166,301	Not Provided	\$ 172,460	\$ 487,989
Restricted Cash	\$ 35,243			
Accounts receivable	\$ 620,426		\$ 197,325	\$ 135,457
Loans receivable	\$ -		\$ -	\$ -
Credit cards	\$ -		\$ -	\$ -
Income taxes receivable	\$ -		\$ 13,529	\$ -
Prepaid expenses	\$ -		\$ 132,720	\$ 55,421
	\$ 821,970		\$ 516,034	\$ 678,867
<u>OTHER ASSETS</u>				
Intercompany	\$ 4,201,560		\$ -	\$ -
Fixed assets	\$ -		\$ 450,847	\$ 276,493
Other	\$ -		\$ -	\$ -
Total Assets	\$ 5,023,530		\$ 966,881	\$ 955,360
<u>LIABILITIES</u>				
<u>CURRENT LIABILITIES</u>				
Accounts Payable and accrued liabilities	\$ 887,651		\$ 540,927	\$ 528,342
Current portion of related party loans	\$ 425,166			
Contract liabilities	\$ -		\$ 1,297	\$ 4,019
Txes payable	\$ (18,517)		\$ 46,531	\$ -
	\$ 1,294,300		\$ 588,755	\$ 532,361
<u>OTHER LIABILITIES</u>				
Due to parent company	\$ -		\$ 1,696,923	\$ 1,272,335
Long-term portion of financing liability	\$ -		\$ 230,497	\$ -
	\$ -		\$ 1,927,420	\$ 1,272,335
Total Liabilities	\$ 1,294,300		\$ 2,516,175	\$ 1,804,696
<u>SHAREHOLDERS' EQUITY</u>				
Member's equity	\$ 1		\$ 1	\$ 1
Discount on Related Party Loans	\$ 4,450		\$ -	\$ -
Accumulated paid-in capital	\$ 1,294,300		\$ 61,634	\$ -
Accumulated other comprehensive income	\$ (56,818)		\$ -	\$ -
Net Income / (loss)	\$ 60,418		\$ (1,577,513)	\$ (876,535)
Retained earnings	\$ 3,721,179		\$ -	\$ -
Total shareholder's equity	\$ 5,023,530		\$ (1,515,878)	\$ (876,534)
Non-controlling interest	\$ -		\$ (33,416)	\$ 27,198
	\$ 5,023,530		\$ (1,549,294)	\$ (849,336)
Total Liabilities and Shareholders Equity	\$ 5,023,530		\$ 966,881	\$ 955,360
Net Working Capital (excludes cash) As a Percentage of Sales	\$ (213,465)	n/a	\$ (245,181)	\$ (341,483)
			-5.9%	-10.7%
Working Capital (includes cash) As a Percentage of Sales	\$ (47,164)	n/a	\$ (72,721)	\$ 146,506
	-2.85%	n/a	-1.74%	4.61%

You Move Me LLC

Effective Date of Valuation: June 30, 2024

Schedule 2.15

Allocation of Adjusted Net Assets

reported in Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Normalized Net Book Value	Redundant Net Assets	Allocation Financing Liabilities	Operating Net Assets
ASSETS							
CURRENT ASSETS							
Cash		\$ 166,301	\$ -	\$ 166,301	\$ -	\$ -	\$ 166,301
Restricted Cash		\$ 35,243	\$ -	\$ 35,243	\$ -	\$ -	\$ 35,243
Accounts receivable	1	\$ 620,426	\$ -	\$ 620,426	\$ -	\$ -	\$ 620,426
Loans receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Credit cards		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income taxes receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 821,970	\$ -	\$ 821,970	\$ -	\$ -	\$ 821,970
OTHER ASSETS							
Intercompany	2	\$ 4,201,560	\$ (4,201,560)	\$ -	\$ -	\$ -	\$ -
Fixed assets		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 4,201,560	\$ (4,201,560)	\$ -	\$ -	\$ -	\$ -
Total Assets		\$ 5,023,530	\$ (4,201,560)	\$ 821,970	\$ -	\$ -	\$ 821,970
LIABILITIES							
CURRENT LIABILITIES							
Accounts Payable and accrued liabilities		\$ 887,651	\$ -	\$ 887,651	\$ -	\$ -	\$ 887,651
Current portion of related party loans	3	\$ 425,166	\$ 425,166	\$ -	\$ -	\$ -	\$ -
Contract liabilities		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Txes payable		\$ (18,517)	\$ -	\$ (18,517)	\$ -	\$ -	\$ (18,517)
		\$ 1,294,300	\$ (425,166)	\$ 869,134	\$ -	\$ -	\$ 869,134
LONG-TERM LIABILITIES							
Due to parent company		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Long-term portion of financing liability		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Liabilities		\$ 1,294,300	\$ (425,166)	\$ 869,134	\$ -	\$ -	\$ 869,134
Net Assets		\$ 3,729,230	\$ (3,776,394)	\$ (47,164)	\$ -	\$ -	\$ (47,164)
Net working capital (excludes cash)		\$ (213,465)		\$ (213,465)			\$ (213,465)
Redundant assets / liabilities					\$ -		
Net financing liabilities						\$ -	
Operating net assets							\$ (47,164)

1 Assumed BV = FV per discussions with management and RWE review

2 Removed intercompany amounts

3 Removed amounts due to related parties as will be converted to equity or forgiven

You Move Me LLC
Income Statement
Years ending December 31st
Canadian dollars

Schedule 2.2

	Annualized 2024 at December 31, 2024	2024 as at June 30, 2024	2023	2022	2021
	Proforma 12-months	Reviewed - Grant Thornton LLP for 6 months	as at December 31st (12 months)		
			<i>Audited Grant Thornton LLP</i>		
			Not Provided		
Revenues	\$ 3,306,382	\$ 1,653,191		\$ 4,176,649	\$ 3,179,884
Y-o-Y	n/a			31.3%	
Cost of Goods Sold	\$ -	\$ -		\$ 656,647	\$ 600,036
Gross Margin	\$ 3,306,382	\$ 1,653,191		\$ 3,520,002	\$ 2,579,848
	100.0%	100.0%		84.3%	81.1%
Expenses					
Total expenses	\$ 3,179,908	\$ 1,589,954		\$ 4,331,779	\$ 2,765,799
	\$ 126,474	\$ 63,237		\$ (811,777)	\$ (185,951)
Income (loss) before income taxes	3.8%	3.8%		-19.4%	-5.8%
Other income	\$ 2,174	\$ 1,087		\$ 493	\$ 1,294
Other expense	\$ -	\$ -		\$ (44,554)	\$ (94,154)
Gaon on foreign exchange	\$ -	\$ -		\$ 64,234	\$ 18,197
Net income (loss) for the year	\$ 128,648	\$ 64,324		\$ (791,604)	\$ (260,614)
Income tax recovery	\$ -	\$ -		\$ -	\$ (29,411)
Income tax expense	\$ (7,812)	\$ (3,906)		\$ -	\$ -
Net income (loss) for the year	\$ 120,836	\$ 60,418		\$ (791,604)	\$ (290,025)

MCSB Moving Services LLC**Effective Date of Valuation: June 30, 2024****Schedule 2.3****Allocation of Adjusted Net Assets based on Unconsolidated Balance Sheet**

reported in Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Normalized Net Book Value	Redundant Net Assets	Allocation Financing Liabilities	Operating Net Assets
ASSETS							
CURRENT ASSETS							
Cash		\$ 71,448	\$ -	\$ 71,448	\$ -	\$ -	\$ 71,448
Accounts receivable	1	\$ 49,807	\$ -	\$ 49,807	\$ -	\$ -	\$ 49,807
Loans receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Doubtful accounts		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income taxes receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses		\$ 4,005	\$ -	\$ 4,005	\$ -	\$ -	\$ 4,005
		<u>\$ 125,260</u>	<u>\$ -</u>	<u>\$ 125,260</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 125,260</u>
OTHER ASSETS							
Fixed assets	1	\$ 250,115	\$ -	\$ 250,115	\$ -	\$ -	\$ 250,115
Intercompany	2	\$ 116,508	\$ (116,508)	\$ -	\$ -	\$ -	\$ -
		<u>\$ 366,623</u>	<u>\$ (116,508)</u>	<u>\$ 250,115</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 250,115</u>
Total Assets		<u>\$ 491,883</u>	<u>\$ (116,508)</u>	<u>\$ 375,375</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 375,375</u>
LIABILITIES							
CURRENT LIABILITIES							
Trade and other payables		\$ 50,245	\$ -	\$ 50,245	\$ -	\$ -	\$ 50,245
Customer deposits		\$ 2,575	\$ -	\$ 2,575	\$ -	\$ -	\$ 2,575
Current portion of financing liability		\$ 48,963	\$ -	\$ 48,963	\$ -	\$ 48,963	\$ -
		<u>\$ 101,783</u>	<u>\$ -</u>	<u>\$ 101,783</u>	<u>\$ -</u>	<u>\$ 48,963</u>	<u>\$ 52,820</u>
LONG-TERM LIABILITIES							
Financing liability		\$ 126,042	\$ -	\$ 126,042	\$ -	\$ 126,042	\$ -
		<u>\$ 126,042</u>	<u>\$ -</u>	<u>\$ 126,042</u>	<u>\$ -</u>	<u>\$ 126,042</u>	<u>\$ -</u>
Total Liabilities		<u>\$ 227,825</u>	<u>\$ -</u>	<u>\$ 227,825</u>	<u>\$ -</u>	<u>\$ 175,005</u>	<u>\$ 52,820</u>
Net Assets		<u>\$ 264,058</u>	<u>\$ (116,508)</u>	<u>\$ 147,550</u>	<u>\$ -</u>	<u>\$ (175,005)</u>	<u>\$ 322,555</u>
Net working capital (excludes cash)		\$ 992	\$ -	\$ 992			\$ 992
Redundant assets / liabilities					\$ -		
Net financing liabilities						\$ (175,005)	
Operating net assets							<u>\$ 322,555</u>

1 Assumed BV = FV

2 Removed intercompany transaction

YMM Phoenix LLC

Effective Date of Valuation: June 30, 2024

Schedule 2.4

Allocation of Adjusted Net Assets based on Unconsolidated Balance Sheet

reported in Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Normalized Net Book Value	Redundant Net Assets	Allocation Financing Liabilities	Operating Net Assets
ASSETS							
CURRENT ASSETS							
Cash		\$ 22,895	\$ -	\$ 22,895	\$ -	\$ -	\$ 22,895
Accounts receivable		\$ 30,079	\$ -	\$ 30,079	\$ -	\$ -	\$ 30,079
Loans receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Doubtful accounts		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income taxes receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses		\$ 6,844	\$ -	\$ 6,844	\$ -	\$ -	\$ 6,844
		<u>\$ 59,818</u>	<u>\$ -</u>	<u>\$ 59,818</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 59,818</u>
OTHER ASSETS							
Fixed assets	1	\$ 117,043	\$ -	\$ 117,043	\$ -	\$ -	\$ 117,043
Intercompany	2	\$ (782,786)	\$ 782,786	\$ -	\$ -	\$ -	\$ -
		<u>\$ (665,743)</u>	<u>\$ 782,786</u>	<u>\$ 117,043</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 117,043</u>
Total Assets		<u>\$ (605,925)</u>	<u>\$ 782,786</u>	<u>\$ 176,861</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 176,861</u>
LIABILITIES							
CURRENT LIABILITIES							
Trade and other payables		\$ 59,348	\$ -	\$ 59,348	\$ -	\$ -	\$ 59,348
Customer deposit		\$ 2,253	\$ -	\$ 2,253	\$ -	\$ -	\$ 2,253
Current portion of financing liability		\$ 22,185	\$ -	\$ 22,185	\$ -	\$ -	\$ 22,185
		<u>\$ 83,786</u>	<u>\$ -</u>	<u>\$ 83,786</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 83,786</u>
LONG-TERM LIABILITIES							
Financing liability		\$ 84,640	\$ -	\$ 84,640	\$ -	\$ 84,640	\$ -
		<u>\$ 84,640</u>	<u>\$ -</u>	<u>\$ 84,640</u>	<u>\$ -</u>	<u>\$ 84,640</u>	<u>\$ -</u>
Total Liabilities		<u>\$ 168,426</u>	<u>\$ -</u>	<u>\$ 168,426</u>	<u>\$ -</u>	<u>\$ 84,640</u>	<u>\$ 83,786</u>
Net Assets		<u>\$ (774,351)</u>	<u>\$ 782,786</u>	<u>\$ 8,435</u>	<u>\$ -</u>	<u>\$ (84,640)</u>	<u>\$ 93,075</u>
Net working capital (excludes cash)		\$ (24,678)	\$ -	\$ (24,678)			\$ (24,678)
Redundant assets / liabilities					\$ -		
Net financing liabilities						\$ (84,640)	
Operating net assets							\$ 93,075

1 Assumed BV = FV
2 Removed intercompany transaction

YMM Interstate LLC

Effective Date of Valuation: June 30, 2024

Schedule 2.5

Allocation of Adjusted Net Assets based on Unconsolidated Balance Sheet

reported in Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Normalized Net Book Value	Redundant Net Assets	Allocation Financing Liabilities	Operating Net Assets
ASSETS							
CURRENT ASSETS							
Cash		\$ 175,731	\$ -	\$ 175,731	\$ -	\$ -	\$ 175,731
Accounts receivable		\$ 167,031	\$ -	\$ 167,031	\$ -	\$ -	\$ 167,031
Loans receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Doubtful accounts		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income taxes receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses		\$ 1,779	\$ -	\$ 1,779	\$ -	\$ -	\$ 1,779
		<u>\$ 344,541</u>	<u>\$ -</u>	<u>\$ 344,541</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 344,541</u>
OTHER ASSETS							
Fixed assets		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Intercompany	1	\$ 226,673	\$ (226,673)	\$ -	\$ -	\$ -	\$ -
		<u>\$ 226,673</u>	<u>\$ (226,673)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Total Assets		<u>\$ 571,214</u>	<u>\$ (226,673)</u>	<u>\$ 344,541</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 344,541</u>
LIABILITIES							
CURRENT LIABILITIES							
Trade and other payables		\$ 135,402	\$ -	\$ 135,402	\$ -	\$ -	\$ 135,402
Customer deposit		\$ 31,465	\$ -	\$ 31,465	\$ -	\$ -	\$ 31,465
		<u>\$ 166,867</u>	<u>\$ -</u>	<u>\$ 166,867</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 166,867</u>
LONG-TERM LIABILITIES							
Financing liability		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Total Liabilities		<u>\$ 166,867</u>	<u>\$ -</u>	<u>\$ 166,867</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 166,867</u>
Net Assets		<u>\$ 404,347</u>	<u>\$ (226,673)</u>	<u>\$ 177,674</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 177,674</u>
Net working capital (excludes cash)		\$ 1,943	\$ -	\$ 1,943			\$ 1,943
Redundant assets / liabilities					\$ -		
Net financing liabilities						\$ -	
Operating net assets							<u>\$ 177,674</u>

1 Removed intercompany transaction

Tracksuit Movers Inc.
Management Forecast
 reported in Canadian dollars

Schedule 3.1

in CDN dollars															
TTM	2024		2025		2026		2027		2028		2029				
Revenue (CAD)	\$	795,751	\$	950,106	\$	1,136,362	\$	1,350,556	\$	1,596,879	\$	1,880,151			
GM %		100%		100%		100%		100%		100%		100%			
EBITDA %		-1.72%		14.00%		19.90%		24.67%		28.58%		31.81%			
EBITDA	\$	(13,687)	\$	133,015	\$	226,136	\$	333,182	\$	456,388	\$	598,076			
YMM LLC															
Revenue (CAD)	\$	3,625,089	\$	4,328,260	\$	5,176,759	\$	6,152,533	\$	7,274,673	\$	8,565,134			
GM %		100%		100%		100%		100%		100%		100%			
EBITDA %		-1.72%		14.00%		19.90%		24.67%		28.58%		31.81%			
EBITDA	\$	(62,352)	\$ -	605,956	\$ -	1,030,175	\$ -	1,517,830	\$ -	2,079,102	\$ -	2,724,569			
MCSB Moving Services LLC															
Revenue (CAD)	\$	1,474,449	\$	1,695,616	\$	1,949,959	\$	2,242,452	\$	2,578,820	\$	2,965,643			
GM %		57.40%		62.05%		62.05%		62.05%		62.05%		62.05%			
EBITDA %		5.42%		20.00%		20.00%		20.00%		20.00%		20.00%			
EBITDA	\$	79,915	\$	339,123	\$	389,992	\$	448,490	\$	515,764	\$	593,129			
% that Company Owns (80%)	\$	63,932	\$	271,299	\$	311,993	\$	358,792	\$	412,611	\$	474,503			
YMM Phoenix LLC															
Revenue (CAD)	\$	628,633	\$	722,928	\$	831,368	\$	956,073	\$	1,099,484	\$	1,264,406			
GM %		48.70%		54.55%		54.55%		54.55%		54.55%		54.55%			
EBITDA %		-31.57%		20.00%		20.00%		20.00%		20.00%		20.00%			
EBITDA	\$	(198,460)	\$	144,586	\$	166,274	\$	191,215	\$	219,897	\$	252,881			
% that Company Owns (80%)	\$	(158,768)	\$	115,669	\$	133,019	\$	152,972	\$	175,917	\$	202,305			
YMM Interstate LLC															
Revenue (CAD)	\$	5,366,751	\$	6,171,764	\$	7,097,528	\$	8,162,158	\$	9,386,481	\$	10,794,453			
GM %		19.70%		19.90%		19.90%		19.90%		19.90%		19.90%			
EBITDA %		11.75%		11.75%		11.75%		11.75%		11.75%		11.75%			
EBITDA	\$	630,593	\$	725,182	\$	833,960	\$	959,054	\$	1,102,912	\$	1,268,348			
New Corporate Locations Business															
Revenue (CAD)	\$	-	\$	1,800,000	\$	2,070,000	\$	2,380,500	\$	2,737,575	\$	3,148,211			
GM %		n/a		50.00%		50.00%		50.00%		50.00%		50.00%			
EBITDA %		n/a		20.00%		20.00%		20.00%		20.00%		20.00%			
EBITDA	\$	-	\$	360,000	\$	414,000	\$	476,100	\$	547,515	\$	629,642			
	\$	436,010	\$	2,307,862	\$	3,060,536	\$	3,925,871	\$	4,921,577	\$	6,066,646			
REVENUES															
TTM Business	\$	795,751	6.7%	\$	950,106	6.9%	\$	1,136,362	7.0%	\$	1,350,556	7.2%	\$	1,880,151	7.4%
YMM LLC	\$	3,625,089	30.5%	\$	4,328,260	31.2%	\$	5,176,759	32.0%	\$	6,152,533	32.6%	\$	7,274,673	33.6%
MCSB Moving Services LLC	\$	1,474,449	12.4%	\$	1,695,616	12.2%	\$	1,949,959	12.0%	\$	2,242,452	11.9%	\$	2,578,820	11.6%
YMM Phoenix LLC	\$	628,633	5.3%	\$	722,928	5.2%	\$	831,368	5.1%	\$	956,073	5.1%	\$	1,099,484	5.0%
YMM Interstate LLC	\$	5,366,751	45.1%	\$	6,171,764	44.5%	\$	7,097,528	43.8%	\$	8,162,158	43.3%	\$	9,386,481	42.4%
	\$	11,890,673	100.0%	\$	13,868,674	100.0%	\$	16,191,975	100.0%	\$	18,863,772	100.0%	\$	21,936,338	100.0%
			100.0%			100.0%			100.0%			100.0%			100.0%
New Corporate Locations Business	\$	-		\$	1,800,000		\$	2,070,000		\$	2,380,500		\$	2,737,575	
Total Revenues	\$	11,890,673		\$	15,668,674		\$	18,261,975		\$	21,244,272		\$	24,673,913	
EBITDA															
TTM Business	\$	(13,687)	-3.1%	\$	133,015	5.8%	\$	226,136	7.4%	\$	333,182	8.5%	\$	456,388	9.9%
YMM LLC	\$	(62,352)	-14.3%	\$	605,956	26.3%	\$	1,030,175	33.7%	\$	1,517,830	38.7%	\$	2,079,102	42.2%
MCSB Moving Services LLC	\$	79,915	18.3%	\$	339,123	14.7%	\$	389,992	12.7%	\$	448,490	11.4%	\$	515,764	9.8%
YMM Phoenix LLC	\$	(198,460)	-45.5%	\$	144,586	6.3%	\$	166,274	5.4%	\$	191,215	4.9%	\$	219,897	4.2%
YMM Interstate LLC	\$	630,593	144.6%	\$	725,182	31.4%	\$	833,960	27.2%	\$	959,054	24.4%	\$	1,102,912	22.4%
New Corporate Locations Business	\$	-	0.0%	\$	360,000	15.6%	\$	414,000	13.5%	\$	476,100	12.1%	\$	547,515	11.1%
	\$	436,010	100.0%	\$	2,307,862	100.0%	\$	3,060,536	100.0%	\$	3,925,871	100.0%	\$	4,921,577	100.0%
			100.0%			100.0%			100.0%			100.0%			100.0%
Franchise Business															
Revenues	\$	9,787,591	82.3%	\$	5,278,366	33.7%	\$	6,313,121	34.6%	\$	7,503,089	35.3%	\$	8,871,552	36.0%
EBITDA	\$	554,555	4.7%	\$	738,971	4.7%	\$	1,256,311	6.9%	\$	1,851,012	8.7%	\$	2,535,490	10.3%
Moving Businesses (incl New Corp. Locations)															
Revenues	\$	2,103,082	-1.0%	\$	10,390,308	66.3%	\$	11,948,855	65.4%	\$	13,741,183	64.7%	\$	15,802,360	64.0%
EBITDA	\$	(118,544)	-1.0%	\$	1,568,891	10.0%	\$	1,804,225	9.9%	\$	2,074,859	9.8%	\$	2,386,087	9.7%
Combined Revenues															
	\$	11,890,673	100.0%	\$	15,668,674	100.0%	\$	18,261,975	100.0%	\$	21,244,272	100.0%	\$	24,673,913	100.0%
			85.0%			114.7%			116.8%			118.5%			119.9%
Franchise Revenues	\$	9,787,591	82.3%	\$	5,278,366	33.7%	\$	6,313,121	34.6%	\$	7,503,089	35.3%	\$	8,871,552	36.0%
Moving Revenues (incl New Corp. Locations)	\$	2,103,082	17.7%	\$	10,390,308	66.3%	\$	11,948,855	65.4%	\$	13,741,183	64.7%	\$	15,802,360	64.0%
	\$	11,890,673	100.0%	\$	15,668,674	100.0%	\$	18,261,975	100.0%	\$	21,244,272	100.0%	\$	24,673,913	100.0%
Franchise EBITDA	\$	554,555	127.2%	\$	738,971	32.0%	\$	1,256,311	41.0%	\$	1,851,012	47.1%	\$	2,535,490	51.5%
Moving EBITDA (incl New Corp. Locations)	\$	(118,544)	-27.2%	\$	1,568,891	68.0%	\$	1,804,225	59.0%	\$	2,074,859	52.9%	\$	2,386,087	48.5%
	\$	436,010	100.0%	\$	2,307,862	100.0%	\$	3,060,536	100.0%	\$	3,925,871	100.0%	\$	4,921,577	100.0%
Enterprise Revenues	\$	11,890,673		\$	15,668,674		\$	18,261,975		\$	21,244,272		\$	24,673,913	
Enterprise EBITDA	\$	436,010	3.7%	\$	2,307,862	14.7%	\$	3,060,536	16.8%	\$	3,925,871	18.5%	\$	4,921,577	19.9%

- 37 (2) Expenses as Mgt budgeted
- 38 (3) The terminal value is estimated based on growth of 2%
- 39 (4) Income taxes are estimated based on the reported corporate tax rate 27.00% per combined Canadian/BC income tax rates
- 40 (5) Net Working capital investment based on NWC as % Revenue 6.5% based on Company correspondence and data review
- 41 Last year was 6.9% NWC/sales; but used broader industry data as more reliable https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
45 Forecasted revenue for the period	\$ 401,146	\$ 950,106	\$ 1,136,362	\$ 1,350,556	\$ 1,596,879	\$ 1,880,151
46 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
47 Required working capital, end of period	\$ 25,936	\$ 61,429	\$ 73,471	\$ 87,319	\$ 103,245	\$ 121,560
48 Less: Net working capital, opening balance	\$ (164,770)	\$ (25,936)	\$ (61,429)	\$ (73,471)	\$ (87,319)	\$ (103,245)
49 Incremental net working capital excess (required)	\$ 138,834	\$ (35,493)	\$ (12,042)	\$ (13,849)	\$ (15,926)	\$ (18,315)

51 CAPEX as a percentage of revenues 0.50% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
54 (6) Forecasted capital expenditures						
55 Forecasted revenues for the fiscal year	\$ 795,751	\$ 950,106	\$ 1,136,362	\$ 1,350,556	\$ 1,596,879	\$ 1,880,151
56 Multiply: Capital expenditures as % of revenues Updated by Mgt.	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%
57 Capital expenditures	\$ 3,979	\$ 4,751	\$ 5,682	\$ 6,753	\$ 7,984	\$ 9,401
58 Less: Tax shield on capital expenditures @ 13.9%	\$ (553)	\$ (660)	\$ (790)	\$ (939)	\$ (1,110)	\$ (1,307)
59 Sustaining capital expenditures, net of tax shield	\$ 3,426	\$ 4,090	\$ 4,892	\$ 5,814	\$ 6,875	\$ 8,094

65 Tax Rate 27.00% <https://tradingeconomics.com/>

66 **Discount Rate 30.96%**

68 (7) Calculation of Terminal multiple

69

70 Rate of return 30.96%

71 Less: Expected long-term sustainable growth rate 2.00%

72 Net rate of return in terminal period 28.96%

73

74 Terminal capitalization multiple 3.45 x

Fair Market Value of the Franchise Business Segment of Tracksuit Movers Inc.**Effective Date of Valuation: June 30, 2024****Schedule 4.2****Weighted Average Cost of Capital**

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	14.00%	15.50%	17.00%	5
	$k_e = R_f + RP_m + RP_i + RP_s + RP_u$	29.46%	30.96%	32.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	73.00%	73.00%	73.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.22%	10.22%	10.22%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		29.5%	31.0%	32.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	29.46%	30.96%	32.46%	
Realistic long-term growth rate		2.0%			9

Notes

- Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
 - Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
 - Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
 - Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Services (Franchising et al)
 - Assessed risk given growth and stability of business as at the Valuation Date

Forecast risk	8.0%	10.0%
EBITDA margin growth risk	6.0%	7.0%
- Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/gsbm_pcm_pcmr/17/
- Based on Company's overall debt rates and per S&P Capital IQ
 - Tax rates per Mgt and stated corporate tax rates
 - Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
 - Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.

Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever
 Reasonable long-term growth is 2.0%

PEPPERDINE PRIVATE CAPITAL MARKETS PROJECT | PRIVATE CAPITAL MARKETS REPORT – 2024

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

37 (2) Expenses as Mgt budgeted

38 (3) The terminal value is estimated based on growth of

2%

39 (4) Income taxes are estimated based on the reported corporate tax rate

25.00% per combined US/State income tax rates

40 (5) Net Working capital investment based on NWC as % Revenue

6.5% based on Company correspondence and data review

41

https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

42

43

44

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
45 Forecasted revenue for the period	\$ 1,827,442	\$ 4,328,260	\$ 5,176,759	\$ 6,152,533	\$ 7,274,673	\$ 8,565,134
46 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
47 Required working capital, end of period	\$ 118,152	\$ 279,841	\$ 334,700	\$ 397,788	\$ 470,340	\$ 553,774
48 Less: Net working capital, opening balance	\$ (246,131)	\$ (118,152)	\$ (279,841)	\$ (334,700)	\$ (397,788)	\$ (470,340)
49 Incremental net working capital excess (required)	\$ 127,978	\$ (161,689)	\$ (54,859)	\$ (63,088)	\$ (72,551)	\$ (83,434)

50

51 CAPEX as a percentage of revenues

0.50% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html

52

53

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
54 (6) Forecasted capital expenditures	\$ 3,625,089	\$ 4,328,260	\$ 5,176,759	\$ 6,152,533	\$ 7,274,673	\$ 8,565,134
55 Forecasted revenues for the fiscal year						
56 Multiply: Capital expenditures as % of revenues Updated by Mgt.	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%
57 Capital expenditures	\$ 18,125	\$ 21,641	\$ 25,884	\$ 30,763	\$ 36,373	\$ 42,826
58 Less: Tax shield on capital expenditures @ 13.9%	\$ (2,519)	\$ (3,008)	\$ (3,598)	\$ (4,276)	\$ (5,056)	\$ (5,953)
59 Sustaining capital expenditures, net of tax shield	\$ 15,606	\$ 18,633	\$ 22,286	\$ 26,487	\$ 31,317	\$ 36,873

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<https://tradingeconomics.com/united-states/corporate-tax-rate>

65 Tax Rate 25.00%

66 **Discount Rate 30.96%**

67

68 (7) Calculation of Terminal multiple

69

70 Rate of return 30.96%

71 Less: Expected long-term sustainable growth rate 2.00%

72 Net rate of return in terminal period 28.96%

73

74 **Terminal capitalization multiple 3.45 x**

Fair Market Value of 100% of the Equity of You Move Me LLC

Effective Date of Valuation: June 30, 2024

Schedule 5.2

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	14.00%	15.50%	17.00%	5
	$k_e = R_f + RP_m + RP_i + RP_s + RP_u$	29.46%	30.96%	32.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	75.00%	75.00%	75.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.50%	10.50%	10.50%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		29.5%	31.0%	32.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	29.46%	30.96%	32.46%	
Realistic long-term growth rate		2.0%			9

Notes

- Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
- Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Services (Franchising et al)
- Assessed risk given growth and stability of business as at the Valuation Date

Forecast risk	9.0%	11.0%
EBITDA margin growth risk	5.0%	6.0%

Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/gsbm_pcm_pcmr/17/
- Based on Company's overall debt rates and per S&P Capital IQ
- Tax rates per Mgt and stated corporate tax rates
- Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
- Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3%

and GDP growth rates of up to 3%.

Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever

Reasonable long-term growth is 2.0%

PEPPERDINE PRIVATE CAPITAL MARKETS PROJECT | PRIVATE CAPITAL MARKETS REPORT – 2024

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

- 37 (1) Revenues and COGs increases per Mgt and averages within historical results
- 38 (2) Expenses as Mgt budgeted
- 39 (3) The terminal value is estimated based on growth of
- 40 (4) Income taxes are estimated based on the reported corporate tax rate
- 41 (5) Net Working capital investment based on NWC as % Revenue

2%
 21.00% per localized income tax rates
 6.5% based on Company correspondence and data review
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
46 Forecasted revenue for the period	\$ 743,284	\$ 1,695,616	\$ 1,949,959	\$ 2,242,452	\$ 2,578,820	\$ 2,965,643
47 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
48 Required working capital, end of period	\$ 48,057	\$ 109,629	\$ 126,073	\$ 144,984	\$ 166,732	\$ 191,742
49 Less: Net working capital, opening balance	\$ (992)	\$ (48,057)	\$ (109,629)	\$ (126,073)	\$ (144,984)	\$ (166,732)
50 Incremental net working capital excess (required)	\$ (47,065)	\$ (61,572)	\$ (16,444)	\$ (18,911)	\$ (21,748)	\$ (25,010)

52 CAPEX as a percentage of revenues 1.50% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
55 (6) Forecasted capital expenditures	\$ 1,474,449	\$ 1,695,616	\$ 1,949,959	\$ 2,242,452	\$ 2,578,820	\$ 2,965,643
56 Forecasted revenues for the fiscal year	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%
57 Multiply: Capital expenditures as % of revenues Updated by Mgt.	\$ 22,117	\$ 25,434	\$ 29,249	\$ 33,637	\$ 38,682	\$ 44,485
58 Capital expenditures	\$ (3,074)	\$ (3,535)	\$ (4,066)	\$ (4,676)	\$ (5,377)	\$ (6,183)
59 Less: Tax shield on capital expenditures @ 13.9%	\$ 19,043	\$ 21,899	\$ 25,184	\$ 28,961	\$ 33,305	\$ 38,301
60 Sustaining capital expenditures, net of tax shield						

66 Tax Rate 21.00% <https://tradingeconomics.com/united-states/corporate-tax-rate>

67 **Discount Rate 28.46%**

69 (7) Calculation of Terminal multiple

70

71 Rate of return 28.46%

72 Less: Expected long-term sustainable growth rate 2.00%

73 Net rate of return in terminal period 26.46%

74

75 Terminal capitalization multiple 3.78 x

Fair Market Value of 80% of the Equity of MCSB Moving Services LLC**Effective Date of Valuation: June 30, 2024****Schedule 6.2****Weighted Average Cost of Capital**

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	12.00%	13.00%	14.00%	5
	$k_e = R_f + RP_m + RP_i + RP_s + RP_u$	27.46%	28.46%	29.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	79.00%	79.00%	79.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	11.06%	11.06%	11.06%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		27.5%	28.5%	29.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	27.46%	28.46%	29.46%	
Realistic long-term growth rate		2.0%			9

Notes

- Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
 - Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
 - Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
 - Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Moving Services
 - Assessed risk given growth and stability of business as at the Valuation Date
Forecast risk 12.0% 14.0%
- Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/gsbm_pcm_pcmr/17/
- Based on Company's overall debt rates and per S&P Capital IQ
 - Tax rates per Mgt and stated corporate tax rates
 - Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
 - Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.

Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever
 Reasonable long-term growth is 2.0%

PEPPERDINE PRIVATE CAPITAL MARKETS PROJECT | PRIVATE CAPITAL MARKETS REPORT – 2024

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

- 37 (1) Revenues and COGs increases per Mgt and averages within historical results
- 38 (2) Expenses as Mgt budgeted
- 39 (3) The terminal value is estimated based on growth of
- 40 (4) Income taxes are estimated based on the reported corporate tax rate
- 41 (5) Net Working capital investment based on NWC as % Revenue

2%
 25.00% per localized income tax rates
 6.5% based on Company correspondence and data review
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
46 Forecasted revenue for the period	\$ 316,900	\$ 722,928	\$ 831,368	\$ 956,073	\$ 1,099,484	\$ 1,264,406
47 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
48 Required working capital, end of period	\$ 20,489	\$ 46,741	\$ 53,752	\$ 61,814	\$ 71,086	\$ 81,749
49 Less: Net working capital, opening balance	\$ 24,678	\$ (20,489)	\$ (46,741)	\$ (53,752)	\$ (61,814)	\$ (71,086)
50 Incremental net working capital excess (required)	\$ (45,167)	\$ (26,252)	\$ (7,011)	\$ (8,063)	\$ (9,272)	\$ (10,663)

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- 52 CAPEX as a percentage of revenues 1.50% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html
- 53
- 54

Forecast for the year ending December 31,

	2024	2025	2026	2027	2028	2029
55 (6) Forecasted capital expenditures	\$ 628,633	\$ 722,928	\$ 831,368	\$ 956,073	\$ 1,099,484	\$ 1,264,406
56 Forecasted revenues for the fiscal year	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%
57 Multiply: Capital expenditures as % of revenues Updated by Mgt.	\$ 9,430	\$ 10,844	\$ 12,471	\$ 14,341	\$ 16,492	\$ 18,966
58 Capital expenditures	\$ (1,311)	\$ (1,507)	\$ (1,733)	\$ (1,993)	\$ (2,292)	\$ (2,636)
59 Less: Tax shield on capital expenditures @ 13.9%	\$ 8,119	\$ 9,337	\$ 10,737	\$ 12,348	\$ 14,200	\$ 16,330
60 Sustaining capital expenditures, net of tax shield						

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- 65 <https://tradingeconomics.com/united-states/corporate-tax-rate>

66 Tax Rate	25.00%
67 Discount Rate	28.46%

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- 69 (7) Calculation of Terminal multiple

70	
71 Rate of return	28.46%
72 Less: Expected long-term sustainable growth rate	2.00%
73 Net rate of return in terminal period	26.46%

- 74
- 75 Terminal capitalization multiple 3.78 x

Fair Market Value of 80% of the Equity of YMM Phoenix LLC

Effective Date of Valuation: June 30, 2024

Schedule 7.2

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	11.00%	12.00%	13.00%	5
	$k_e = R_f + RP_m + RP_i + RP_s + RP_u$	26.46%	27.46%	28.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	75.00%	75.00%	75.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.50%	10.50%	10.50%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		26.5%	27.5%	28.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	26.46%	27.46%	28.46%	
Realistic long-term growth rate			2.0%		9

Notes

- 1 Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- 2 Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- 3 Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern for Systems and Applications:
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
- 4 Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Moving Services
- 5 Assessed risk given growth and stability of business as at the Valuation Date
Forecast risk 11.0% 13.0%
- Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/gsbm_pcm_pcmr/17/
- 6 Based on Company's overall debt rates and per S&P Capital IQ
- 7 Tax rates per Mgt and stated corporate tax rates
- 8 Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
- 9 Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.

Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever
Reasonable long-term growth is 2.0%

PEPPERDINE PRIVATE CAPITAL MARKETS PROJECT | PRIVATE CAPITAL MARKETS REPORT – 2024

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Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

- 37 (1) Revenues and COGs increases per Mgt and averages within historical results
- 38 (2) Expenses as Mgt budgeted
- 39 (3) The terminal value is estimated based on growth of
- 40 (4) Income taxes are estimated based on the reported corporate tax rate
- 41 (5) Net Working capital investment based on NWC as % Revenue

2%
 21.00% per localized income tax rates
 6.5% based on Company correspondence and data review
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
46 Forecasted revenue for the period	\$ 2,705,431	\$ 6,171,764	\$ 7,097,528	\$ 8,162,158	\$ 9,386,481	\$ 10,794,453
47 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
48 Required working capital, end of period	\$ 175,853	\$ 401,165	\$ 461,339	\$ 530,540	\$ 610,121	\$ 701,639
49 Less: Net working capital, opening balance	\$ (1,943)	\$ (175,853)	\$ (401,165)	\$ (461,339)	\$ (530,540)	\$ (610,121)
50 Incremental net working capital excess (required)	\$ (173,910)	\$ (225,312)	\$ (60,175)	\$ (69,201)	\$ (79,581)	\$ (91,518)

51
 52 CAPEX as a percentage of revenues 0.00% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
55 (6) Forecasted capital expenditures	\$ 5,366,751	\$ 6,171,764	\$ 7,097,528	\$ 8,162,158	\$ 9,386,481	\$ 10,794,453
56 Forecasted revenues for the fiscal year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
57 Multiply: Capital expenditures as % of revenues Updated by Mgt.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
58 Capital expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
59 Less: Tax shield on capital expenditures @ 13.9%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
60 Sustaining capital expenditures, net of tax shield	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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 62
 63
 64
 65 <https://tradingeconomics.com/united-states/corporate-tax-rate>

66 Tax Rate	21.00%
67 Discount Rate	30.46%

- 68
- 69 (7) Calculation of Terminal multiple
- 70
- 71 Rate of return 30.46%
- 72 Less: Expected long-term sustainable growth rate 2.00%
- 73 Net rate of return in terminal period 28.46%
- 74
- 75 Terminal capitalization multiple 3.51 x

Fair Market Value of 100% of the Equity of YMM Interstate LLC

Effective Date of Valuation: June 30, 2024

Schedule 8.2

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	14.00%	15.00%	16.00%	5
$k_e = R_f + RP_m + RP_i + RP_s + RP_u$		29.46%	30.46%	31.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	79.00%	79.00%	79.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	11.06%	11.06%	11.06%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		29.5%	30.5%	31.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital		$WACC = (k_e \times W_e) + (k_d \times W_d)$	29.46%	30.46%	31.46%
Realistic long-term growth rate			2.0%		9

Notes

- 1 Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- 2 Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- 3 Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
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Forecast risk 14.0% 16.0%
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- 6 Based on Company's overall debt rates and per S&P Capital IQ
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Based inputs from Mgt and Industry optimal capital structure
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Reasonable long-term growth is 2.0%

PEPPERDINE PRIVATE CAPITAL MARKETS PROJECT | PRIVATE CAPITAL MARKETS REPORT – 2024

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

- 37 (1) Revenues and COGs increases per Mgt and averages within historical results
- 38 (2) Expenses as Mgt budgeted
- 39 (3) The terminal value is estimated based on growth of
- 40 (4) Income taxes are estimated based on the reported corporate tax rate
- 41 (5) Net Working capital investment based on NWC as % Revenue

2%
 27.00% per combined Canadian/BC income tax rates
 6.5% based on Company correspondence and data review
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wcdata.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
46 Forecasted revenue for the period	\$ -	\$ 1,800,000	\$ 2,070,000	\$ 2,380,500	\$ 2,737,575	\$ 3,148,211
47 Net working capital as a % of revenue per Mgt	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%
48 Required working capital, end of period	\$ -	\$ 116,378	\$ 133,835	\$ 153,910	\$ 176,996	\$ 203,546
49 Less: Net working capital, opening balance	\$ -	\$ -	\$ (116,378)	\$ (133,835)	\$ (153,910)	\$ (176,996)
50 Incremental net working capital excess (required)	\$ -	\$ (116,378)	\$ (17,457)	\$ (20,075)	\$ (23,086)	\$ (26,549)

51
 52 CAPEX as a percentage of revenues 0.50% https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/capex.html

	Forecast for the year ending December 31,					
	2024	2025	2026	2027	2028	2029
55 (6) Forecasted capital expenditures						
56 Forecasted revenues for the fiscal year	\$ -	\$ 1,800,000	\$ 2,070,000	\$ 2,380,500	\$ 2,737,575	\$ 3,148,211
57 Multiply: Capital expenditures as % of revenues Updated by Mgt.	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%
58 Capital expenditures	\$ -	\$ 9,000	\$ 10,350	\$ 11,903	\$ 13,688	\$ 15,741
59 Less: Tax shield on capital expenditures @ 13.9%	\$ -	\$ (1,251)	\$ (1,439)	\$ (1,654)	\$ (1,903)	\$ (2,188)
60 Sustaining capital expenditures, net of tax shield	\$ -	\$ 7,749	\$ 8,911	\$ 10,248	\$ 11,785	\$ 13,553

61
 62
 63
 64
 65
 66 Tax Rate 27.00% <https://tradingeconomics.com>
 67 **Discount Rate 40.46%**

68
 69 (7) Calculation of Terminal multiple
 70
 71 Rate of return 40.46%
 72 Less: Expected long-term sustainable growth rate 2.00%
 73 Net rate of return in terminal period 38.46%
 74
 75 Terminal capitalization multiple 2.60 x

Fair Market Value of 100% of the Equity of the New Corporate Locations Business

Effective Date of Valuation: June 30, 2024

Schedule 9.2

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	5.00%	5.00%	5.00%	2
Industry risk premium	RP_i	2.26%	2.26%	2.26%	3
Size premium	RP_s	4.70%	4.70%	4.70%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	23.00%	25.00%	27.00%	5
$k_e = R_f + RP_m + RP_i + RP_s + RP_u$		38.46%	40.46%	42.46%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	(1-t)	75.00%	75.00%	75.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.50%	10.50%	10.50%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		38.5%	40.5%	42.5%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	38.46%	40.46%	42.46%	

Realistic long-term growth rate	2.0%	9
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Notes

- Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
- Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Services (Franchising et al)
- Assessed risk given growth and stability of business as at the Valuation Date

Forecast risk	18.0%	20.0%
EBITDA margin growth risk	5.0%	7.0%

Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/gsbm_pcm_pcmr/17/
- Based on Company's overall debt rates and per S&P Capital IQ
- Tax rates per Mgt and stated corporate tax rates
- Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RWE review
- Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.
Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever
Reasonable long-term growth is 2.0%

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

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Tracksuit Movers Inc.**Effective Date of Valuation: June 30, 2024****Schedule 10.1****Adjusted Book Value - Fair Market Value of 100% of the Equity**
reported in Canadian dollars

	Notes	Net Book Value as at June 30, 2024 Reviewed - Grant Thornton LLP	Fair Value Adjustment	Adjusted Normalized Net Book Value
ASSETS				
CURRENT ASSETS				
Cash		\$ 16,646	\$ -	\$ 16,646
Restricted cash		\$ 40,000	\$ -	\$ 40,000
Income tax recoverable		\$ -	\$ -	\$ -
Accounts receivable		\$ 149,524	\$ -	\$ 149,524
Prepaid expenses		\$ 74,405	\$ -	\$ 74,405
		\$ 280,575	\$ -	\$ 280,575
OTHER ASSETS				
Intangible assets	1	\$ 47,684	\$ (47,684)	\$ -
Fixed assets		\$ -	\$ -	\$ -
Investment in associate	1	\$ 1,000	\$ (1,000)	\$ -
Due from YMM		\$ -	\$ -	\$ -
Investment in associate		\$ -	\$ -	\$ -
Future income taxes		\$ 58,500	\$ -	\$ 58,500
Deferred tax asset		\$ -	\$ -	\$ -
Right-of-use asset		\$ 53,677	\$ -	\$ 53,677
Intercompany	2	\$ (3,761,960)	\$ 3,761,960	\$ -
TMI Franchise Business	3	\$ -	\$ 870,000	\$ 870,000
Yor Move Me LLC	3	\$ -	\$ 3,900,000	\$ 3,900,000
MCSB Moving Services LLC	3	\$ -	\$ 799,200	\$ 799,200
YMM Phoenix LLC	3	\$ -	\$ 234,400	\$ 234,400
YMM Interstate LCC	3	\$ -	\$ 2,450,000	\$ 2,450,000
New Corporate Locations Business	3	\$ -	\$ 470,000	\$ 470,000
		\$ (3,601,099)	\$ 12,436,876	\$ 8,835,777
Total Assets		\$ (3,320,524)	\$ 12,436,876	\$ 9,116,352
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities		\$ 27,481	\$ -	\$ 27,481
Income taxes recoverable		\$ -	\$ -	\$ -
Deferred income		\$ 45,833	\$ -	\$ 45,833
Current portion of related party loans	4	\$ 128,810	\$ (128,810)	\$ -
Taxes payable		\$ 9,041	\$ -	\$ 9,041
Current portion of financing liability		\$ -	\$ -	\$ -
Current portion of lease liability		\$ 16,804	\$ -	\$ 16,804
Customer deposit		\$ -	\$ -	\$ -
		\$ 227,969	\$ (128,810)	\$ 99,159
LONG-TERM LIABILITIES				
Related party loans		\$ 2,117,045	\$ (2,117,045)	\$ -
Financing liability		\$ -	\$ -	\$ -
Lease liability		\$ 39,575	\$ -	\$ 39,575
Class D special preferred shares	4	\$ 1,000	\$ (1,000)	\$ -
Principal shareholder loan - L. Baggio		\$ -	\$ -	\$ -
		\$ 2,157,620	\$ (2,118,045)	\$ 39,575
Total Liabilities		\$ 2,385,589	\$ (2,246,855)	\$ 138,734
Fair Market Value of 100% of Tracksuit Movers Inc., say				\$ 9,000,000

- 1 Removed intangible asset
- 2 Removed intercompany transaction
- 3 Adjusted to their Fair Value
- 4 Assumed this will be converted to equity or forgiven

Tracksuit Movers Inc.**Effective Date of Valuation: June 30, 2024****Public Guideline Method - Transaction Analysis Franchising / Moving Services**

Database review of Pratt's DealStats, Capital IQ, PitchBook, Comparables AI, Y Charts
reported in Canadian dollars

Schedule 10.2

Moving and Related Business Services			Median	Median
Deal Sizes in the Venture Capital Markets	Transactions/Deals	Tier	EBITDA Multiples	Revenue Multiples
up to \$2.0m	11	5	1.3 x	0.52 x
\$2.1m - \$9.9m	72	4	4.8 x	0.8 x
\$10m - \$14.9m	65	3	7.2 x	1.02 x
\$15.0m - \$24.9m	52	2	9.1 x	1.21 x
\$25m+	145	1	12.2 x	1.42 x
	<u>345</u>			

Franchising in Various Business Services			Median	Median
Deal Sizes in the Venture Capital Markets	Transactions/Deals	Tier	EBITDA Multiples	Revenue Multiples
up to \$2.0m	25	5	7.7 x	1.01 x
\$2.1m - \$9.9m	138	4	9.7 x	1.05 x
\$10m - \$14.9m	126	3	13.2 x	1.21 x
\$15.0m - \$24.9m	181	2	18.8 x	1.6 x
\$25m+	89	1	25.6 x	2.1 x
	<u>559</u>			

	2024	2025
Moving Services EBITDA	\$ (118,544)	\$ 1,568,891
Multiplier (based on Median of Tier 4)	4.8 x	4.8 x
	<u>\$ (569,013)</u>	<u>\$ 7,530,678</u>
Weighted based on historical/present/future	60%	40%
Weighted Amount	\$ (341,408)	\$ 3,012,271
Enterprise Value, say		<u>\$ 2,670,863</u>

	2024	2025
Franchise EBITDA	\$ 554,555	\$ 738,971
Multiplier (based on Median of Tier 3)	13.2 x	13.2 x
	<u>\$ 7,320,123</u>	<u>\$ 9,754,420</u>
Weighted based on historical/present/future	60%	40%
Weighted Amount	\$ 4,392,074	\$ 3,901,768
Enterprise Value, say		<u>\$ 8,293,842</u>

Enterprise Value based on mid-point, say	\$ 11,000,000
Net financing liabilities	\$ (2,702)
100% of the Equity, say	\$ 11,000,000

Fair Market Value of 100% of the Equity of Tracksuit Movers Inc.

Effective Date of Valuation: June 30, 2024

Schedule 11.1

Valuation Conclusion

Canadian dollars

	Amount	Weighted	Calculated Amount
Income Method via a Discounted Cash Flow Analysis	\$ 9,000,000	50.0%	\$ 4,500,000
Market Method via Public Guideline & Transactions Analysis	\$ 11,000,000	50.0%	\$ 5,500,000
Weighted Average of the Two Methods, say		100.0%	\$ 10,000,000

Schedule C: Mobio Technologies Inc. Audited Financial Statements

mobio technologies

Mobio Technologies Inc.

Consolidated Financial Statements

(EXPRESSED IN CANADIAN DOLLARS)

For the Years Ended July 31, 2024 and 2023

Index

Consolidated Statements of Financial Position

Consolidated Statements of Comprehensive Loss

Consolidated Statements of Changes in Equity (Deficit)

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Mobio Technologies Inc.

Opinion

We have audited the consolidated financial statements of Mobio Technologies Inc. (the "Company"), which comprise the consolidated statements of financial position as at July 31, 2024 and 2023, and the consolidated statements of comprehensive loss, changes in equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Vancouver

1500 - 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey

200 - 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 - 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 - 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Otto Ehinger.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

November 8, 2024

MOBIO TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

As at	Notes	July 31, 2024		July 31, 2023	
ASSETS					
<u>Current Assets</u>					
Cash		\$	295,577	\$	207,848
Accounts receivable	4		5,370		1,654
Deposits and prepaid expenses			1,092		3,096
			302,039		212,598
<u>Non-Current Assets</u>					
Due from related party	5		-		133,921
TOTAL ASSETS		\$	302,039	\$	346,519
LIABILITIES					
<u>Current Liabilities</u>					
Accounts payable and accrued liabilities	6,11	\$	218,486	\$	140,573
Due to related party	5		60,052		-
Related party loans payable	7		1,195,889		858,923
Term loan payable	8		-		30,000
TOTAL LIABILITIES			1,474,427		1,029,496
EQUITY (DEFICIT)					
Share capital	9		26,941,574		26,941,574
Equity portion of debt	7		108,585		72,738
Share-based payment reserve			14,915		14,915
Deficit			(28,237,462)		(27,712,204)
TOTAL EQUITY (DEFICIT)			(1,172,388)		(682,977)
TOTAL LIABILITIES AND EQUITY (DEFICIT)		\$	302,039	\$	346,519
Nature of operations and going concern uncertainty	1				
Proposed transaction	15				
Subsequent events	16				
<i>Approved on behalf of the board</i>					
<i>"Brian O'Neill"</i>		<i>"Laurie Baggio"</i>			
Brian O'Neill, Director		Laurie Baggio, Chief Executive Officer			

See accompanying notes to the consolidated financial statements.

MOBIO TECHNOLOGIES INC.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

		Years ended July 31,	
	Notes	2024	2023
REVENUE			
Sales		\$ 3,853	\$ 5,791
EXPENSES			
Personnel	11	209,825	66,708
Professional fees		180,030	83,005
Office and administration		36,970	35,719
Marketing		187	9,299
Regulatory and filing costs		17,177	16,157
Website and IT		6,477	5,460
Foreign exchange		(266)	20
		450,400	216,368
OTHER ITEMS			
Interest expense	7,8,11	97,813	58,995
Other income		(19,102)	-
Net loss and comprehensive loss for the year	10	\$ (525,258)	\$ (269,572)
Basic and diluted loss per share	10	\$ (0.01)	\$ (0.01)
Weighted average number of common shares			
outstanding, basic and diluted	10	42,583,260	42,242,751

See accompanying notes to the consolidated financial statements.

MOBIO TECHNOLOGIES INC.**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**

(Expressed in Canadian dollars)

	Notes	Share capital		Equity portion of debt	Share-based payments reserves	Deficit	Total
		Number of shares	Amount				
Balance at July 31, 2022		38,297,546	\$ 26,644,086	\$ 72,738	\$ 14,915	\$ (27,442,632)	\$ (710,893)
Shares issued for cash	9	4,285,714	300,000	-	-	-	300,000
Share issuance costs	9	-	(2,512)	-	-	-	(2,512)
Loss for the year		-	-	-	-	(269,572)	(269,572)
Balance at July 31, 2023		42,583,260	26,941,574	72,738	14,915	(27,712,204)	(682,977)
Equity portion of debt	7	-	-	35,847	-	-	35,847
Loss for the year		-	-	-	-	(525,258)	(525,258)
Balance at July 31, 2024		42,583,260	\$ 26,941,574	\$ 108,585	\$ 14,915	\$ (28,237,462)	\$ (1,172,388)

See accompanying notes to the consolidated financial statements.

MOBIO TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Years ended July 31,	
	2024	2023
OPERATING ACTIVITIES		
Net loss for the year	\$ (525,258)	\$ (269,572)
Items not affecting cash:		
Accrued interest expense	97,813	58,995
Net changes in non-cash working capital:		
Accounts receivable	(3,716)	4,660
Deposits and prepaid expenses	2,004	15,742
Accounts payable and accrued liabilities	77,913	(30,700)
Net cash used in operating activities	(351,244)	(220,875)
INVESTING ACTIVITIES		
Advances to related party	(5,054)	(133,921)
Advances from related party	60,052	-
Repayment of related party loans	138,975	-
Net cash provided (used) by investing activities	193,973	(133,921)
FINANCING ACTIVITIES		
Proceeds from related party loans	275,000	250,000
Issuance of common shares, net of issuance costs	-	297,488
Repayment of government term loans	(30,000)	-
Net cash provided by financing activities	245,000	547,488
NET CHANGE IN CASH	87,729	192,692
CASH, BEGINNING OF THE YEAR	207,848	15,156
CASH, END OF THE YEAR	\$ 295,577	\$ 207,848

See accompanying notes to the consolidated financial statements.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Mobio Technologies Inc. (“Mobio” or the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on November 19, 1998 and was continued into British Columbia under the Business Corporations Act (British Columbia). The Company’s registered and records office is located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4. Mobio is a public company whose shares are listed on the TSX Venture Exchange under the symbol “MBO”. The Company’s primary line of business is Strutta.com Media Inc. (“Strutta”), a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels. In addition, the Company invests in start-up technology companies.

These consolidated financial statements have been prepared using the going concern assumption, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. During the year ended July 31, 2024, the Company generated a net loss of \$525,258 and has an accumulated deficit of \$28,237,462 as at July 31, 2024.

The continuing operations of the Company are dependent upon its ability to develop profitable operations in the future and to raise adequate financing, if necessary. The Company has generated operating losses since inception. The application of the going concern concept is dependent on the Company’s ability to achieve profitable operations and obtain necessary financing.

There can be no assurance that the Company will be successful in achieving profitability or raising additional cash to finance operations. These conditions indicate the existence of a material uncertainty that may raise significant doubt about the Company’s ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability of assets and liabilities that might be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

2. BASIS OF PRESENTATION

These consolidated financial statements were authorized for issue on November 8, 2024, by the Board of Directors of the Company.

Statement of Compliance

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (IASB) and interpretations of the International Financial Reporting Interpretations Committee.

Functional and Presentation Currency

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of Mobio Technologies Inc. and its subsidiary.

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
 Years Ended July 31, 2024 and 2023



2. BASIS OF PRESENTATION (CONT'D)

Use of Estimates and Judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its consolidated financial statements for the year ended July 31, 2024. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, current working capital levels, and potential sources of replacement financing.

As a result of the assessment and as described in Note 1 – Nature of Operations and Going Concern Uncertainty, management concluded the going concern basis of accounting is appropriate based on its cash flow forecast and expectations with respect to access to financing for the next twelve months.

Significant estimates and assumptions were used with respect to the fair value of financial assets and liabilities. Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries. Details of controlled subsidiaries are as follows:

	Country of incorporation	Percentage owned	
		July 31, 2024	July 31, 2023
Strutta.com Media Inc. ("Strutta")	Canada	100%	100%

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(b) Principles of Consolidation

The consolidated financial statements at July 31, 2024 and 2023 include the assets, liabilities, revenues and expenses of the Company's controlled and wholly owned subsidiaries. All inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions are eliminated on consolidation.

(c) Functional Currency and Presentation

The Company's functional currency is the Canadian dollar and transactions in foreign currencies are translated into Canadian dollars at rates of exchange at the time of such transactions. Monetary assets and liabilities in foreign currencies are translated at the reporting period rate of exchange. Non-monetary assets and liabilities in foreign currencies are translated at historical exchange rates.

Revenue and expenses denominated in a foreign currency are translated at the monthly average exchange rate (except for depreciation and amortization which is translated at historical exchange rates). Gains and losses resulting from translation adjustments are included in net loss.

(d) Revenue Recognition

Revenue is recognized when a contractual arrangement is in place, the fee is fixed and determinable, the products and services have been delivered to the customer, and collectability is reasonably assured. The Company's principal source of revenue and recognition of these revenues are as follows:

- (i) On-line subscription fees – generally recognized over time; and
- (ii) Advertising and sponsorship fees – recognized when the services are delivered.

Payments received in advance are recorded as deferred revenue and recognized into revenue as services are delivered or subscription time elapses.

(e) Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and are subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses.

The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

(f) Contingent Liabilities

A contingent liability is defined as a possible obligation arising from past events or a present obligation where it is not probable that an outflow of resources will occur, or the amount of obligation cannot be measured. On determining the probability of occurrence and estimate of exposure, the Company relies upon their understanding of the past event, including activities undertaken by other parties. Contingent liabilities are disclosed unless the probability of occurrence is remote. There are no contingent liabilities disclosed for the Company.

(g) Short-Term Loans

Short-term loans are separated into their liability and equity components on the Consolidated

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

Statements of Financial Position. The liability component is initially recognized at fair value, determined as the net present value of future payments of interest and principal, discounted at the market rate for similar non-convertible liabilities at the time of issue. The liability component is subsequently measured at amortized cost, using the effective interest method, until extinguished upon conversion or maturity.

The fair value of the equity component of debt is estimated using the residual method in which the difference between the face value of the instrument and the fair value of the liability component is allocated as the fair value of the equity component. Issuance costs are allocated on a pro-rata basis between the debt and equity components.

(h) Share-Based Payments

Stock options issued are accounted for in accordance with fair value accounting for share-based payments. The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option pricing model. The associated expense is charged to profit or loss with a corresponding increase to share-based payment reserves over the vesting period of the option. The amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Compensation expense for stock options granted to non-employees is recorded as an expense in the period at the earlier of the completion of performance and the date the options are vested using the fair value method.

As the options are exercised, the consideration paid, along with the amount previously recognized in share-based payment reserves, is recorded as an increase to share capital. For stock options which have expired or been forfeited, the amount previously recognized in share-based payments reserve is reclassified to deficit.

(i) Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income that are excluded from net loss.

(j) Loss per Share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted-average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. The method requires computation as if the proceeds from the exercisable options and warrants would be used to purchase common shares at the average market price during the period. For the periods presented, diluted loss per share is equal to basic loss per share since the effects of stock options and warrants were anti-dilutive.

(k) Cash

Cash consists of cash, restricted cash, and deposits held at call with banks. As a result, the carrying amount of cash approximates fair value.

(l) Income Taxes

Income tax expense consists of current and deferred tax expenses. Income tax expense is recognized in net loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxes are not recognized for temporary differences related to the initial recognition of assets or liabilities that affect neither accounting nor taxable profit or investments in subsidiaries and equity investments to the extent it is probable that they will not be reversed in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that asset.

4. ACCOUNTS RECEIVABLE

		July 31,		July 31,
		2024		2023
Trade receivables	\$	254	\$	200
GST recoverable		5,116		1,454
Total accounts receivable	\$	5,370	\$	1,654

5. DUE TO/FROM RELATED PARTY

During the year ended July 31, 2024, the Company received repayments and advances of \$193,973 (2023 – paid \$133,921) from Tracksuit Movers Inc., which is considered a related party due to common directors and shareholders, to cover associated audit fees in connection with the proposed transaction described in Note 15. The amounts due to/from related party are unsecured, have no fixed terms of repayment and are non-interest bearing.

6. TRADE PAYABLES AND ACCRUALS

		July 31,		July 31,
		2024		2023
Accounts payable	\$	79,451	\$	17,573
Accrued liabilities		139,035		123,000
Total accounts payable and accrued liabilities	\$	218,486	\$	140,573

Included in accounts payable and accrued liabilities at July 31, 2024 is \$147,330 (2023 - \$90,199) owing to officers of the Company (note 11).

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



7. RELATED PARTY LOANS PAYABLE

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$3,649 (2023 - \$3,318) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$40,142 (2023 - \$36,493).

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$14,542 (2023 - \$14,029) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$159,968 (2023 - \$145,426).

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$7,119 (2023 - \$6,473) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$78,319 (2023 - \$71,200).

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$6,990 (2023 - \$6,355) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$76,895 (2023 - \$69,905).

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$13,734 (2023 - \$12,488) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$151,100 (2023 - \$137,367).

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$11,612 (2023 - \$10,556) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$127,730 (2023 - \$116,118).

On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the year ended July 31, 2024, the Company recorded \$2,903 (2023 - \$2,639) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$31,933 (2023 - \$29,030).

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 12% per annum. During the year ended July 31, 2024, the Company recorded \$6,081 (2023 - \$690) (Note 11) in interest on the loan. The balance of the loan at July 31, 2024 is \$56,771 (2023 - \$50,690).

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The loan is unsecured, bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on December 31, 2023. On December 29, 2023 the Company extended maturity to June 30, 2024. Upon extension, the Company recognized an equity component of \$4,692 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. On June 28, 2024 the Company further extended maturity of the loan to December 31, 2024. Upon extension, the Company recognized an equity component of \$9,162 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%. During the year ended July 31, 2024, the Company recorded \$31,183 (2023 - \$2,694) (Note 11) in interest and accretion on the loan. The balance of the loan at July 31, 2024 is \$220,024 (2023 - \$202,694).

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



7. RELATED PARTY LOANS PAYABLE (CONT'D)

On July 31, 2024, the Company closed first tranche of the Bridge Financing (Note 15) by issuing a convertible promissory note for the proceeds of \$50,000 from a company controlled by an officer. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction. Upon receipt, the Company recognized an equity component of \$3,999 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%.

On July 31, 2024, the Company closed first tranche of the Bridge Financing (Note 15) by issuing a convertible promissory note for the proceeds of \$225,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction. Upon receipt, the Company recognized an equity component of \$17,994 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%.

Loan transactions for the years ended July 31, 2023, and 2024 are summarized as follows:

	Liability component	Equity component
Balance, July 31, 2022	\$ 549,681	\$ 72,738
Accrued interest	59,242	-
Proceeds from related party loans	250,000	-
Balance, July 31, 2023	858,923	72,738
Accrued interest and accretion	97,813	-
Proceeds from related party loans	239,153	35,847
Balance, July 31, 2024	\$ 1,195,889	\$ 108,585

8. TERM LOANS PAYABLE

On May 4, 2020 ("disbursement date"), the Company received a loan for gross proceeds of \$40,000 under the Canada Emergency Business Account ("CEBA") as part of the Canadian government funded COVID-19 financial assistance programs. The CEBA term loan was due on December 25, 2025 and was interest free until January 18, 2024 with interest at 5% per annum thereafter.

The benefit of the government loan received at below market rate of interest was treated as a government grant. The loan was recognized at the fair value of \$19,847, using the Company's incremental borrowing rate of 20% per annum. The difference between the initial carrying amount and proceeds received of \$20,152 is the value of the grant. During the year ended July 31, 2024, the Company recorded interest of \$Nil on the loan (2023 – interest reversal of \$247). The Company repaid \$30,000 of the loan principal on January 17, 2024 and the remaining balance was forgiven as per the conditions of the loan. The balance of the loan at July 31, 2024 is \$Nil (2023 - \$30,000).

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
 Years Ended July 31, 2024 and 2023



9. SHARE CAPITAL

Authorized:

- Unlimited number of common shares without par value.
- Unlimited number of preferred shares without par value, non-voting and entitled to such dividends as may be set by the Board of Directors of the Company.

Issued and Outstanding:

- On August 29, 2022, the Company issued 4,285,714 common shares at a price of \$0.07 per share, and an aggregate value of \$300,000. Share issuance costs of \$2,512 were incurred with respect to the transaction.

At July 31, 2024, there were 42,583,260 common shares issued and outstanding (July 31, 2023 – 42,583,260).

Warrants

As at July 31, 2024, there were no warrants issued and exercisable (July 31, 2023 – nil).

Stock Options

Under the Company's stock option plan, options may be granted to directors, officers, employees and consultants of the Company. Options expire between two and five years after being issued or thirty days after an optionee ceases to be engaged in a bona fide manner with the Company. The Board of Directors has the discretion to extend the expiration period on cessation of engagement. The maximum number of common shares authorized for issuance by the Board of Directors under the plan is limited to 10% of the total issued and outstanding common shares of the Company and the aggregate number of common shares to be delivered upon exercise of the options to any one individual granted under the plan may not exceed 5% of the common shares issued and outstanding.

As at July 31, 2024 the following stock options were issued and exercisable:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2024	75,000	\$ 0.22
	Outstanding (#)	Exercisable (#)
	Exercise Price (\$)	Expiry Date
	75,000	75,000
		0.22
		January 19, 2028

The weighted average life of the remaining options is 3.47 years.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



10. LOSS PER SHARE

The basic loss per common share is calculated using the weighted average number of common shares outstanding during the period. Any warrants and stock options outstanding as at July 31, 2024 and 2023 have not been included in the calculation of diluted loss per common share as the effect of their inclusion would be anti-dilutive.

Loss Per Share Calculation	Weighted Average Shares Outstanding	Net Loss	Loss Per Share
Year ended July 31, 2023	42,242,751	\$ (269,572)	\$ (0.01)
Year ended July 31, 2024	42,583,260	\$ (525,258)	\$ (0.01)

11. RELATED PARTY TRANSACTIONS

Payments to key management and directors during the year ended July 31, 2024 and 2023 were as follows:

Years ended July 31,	2024	2023
Paid for CFO services to companies controlled by directors and/or officers	\$ 60,000	\$ 55,000
Management salaries paid to companies controlled by directors and/or officers	149,825	11,708
Total compensation	\$ 209,825	\$ 66,708

Fees paid to directors and officers are included in the line item "Personnel" in the Company's consolidated statements of comprehensive loss.

Interest and accretion recorded on related party loans is as follows:

Years ended July 31,	2024	2023
Interest on loans payable to companies with a common director and officer or to companies controlled by directors and/or officers or by significant shareholders	\$ 97,813	\$ 59,242

Included in accounts payable and accrued liabilities at July 31, 2024 is \$147,330 (2023 - \$90,199) owing to officers of the Company. These amounts are non-interest bearing, unsecured and due on demand. For other related party transactions see Note 7 – Related Party Loans Payable.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
 Years Ended July 31, 2024 and 2023



12. INCOME TAXES

A reconciliation of the calculated income taxes for the fiscal years ended July 31, 2024 and 2023 are as follows:

	July 31, 2024	July 31, 2023
Combined federal and provincial statutory income tax rates	27.00%	27.00%
Accounting loss before income taxes	\$ (525,258)	\$ (269,572)
Expected income tax recovery at statutory rates	(141,819)	(72,784)
Non-deductible expenditures	4,383	(134)
Other	(554)	(8,764)
Change in valuation	137,990	81,682
Income tax recovery	\$ -	\$ -

The Company did not recognize deferred tax assets for the following deductible temporary differences:

	July 31, 2024	July 31, 2023
Non-capital losses	\$ 11,728,100	\$ 11,209,076
Share issue costs	1,553	1,553
Capital losses	7,389,575	7,389,575
Other deductible temporary differences	17,221	27,221
	19,136,449	18,627,425
Tax benefits not recognized - valuation allowance	(19,136,449)	(18,627,425)
Balance	\$ -	\$ -

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



12. INCOME TAXES (CONT'D)

The Company's tax loss carry-forwards that it can apply against income in future years are as follows:

Taxable non-capital loss carry forward schedule		
Year of expiry		Amount
2026	\$	113,597
2027		112,640
2028		168,755
2029		243,923
2030		136,128
2031		266,894
2032		650,632
2033		1,592,375
2034		2,026,492
2035		697,665
2036		1,283,361
2037		1,115,539
2038		776,400
2039		731,077
2040		474,519
2041		300,005
2042		249,255
2043		269,819
2044		519,024
	\$	11,728,100

13. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, due from related party, related party loans payable, term loan payable and accounts payable. As at July 31, 2024, there were no significant differences between the carrying amounts of these items and their estimated fair values.

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of July 31, 2024 and 2023, cash is classified as Level 1.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



13. FINANCIAL INSTRUMENTS (CONT'D)

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Market risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company manages its financial instruments with the objective of minimizing potential interest rate risk, which generally means avoiding interest-bearing obligations other than in unusual circumstances. The Company is not exposed to significant interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and accounts receivable. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution. Accounts receivable have historically been subject to very few bad debts.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date by managing the collection of accounts receivable and raising funds to sustain operations. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. The Company's ability to meet its future obligations may depend in significant part on the extent to which the Company can raise sufficient funds or implement successfully its business growth and cost reduction strategies. The Company cannot provide any assurance that it will be able to implement its strategy fully or that the anticipated results of its strategy will be realized.

Market Risk

The Company's exposure to financial market risk is limited, as it presently does not have any investments where value fluctuates as a result of changes in prices quoted in open markets.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's reporting currency is Canadian dollars and has not entered into any derivative instruments to manage foreign exchange fluctuations.

MOBIO TECHNOLOGIES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years Ended July 31, 2024 and 2023



14. CAPITAL MANAGEMENT

The Company defines capital as an aggregate of cash, loans, common shares, warrants and stock options. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company targets to meet this objective by managing working capital to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements in the near term. The Board of Directors does not establish quantitative return on capital criteria for management. In recent years, the Company has relied on funds generated through the issuance of common shares and loans to supplement funds generated from operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

15. PROPOSED TRANSACTION

On March 14, 2022, the Company entered into a non-binding letter of intent which sets out the proposed basic terms and conditions for the 100% acquisition of Tracksuit Movers Inc. ("TMI") through a share exchange. The Company plans to acquire TMI by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of TMI (the "Transaction").

Concurrently with the acquisition of TMI, the Company plans to complete a private placement of up to \$1,800,000 at a price of \$0.20 per share.

The Transaction is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

On July 31, 2024, the Company received conditional approval from TSX Venture Exchange for the issuance of the convertible promissory notes in connection with the Transaction (the "Bridge Financing") (Note 7).

16. SUBSEQUENT EVENTS

On September 3, 2024, the Company closed the second and final tranche of the Bridge Financing for proceeds of \$160,000 in the form of a convertible promissory note. The note bears no interest, and matures on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

Schedule D: Mobio Technologies Inc. Annual MD&A

**mobio
technologies**

Mobio Technologies Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED

JULY 31, 2024 AND 2023

TO OUR SHAREHOLDERS**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following is management's discussion and analysis ("MD&A") of Mobio Technologies Inc.'s ("Mobio" or the "Company") operating and financial results for the year ended July 31, 2024 and 2023 as well as information and expectations concerning the Company's outlook based on currently available information as of November 8, 2024, and discloses specified information up to that date.

This MD&A should be read in conjunction with the Company's audited annual financial statements for the year ended July 31, 2024 and 2023. Additional information is available at www.sedar.com.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the consolidated interim financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's audit committee meets with management no less than quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information including the Company's future plans. The use of any of the words "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to the Company's future plans and management's belief as to the Company's potential involve known and unknown risks and uncertainties, which could be significant, and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital and other expenditures (including the amount, nature and sources of funding for such expenditures), business prospects and opportunities. These risks related to forward looking information include, but are not limited to: the risks associated with the commercial viability of any technologies the Company is in the process of developing or deploying, delays or changes in plans with respect to any technologies, costs and expenses, the risk of foreign exchange rate fluctuations, risks associated with securing the necessary regulatory approvals and financing to proceed with any planned business venture, product development or deployment, and risks and uncertainties regarding the potential to economically scale and bring to profitability any of the Company's current or planned endeavors. Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. See the Risk Management section of this MD&A for a further description of these risks. The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

1. SUMMARY OF OPERATIONS AND EVENTS

The Company was originally incorporated under the Business Corporations Act (Alberta) on November 19, 1998. On December 6, 2012, the Company changed its name to LX Ventures Inc. and was continued into British Columbia under the Business Corporations Act (British Columbia). On July 7, 2014, the Company again changed its name to Mobio Technologies Inc.

Development of the Company's Business

On February 22, 2019, the Company completed a plan of arrangement whereby the shares of one of the Company's subsidiaries, Plank Ventures Ltd. ("Plank"), was distributed to the shareholders of the Company and Plank ceased to be a subsidiary of the Company. Pursuant to the plan of arrangement, all of the Company's portfolio investments were transferred to Plank. In accordance with IFRS 10, as the Company had a variable interest in Plank through an intercompany receivable and has the same directors and shareholders as Plank, the Company met the criteria for having control over Plank and, therefore, the consolidated financial statements included the assets, liabilities, revenues and expenses of Plank and its subsidiaries. The portion of equity attributable to the shareholders of Plank was included as a separate component of equity in the consolidated statements of financial position. On August 20, 2020, the Company forgave the intercompany receivable from Plank of \$6,543,410 resulting in a \$1,209,217 loss on deconsolidation. Effective August 20, 2020, the Company is no longer exposed to variable returns in Plank and therefore no longer controls Plank. The investment balance of \$536,521 in Plank was also cancelled.

Over the past several years, Mobio has completed a series of acquisitions that give it a footprint in the social media space. The Company is now focused primarily on one of these acquired assets, Strutta.com Media Inc. ("Strutta"). Strutta is a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels.

Financing Activities

On July 31, 2024, the Company closed first tranche of a bridge financing by issuing a convertible promissory note for the proceeds of \$50,000 from a company controlled by an officer. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

On July 31, 2024, the Company closed first tranche of the bridge financing by issuing a convertible promissory note for the proceeds of \$225,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The loan is unsecured, bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on June 30, 2024. On June 28, 2024 the Company extended maturity to December 31, 2024.

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 12% per annum.

On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by

an officer. The loan is unsecured, due on demand and bears interest at 10% per annum.

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum.

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum.

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum.

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum.

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum.

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum.

2. EARNINGS AND EXPENSES

Following is a discussion of the Company's financial results for the years and three months ended July 31, 2024 and 2023. The consolidated interim financial statements of the Company for the years and three months ended July 31, 2024 and 2023 have been prepared in accordance with IAS 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB). All inter-company balances and transactions have been eliminated upon consolidation.

Three Months Ended July 31, 2024 and 2023

Revenue

The Company's revenues primarily consist of software licensing fees and usage fees generated by Strutta.

The Company's revenues for the three-month period ended July 31, 2024, were \$413 compared to \$400 for the three months ended July 31, 2023.

Expenses

The Company's expenses for the three-month period ended July 31, 2024, were \$106,528 compared to \$64,648 for the three-month period ended July 31, 2023, the major differences are described below:

- An increase of \$29,114 in personnel for a new staff commencing in July 2023.
- An increase of \$18,762 in professional fees due to fees associated with the due diligence during investment research activities, legal related services, and higher accruals for audit fees of the fiscal year 2024.
- A decrease of \$7,500 in marketing due to the cancellation of marketing services.

Other items for the three months ended July 31, 2024 were \$27,076 compared to \$17,753 for the three months ended July 31, 2023. The increase of \$9,323 is mainly due to the additional accretion and interest from the related party loans.

Year ended July 31, 2024 and 2023

Revenue

The Company's revenues primarily consist of software licensing fees and usage fees generated by Strutta.



The Company's revenues for the year ended July 31, 2024, were \$3,853 compared to \$5,791 for the year ended July 31, 2023, a decrease of \$1,938 related to a decrease in subscription revenue in Strutta.

Expenses

The Company's expenses for the year ended July 31, 2024, were \$450,400 compared to \$216,368 for the year ended July 31, 2023, an increase of \$234,032. The major differences are described below:

- An increase of \$143,117 in personnel costs due to a new staff commencing in July 2023.
- An increase of \$97,025 in professional fees due to fees associated with the due diligence during investment research activities, legal related services, and higher accruals for audit fees of the fiscal year 2024.
- A decrease of \$9,112 in marketing costs due to the removal of marketing services.

Other items for the year ended July 31, 2024 were \$78,711 compared to \$58,995 for the year ended July 31, 2023. The variance of \$19,716 is largely related to the additional interest accrued on the related party loans and recognition of other income upon reversal of outstanding payables.

3. LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2024, the Company had a working capital deficit of \$1,172,388 compared to a working capital deficit of \$816,898 at July 31, 2023. Management has been actively engaged in securing the resources necessary from internal and external sources to fulfill all of the Company's planned activities.

On July 31, 2024, the Company received a loan in the amount of \$225,000 from a company controlled by a significant shareholder. The balance of the loan at July 31, 2024 is \$225,000.

On July 31, 2024, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$50,000.

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The balance of the loan at July 31, 2024 is \$223,463.

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$56,771.

On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$31,933.

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at July 31, 2024 is \$127,730.

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at July 31, 2024 is \$151,101.

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$76,895.

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$78,319.

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at July 31, 2024 is \$159,968.

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The balance of the loan at July 31, 2024 is \$40,142.



4. SELECTED QUARTERLY INFORMATION

The following table provides a brief summary of the Company's financial results for each of the eight most recent quarters. For additional information pertaining to the Company's quarterly results, please refer to the Company's audited annual consolidated financial statements for the years ended July 31, 2024, and 2023, to the Company's consolidated financial statements for corresponding periods, and to the MD&A for each period presented, which are available at www.sedar.com.

SUMMARY OF QUARTERLY RESULTS								
Quarter ended	Jul. 31	Apr. 30	Jan. 31	Oct. 31	Jul. 31	Apr. 30	Jan. 31	Oct. 31
	2024	2024	2024	2023	2023	2023	2023	2022
Revenue	\$ 413	\$ 273	\$ 1,293	\$ 1,874	\$ 400	\$ 406	\$ 4,579	\$ 406
Cost of revenue								
Expenses	106,528	112,437	141,135	90,300	64,648	38,919	63,414	49,387
Net comprehensive loss	(133,191)	(118,023)	(163,378)	(110,666)	(82,001)	(49,832)	(73,979)	(63,760)
Loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

5. SELECTED ANNUAL INFORMATION

Annual results for the years ended July 31, 2024, 2023 and 2022 are as follows:

SELECTED ANNUAL INFORMATION			
Year ended July 31,	2024	2023	2022
Revenue	\$ 3,853	\$ 5,791	\$ 8,066
Expenses	\$ 450,400	\$ 216,368	\$ 209,299
Other income (expenses)	\$ 78,711	\$ 58,995	\$ 16,397
Net and comprehensive loss	\$ (525,258)	\$ (269,572)	\$ (217,630)
Net loss from continuing operations	\$ (525,258)	\$ (269,572)	\$ (217,630)
Net income (loss) from discontinued operations	\$ -	\$ -	\$ -
Loss per share, basic and diluted - continuing operations	\$ (0.01)	\$ (0.01)	\$ (0.01)
Income (loss) per share, basic and diluted - discontinued operations	\$ -	\$ -	\$ -
Cash	\$ 295,577	\$ 207,848	\$ 15,156
Working capital (deficiency)	\$ (1,172,388)	\$ (682,977)	\$ (680,645)
Total assets	\$ 302,039	\$ 346,519	\$ 40,308
Shareholders' equity (deficiency)	\$ (1,172,388)	\$ (682,977)	\$ (710,892)

6. RELATED PARTY TRANSACTIONS

Payments to key management and directors, for the year ended July 31, 2024 and 2023 were as follows:

Years ended July 31,	2024	2023
Paid for CFO services to companies controlled by directors and/or officers	\$ 60,000	\$ 55,000
Management salaries paid to companies controlled by directors and/or officers	149,825	11,708
Total compensation	\$ 209,825	\$ 66,708

Interest is recorded on related party loans for the year ended July 31, 2024 and 2023 were as follows:

Years ended July 31,	2024	2023
Interest on loans payable to companies with a common director and officer or to companies controlled by directors and/or officers or by significant shareholders	\$ 97,813	\$ 59,242

Included in accounts payable and accrued liabilities at July 31, 2024 is \$147,330 (2023 - \$90,199) owing to officers of the Company. These amounts are non-interest bearing, unsecured and due on demand.

7. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, due from related party, related party loans payable and accounts payable. As at July 31, 2024 there were no significant differences between the carrying amounts of these items and their estimated fair values.

The carrying value of these items approximates their fair value.

Related party loans payable are measured at amortized cost using the effective interest rate method and transaction costs associated with the loans are amortized through net loss over the life of the loans.

Fair Value

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Market risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company manages its financial instruments with the objective of minimizing potential interest rate risk, which generally means avoiding interest-bearing obligations other than in unusual circumstances. The Company is not exposed to significant interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and accounts receivable. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution. Accounts receivable have historically been subject to very few bad debts.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date by managing the collection of accounts receivable and raising funds to sustain operations. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. The Company's ability to meet its future obligations may depend in significant part on the extent to which the Company can raise sufficient funds or implement successfully its business growth and cost reduction strategies. The Company cannot provide any assurance

that it will be able to implement its strategy fully or that the anticipated results of its strategy will be realized.

Market Risk

The Company's exposure to financial market risk is limited, as it presently does not have any investments where value fluctuates as a result of changes in prices quoted in open markets.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's reporting currency is Canadian dollars and has not entered into any derivative instruments to manage foreign exchange fluctuations.

8. RISK MANAGEMENT

Early stage technology companies face many risks. While management is unable to eliminate risks, the Company is intent on identifying and mitigating such risks as much as is reasonably possible.

In evaluating an investment in Mobio, in addition to other information contained in this MD&A, investors should consider the following risk factors associated with Mobio's business of investing in startup companies. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

Risk of Loss of Entire Investment

Investing in startup companies involves a high level of risk. Startup companies may fail completely or Mobio may be unable to resell the shares it owns in the startup or collect upon the debt instrument that the Company has purchased from the startup. In these situations, Mobio may lose the entire amount of the investment.

Return on Investment is Not Guaranteed

The amount of return on investment, if any, is highly variable and not guaranteed. Some startups may be successful and generate significant returns, but many will not be successful and will only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Delay in Return on Investment

Any returns generated by startup companies may take several years to materialize. Most startups take five to seven years to generate any investment return, if at all.

Liquidity Risk

It may be difficult to raise additional funds from investors and creditors or resell the investment in a startup to reduce liquidity risk. Startup investments are privately held companies and are not traded on a public stock exchange. Also, there is currently no readily available secondary market for private buyers to purchase securities of startups. Furthermore, there may be restrictions on the resale of the shares of the startup and the ability to transfer those shares.

Dilution Risk of the Investment

Startup companies may need to raise additional capital in the future through the issue of additional shares. This will dilute the percentage ownership that Mobio has in the company.

Risk of Inaccurate Valuation of the Investment

Unlike publicly traded companies that are valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess. The issuer will set the share price of the

investment and there is a risk of overpaying for that investment.

Risk of Failure of the Startup

Investments in startups are speculative and these companies often fail. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup often relies on the development of a new product or service that may or may not find a market.

Risk of Profitability of Startup Companies

A startup company is still in an early phase and may be just beginning to implement its business plan. There can be no assurance that it will ever operate profitably. The likelihood of achieving profitability should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by companies in their early stages of development. The startup company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Funding risk

A startup company may require funds in excess of its existing cash resources to fund operating expenses, develop new products, expand its marketing capabilities, and finance general and administrative activities. Due to market conditions at the time the startup company needs additional funding, it is possible that the company will be unable to obtain additional funding when it needs it, or the terms of any available funding may be unfavorable. If the company is unable to obtain additional funding, it may not be able to repay debts when they are due, or the new funding may excessively dilute existing investors. If the company is unable to obtain additional funding as and when needed, it could be forced to delay its development, marketing and expansion efforts and, if it continues to experience losses, potentially cease operations.

Disclosure risks

The startup company is at an early stage and may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long trading history. The company is also only obligated to provide limited information regarding its business and financial affairs to investors.

Personnel risks

An investment in a startup is also an investment in the management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. The startup company's management may not have the necessary expertise and experience to deliver on the company's business plan.

Growth risk

For a startup to succeed, it will need to expand significantly. There can be no assurance that it will achieve this expansion. Expansion may place a significant strain on the company's management, operational and financial resources. To manage growth, the company will be required to implement operational and financial systems, procedures and controls. It also will be required to expand its finance, administrative and operations staff. There can be no assurance that the company's current and planned personnel, systems, procedures and controls will be adequate to support its future operations. The company's failure to manage growth effectively could have a material adverse effect on its business, results of operations, and financial condition.

Competition risk

The startup may face competition from other companies, some of which might have received more funding than the startup has. One or more of the company's competitors could offer services similar to those offered by the company at significantly lower prices, which would cause downward pressure on the prices the

company would be able to charge for its services. If the company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the company's results of operations and financial condition.

Market demand risk

While a startup company believes that there will be customer demand for its products, there is no assurance that there will be broad market acceptance of the company's offerings. There also may not be broad market acceptance of the company's offerings if its competitors offer products which are preferred by prospective customers. In such event, there may be a material adverse effect on the company's results of operations and financial condition, and the company may not be able to achieve its goals.

Control risks

Because the company's founders, directors and executive officers may be among the company's largest stockholders, they can exert significant control over the company's business and affairs and have actual or potential interests that may depart from Mobio's. The company's founders, directors and executive officers may own or control a significant percentage of the startup company. In addition to their board seats, such persons will have significant influence over corporate actions requiring stockholder approval, irrespective of how the company's other shareholders, including Mobio, may vote.

9. ACCOUNTING POLICIES & USE OF CRITICAL ESTIMATES

The preparation of the consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. An area subject to significant estimates is the fair value of financial assets and the fair value of investments. Actual results could differ from those estimates.

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its consolidated financial statements for the year ended July 31, 2024. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, current working capital levels, and potential sources of replacement financing.

As a result of the assessment, management concluded the going concern basis of accounting is appropriate based on its cash flow forecast and expectations with respect to access to financing for the next twelve months.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.



10. OUTSTANDING SHARE DATA

As of the date of this MD&A, 42,583,260 common shares were issued and outstanding.

As of the date of this MD&A, the Company had no share purchase warrants issued and outstanding.

As of the date of this MD&A, the Company had the following stock options issued and exercisable:

Outstanding (#)	Exercisable (#)	Exercise Price (\$)	Expiry Date
75,000	75,000	0.22	January 19, 2028

10. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of Tracksuit Movers Inc. ("TMI") through a share exchange. Mobio plans to acquire TMI by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of TMI.

Concurrently with the acquisition of TMI, Mobio plans to complete a private placement of up to \$1,800,000 at a price of \$0.20 per share.

The acquisition of TMI is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

On July 31, 2024, Mobio Technologies Inc. ("Mobio") received conditional approval from TSX Venture Exchange (the "Exchange") for the issuance of the convertible promissory notes (the "Bridge Financing") and closed the first tranche of the Bridge Financing associated with the transaction.

Schedule E: Mobio Technologies Inc. Interim Financial Statements

mobio technologies

Mobio Technologies Inc.

Condensed Consolidated Interim Financial Statements
(Unaudited)

(EXPRESSED IN CANADIAN DOLLARS)

For the Three Months Ended October 31, 2024 and 2023

Index

Condensed Consolidated Interim Statements of Financial Position
Condensed Consolidated Interim Statements of Comprehensive Loss
Condensed Consolidated Interim Statements of Changes in Equity (Deficit)
Condensed Consolidated Interim Statements of Cash Flows
Notes to Condensed Consolidated Interim Financial Statements

MOBIO TECHNOLOGIES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian dollars)

As at	Notes	October 31, 2024	July 31, 2024
ASSETS			
<u>Current Assets</u>			
Cash		\$ 224,331	\$ 295,577
Accounts receivable	3	5,245	5,370
Deposits and prepaid expenses		17,669	1,092
TOTAL ASSETS		\$ 247,245	\$ 302,039
LIABILITIES			
<u>Current Liabilities</u>			
Accounts payable and accrued liabilities	5,9	\$ 183,153	\$ 218,486
Due to related party	4	-	60,052
Related party loans payable	6	1,393,197	1,195,889
TOTAL LIABILITIES		1,576,350	1,474,427
EQUITY (DEFICIT)			
Share capital	7	26,941,574	26,941,574
Equity portion of debt	6	118,629	108,585
Share-based payment reserve		14,915	14,915
Deficit		(28,404,223)	(28,237,462)
TOTAL EQUITY (DEFICIT)		(1,329,105)	(1,172,388)
TOTAL LIABILITIES AND EQUITY (DEFICIT)		\$ 247,245	\$ 302,039
Nature of operations and going concern uncertainty	1		
Proposed transaction	12		

Approved on behalf of the board

"Brian O'Neill"

Brian O'Neill, Director

"Laurie Baggio"

Laurie Baggio, Chief Executive Officer

See accompanying notes to the condensed consolidated interim financial statements.

MOBIO TECHNOLOGIES INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**

(Unaudited - Expressed in Canadian dollars)

		Three months ended October 31,	
	Notes	2024	2023
REVENUE			
Sales		\$ 623	\$ 1,874
EXPENSES			
Personnel	9	53,805	51,102
Professional fees		53,555	27,209
Office and administration		7,892	8,219
Regulatory and filing costs		3,189	1,685
Website and IT		1,642	1,802
Foreign exchange		(50)	283
		120,033	90,300
OTHER ITEMS			
Interest expense	6,9	47,352	22,240
Other income		(1)	-
Net loss and comprehensive loss for the period	8	\$ (166,761)	\$ (110,666)
Basic and diluted loss per share	8	\$ (0.00)	\$ (0.00)
Weighted average number of common shares			
outstanding, basic and diluted	8	42,583,260	42,583,260

See accompanying notes to the condensed consolidated interim financial statements.

MOBIO TECHNOLOGIES INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**

(Unaudited - Expressed in Canadian dollars)

	Notes	Share capital					Deficit	Total
		Number of shares	Amount	Equity portion of debt	Share-based payments reserves			
Balance at July 31, 2023		42,583,260	\$ 26,941,574	\$ 72,738	\$ 14,915	\$ (27,712,204)	\$ (682,977)	
Loss for the period		-	-	-	-	(110,666)	(110,666)	
Balance at October 31, 2023		42,583,260	26,941,574	72,738	14,915	(27,822,870)	(793,643)	
Balance at July 31, 2024		42,583,260	26,941,574	108,585	14,915	(28,237,462)	(1,172,388)	
Equity portion of debt	6	-	-	10,044	-	-	10,044	
Loss for the period		-	-	-	-	(166,761)	(166,761)	
Balance at October 31, 2024		42,583,260	\$ 26,941,574	\$ 118,629	\$ 14,915	\$ (28,404,223)	\$ (1,329,105)	

See accompanying notes to the condensed consolidated interim financial statements.

MOBIO TECHNOLOGIES INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian dollars)

	Three months ended October 31,	
	2024	2023
OPERATING ACTIVITIES		
Net loss for the period	\$ (166,761)	\$ (110,666)
Items not affecting cash:		
Accrued interest expense	47,352	22,240
Net changes in non-cash working capital:		
Accounts receivable	125	(1,300)
Deposits and prepaid expenses	(16,577)	(18,633)
Accounts payable and accrued liabilities	(35,333)	39,530
Net cash used in operating activities	(171,194)	(68,829)
INVESTING ACTIVITIES		
Advances to related party	-	(5,054)
Repayment of related party loans	(60,052)	-
Net cash used by investing activities	(60,052)	(5,054)
FINANCING ACTIVITIES		
Proceeds from related party loans	160,000	-
Net cash provided by financing activities	160,000	-
NET CHANGE IN CASH	(71,246)	(73,883)
CASH, BEGINNING OF THE PERIOD	295,577	207,848
CASH, END OF THE PERIOD	\$ 224,331	\$ 133,965

See accompanying notes to the condensed consolidated interim financial statements.

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY**

Mobio Technologies Inc. ("Mobio" or the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on November 19, 1998 and was continued into British Columbia under the Business Corporations Act (British Columbia). The Company's registered and records office is located at 204 – 1080 Mainland Street, Vancouver, BC, V6B 2T4. Mobio is a public company whose shares are listed on the TSX Venture Exchange under the symbol "MBO". The Company's primary line of business is Strutta.com Media Inc. ("Strutta"), a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels. In addition, the Company invests in start-up technology companies.

These condensed consolidated interim financial statements have been prepared using the going concern assumption, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. During the period ended October 31, 2024, the Company generated a net loss of \$166,761 and has an accumulated deficit of \$28,404,223 as at October 31, 2024.

The continuing operations of the Company are dependent upon its ability to develop profitable operations in the future and to raise adequate financing, if necessary. The Company has generated operating losses since inception. The application of the going concern concept is dependent on the Company's ability to achieve profitable operations and obtain necessary financing.

There can be no assurance that the Company will be successful in achieving profitability or raising additional cash to finance operations. These conditions indicate the existence of a material uncertainty that may raise significant doubt about the Company's ability to continue as a going concern. The condensed consolidated interim financial statements do not include any adjustments relating to the recoverability of assets and liabilities that might be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

2. BASIS OF PRESENTATION

These condensed consolidated interim financial statements were authorized for issue on December 24, 2024, by the Board of Directors of the Company.

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in compliance with IAS 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB). These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ending July 31, 2024.

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**3. ACCOUNTS RECEIVABLE**

	October 31,		July 31,
	2024		2024
Trade receivables	\$ 564	\$	254
GST recoverable	4,681		5,116
Total accounts receivable	\$ 5,245	\$	5,370

4. DUE TO/FROM RELATED PARTY

During the period ended October 31, 2024, the Company paid \$60,052 (October 31, 2023 – paid \$5,054) to Tracksuit Movers Inc., which is considered a related party due to common directors and shareholders, to cover associated audit fees in connection with the proposed transaction described in Note 12. The amounts due to/from related party are unsecured, have no fixed terms of repayment and are non-interest bearing.

5. TRADE PAYABLES AND ACCRUALS

	October 31,		July 31,
	2024		2024
Accounts payable	\$ 19,575	\$	79,451
Accrued liabilities	163,578		139,035
Total accounts payable and accrued liabilities	\$ 183,153	\$	218,486

Included in accounts payable and accrued liabilities at October 31, 2024 is \$90,120 (July 31, 2024 - \$147,330) owing to officers of the Company (Note 9).

6. RELATED PARTY LOANS PAYABLE

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,001 (period ended October 31, 2023 - \$912) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$41,144 (July 31, 2024 - \$40,142).

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,945 (period ended October 31, 2023 - \$3,592) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$163,912 (July 31, 2024 - \$159,968).

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,846 (period ended October 31, 2023 - \$1,677) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$80,164 (July 31, 2024 - \$78,319).

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**6. RELATED PARTY LOANS PAYABLE (CONT'D)**

controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,846 (period ended October 31, 2023 - \$1,677) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$78,740 (July 31, 2024 - \$76,895).

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,691 (period ended October 31, 2023 - \$3,355) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$154,792 (July 31, 2024 - \$151,100).

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,050 (period ended October 31, 2023 - \$2,773) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$130,779 (July 31, 2024 - \$127,730).

On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$762 (period ended October 31, 2023 - \$693) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$32,695 (July 31, 2024 - \$31,933).

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 12% per annum. During the three months ended October 31, 2024, the Company recorded \$1,694 (period ended October 31, 2023 - \$1,512) (Note 9) in interest on the loan. The balance of the loan at October 31, 2024 is \$58,466 (July 31, 2024 - \$56,771).

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The loan is unsecured, bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on December 31, 2023. On December 29, 2023 the Company extended maturity to June 30, 2024. Upon extension, the Company recognized an equity component of \$4,692 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. On June 28, 2024 the Company further extended maturity of the loan to December 31, 2024. Upon extension, the Company recognized an equity component of \$9,162 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%. During the three months ended October 31, 2024, the Company recorded \$11,398 (period ended October 31, 2023 - \$6,049) (Note 9) in interest and accretion on the loan. The balance of the loan at October 31, 2024 is \$231,422 (July 31, 2024 - \$220,024).

On July 31, 2024, the Company closed first tranche of the Bridge Financing by issuing a convertible promissory note for the proceeds of \$50,000 from a company controlled by an officer. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction. Upon receipt, the Company recognized an equity component of \$3,999 against the balance of the loan. The equity value

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**6. RELATED PARTY LOANS PAYABLE (CONT'D)**

was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%. During the three months ended October 31, 2024, the Company recorded \$2,404 (period ended October 31, 2023 - \$Nil) (Note 9) in interest and accretion on the loan. The balance of the loan at October 31, 2024 is \$48,406 (July 31, 2024 - \$Nil).

On July 31, 2024, the Company closed first tranche of the Bridge Financing by issuing a convertible promissory note for the proceeds of \$225,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction. Upon receipt, the Company recognized an equity component of \$17,994 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%. During the three months ended October 31, 2024, the Company recorded \$10,820 (period ended October 31, 2023 - \$Nil) (Note 9) in interest and accretion on the loan. The balance of the loan at October 31, 2024 is \$217,826 (July 31, 2024 - \$Nil).

On September 3, 2024, the Company closed second and final tranche of the Bridge Financing by issuing a convertible promissory note for the proceeds of \$160,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction. Upon receipt, the Company recognized an equity component of \$10,044 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 22%. During the three months ended October 31, 2024, the Company recorded \$4,895 (period ended October 31, 2023 - \$Nil) (Note 9) in interest and accretion on the loan. The balance of the loan at October 31, 2024 is \$154,851 (July 31, 2024 - \$Nil).

Loan transactions for the three months ended October 31, 2024 are summarized as follows:

	Liability component	Equity component
Balance, July 31, 2024	\$ 1,195,889	\$ 108,585
Accrued interest and accretion	47,352	-
Proceeds from related party loans	149,956	10,044
Balance, October 31, 2024	\$ 1,393,197	\$ 118,629

7. SHARE CAPITAL**Authorized:**

- Unlimited number of common shares without par value.
- Unlimited number of preferred shares without par value, non-voting and entitled to such dividends as may be set by the Board of Directors of the Company.

Issued and Outstanding:

At October 31, 2024, there were 42,583,260 common shares issued and outstanding (July 31, 2024 – 42,583,260).

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**7. SHARE CAPITAL (CONT'D)****Warrants**

As at October 31, 2024, there were no warrants issued and exercisable (July 31, 2024 – nil).

Stock Options

Under the Company's stock option plan, options may be granted to directors, officers, employees and consultants of the Company. Options expire between two and five years after being issued or thirty days after an optionee ceases to be engaged in a bona fide manner with the Company. The Board of Directors has the discretion to extend the expiration period on cessation of engagement. The maximum number of common shares authorized for issuance by the Board of Directors under the plan is limited to 10% of the total issued and outstanding common shares of the Company and the aggregate number of common shares to be delivered upon exercise of the options to any one individual granted under the plan may not exceed 5% of the common shares issued and outstanding.

As at October 31, 2024 the following stock options were issued and exercisable:

	Number of Options	\$	Weighted Average Exercise Price
Balance, October 31, 2024	75,000	\$	0.22
	Outstanding (#)	Exercisable (#)	Exercise Price (\$)
	75,000	75,000	0.22
			Expiry Date
			January 19, 2028

The weighted average life of the remaining options is 3.22 years.

8. LOSS PER SHARE

The basic loss per common share is calculated using the weighted average number of common shares outstanding during the period. Any warrants and stock options outstanding as at October 31, 2024 and 2023 have not been included in the calculation of diluted loss per common share as the effect of their inclusion would be anti-dilutive.

Loss Per Share Calculation	Weighted Average Shares Outstanding	Net Loss	Loss Per Share
Three months ended October 31, 2023	42,583,260	\$ (110,666)	\$ (0.00)
Three months ended October 31, 2024	42,583,260	\$ (166,761)	\$ (0.00)

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**9. RELATED PARTY TRANSACTIONS**

Payments to key management and directors during the periods ended October 31, 2024 and 2023 were as follows:

Three months ended October 31,	2024	2023
Paid to companies controlled by directors and/or officers	15,000 \$	15,000
Management salaries paid to companies controlled by directors and/or officers	38,805	36,102
Total compensation	\$ 53,805 \$	51,102

Fees paid to directors and officers are included in the line item "Personnel" in the Company's consolidated statements of comprehensive loss.

Interest and accretion recorded on related party loans is as follows:

Three months ended October 31,	2024	2023
Interest on loans payable to companies with a common director and officer or to companies controlled by directors and/or officers or by significant shareholders	\$ 47,352 \$	22,240

Included in accounts payable and accrued liabilities at October 31, 2024 is \$90,120 (2024 - \$147,330) owing to officers of the Company. These amounts are non-interest bearing, unsecured and due on demand.

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, due from related party, related party loans payable, term loan payable and accounts payable. As at October 31, 2024, there were no significant differences between the carrying amounts of these items and their estimated fair values.

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of October 31, 2024 and 2023, cash is classified as Level 1.

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk

MOBIO TECHNOLOGIES INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023

**10. FINANCIAL INSTRUMENTS (CONT'D)**

- Market risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company manages its financial instruments with the objective of minimizing potential interest rate risk, which generally means avoiding interest-bearing obligations other than in unusual circumstances. The Company is not exposed to significant interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and accounts receivable. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution. Accounts receivable have historically been subject to very few bad debts.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date by managing the collection of accounts receivable and raising funds to sustain operations. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. The Company's ability to meet its future obligations may depend in significant part on the extent to which the Company can raise sufficient funds or implement successfully its business growth and cost reduction strategies. The Company cannot provide any assurance that it will be able to implement its strategy fully or that the anticipated results of its strategy will be realized.

Market Risk

The Company's exposure to financial market risk is limited, as it presently does not have any investments where value fluctuates as a result of changes in prices quoted in open markets.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's reporting currency is Canadian dollars and has not entered into any derivative instruments to manage foreign exchange fluctuations.

11. CAPITAL MANAGEMENT

The Company defines capital as an aggregate of cash, loans, common shares, warrants and stock options. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company targets to meet this objective by managing working capital to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements in the near term. The Board of Directors does not establish quantitative return on capital criteria for management. In recent years, the Company has relied on funds generated through the issuance of common shares and loans to supplement funds generated from operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

MOBIO TECHNOLOGIES INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

Three Months Ended October 31, 2024 and 2023



12. PROPOSED TRANSACTION

On March 14, 2022, the Company entered into a non-binding letter of intent which sets out the proposed basic terms and conditions for the 100% acquisition of Tracksuit Movers Inc. ("TMI") through a share exchange. The Company plans to acquire TMI by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of TMI (the "Transaction").

Concurrently with the acquisition of TMI, the Company plans to complete a private placement of up to \$1,800,000 at a price of \$0.20 per share.

The Transaction is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

Schedule F: Mobio Technologies Inc. Interim MD&A

**mobio
technologies**

Mobio Technologies Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED

OCTOBER 31, 2024 AND 2023

TO OUR SHAREHOLDERS**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following is management's discussion and analysis ("MD&A") of Mobio Technologies Inc.'s ("Mobio" or the "Company") operating and financial results for the three months ended October 31, 2024 and 2023 as well as information and expectations concerning the Company's outlook based on currently available information as of December 24, 2024, and discloses specified information up to that date.

This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended October 31, 2024 and 2023. Additional information is available at www.sedar.com.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the condensed consolidated interim financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's audit committee meets with management no less than quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information including the Company's future plans. The use of any of the words "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to the Company's future plans and management's belief as to the Company's potential involve known and unknown risks and uncertainties, which could be significant, and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital and other expenditures (including the amount, nature and sources of funding for such expenditures), business prospects and opportunities. These risks related to forward looking information include, but are not limited to: the risks associated with the commercial viability of any technologies the Company is in the process of developing or deploying, delays or changes in plans with respect to any technologies, costs and expenses, the risk of foreign exchange rate fluctuations, risks associated with securing the necessary regulatory approvals and financing to proceed with any planned business venture, product development or deployment, and risks and uncertainties regarding the potential to economically scale and bring to profitability any of the Company's current or planned endeavors. Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. See the Risk Management section of this MD&A for a further description of these risks. The forward-looking information included in this MD&A

is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

1. SUMMARY OF OPERATIONS AND EVENTS

The Company was originally incorporated under the Business Corporations Act (Alberta) on November 19, 1998. On December 6, 2012, the Company changed its name to LX Ventures Inc. and was continued into British Columbia under the Business Corporations Act (British Columbia). On July 7, 2014, the Company again changed its name to Mobio Technologies Inc.

Development of the Company's Business

Over the past several years, Mobio has completed a series of acquisitions that give it a footprint in the social media space. The Company is now focused primarily on one of these acquired assets, Strutta.com Media Inc. ("Strutta"). Strutta is a social promotions platform that allows brands to run contests and sweepstakes across multiple social web channels.

Financing Activities

On September 3, 2024, the Company closed second tranche of the bridge financing by issuing a convertible promissory note for the proceeds of \$160,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

On July 31, 2024, the Company closed first tranche of a bridge financing by issuing a convertible promissory note for the proceeds of \$50,000 from a company controlled by an officer. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

On July 31, 2024, the Company closed first tranche of the bridge financing by issuing a convertible promissory note for the proceeds of \$225,000 from a company controlled by a significant shareholder. The note is unsecured and bears no interest. The principal balance is due and payable on December 31, 2024. In the event of completion of the proposed transaction with TMI, the note is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed transaction.

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The loan is unsecured, bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on June 30, 2024. On June 28, 2024 the Company extended maturity to December 31, 2024. During the three months ended October 31, 2024, the Company recorded \$11,398 (period ended October 31, 2023 - \$6,049) in interest on the loan. The balance of the loan at October 31, 2024 is \$231,422 (2024 - \$220,024).

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 12% per annum. During the three months ended October 31, 2024, the Company recorded \$1,694 (period ended October 31, 2023 - \$1,512) in interest on the loan. The balance of the loan at October 31, 2024 is \$58,466 (2024 - \$56,771).



On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$762 (period ended October 31, 2023 - \$693) in interest on the loan. The balance of the loan at October 31, 2024 is \$32,695 (2024 - \$31,933).

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,050 (period ended October 31, 2023 - \$2,773) in interest on the loan. The balance of the loan at October 31, 2024 is \$130,779 (2024 - \$127,730).

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,691 (period ended October 31, 2023 - \$3,355) in interest on the loan. The balance of the loan at October 31, 2024 is \$154,792 (2024 - \$151,100).

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,846 (period ended October 31, 2023 - \$1,677) in interest on the loan. The balance of the loan at October 31, 2024 is \$78,740 (2024 - \$76,895).

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,846 (period ended October 31, 2023 - \$1,677) in interest on the loan. The balance of the loan at October 31, 2024 is \$80,164 (2024 - \$78,319).

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$3,945 (period ended October 31, 2023 - \$3,592) in interest on the loan. The balance of the loan at October 31, 2024 is \$163,912 (2024 - \$159,968).

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The loan is unsecured, due on demand and bears interest at 10% per annum. During the three months ended October 31, 2024, the Company recorded \$1,001 (period ended October 31, 2023 - \$912) in interest on the loan. The balance of the loan at October 31, 2024 is \$41,144 (2024 - \$40,142).

2. EARNINGS AND EXPENSES

Following is a discussion of the Company's financial results for the three months ended October 31, 2024 and 2023. The condensed consolidated interim financial statements of the Company for the three months ended October 31, 2024 and 2023 have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All inter-company balances and transactions have been eliminated upon consolidation.

Three Months Ended October 31, 2024 and 2023

Revenue

The Company's revenues primarily consist of software licensing fees and usage fees generated by Strutta.

The Company's revenues for the three-month period ended October 31, 2024, were \$623 compared to \$1,874 for the three months ended October 31, 2023.

Expenses

The Company's expenses for the three-month period ended October 31, 2024, were \$120,033 compared to \$90,300 for the three-month period ended October 31, 2023, the major differences are described below:

- An increase of \$26,346 in professional fees due to fees associated with the due diligence during investment research activities, legal related services, and higher accruals for audit fees of the fiscal year 2024.

Other items for the three months ended October 31, 2024 were \$47,352 compared to \$22,240 for the three months ended October 31, 2023. The increase of \$25,112 is mainly due to the additional accretion and interest from the related party loans.

3. LIQUIDITY AND CAPITAL RESOURCES

At October 31, 2024, the Company had a working capital deficit of \$1,329,105 compared to a working capital deficit of \$1,172,388 at July 31, 2024. Management has been actively engaged in securing the resources necessary from internal and external sources to fulfill all of the Company's planned activities.

On September 3, 2024, the Company received a loan in the amount of \$160,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$154,851.

On July 31, 2024, the Company received a loan in the amount of \$225,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$217,826.

On July 31, 2024, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$48,406.

On June 21, 2023, the Company received a loan in the amount of \$200,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$231,422.

On June 20, 2023, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$58,466.

On January 10, 2022, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$32,695.

On January 10, 2022, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$130,779.

On April 6, 2020, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$154,792.

On January 30, 2020, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$78,740.

On November 20, 2019, the Company received a loan in the amount of \$50,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$80,164.

On August 29, 2019, the Company received a loan in the amount of \$100,000 from a company controlled by a significant shareholder. The balance of the loan at October 31, 2024 is \$163,912.

On August 14, 2019, the Company received a loan in the amount of \$25,000 from a company controlled by an officer. The balance of the loan at October 31, 2024 is \$41,144.



4. SELECTED QUARTERLY INFORMATION

The following table provides a brief summary of the Company's financial results for each of the eight most recent quarters. For additional information pertaining to the Company's quarterly results, please refer to the Company's audited annual consolidated financial statements for the years ended July 31, 2024, and 2023, to the Company's condensed consolidated interim financial statements for corresponding periods, and to the MD&A for each period presented, which are available at www.sedar.com.

SUMMARY OF QUARTERLY RESULTS								
Quarter ended	Oct. 31 2024	Jul. 31 2024	Apr. 30 2024	Jan. 31 2024	Oct. 31 2023	Jul. 31 2023	Apr. 30 2023	Jan. 31 2023
Revenue	\$ 623	\$ 413	\$ 273	\$ 1,293	\$ 1,874	\$ 400	\$ 406	\$ 4,579
Cost of revenue								-
Expenses	120,033	106,528	112,437	141,135	90,300	64,648	38,919	63,414
Net comprehensive loss	(166,761)	(133,191)	(118,023)	(163,378)	(110,666)	(82,001)	(49,832)	(73,979)
Loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

5. RELATED PARTY TRANSACTIONS

Payments to key management and directors, for the periods ended October 31, 2024 and 2023 were as follows:

Three months ended October 31,	2024	2023
Paid to companies controlled by directors and/or officers	15,000	\$ 15,000
Management salaries paid to companies controlled by directors and/or officers	38,805	36,102
Total compensation	\$ 53,805	\$ 51,102

Interest is recorded on related party loans for the periods ended October 31, 2024 and 2023 were as follows:

Three months ended October 31,	2024	2023
Interest on loans payable to companies with a common director and officer or to companies controlled by directors and/or officers or by significant shareholders	\$ 47,352	\$ 22,240

Included in accounts payable and accrued liabilities at October 31, 2024 is \$90,120 (July 31, 2024 - \$147,330) owing to officers of the Company. These amounts are non-interest bearing, unsecured and due on demand.

6. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, due from related party, related party loans payable and accounts payable. As at October 31, 2024 there were no significant differences between the carrying amounts of these items and their estimated fair values.

The carrying value of these items approximates their fair value.

Related party loans payable are measured at amortized cost using the effective interest rate method and transaction costs associated with the loans are amortized through net loss over the life of the loans.

Fair Value

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Market risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company manages its financial instruments with the objective of minimizing potential interest rate risk, which generally means avoiding interest-bearing obligations other than in unusual circumstances. The Company is not exposed to significant interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and accounts receivable. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution. Accounts receivable have historically been subject to very few bad debts.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date by managing the collection of accounts receivable and raising funds to sustain operations. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. The Company's ability to meet its future obligations may depend in significant part on the extent to which the Company can raise sufficient funds or implement successfully its business growth and cost reduction strategies. The Company cannot provide any assurance that it will be able to implement its strategy fully or that the anticipated results of its strategy will be realized.

Market Risk

The Company's exposure to financial market risk is limited, as it presently does not have any investments where value fluctuates as a result of changes in prices quoted in open markets.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's reporting currency is Canadian dollars and has not entered into any derivative instruments to manage foreign exchange fluctuations.

7. RISK MANAGEMENT

Early stage technology companies face many risks. While management is unable to eliminate risks, the Company is intent on identifying and mitigating such risks as much as is reasonably possible.

In evaluating an investment in Mobio, in addition to other information contained in this MD&A, investors should consider the following risk factors associated with Mobio's business of investing in startup companies. These risk factors are not a definitive list of all risk factors associated with the Company and

its business.

Risk of Loss of Entire Investment

Investing in startup companies involves a high level of risk. Startup companies may fail completely or Mobio may be unable to resell the shares it owns in the startup or collect upon the debt instrument that the Company has purchased from the startup. In these situations, Mobio may lose the entire amount of the investment.

Return on Investment is Not Guaranteed

The amount of return on investment, if any, is highly variable and not guaranteed. Some startups may be successful and generate significant returns, but many will not be successful and will only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Delay in Return on Investment

Any returns generated by startup companies may take several years to materialize. Most startups take five to seven years to generate any investment return, if at all.

Liquidity Risk

It may be difficult to raise additional funds from investors and creditors or resell the investment in a startup to reduce liquidity risk. Startup investments are privately held companies and are not traded on a public stock exchange. Also, there is currently no readily available secondary market for private buyers to purchase securities of startups. Furthermore, there may be restrictions on the resale of the shares of the startup and the ability to transfer those shares.

Dilution Risk of the Investment

Startup companies may need to raise additional capital in the future through the issue of additional shares. This will dilute the percentage ownership that Mobio has in the company.

Risk of Inaccurate Valuation of the Investment

Unlike publicly traded companies that are valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess. The issuer will set the share price of the investment and there is a risk of overpaying for that investment.

Risk of Failure of the Startup

Investments in startups are speculative and these companies often fail. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup often relies on the development of a new product or service that may or may not find a market.

Risk of Profitability of Startup Companies

A startup company is still in an early phase and may be just beginning to implement its business plan. There can be no assurance that it will ever operate profitably. The likelihood of achieving profitability should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by companies in their early stages of development. The startup company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Funding risk

A startup company may require funds in excess of its existing cash resources to fund operating expenses, develop new products, expand its marketing capabilities, and finance general and administrative activities. Due to market conditions at the time the startup company needs additional funding, it is possible that the company will be unable to obtain additional funding when it needs it, or the terms of any available funding may be unfavorable. If the company is unable to obtain additional funding, it may not be able to repay

debts when they are due, or the new funding may excessively dilute existing investors. If the company is unable to obtain additional funding as and when needed, it could be forced to delay its development, marketing and expansion efforts and, if it continues to experience losses, potentially cease operations.

Disclosure risks

The startup company is at an early stage and may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long trading history. The company is also only obligated to provide limited information regarding its business and financial affairs to investors.

Personnel risks

An investment in a startup is also an investment in the management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. The startup company's management may not have the necessary expertise and experience to deliver on the company's business plan.

Growth risk

For a startup to succeed, it will need to expand significantly. There can be no assurance that it will achieve this expansion. Expansion may place a significant strain on the company's management, operational and financial resources. To manage growth, the company will be required to implement operational and financial systems, procedures and controls. It also will be required to expand its finance, administrative and operations staff. There can be no assurance that the company's current and planned personnel, systems, procedures and controls will be adequate to support its future operations. The company's failure to manage growth effectively could have a material adverse effect on its business, results of operations, and financial condition.

Competition risk

The startup may face competition from other companies, some of which might have received more funding than the startup has. One or more of the company's competitors could offer services similar to those offered by the company at significantly lower prices, which would cause downward pressure on the prices the company would be able to charge for its services. If the company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the company's results of operations and financial condition.

Market demand risk

While a startup company believes that there will be customer demand for its products, there is no assurance that there will be broad market acceptance of the company's offerings. There also may not be broad market acceptance of the company's offerings if its competitors offer products which are preferred by prospective customers. In such event, there may be a material adverse effect on the company's results of operations and financial condition, and the company may not be able to achieve its goals.

Control risks

Because the company's founders, directors and executive officers may be among the company's largest stockholders, they can exert significant control over the company's business and affairs and have actual or potential interests that may depart from Mobio's. The company's founders, directors and executive officers may own or control a significant percentage of the startup company. In addition to their board seats, such persons will have significant influence over corporate actions requiring stockholder approval, irrespective of how the company's other shareholders, including Mobio, may vote.

8. ACCOUNTING POLICIES & USE OF CRITICAL ESTIMATES

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. An area subject to significant estimates is the fair value of financial assets and the fair value of investments. Actual results could differ from those estimates.

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its condensed consolidated interim financial statements for the period ended October 31, 2024. Management prepares the condensed consolidated interim financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, current working capital levels, and potential sources of replacement financing.

As a result of the assessment, management concluded the going concern basis of accounting is appropriate based on its cash flow forecast and expectations with respect to access to financing for the next twelve months.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

9. OUTSTANDING SHARE DATA

As of the date of this MD&A, 42,583,260 common shares were issued and outstanding.

As of the date of this MD&A, the Company had no share purchase warrants issued and outstanding.

As of the date of this MD&A, the Company had the following stock options issued and exercisable:

Outstanding (#)	Exercisable (#)	Exercise Price (\$)	Expiry Date
75,000	75,000	0.22	January 19, 2028

10. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of Tracksuit Movers Inc. ("TMI") through a share exchange. Mobio plans to acquire TMI by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of TMI.

Concurrently with the acquisition of TMI, Mobio plans to complete a private placement of up to \$1,800,000 at a price of \$0.20 per share.

The acquisition of TMI is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

Schedule G: Tracksuit Movers Inc. Audited Financial Statements

Tracksuit Movers Inc.

Consolidated Financial Statements

(EXPRESSED IN CANADIAN DOLLARS)

For the years ended December 31, 2023 and 2022

Index

Independent Auditor's Report

Consolidated Statements of Financial Position

Consolidated Statements of Loss and Comprehensive Loss

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements



Independent Auditor's Report

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To the shareholders of [Tracksuit Movers Inc.](#)

Opinion

We have audited the consolidated financial statements of Tracksuit Movers Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2022, and the consolidated statements of loss and comprehensive loss, consolidated statement of changes in shareholders' equity (deficiency) and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Tracksuit Movers Inc. as at December 31, 2023 and

2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a net loss of \$2,555,386 and had negative cash flows from operations of \$1,429,025 for the year ended December 31, 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The logo for Grant Thornton LLP, featuring the company name in a stylized, cursive script.

Vancouver, Canada
June 28, 2024

Chartered Professional Accountants

TRACKSUIT MOVERS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Notes	December 31, 2023	December 31, 2022
ASSETS			
<u>Current Assets</u>			
Cash		\$ 194,870	\$ 358,561
Restricted cash		73,594	73,914
Accounts and other receivables	4	1,107,587	897,890
Deposits and prepaid expenses		66,027	329,859
Total current assets		1,442,078	1,660,224
<u>Non-Current Assets</u>			
Fixed assets	5	417,403	610,627
Intangible assets	6	57,897	82,203
Deferred tax asset	19	58,500	51,900
Right-of-use asset	7	62,878	282,291
Investment in associate	8	1,339	67,059
TOTAL ASSETS		\$ 2,040,095	\$ 2,754,304
LIABILITIES			
<u>Current Liabilities</u>			
Trade and other payables	9	\$ 1,421,739	\$ 1,257,546
Deferred income		11,000	-
Customer deposits		1,771	1,756
Current portion of related party loans	10	118,409	109,703
Current portion of financing liability	11	66,259	63,022
Current portion of lease liability	7	15,670	60,908
Income taxes payable		38,416	32,840
Total current liabilities		1,673,264	1,525,775
<u>Non-Current Liabilities</u>			
Deferred income		40,333	-
Related party loans	10	2,000,590	1,786,243
Financing liability	11	238,597	312,185
Lease liability	7	48,270	222,418
Class D special preferred shares	12	-	1,000
TOTAL LIABILITIES		4,001,054	3,847,621
EQUITY (DEFICIENCY)			
Share capital	13	1,797,268	230,940
Merger reserve		(1,000)	(1,000)
Contributed surplus		245,812	163,358
Accumulated other comprehensive income (loss)		11,541	(30,007)
Deficit		(3,989,585)	(1,440,267)
Deficit attributable to the shareholders of the Company		(1,935,964)	(1,076,976)
Non-controlling interest	15	(24,995)	(16,341)
TOTAL DEFICIT		(1,960,959)	(1,093,317)
TOTAL LIABILITIES AND EQUITY		\$ 2,040,095	\$ 2,754,304
Nature of operations and going concern	1		
Proposed transaction	20		
Subsequent events	21		
<i>Approved on behalf of the board</i>			
<i>"Laurie Baggio"</i>		<i>"Lance Tracey"</i>	
Laurie Baggio, Director		Lance Tracey, Director	

See accompanying notes to the consolidated financial statements.

TRACKSUIT MOVERS INC.**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

	Notes	Year ended December 31,	
		2023	2022
REVENUE			
Royalty fees	\$	3,918,182	\$ 4,083,625
Moving revenue		2,079,470	2,054,787
Long distance moving		1,879,591	-
Miscellaneous		10,358	18,572
Total revenue		7,887,601	6,156,984
COST OF REVENUE			
Cost of long distance moving		1,491,952	-
Movers' wages		551,754	621,755
Gas expense		91,010	123,529
Merchant fees		80,349	52,273
Boxes and supplies		28,447	56,808
Total cost of revenue		2,243,512	854,365
GROSS PROFIT		5,644,089	5,302,619
EXPENSES			
Wages		2,481,842	2,639,681
Office and general		1,215,991	674,013
Marketing and promotion		848,080	724,228
Professional fees		335,287	437,832
Management and consulting	14	276,442	272,916
Depreciation	5, 6, 7	243,228	191,741
Truck & auto		227,082	322,857
Telephone		209,475	190,236
Share based payment expense		86,144	80,192
Travel, meals and entertainment		76,092	118,467
Conference		70,321	118,543
Bad debt expense		63,098	48,518
Franchise development		6,481	19,325
Total expenses		6,139,563	5,838,549
OTHER ITEMS			
Other income		27,453	(1,214)
Share of loss from associate	8	(65,720)	(106,115)
Foreign exchange (loss) gain		(68,535)	38,488
Interest expense	7, 10, 11, 14	(264,318)	(210,198)
Preferred share dividend	12	(1,640,663)	-
Total other items		(2,011,783)	(279,039)
Net loss for the year before tax		(2,507,257)	(814,969)
Income tax expense - current	19	54,729	16,998
Income tax expense (recovery) - future		(6,600)	91,400
Net loss for the year		\$ (2,555,386)	\$ (923,367)
Net loss attributable to:			
Shareholders of the parent company		(2,547,334)	(841,271)
Non-controlling interest	15	(8,052)	(82,096)
Net loss for the year		\$ (2,555,386)	\$ (923,367)
Other comprehensive income (loss):			
Foreign currency translation gain (loss) attributed to equity shareholders of the parent company		\$ 41,548	\$ (64,620)
Foreign currency translation (loss) gain attributed to non-controlling interest	15	(602)	18,576
Comprehensive loss for the year		\$ (2,514,440)	\$ (969,411)
Loss per share			
Basic		\$ (0.26)	\$ (0.10)
Diluted		\$ (0.26)	\$ (0.10)
Weighted average number of common shares			
Basic		9,500,000	9,500,000
Diluted		9,830,225	9,929,927

See accompanying notes to the consolidated financial statements.

TRACKSUIT MOVERS INC.**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)**

(Expressed in Canadian dollars)

	Note	Share capital		Merger reserve	Contributed surplus	Accumulated other comprehensive	Non- controlling interest	Deficit	Total
		Number of shares	Amount						
Balance at December 31, 2021		9,500,000	\$ 30,940	\$ (1,000)	\$ 79,881	\$ 34,613	\$ 47,179	\$ (598,996)	\$ (407,383)
MCSB Moving Services LLC unit subscription		-	-	-	78,837	-	-	-	78,837
YMM Phoenix LLC unit subscription		-	-	-	4,640	-	-	-	4,640
Capital contribution	13	-	200,000	-	-	-	-	-	200,000
Foreign currency translation		-	-	-	-	(64,620)	18,576	-	(46,044)
Loss for the year		-	-	-	-	-	(82,096)	(841,271)	(923,367)
Balance at December 31, 2022		9,500,000	\$ 230,940	\$ (1,000)	\$ 163,358	\$ (30,007)	\$ (16,341)	\$ (1,440,267)	\$ (1,093,317)
MCSB Moving Services LLC unit subscription	15	-	-	-	82,010	-	-	-	82,010
YMM Phoenix LLC unit subscription	15	-	-	-	4,134	-	-	-	4,134
Capital contribution	13	-	1,566,328	-	-	-	-	-	1,566,328
Distribution to equity holder		-	-	-	-	-	-	(1,984)	(1,984)
Foreign currency translation	15	-	-	-	(3,690)	41,548	(602)	-	37,256
Loss for the year	15	-	-	-	-	-	(8,052)	(2,547,334)	(2,555,386)
Balance at December 31, 2023		9,500,000	\$ 1,797,268	\$ (1,000)	\$ 245,812	\$ 11,541	\$ (24,995)	\$ (3,989,585)	\$ (1,960,959)

See accompanying notes to the consolidated financial statements.

TRACKSUIT MOVERS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year ended December 31,	
	2023	2022
OPERATING ACTIVITIES		
Net loss for the year	\$ (2,555,386)	\$ (923,367)
Items not affecting cash		
Interest expense	262,007	208,506
Depreciation & amortization	243,229	197,974
Share of loss from associate	65,720	106,115
Share based payment expense	86,144	80,192
Bad debt expense	63,098	48,518
Loss on disposal of assets	-	4,297
Foreign exchange loss	1,557	17,423
Net changes in non-cash working capital		
Accounts and other receivables	(82,797)	(130,780)
Deposits and prepaid expenses	256,201	(239,143)
Trade and other payables	180,837	398,214
Customer deposits	56	(3,687)
Deferred income	51,333	-
Income taxes payable	(1,024)	65,725
Net cash used in operating activities	(1,429,025)	(170,013)
INVESTING ACTIVITIES		
Purchase of trucks	-	(43,341)
Proceeds from disposal of trucks	-	31,688
Investment in associate	-	(91,000)
Purchase of intangible asset	(859)	(51,502)
Advances to shareholder	(197,435)	(227,464)
Net cash used in investing activities	(198,294)	(381,619)
FINANCING ACTIVITIES		
Capital contribution	1,566,328	200,000
Repayment of financing liability	(86,755)	(19,856)
Advances from shareholder loan	-	94,087
Distribution to equity holder	(1,984)	-
Repayment of lease liability	(45,900)	(17,100)
Net cash provided by financing activities	1,431,689	257,131
NET CHANGE IN CASH	(195,630)	(294,501)
FOREIGN EXCHANGE TRANSLATION	31,619	(46,044)
CASH & RESTRICTED CASH, BEGINNING OF THE YEAR	432,475	773,020
RESTRICTED CASH	(73,594)	(73,914)
CASH, END OF THE YEAR	\$ 194,870	\$ 358,561

See accompanying notes to the consolidated financial statements.

TRACKSUIT MOVERS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Tracksuit Movers Inc. (the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. The Company’s registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4. The Company’s primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, the Company began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio and then closing its operations in Toledo, Ohio in 2022. As at December 31, 2023, the Company had 21 (December 31, 2022 – 21) operating franchises in Canada and the USA.

These consolidated financial statements have been prepared using the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities in the normal course of business. During the year ended December 31, 2023, the Company generated a net loss of \$2,555,386 and negative cash flows from operations of \$1,429,025. These conditions indicate the existence of material uncertainties that cast significant doubt about the Company’s ability to continue as a going concern.

The continuing operations of the Company are dependent upon its ability to develop profitable operations in the future and to be provided with additional capital, if necessary. The Company has generated operating losses since 2021. The Company has received \$1,566,328 since December 31, 2022 from shareholders in order to meet its cash obligations. The consolidated financial statements do not include any adjustments relating to the carrying values of assets and liabilities and the reported revenues and expenses that might be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

2. BASIS OF PRESENTATION

These consolidated financial statements were authorized for issue on June 28, 2024, by the Board of Directors of the Company.

Statement of compliance

These consolidated financial statements have been prepared in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

2. BASIS OF PRESENTATION (CONT'D)

Details of controlled subsidiaries are as follows:

	Country of incorporation	Percentage owned	
		December 31, 2023	December 31, 2022
You Move Me LLC	USA	100%	100%
MCSB Moving Services LLC	USA	80%	80%
YMM Phoenix LLC	USA	80%	80%
YMM Interstate LLC	USA	100%	100%

You Move Me LLC ("YMM LLC") is a wholly owned subsidiary of the Company that sells franchise rights throughout the United States for the operation of businesses that provide residential and commercial moving services. MCSB Moving Services LLC ("MCSB") is a corporately owned franchise location that performed moving services in Cincinnati and Toledo Ohio. During the year ended December 31, 2022, the Company decided to close its operations in Toledo. YMM Phoenix LLC ("YMM Phoenix") is a corporately owned franchise location that performs moving services in Phoenix, Arizona. Changes in the percentage of ownership of MCSB and YMM Phoenix during the year ended 2022 are discussed further in Note 13. YMM Interstate LLC ("YMM Interstate") is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with our franchise partners acting as agents.

Entities over which the Company has control are consolidated from the date that control commences until the date that control ceases. Entities over which the Company has significant influence (investments in associates) are accounted for under the equity method. Significant influence is assumed when the Company's interests are 20% or more, unless qualitative factors overcome this assumption (Note 8).

Functional and presentation currency

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency of YMM LLC, YMM Interstate, MCSB and YMM Phoenix is the US dollar.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. This also includes judgement on whether certain assets should be presented as current which is predicated on management's best estimate at the time of when they'll be settled and the timing of the proposed transaction (Note 20). Actual results could differ from those estimates.

TRACKSUIT MOVERS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

2. BASIS OF PRESENTATION (CONT'D)

Critical Accounting Judgements

- i. Common control between entities: Judgement is required to assess whether common control exists based on all of the facts and circumstances surrounding the relationships between parties, both direct and indirect.
- ii. Market rate of interest for related party receivables and loans: Management has applied judgement in assessing whether the interest rate on related party receivables and loans reflects market rate by reviewing publicly available interest rates for comparable companies and other 3rd party evidence.
- iii. Assessing functional currency: Management has applied judgement in the assessment of an entity's functional currency in situations where primary and secondary indicators are mixed. Primary indicators such as the currency that mainly influence sales prices are given priority before considering secondary indicators.
- iv. Provisions: Judgement is required to determine whether contingent liabilities are present, probable and require disclosure in each financial reporting period.
- v. Carrying value of investment in associate: The Company has an investment in a start-up company, Karve IT Ltd., whose products and services are under development. The successful development and commercialization of these products and services is subject to a high degree of risk. Judgement is applied in the consideration of the fair value of the investment at each reporting period. The Company has assessed that it exerts significant influence over Karve IT Ltd and accounts for it as an 'Investment in Associate' (Note 8). Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The assessment of the existence of significant influence was based on the Company's ownership interest in the investment in associate and the representation on the Board of Directors.
- vi. Classification of expenses between cost of revenue and expense: The Company has applied judgement in the classification of its expenses between cost of revenue and expense based on how management views and evaluates the operating performance of the business.
- vii. Operating segments: Operating segments require the amount of each operating segment item to be disclosed using the measures reported to the chief operating decision maker. Management has determined that there are currently two operating segments and will reevaluate at each reporting period.

Critical Accounting Estimates

- i. Collectability of accounts receivable: Management assesses the collectability of accounts receivable each period and determines whether an allowance needs to be recorded.
- ii. Deferred tax assets: The recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits. The occurrence or non-occurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets. During the year ended December 31, 2022, management determined that the deferred tax asset should be classified as a long-term asset due to a change in estimate for when that deferred tax asset would be realized.

TRACKSUIT MOVERS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
 Years ended December 31, 2023 and 2022

2. BASIS OF PRESENTATION (CONT'D)

- iii. Depreciation rate for fixed assets: Management estimates the useful life of its fixed assets based upon its current condition and whether there are any indicators of impairment.
- iv. Impairment of long-lived assets: Long-lived assets are reviewed for indicators of impairment at each statement of financial position date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. Judgments and estimates are required in determining the indicators of impairment and the estimates required to measure an impairment, if any.
- v. Fair value of shares, options, and warrants: Fair values attributable to shares, options and warrants are determined using valuation techniques. The Company uses judgement to select the methods used and to make certain assumptions in performing fair value calculations. These valuation estimates could be significantly different because of the use of judgement and the inherent uncertainty in estimating the fair value of these equity components that are not quoted in an active market.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Amendment to standard not yet adopted

Following is the new amendment to a standard issued by the IASB which is applicable to the Company's financial statements:

Classification of liabilities as current or non-current (amendments to IAS 1):

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The amendment is expected to have no impact on the Company's financial statements on adoption.

There are no standards issued which are not yet effective as of December 31, 2023 that may reasonably be expected to materially impact the Company's financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Basis of Consolidation

The consolidated financial statements at December 31, 2023 include the assets, liabilities, revenues

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

and expenses of the Company's controlled subsidiaries. All inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Functional Currency and Presentation

The Company's functional currency and reporting currency is the Canadian dollar and transactions in foreign currencies are translated into Canadian dollars at rates of exchange at the time of such transactions. Monetary assets and liabilities denominated in foreign currencies are translated at reporting period rate of exchange. Non-monetary assets and liabilities denominated in foreign currencies are translated at historical exchange rates.

Revenue and expenses denominated in foreign currencies are translated at the average exchange rates prevailing during the periods. Unrealized gains or losses resulting from the translation of the foreign subsidiaries whose functional currency differs from the presentation currency are recorded in accumulated other comprehensive loss.

The functional currency of YMM LLC, YMM Interstate, MSCB and YMM Phoenix is the US dollar. The assets and liabilities of these entities included in these consolidated financial statements are translated from functional currency to the Company's presentation currency using the exchange rates at period end. Income, expenses, and cash flow items included in these consolidated financial statements are translated from functional currency to the Company's presentation currency using the exchange rate that approximates the exchange rates at the date of the transactions (i.e., the average rate for the year. The differences arising upon translation from the functional currency to the reporting currency are recorded as a foreign currency translation adjustment in other comprehensive income and remain in other comprehensive income until a subsidiary is partially or fully disposed of, or until the Company determines that it is abandoning all of the non-financial assets which are held by that subsidiary. If the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interest where applicable.

Revenue Recognition

In accordance with IFRS Accounting Standard 15 – Revenue from Contracts with Customers, the Company follows a 5-step process to determine whether to recognize revenue:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to performance obligations
5. Recognizing revenue when/as performance obligation(s) are satisfied

Royalty fees revenue is based on a fixed percentage of sales earned by the franchise locations.

Moving revenues are based on amounts invoiced to customers after a move has been completed. Any deposits paid by customers to book their moving services are deferred as a contract liability and recognized once the moving service has been completed.

Long distance moving services are provided with the use of franchise partners that contract with YMM Interstate. IFRS Accounting Standard 15 requires the Company to evaluate whether our businesses themselves promise to transfer services to the customer (as the principal) or to arrange for services to be provided by another party (as the agent) using a control model. Based on our evaluation of the control model, we determined that YMM Interstate is the principal to the

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

transaction for most of these services and revenue is recognized on a gross basis based on the transfer of control to the customer. YMM Interstate also engages in certain referral transactions wherein they act as agents. Revenue from these transactions is recorded on a net basis.

Fixed assets

Fixed assets are stated at historical cost less accumulated depreciation and accumulated impairment losses. Repairs and maintenance are charged to the consolidated statement of loss and comprehensive loss during the financial period in which they are incurred. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated statement of loss and comprehensive loss.

The depreciation methods and rates applicable to each category of fixed assets are as follows:

Class of fixed assets	Depreciation rate
Moving trucks	Declining balance of 30%

Intangible Assets

Intangible assets with a finite life currently consist of software. It is amortized on a straight-line basis over its estimated useful life of 5 years and is measured at cost less accumulated amortization and accumulated impairment losses. Amortization commences once the underlying asset is complete and put into use.

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the estimated future cash flows required to settle the present obligation, based on the most reliable evidence available at the reporting date. The estimated cash flows are discounted at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability, where the time value of money is material. The amortization of the discount is recognized as part of finance costs. Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset; however, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Financial Instruments(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets and liabilities at initial recognition.

(ii) MeasurementFinancial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and are subsequently carried at amortized cost less any impairment. This includes cash, restricted cash, accounts and other receivables, trade and other payables, related party loans and financing liability.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise. This includes the Class D special preferred shares.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss. The Company does not hold instruments in this category.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss. The Company does not hold instruments in this category.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses.

The Company shall recognize in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) DerecognitionFinancial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

Comprehensive Loss

Comprehensive loss is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive loss refers to items recognized in comprehensive loss that are excluded from net loss. Comprehensive loss for the years ended December 31, 2023 and 2022 includes the foreign exchange gain (loss) for the translation of YMM LLC, YMM Interstate, MSCB and YMM Phoenix's financial statements, which are denominated in US dollars, to Canadian dollars being the

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

reporting currency.

Loss per Share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted-average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of warrants and similar instruments. The method requires computation as if the proceeds from the exercisable warrants would be used to purchase common shares at the average market price during the period. When a loss is incurred during the reporting period, basic and diluted loss per share is the same as the exercise of share purchase warrants is considered to be anti-dilutive.

Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Leases

IFRS Accounting Standard 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both the lessee and the lessor. It follows a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

At inception of the lease term, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of the costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The assets are depreciated over the earlier of the end of useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of the consumption of the future economic benefits. The Company also assesses the right-of-use asset for impairment when such indicators exist.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at the amortized cost using the effective interest method.

For low value leases or leases with a term of less than twelve months, lease payments are recognized as an expense on a straight-line basis over the lease term.

Income Taxes

Income tax expense consists of current and deferred tax expenses. Income tax expense is recognized in net loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is calculated using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxes are not recognized for temporary differences related to the initial recognition of assets or liabilities that affect neither accounting nor taxable profit or

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

investments in subsidiaries and equity investments to the extent it is probable that they will not be reversed in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that asset.

Cash

The carrying amount of cash approximates fair value.

4. ACCOUNTS AND OTHER RECEIVABLES

	December 31,		December 31,	
	2023		2022	
Accounts receivable (net of allowance)	\$	1,107,587	\$	306,927
Due from shareholder		-		590,963
	\$	1,107,587	\$	897,890

On December 29, 2023, the Company derecognized \$788,388 in due from shareholder as a result of a dividend to the shareholders of Class D Special Preferred shares. The amounts due from shareholder were unsecured, have no fixed terms of repayment and are non-interest bearing. For the year ended December 31, 2023, the Company recognized \$63,098 of bad debt expense (December 31, 2022 - \$48,518) and an allowance for doubtful accounts of \$3,597 (December 31, 2022 - \$35,689).

TRACKSUIT MOVERS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years ended December 31, 2023 and 2022

5. FIXED ASSETS

		Moving Trucks
Cost		
Balance December 31, 2021	\$	428,984
Additions		432,002
Disposals		(88,475)
Effect of foreign exchange		27,831
Balance December 31, 2022		800,342
Effect of foreign exchange		(18,791)
Balance December 31, 2023	\$	781,551
Accumulated depreciation		
Balance December 31, 2021	\$	78,447
Additions		158,399
Disposals		(52,490)
Effect of foreign exchange		5,359
Balance December 31, 2022		189,715
Additions		182,552
Effect of foreign exchange		(8,119)
Balance December 31, 2023	\$	364,148
Net book value		
Balance December 31, 2022	\$	610,627
Balance December 31, 2023	\$	417,403

6. INTANGIBLE ASSETS

		Software
Balance December 31, 2021	\$	54,297
Additions		51,502
Amortization		(23,596)
Balance December 31, 2022		82,203
Additions		859
Amortization		(25,165)
Balance December 31, 2023	\$	57,897

7. LEASE

On October 1, 2022, the Company entered into an office lease agreement for a term of three years and four months with the option to extend it for a further 16 months until May 31, 2027. In accordance with IFRS Accounting Standard 16 *Leases*, the Company recorded a right-of-use asset and a lease liability with a fair value of \$298,270. The fair value was determined by discounting future lease payments at a discount rate of 15% per annum. On July 1, 2023, the Company amended the office lease agreement to reduce the monthly payments, which resulted in a lease modification.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

7. LEASE (CONT'D)

The fair value of the amended lease was determined by discounting future lease payments at a discount rate of 15% per annum.

The Company's right-of-use asset as at December 31, 2023:

Balance December 31, 2021	\$	-
Addition of right-of-use asset		298,270
Amortization		(15,979)
Balance December 31, 2022	\$	282,291
Lease modification		(183,901)
Amortization		(35,512)
Balance December 31, 2023	\$	62,878

The Company's lease liability as at December 31, 2023:

Balance December 31, 2021	\$	-
Addition of lease liability		298,270
Payments made		(17,100)
Interest accrued		2,156
Balance December 31, 2022	\$	283,326
Lease modification		(183,901)
Payments made		(45,900)
Interest accrued		10,415
Balance December 31, 2023	\$	63,940
Current portion	\$	15,670
Long term portion		48,270
	\$	63,940

The Company's minimum lease payments over the next 4 years are as follows:

	Within 1 year		1 - 2 years		2 - 3 years		3 - 4 years		Total
Lease payments	\$	23,400	\$	23,400	\$	23,400	\$	9,750	\$ 79,950
Finance charges		(7,730)		(5,380)		(2,677)		(223)	(16,010)
Net present values	\$	15,670	\$	18,020	\$	20,723	\$	9,527	\$ 63,940

8. INVESTMENT IN ASSOCIATE

On April 30, 2021, the Company subscribed to 200,000 common shares of Karve IT Ltd. ("Karve") at the price of \$1 per common share, for an aggregate subscription price of \$200,000.

As at December 31, 2023, the Company owns 200,000 shares of Karve, representing 22.22% of the Company and one Board seat (December 31, 2022 – 22.22%). Management have determined that the Company has significant influence over Karve and recorded this investment using the equity method. The Company made an adjustment for the equity pick-up required each month given its percentage of ownership for that particular month.

During the year ended December 31, 2023, the Company recognized a \$65,720 (December 31, 2022 – \$106,115) share of loss from the investment in Karve on its consolidated statement of loss and comprehensive loss.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

8. INVESTMENT IN ASSOCIATE (CONT'D)

		Karve IT Ltd.
Balance December 31, 2021	\$	82,174
Additions		91,000
Share of loss from associate		(106,115)
Balance December 31, 2022		67,059
Share of loss from associate		(65,720)
Balance December 31, 2023	\$	1,339

9. TRADE AND OTHER PAYABLES

	December 31, 2023	December 31, 2022
Accounts payable	\$ 517,595	\$ 712,295
Accrued liabilities	725,083	343,610
Due to related party	179,061	201,641
	\$ 1,421,739	\$ 1,257,546

Included in accounts payable and accrued liabilities at December 31, 2023 is an amount of \$100,394 (December 31, 2022 - \$75,090) owing to companies controlled by directors of the Company. Amounts payable to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

10. RELATED PARTY LOANS

On October 9, 2019, the Company signed a loan agreement with a company controlled by a director that would allow the Company to borrow up to \$1,189,160. The Company borrowed \$989,160 on October 9, 2019 and an additional \$200,000 on November 7, 2019. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was initially recorded at face value of \$1,189,160 less an amount of \$63,140, representing the discount based on the market rate of interest. The lender has waived the installment payments for the next 12 months. As of December 31, 2023, the Company has not made any repayment installments. On August 24, 2020, \$200,922 of the loan plus any interest accrued thereon was assigned to another director of the Company. During the year ended December 31, 2023, the Company recorded interest of \$163,177 (December 31, 2022 - \$145,696) on the loan (Note 14). The balance of the loan at December 31, 2023 is \$1,523,002 (December 31, 2022 - \$1,359,825).

On August 24, 2020, due to the loan assignment described above, the Company was indebted to a director in the amount of \$200,922. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was initially recorded at face value of \$200,922 less an amount of \$8,997, representing the discount based on the market rate of interest. The lender has waived the installment payments for the next 12 months. As of December 31, 2023, the Company has not made any repayment installments. During the year ended December 31, 2023, the Company recorded interest of \$30,205 (December 31, 2022 - \$27,658) on the loan (Note 14). The balance of the loan at December 31, 2023 is \$281,912 (December 31, 2022 - \$251,707).

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

10. RELATED PARTY LOANS (CONT'D)

On October 9, 2019, the Company received a loan in the amount of \$128,797 from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was initially recorded at face value of \$128,797 less an amount of \$7,744, representing the discount based on the market rate of interest. The lender has waived the installment payments for the next 12 months. As of December 31, 2023, the Company has not made any repayment installments. During the year ended December 31, 2023, the Company recorded interest of \$20,965 (December 31, 2022 - \$18,719) on the loan (Note 14). The balance of the loan at December 31, 2023 is \$195,676 (December 31, 2022 - \$174,711).

On March 24, 2022, the Company received a loan in the amount of \$75,000 USD from a company jointly controlled by a director. The loan is unsecured, bears interest at 10%, and is due on demand. As of December 31, 2023, the Company has not made any repayment. During the year ended December 31, 2023, the Company recorded interest of \$11,514 (December 31, 2022 - \$7,875) on the loan (Note 14). The balance of the loan at December 31, 2023 is \$118,409 (December 31, 2022 - \$109,703).

A summary of the related party loans is as follows:

Balance January 1, 2022	\$	1,594,170
Additions		94,087
Interest		199,948
Effect of foreign exchange		7,741
Balance December 31, 2022		1,895,946
Interest		225,861
Effect of foreign exchange		(2,808)
Balance December 31, 2023	\$	2,118,999
Current portion	\$	118,409
Non-current portion		2,000,590
	\$	2,118,999

11. FINANCING LIABILITY

On August 23, 2022, MCSB entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$121,155 (\$93,397 USD) to be repaid in 60 consecutive monthly installments at an annual interest rate of 7.25%. The loan will be fully repaid on August 25, 2027. YMM LLC and the Company are acting as guarantors on the loan. During the year ended December 31, 2023, MCSB recorded interest of \$7,919 (December 31, 2022 - \$7,126). The balance of the loan at December 31, 2023 is \$94,747 (December 31, 2022 - \$119,392).

On September 8, 2022, YMM Phoenix entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$135,865 (\$103,587 USD) to be repaid in 72 consecutive monthly installments at an annual interest rate of 7.70%. The loan will be fully repaid on September 13, 2028. YMM LLC and the Company are acting as guarantors on the loan. During the year ended December 31, 2023, YMM Phoenix recorded interest of \$9,762 (December 31, 2022 - \$2,987). The balance of the loan at December 31, 2023 is \$113,345 (December 31, 2022 - \$135,637).

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

11. FINANCING LIABILITY (CONT'D)

On November 3, 2022, MCSB entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$123,712 (\$89,979 USD) to be repaid in 60 consecutive monthly installments at an annual interest rate of 7.30%. The loan will be fully repaid on November 3, 2027. YMM LLC and the Company are acting as guarantors on the loan. During the year ended December 31, 2023, MCSB recorded interest of \$8,050 (December 31, 2022 – \$3,193). The balance of the loan at December 31, 2023 is \$96,764 (December 31, 2022 – \$120,178).

A summary of the financing liability is as follows:

Balance December 31, 2021	\$	-
Additions		420,306
Interest		13,306
Repayment		(70,648)
Effect of foreign exchange		12,243
Balance December 31, 2022		375,207
Interest		25,731
Repayment		(86,755)
Effect of foreign exchange		(9,327)
Balance December 31, 2023	\$	304,856
Current portion	\$	66,259
Non-current portion		238,597
	\$	304,856

12. REDEEMABLE PREFERRED SHARES

On September 12, 2020, 1,000 Class D special preferred non-voting shares were issued to a director of the Company as part of a tax planning arrangement for \$1.00 per share with a redemption price of \$1.00 per share. The Company presents its Class D special preferred shares at the redemption value as the instrument is a financial liability since redemption is at the discretion of the holder. On December 29, 2023, the Company declared a dividend to the shareholders of Class D Special Preferred shares of \$1,640,663, of which \$852,275 was paid in cash and \$788,388 was a reduction in the amounts due from shareholder. On the same day, the Company redeemed 1,000 of Class D Special Preferred shares for the redemption price of \$1 per share.

13. SHARE CAPITAL**Authorized:**

The shares which the Company is authorized to issue are:

- Class A Common Voting Shares (the "Class A Shares");
- Class B Common Voting Shares (the "Class B Shares");
- Class C Common Non-Voting Shares (the "Class C Shares");
- Class D Preferred Shares (the "Class D Shares"); and
- Class E Preferred Shares (the "Class E Shares").

Issued

As at December 31, 2023, the Company had 9,500,000 Class A Shares (December 31, 2022 – 9,500,000) and nil of Class D Special Preferred Shares (December 31, 2022 – 1,000) issued and outstanding.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

13. SHARE CAPITAL (CONT'D)**Pioneer stock options**

During the year ended December 31, 2020, the Company established a pioneer stock option plan (the "Plan"). The purpose of the Plan is to enhance the value of the franchise system and to align the interests of the franchisor and franchisees in the system by having the Company offer opportunities to early franchisees and other contributors to the system to participate in the Company's growth and success by acquiring and maintaining stock ownership in the Company.

The aggregate number of shares that may be issued pursuant to the exercise of options awarded under the pioneer stock option plan is 500,000 Class A shares. As of December 31, 2023 the Company had issued 333,330 pioneer stock options (December 31, 2022 – 333,330) to early franchisees of the system. The pioneer options are exercisable at a price of \$0.01 per share. An additional 166,670 pioneer stock options have been committed at the same exercise price and are expected to be issued in 2024.

The options granted under the Plan will vest and become exercisable on January 1, 2025 (the "Vesting Date"), subject to the condition that prior to the Vesting Date, each of the franchisees have renewed the franchise agreement for a term of at least five years. The options will expire 1 year after they become exercisable.

If any of the options granted under the Plan are cancelled and returned to the Plan, then these options shall be granted to each of the franchisees remaining in the Plan in proportion to the number of franchisees remaining in the Plan at that time, and upon the same terms as set out in the original stock option agreement.

The Company has not recognized any amounts related to the grant of the pioneer stock options on its financial statements as it is not part of the provisions of the Plan until the franchise partner signs a 5-year renewal beyond the vesting date, and therefore does not currently meet the recognition criteria under IFRS Accounting Standards.

Pioneer stock option transactions are as follows:

	Number of options	Weighted average exercise price
Balance December 31, 2021	433,329	\$ -
True-up of franchise partner balances	(99,999)	0.01
Balance December 31, 2022 and December 31, 2023	333,330	\$ 0.01

Pioneer stock options outstanding at December 31, 2023 are as follows:

Outstanding (#)	Exercisable (#)	Exercise price (\$)	Remaining life (Years)	Expiry date
333,330	-	0.01	2.0	December 31, 2025

Capital contribution

During the year ended December 31, 2023, the shareholders of the Company contributed \$1,566,328 to meet the working capital needs of the business (December 31, 2022 - \$200,000). The contribution has been recognized as an increase to share capital as there are no terms for repayment. No additional shares were issued to the shareholders as a result of the contribution.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

13. SHARE CAPITAL (CONT'D)**Unit subscriptions in MCSB Moving Services LLC and YMM Phoenix LLC**

On March 1, 2022 the Company received a \$150,000 USD (\$191,880 CAD) promissory note from a related party in exchange for 15,000 non-voting Class C units of MCSB. The promissory note is due on demand, has interest at the rate of 5% per year compounded annually, accruing only after demand.

On April 1, 2022 the Company received \$10,000 USD (\$12,513 CAD) in promissory notes from related parties in exchange for 5,000 non-voting Class B units and 15,000 non-voting Class C units of YMM Phoenix. The promissory notes are due on demand, have interest at the rate of 5% per year compounded annually, accruing only after demand.

On June 15, 2022 the Company received \$50,000 USD (\$64,740 CAD) in promissory notes from related parties in exchange for 5,000 non-voting Class B units of MCSB. The promissory notes are due on demand, have interest at the rate of 5% per year compounded annually, accruing only after demand.

On each anniversary of the promissory notes described above, the Company will forgive 20% of the original amount of the promissory note, such that the entire principal amount of the promissory notes will be forgiven on the fifth (5th) anniversary of them being received.

As the promissory notes have no recourse, the Company considers the issuance of these units to meet the criteria of a share-based payment and have recorded them in accordance with IFRS Accounting Standard 2 *Share-based payment*. The units were valued as the number of units issued times the per unit price as determined by the most recent valuation. The expense is being recognized using a graded vesting schedule of 5 years which is the period in which the loans are forgiven.

14. RELATED PARTY TRANSACTIONS

Interest recorded on related party loans were as follows:

Year ended	December 31, 2023	December 31, 2022
Interest on related party loans	\$ 225,861	\$ 199,948

Payments to key management and directors during the years ended December 31, 2023 and 2022 were as follows:

Year ended	December 31, 2023	December 31, 2022
Fees to a company controlled by a significant shareholder	276,442	272,916
Lease payments made to a company with common director	45,900	17,100
Interest accrued to a company with common director	10,416	2,156
Total	\$ 332,758	\$ 292,172

Payments made to key management and directors were included in management and consulting on the consolidated statements of loss and comprehensive loss.

TRACKSUIT MOVERS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

15. NON-CONTROLLING INTEREST

Balance December 31, 2021	\$	47,179
Share of net income of a subsidiary		(82,096)
Effect of foreign exchange		18,576
Balance December 31, 2022		(16,341)
Share of net income of a subsidiary		(8,052)
Effect of foreign exchange		(602)
Balance December 31, 2023	\$	(24,995)

MCSB Moving Services LLC

On March 1, 2021 Easy Moves LLC subscribed for 20,000 non-voting Class B units in MCSB resulting in the Company having a 75% ownership percentage. On March 1, 2022 our General Manager of MCSB subscribed for 15,000 non-voting Class C units resulting in the Company having a 63% ownership percentage. On June 15, 2022, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in MCSB. On the same day, Easy Moves LLC transferred its non-voting Class B units back to the Company resulting in the Company having an 80% ownership percentage. As a result, the Company recognized an amount for non-controlling interest on its consolidated financial statements.

The following is a summarized statements of financial position of MCSB at December 31, 2023 and December 31, 2022:

	December 31, 2023	December 31, 2022
Current:		
Assets	\$ 126,119	\$ 55,825
Liabilities	(114,714)	(206,148)
Total current net assets	11,405	(150,323)
Non current:		
Assets	446,391	423,393
Liabilities	(145,883)	(196,114)
Total non-current net assets	300,508	227,279
Total net assets	\$ 311,913	\$ 76,956

The following is a summarized statements of income (loss) and comprehensive income (loss) of MCSB for the years ending December 31, 2023 and December 31, 2022:

	December 31, 2023	December 31, 2022
Revenue	\$ 1,652,875	\$ 1,585,476
Net income (loss) and comprehensive income (loss)	\$ 161,627	\$ (179,875)

YMM Phoenix LLC

On April 1, 2022 our General Manager of YMM Phoenix subscribed for 15,000 non-voting Class C units in YMM Phoenix. On the same day, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in YMM Phoenix. As

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

15. NON-CONTROLLING INTEREST (CONT'D)

a result, the Company recognized an amount for non-controlling interest on its consolidated financial statements.

The following is a summarized statements of financial position of YMM Phoenix at December 31, 2023 and December 31, 2022:

	December 31,		December 31,	
	2023		2022	
Current:				
Assets	\$	72,320	\$	82,304
Liabilities		(84,285)		(110,922)
Total current net assets		(11,965)		(28,618)
Non current:				
Assets		133,060		194,657
Liabilities		(736,021)		(568,850)
Total non-current net assets		(602,961)		(374,193)
Total net assets	\$	(614,926)	\$	(402,811)

The following is a summarized statements of loss and comprehensive loss of YMM Phoenix for the years ending December 31, 2023 and December 31, 2022:

	December 31,		December 31,	
	2023		2022	
Revenue	\$	436,953	\$	487,883
Net loss and comprehensive loss	\$	(230,245)	\$	(259,513)

16. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company defines capital as an aggregate of its financing liability and equity. The Company manages its capital structure to ensure it has sufficient capital to meet its obligations as they come due and makes adjustments in light of changes in economic conditions. In order to facilitate the management of capital, the Company prepares yearly budgets which are updated as necessary and are reviewed and approved by the Company's management. The Company is not subject to any externally imposed capital requirements.

17. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, accounts and other receivables, customer deposits, trade and other payables, financing liability, Class D special preferred shares and related party loans. As at December 31, 2023 and December 31, 2022, the carrying value of these items approximates their fair values, except for the related party loans. With the rise in interest rates in 2022 and 2023, the fair value of related party loans would result in a \$160,746 (December 31, 2022 - \$249,234) lower value than the current carrying value.

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

17. FINANCIAL INSTRUMENTS (CONT'D)**Fair value**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Class D special preferred shares are measured at fair value and are classified as a Level 2 instrument. They are valued based on the prescribed redemption value.

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Currency risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All of the Company's related party loans payable and financing liabilities have a fixed interest rate therefore the Company is not currently exposed to interest rate risk.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist of trade receivables and receivables from a related party. Based on the evaluation of receivables at December 31, 2023 and December 31, 2022, the Company believes that its receivables are collectable, and has determined credit risk to be low. During the year ended December 31, 2023 the Company recognized bad debt expense of \$63,098 (2022 - \$48,518).

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has cash, related party loans, financing liability, receivables and payables, denominated in currencies other than the functional currency of the Company.

The Company's functional and reporting currency is the Canadian dollar and as such the Company is exposed to foreign currency fluctuations on its US dollar denominated financial instruments. As at December 31, 2023, the Company had US dollar denominated cash of US\$132 (December 31, 2022

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

17. FINANCIAL INSTRUMENTS (CONT'D)

– US\$8,585), US dollar denominated accounts receivable of US\$Nil (December 31, 2022 – US\$75,000), US dollar denominated trade payables of US\$19,338 (December 31, 2022 – US\$141,531), and loan payable US\$75,000 (December 31, 2022 – US\$75,000). As at December 31, 2023, a 10% change in exchange rates between US dollars and Canadian dollars would impact the Company's net income by approximately \$12,460 (December 31, 2022 – \$27,149).

18. SEGMENT INFORMATION

During the year ended December 31, 2023 and the year ended December 31, 2022, the Company had two types of segments: geographical (Canada and United States of America) and operational (franchisor and corporate locations). Revenue and assets by geography and operational type are presented below:

As at and for the year ended December 31, 2023:

	Canada		USA		Total
Revenue	\$	697,084	\$	7,190,517	\$ 7,887,601
Cost of revenue	\$	-	\$	2,243,512	\$ 2,243,512
Operating expenses	\$	1,700,719	\$	4,438,844	\$ 6,139,563
Interest expense	\$	238,582	\$	25,736	\$ 264,318
Depreciation	\$	60,676	\$	182,552	\$ 243,228
Net (loss) income	\$	(3,035,761)	\$	480,375	\$ (2,555,386)
Current assets	\$	636,808	\$	805,270	\$ 1,442,078
Current liabilities	\$	942,321	\$	730,943	\$ 1,673,264
Non-current liabilities	\$	2,089,193	\$	238,597	\$ 2,327,790
Non-controlling interest	\$	(602)	\$	(24,393)	\$ (24,995)

	Franchisor		Corporate locations		Total
Revenue	\$	5,797,773	\$	2,089,828	\$ 7,887,601
Cost of revenue	\$	1,519,478	\$	724,034	\$ 2,243,512
Operating expenses	\$	4,731,562	\$	1,408,001	\$ 6,139,563
Interest expense	\$	238,582	\$	25,736	\$ 264,318
Depreciation	\$	60,676	\$	182,552	\$ 243,228
Net loss	\$	(2,486,768)	\$	(68,618)	\$ (2,555,386)
Current assets	\$	1,243,639	\$	198,439	\$ 1,442,078
Current liabilities	\$	1,474,265	\$	198,999	\$ 1,673,264
Non-current liabilities	\$	2,089,193	\$	238,597	\$ 2,327,790
Non-controlling interest	\$	(602)	\$	(24,393)	\$ (24,995)

TRACKSUIT MOVERS INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

18. SEGMENT INFORMATION (CONT'D)

As at and for the year ended December 31, 2022:

		Canada	USA	Total, restated
Revenue	\$	722,746	5,434,238	6,156,984
Cost of revenue	\$	-	854,365	\$ 854,365
Operating expenses	\$	1,856,701	3,981,848	\$ 5,838,549
Interest expense	\$	203,796	6,402	\$ 210,198
Depreciation	\$	39,575	152,166	\$ 191,741
Net (loss) income	\$	(1,549,657)	626,290	\$ (923,367)
Current assets	\$	1,002,288	657,936	\$ 1,660,224
Current liabilities	\$	770,406	755,369	\$ 1,525,775
Non-current liabilities	\$	2,009,661	312,185	\$ 2,321,846
Non-controlling interest	\$	-	(16,341)	\$ (16,341)

		Franchisor	Corporate locations	Total, restated
Revenue	\$	4,083,625	2,073,359	\$ 6,156,984
Cost of revenue	\$	-	854,365	\$ 854,365
Operating expenses	\$	4,171,670	1,666,879	\$ 5,838,549
Interest expense	\$	203,796	6,402	\$ 210,198
Depreciation	\$	39,575	152,166	\$ 191,741
Net loss	\$	(464,845)	(458,522)	\$ (923,367)
Current assets	\$	1,522,129	138,095	\$ 1,660,224
Current liabilities	\$	1,208,705	317,070	\$ 1,525,775
Non-current liabilities	\$	2,009,661	312,185	\$ 2,321,846
Non-controlling interest	\$	-	(16,341)	\$ (16,341)

TRACKSUIT MOVERS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
Years ended December 31, 2023 and 2022

19. INCOME TAXES

A reconciliation of the calculated income taxes for the fiscal years ended December 31, 2023 and 2022 are as follows:

	2023	2022
Anticipated income tax expense (recovery)	\$ (704,989)	\$ (144,102)
Statutory income tax rate	27.0%	27.0%
Permanent differences	4,157	(3,548)
State Taxes	(192,433)	-
Change in unrecognized deferred tax asset	838,746	280,424
Withholding taxes on foreign non-business income	47,221	56,047
Current year non-capital loss applied	(28,554)	(120,648)
Temporary differences	133,698	(18,914)
Other	(43,117)	(32,261)
Income tax expense	\$ 54,729	\$ 16,998

The Company recognized the following deferred tax asset in 2023 and 2022 for the following deductible temporary differences:

	2023	2022
Future income tax asset:		
Non-capital losses available for carry forwards	\$ 1,376,306	\$ 617,963
Other temporary differences	(79,717)	(13,565)
Right of use asset	(17,000)	(76,200)
Lease liability	17,300	76,500
Capital assets	4,300	(148,855)
Total before valuation allowance	1,301,189	455,842
Unrecognized deferred tax asset	(1,242,689)	(403,942)
Net deferred income tax assets	\$ 58,500	\$ 51,900

As at December 31, 2023, the Company has \$5,370,239 (2022 - \$2,532,884) in tax loss carry-forwards that it can apply against income in future years.

20. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of the Company through a share exchange. Mobio plans to acquire the Company by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of Mobio.

Concurrently with the acquisition of the Company, Mobio plans to complete a private placement of up to \$3,000,000 at \$0.20 per share.

The acquisition of the Company is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

TRACKSUIT MOVERS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

Years ended December 31, 2023 and 2022

21. SUBSEQUENT EVENTS

On February 29, 2024, the Company received a loan in the amount of US\$300,000 from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 12%. The Company agreed to repay principal and interest in two instalments on August 15, 2024 and September 30, 2024.

Schedule H: Tracksuit Movers Inc. Annual MD&A

Tracksuit Movers Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED

DECEMBER 31, 2023 AND 2022

(Expressed in Canadian dollars)

Tracksuit Movers Inc.
Management's Discussion and Analysis
Years ended December 31, 2023 and 2022

TO OUR SHAREHOLDERS

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is management's discussion and analysis ("MD&A") of Tracksuit Movers Inc. ("TMI" or the "Company") operating and financial results for the years ended December 31, 2023 and 2022 as well as information and expectations concerning the Company's outlook based on currently available information. This report is dated June 28, 2024.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022, which have been prepared in accordance with International Financial Reporting Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board ("IASB").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information including the Company's future plans. The use of any of the word's "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to Company's future plans and management's belief as to the Company's potential involve known and unknown risks and uncertainties, which could be significant, and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital, and other expenditures (including the amount, nature, and sources of funding for such expenditures), business prospects and opportunities. These risks related to forward looking information include, but are not limited to, the risk factors that are discussed in greater detail under "Risk Factors and Uncertainties".

Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

1. SUMMARY OF OPERATIONS AND EVENTS

Tracksuit Movers Inc. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. The Company's registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4. The Company's primary line of business is to sell franchise rights for the operation of residential and commercial moving services businesses in Canada and the United States. In 2021, the Company began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio. As at December 31, 2023, the Company had 21 (December 31, 2022 – 21) operating franchises in Canada and the United States.

Franchise rights in the United States are sold through the Company's wholly owned subsidiary, You Move Me LLC ("YMM LLC"). On February 19, 2021, YMM LLC acquired 100% of the outstanding membership units of MCSB Moving Services LLC ("MCSB"), a franchise location providing moving services in Cincinnati, Ohio. The acquisition of MCSB by YMM LLC was accounted for as a business combination. In accordance with IFRS Accounting Standard 3 *Business combinations* ("IFRS 3"), the assets acquired, and liabilities assumed were measured at their fair value at the acquisition date. The total fair value of consideration was allocated to the acquired assets and liabilities.

On March 1, 2021 Easy Moves LLC subscribed for 20,000 non-voting Class B units in MCSB resulting in the Company having a 75% ownership percentage. On March 1, 2022 the General Manager for MCSB subscribed for 15,000 non-voting Class C units in MCSB resulting in the Company having a 63% ownership percentage. On June 15, 2022, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in MCSB and Easy Moves LLC transferred its non-voting Class B units back to the Company resulting in the Company having an 80% ownership percentage. MCSB began providing moving services in Toledo, Ohio in August 2021. During the year ended December 31, 2022, the Company decided to close its operations in Toledo.

YMM Phoenix LLC ("YMM Phoenix") was incorporated on March 25, 2021 to be a corporately owned franchise location for residential and commercial moving services in Phoenix, Arizona. On April 1, 2022 the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units and YMM Phoenix's General Manager subscribed for 15,000 non-voting Class C units in YMM Phoenix resulting in the Company having an 80% ownership percentage.

On April 30, 2021, the Company subscribed to 200,000 common shares of Karve IT Ltd. ("Karve") at the price of \$1 per common share, for an aggregate subscription price of \$200,000 to be paid as follows:

- \$18,000 in cash paid on April 30, 2021.
- Fourteen monthly payments of \$13,000 each commencing June 1, 2021, and ending July 1, 2022.

As at December 31, 2023, the Company owns 200,000 shares of Karve, representing 22.22% of the Company and one Board seat (December 31, 2022 – 22.22%). Management have determined that the Company has significant influence over Karve and recorded using the equity method. The Company made an adjustment for the equity pick-up required each month given its percentage of ownership for that particular month. The Company made its final monthly payment to Karve in July 2022.

YMM Interstate LLC ("YMM Interstate") was incorporated on September 9, 2022 and is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with our Franchise Partners acting as agents and internationally with the use of third parties.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

2. EARNINGS AND EXPENSES

Following is a discussion of the Company's financial results for the three months and years ended December 31, 2023 and 2022.

Three months ended December 31, 2023 and 2022

Revenue

The Company's revenues are mainly from royalties charged on a fixed percentage of sales earned by the franchise locations, residential and commercial moves performed by the Company's corporately owned locations, and revenue from interstate and long distance moving services. Revenues for the three months ended December 31, 2023 were \$2,034,837 compared to \$1,285,089 for the three months ended December 31, 2022. The increase is due to the growth of moving revenue from the Company's corporately controlled locations and introduction of long distance moving offering through its YMM Interstate. Long distance moving revenue was \$637,610 for the three months ended December 31, 2023 vs. \$Nil for the three months ended December 31, 2022.

Cost of revenue

The Company's cost of revenue for the three months ended December 31, 2023 was \$636,544 compared to \$152,725 for the three-months ended December 31, 2022. The increase is mainly due to additional cost of long distance moving offering within YMM Interstate. For the three months ended December 31, 2023, cost of long distance moving was \$421,023 (three months ended December 31, 2022 – \$Nil). The Company's corporately owned locations incurred cost of revenue for the three months ended December 31, 2023 related to movers' wages of \$160,905 (three months ended December 31, 2022 – \$109,280), gas expense of \$23,997 (three months ended December 31, 2022 – \$22,399), merchant fees of \$25,810 (three months ended December 31, 2022 – \$8,848) and boxes and supplies of \$4,809 (three months ended December 31, 2022 – \$12,198).

Expenses

The Company's expenses for the three months ended December 31, 2023 were \$1,556,617 compared to \$1,700,492 for the three-months ended December 31, 2022. Major variances are as follows:

- Wages of \$618,054 for the three months ended December 31, 2023, compared to \$708,330 for the three months ended December 31, 2022. The decrease is mainly from a smaller headcount in our head office operations.
- Professional fees of \$160,478 for the three months ended December 31, 2023, compared to \$231,011 for the three months ended December 31, 2022. The decrease is mainly due to lower audit fees expensed in the period.
- Conference expenses of \$219 for the three months ended December 31, 2023, compared to \$44,292 for the three months ended December 31, 2022. The decrease is due to expenses related to franchise partner conference that was held in Denver, CO. in November 2022.

Other items for the three months ended December 31, 2023 came to a net expense of \$1,755,862, compared to a net expense of \$80,726 for the three months ended December 31, 2022. Major variances are as follows:

- Preferred share dividend of \$1,640,663 for the three months ended December 31, 2023, compared to preferred share dividend of \$Nil for the three months ended December 31, 2022. The difference is related to the dividend declared to the shareholders of Class D Special Preferred shares on December 29, 2023.
- Foreign exchange loss of \$45,096 for the three months ended December 31, 2023, compared to foreign exchange gain of \$2,776 for the three months ended December 31, 2022. The difference is related to unfavorable exchange rate movement during the comparative period.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

Years ended December 31, 2023 and 2022

Revenue

The Company's revenues are mainly from royalties charged on a fixed percentage of sales earned by the franchise locations, residential and commercial moves performed by the Company's corporately owned locations, and revenue from interstate and long distance moving services. Revenues for the year ended December 31, 2023 were \$7,887,601 compared to \$6,156,984 for the year ended December 31, 2022. The increase is due to the growth of moving revenue from the Company's corporately controlled locations and introduction of long distance moving offering through its YMM Interstate. Long distance moving revenue was \$1,879,591 for the year ended December 31, 2023 compared to \$Nil for the year ended December 31, 2022.

Cost of revenue

The Company's cost of revenue for the year ended December 31, 2023 was \$2,243,512 compared to \$854,365 for the year ended December 31, 2022. The increase is mainly due to additional cost of long distance moving offering within YMM Interstate. For the year ended December 31, 2023, cost of long distance moving was \$1,491,952 (year ended December 31, 2022 – \$Nil). The corporately owned locations incurred cost of revenue for the year ended December 31, 2023 related to movers' wages of \$551,754 (year ended December 31, 2022 – \$621,755), gas expense of \$91,010 (year ended December 31, 2022 – \$123,529), merchant fees of \$80,349 (year ended December 31, 2022 – \$52,273) and boxes and supplies of \$28,447 (year ended December 31, 2022 – \$56,808).

Expenses

The Company's expenses for the year ended December 31, 2023 were \$6,139,563 compared to \$5,838,549 for the year ended December 31, 2022. Major variances are as follows:

- Office and general of \$1,215,991 for the year ended December 31, 2023, compared to \$674,013 for the year ended December 31, 2022. This is mainly due to an investment in a new software tool that improves accuracy of moving estimates provided by our National Sales Centre.
- Wages of \$2,481,842 for the year ended December 31, 2023, compared to \$2,639,681 for the year ended December 31, 2022. The decrease is mainly from a smaller headcount in our head office operations.
- Marketing and promotion of \$848,080 for the year ended December 31, 2023, compared to \$724,228 for the year ended December 31, 2022. The increase is due to a higher use of mass media marketing efforts for our corporate locations.
- Professional fees of \$335,287 for the year ended December 31, 2023, compared to \$437,832 for the year ended December 31, 2022. The decrease is mainly due to lower audit and tax fee accruals during the period.
- Truck and auto of \$227,082 for the year ended December 31, 2023, compared to \$322,857 for the year ended December 31, 2022. The decrease is from a reduced use of rental trucks as aging fleet was replaced with new trucks in the corporately owned location.

Other items for the year ended December 31, 2023 came to a net expense of \$2,011,783 compared to a net expense of \$279,039 for the year ended December 31, 2022. Major variances are as follows:

- Preferred share dividend of \$1,640,663 for the year ended December 31, 2023, compared to preferred share dividend of \$Nil for the year ended December 31, 2022. The difference is related to the dividend declared to the shareholders of Class D Special Preferred shares on December 29, 2023.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

- Foreign exchange loss of \$68,535 for the year ended December 31, 2023, compared to foreign exchange gain of \$38,488 for the year ended December 31, 2022. The difference is related to unfavorable exchange rate movement during the comparative period.

A comparison of the Company's financial position at December 31, 2023 vs. December 31, 2022 is set out below:

	December 31, 2023		December 31, 2022	
Total assets	\$	2,040,095	\$	2,754,304
Total liabilities	\$	4,001,054	\$	3,847,621
Non-current financial liabilities	\$	2,327,790	\$	2,321,846

3. LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2023, the Company had working capital deficit of \$231,186 compared to working capital of \$134,449 at December 31, 2022. The Company's main sources of funding are cash generated from operations along with its ability to raise capital from debt financing and its shareholders.

On October 9, 2019, the Company signed a loan agreement with a company controlled by a director that would allow the Company to borrow up to \$1,189,160. The Company borrowed \$989,160 on October 9, 2019 and an additional \$200,000 on November 7, 2019. The loan is secured and bears an annual interest rate at 10%. On August 24, 2020, \$200,922 of the loan plus any interest accrued thereon was assigned to another director of the Company. During the year ended December 31, 2023, the Company recorded interest of \$163,177 (December 31, 2022 - \$145,696) on the loan. The balance of the loan at December 31, 2023 is \$1,523,002 (December 31, 2022 - \$1,359,825).

On August 24, 2020, due to the loan assignment described above, the Company was indebted to a director in the amount of \$200,922. The loan is secured and bears an annual interest rate at 10%. As of December 31, 2023, the Company has not made any repayment installments. During the year ended December 31, 2023, the Company recorded interest of \$30,205 (December 31, 2022 - \$27,658) on the loan. The balance of the loan at December 31, 2023 is \$281,912 (December 31, 2022 - \$251,707).

On October 9, 2019, the Company received a loan in the amount of \$128,797 from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 10%. As of December 31, 2023, the Company has not made any repayment installments. During the year ended December 31, 2023, the Company recorded interest of \$20,965 (December 31, 2022 - \$18,719) on the loan. The balance of the loan at December 31, 2023 is \$195,676 (December 31, 2022 - \$174,711).

On March 24, 2022, the Company received a loan in the amount of \$75,000 USD from a company jointly controlled by a director. The loan is unsecured, bears interest at 10%, and is due on demand. As of December 31, 2023, the Company has not made any repayment. During the year ended December 31, 2023, the Company recorded interest of \$11,514 (December 31, 2022 - \$7,875) on the loan. The balance of the loan at December 31, 2023 is \$118,409 (December 31, 2022 - \$109,703).

During the year ended December 31, 2023, the Company has received a cash injection from the shareholders of \$1,566,328 in order to meet its cash obligations.

Tracksuit Movers Inc.
Management's Discussion and Analysis
Years ended December 31, 2023 and 2022

Cash flows

Analysis of cash flows:

	For the year ended December 31,	
	2023	2022
Cash used in operating activities	\$ (1,429,025)	\$ (170,013)
Cash used in investing activities	(198,294)	(381,619)
Cash provided by financing activities	1,431,689	257,131
Decrease in cash	\$ (195,630)	\$ (294,501)

Operating activities

For the year ended December 31, 2023, cash flows used in operating activities were \$1,429,025 compared to \$170,013 for the year ended December 31, 2022. The increase of \$1,259,012 is driven by an increase in net loss for the year of \$2,555,386. This was due to lower than expected franchise system revenue from decreasing housing transaction volumes due to interest rate increases for mortgage holders as well as an increase in net working capital.

Investing activities

Cash flows used in investing activities were \$198,294 for the year ended December 31, 2023 compared to \$381,619 for the year ended December 31, 2022. The change of \$183,325 is mainly attributable to a \$91,000 investment contribution to Karve and \$300,161 investment in two new trucks for MCSB and YMM Phoenix during the year ended December 31, 2022.

Financing activities

Cash flows provided by financing activities for the year ended December 31, 2023 were \$1,431,689 compared to \$257,131 for the year ended December 31, 2022. The change of \$1,174,558 is mainly attributable to a \$1,566,328 cash injection from current shareholders.

4. SELECTED QUARTERLY INFORMATION

The following table provides a brief summary of the Company's financial results for each of the eight most recent quarters and has been prepared in accordance with IFRS Accounting Standards:

SUMMARY OF QUARTERLY RESULTS								
	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31
Quarter ended	2023	2023	2023	2023	2022	2022,	2022,	2022
						restated	restated	
Revenue	\$ 2,034,837	\$ 2,674,725	\$ 2,053,182	\$ 1,124,857	\$ 1,285,089	\$ 1,843,393	\$ 1,887,841	\$ 1,140,661
Cost of revenue	636,544	962,846	518,189	125,933	152,725	208,283	322,138	171,219
Expenses and other items	3,318,924	1,539,575	1,627,662	1,672,368	1,900,964	1,498,368	1,633,262	1,239,436
Net comprehensive (loss) income	(1,920,631)	172,304	(92,669)	(673,444)	(768,600)	136,742	(67,559)	(269,994)
(Loss) gain per share, basic	(0.20)	0.02	(0.01)	(0.07)	(0.09)	0.02	(0.00)	(0.03)
(Loss) gain per share, diluted	(0.19)	0.02	(0.01)	(0.07)	(0.09)	0.02	(0.00)	(0.03)

Tracksuit Movers Inc.
Management's Discussion and Analysis
Years ended December 31, 2023 and 2022

5. RELATED PARTY TRANSACTIONS

Interest recorded on related party loans were as follows:

Three months ended	December 31, 2023	December 31, 2022
Interest on related party loans	\$ 61,371	\$ 54,515

Year ended	December 31, 2023	December 31, 2022
Interest on related party loans	\$ 225,861	\$ 199,948

Payments to key management and directors were as follows:

Three months ended	December 31, 2023	December 31, 2022
Fees to a company controlled by a significant shareholder	66,191	58,563
Lease payments made to a company with common director	5,850	17,100
Interest accrued to a company with common director	4,625	2,156
Total	\$ 76,667	\$ 77,819

Year ended	December 31, 2023	December 31, 2022
Fees to a company controlled by a significant shareholder	276,442	272,916
Lease payments made to a company with common director	45,900	17,100
Interest accrued to a company with common director	10,416	2,156
Total	\$ 332,758	\$ 292,172

Payments made to key management and directors were included in management and consulting on the consolidated statements of loss and comprehensive loss.

Included in accounts payable and accrued liabilities at December 31, 2023 is an amount of \$122,392 (December 31, 2022 - \$51,917) owing to companies controlled by directors of the Company. Amounts payable to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

6. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, accounts and other receivables, customer deposits, trade and other payables, financing liability, Class D special preferred shares and related party loans. As at December 31, 2023 and December 31, 2022, the carrying value of these items approximates their fair values, except for the related party loans. With the rise in interest rates in 2022 and 2023, the fair value of related party loans would result in a \$160,746 (December 31, 2022 - \$249,234) lower value than the current carrying value.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable)

Tracksuit Movers Inc.
Management's Discussion and Analysis
Years ended December 31, 2023 and 2022

inputs).

Class D special preferred shares are measured at fair value and are classified as a Level 2 instrument. They are valued based on the prescribed redemption value.

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Currency risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All of the Company's related party loans payable and financing liabilities have a fixed interest rate therefore the Company is not currently exposed to interest rate risk.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist of trade receivables, receivables from a related party. Based on the evaluation of receivables at December 31, 2023 and December 31, 2022, the Company believes that its receivables are collectable, and has determined credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has cash, related party loans, financing liability, receivables and payables, denominated in currencies other than the functional currency of the Company.

The Company's functional and reporting currency is the Canadian dollar and as such the Company is exposed to foreign currency fluctuations on its United States dollar ("USD") denominated financial instruments. As at December 31, 2023, the Company had USD denominated cash of USD\$132 (December 31, 2022 – USD\$8,585), USD denominated accounts receivable of USD\$Nil (December 31, 2022 – USD\$75,000), USD dollar denominated trade payables of USD\$19,338 (December 31, 2022 – USD\$141,531), and loan payable USD\$75,000 (December 31, 2022 – USD\$75,000). As at December 31, 2023, a 10% change in exchange rates between USD and Canadian dollar would impact the Company's net income by approximately \$12,460 (December 31, 2022 – \$27,149).

7. RISK FACTORS AND UNCERTAINTIES

Management is responsible for the evaluation and management of risk factors affecting the Company. While management is unable to eliminate risks, the Company is intent on identifying and mitigating such risks as much as is reasonably possible. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

Market risk

The Company relies on activity in the housing market as a means to drive franchise system revenue, particularly in single family homes. When there is demand in the housing market, the opportunity to perform moves increases. Interest rate changes made by central banks in Canada and the United States could negatively impact the demand for home sales. Any decline in home sales may have a material adverse effect on the Company's financial results.

Inflation

As inflation continues to rise, the Company will experience pressure on its costs including, but not limited to, wages, gas, supplies, marketing, office, truck, professional fees, travel, meals and entertainment. Any sustained increases without a corresponding increase in revenues may have a material adverse effect on the Company's financial results.

Interest rates

Central banks in Canada and the United States have been steadily increasing interest rates during the period. Should the Company require additional 3rd party financing in the future, the Company will incur higher interest expense.

Reliance on key personnel

The success of the Company depends on the abilities, experience, efforts and knowledge of respective senior management and other key employees, including its ability to retain and attract effective management and employees. The loss of services from key personnel could have a material adverse effect on the Company's business, financial condition, results of operations or future prospects, particularly since it does not enter into non-compete arrangements with senior management and other key employees in certain circumstances. Future growth plans may require hiring of additional employees, increase the demands on management, and produce risks in both productivity and retention levels. The Company may not be able to attract and retain additional qualified management and employees as needed in the future. There can be no assurance that the Company will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on its business, financial condition, results of operations and future prospects.

Truck availability risk

We currently have relationships with a small number of truck vendors over which we have no operational or financial control and no influence in how these vendors conduct their businesses. Suppliers to truck vendors could among other things, extend delivery times, raise prices and limit supply due to their own shortages and business requirements. Interruption in the supply of trucks from these vendors could delay our ability to maintain, grow and expand our corporate location footprint. If our relationships with any of these truck vendors were to terminate, there is no guarantee that our remaining truck vendors would be able to handle the increased equipment supply required to maintain and grow our network at our desired rates. There is also no guarantee that business relationships with other key truck vendors could be entered into on terms desirable or favorable to us, if at all. Such equipment supply issues could adversely affect our business, results of operations and financial condition.

Systems price risk

The Company relies on certain software programs to run its call center and operations that may have few alternatives or competitors in the market. The Company does try to enter into longer term arrangements to lock in a particular price, however it cannot anticipate whether on contract renewal the vendor will want to increase the price it would like to charge. There may be a material adverse effect on the Company's results of operations should it not have a viable alternative to migrate to or use as a negotiating point.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Years ended December 31, 2023 and 2022

Competition risk

The market for residential and commercial moving services is highly competitive. One or more of the Company's competitors could offer services similar to those offered by the Company at significantly lower prices, which would cause downward pressure on the prices the Company would be able to charge for its services. If the Company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the Company's results of operations and financial condition.

Return on investment in associate is not guaranteed

The amount of return on Karve, if any, is highly variable and not guaranteed. Karve may be successful and generate significant returns, or may not be successful and only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Litigation risk

From time to time, we may be subject to litigation or dispute resolution relating to any number or type of claims, including claims for damages related to undetected errors or malfunctions of our services and products, claims related to previously-completed acquisition transactions or claims relating to applicable securities, franchise and transportation laws. Litigation may seriously harm our business because of the costs of defending the lawsuit, diversion of employees' time and attention and potential damage to our reputation. We may also have disputes with key suppliers for damages incurred which, depending on resolution of the disputes, could impact the ongoing quality, price or availability of the services or products we procure from the supplier. Limitation of liability provisions in certain third-party contracts may not be enforceable under the laws of some jurisdictions. As a result, we could be required to pay substantial amounts of damages in settlement or upon the determination of any of these types of claims and incur damage to our reputation and products. The likelihood of such claims and the amount of damages we may be required to pay may increase as our customers increasingly use our services. Our insurance may not cover potential claims or may not be adequate to cover all costs incurred in defense of potential claims or to indemnify us for all liability that may be imposed. A claim brought against us that is uninsured or underinsured could result in unanticipated costs, thereby harming our operating results and leading analysts or potential investors to lower their expectations of our performance, which could reduce the trading price of our common shares.

Cyber security risks

As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Company believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

Tracksuit Movers Inc.
Management's Discussion and Analysis
Years ended December 31, 2023 and 2022

8. OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

9. SIGNIFICANT JUDGEMENTS AND ESTIMATES

The most significant accounting judgements and estimates that we have made in the preparation of our financial statements are described in Note 2 with the associated significant accounting policies in Note 3 to our audited consolidated financial statements for the year ended December 31, 2023.

10. OUTSTANDING SHARE DATA

As at December 31, 2023, the Company had 9,500,000 Class A Shares (December 31, 2022 – 9,500,000) and no Class D Shares (December 31, 2022 – 1,000) issued and outstanding.

As of December 31, 2023 and the date of this report, the Company had issued 333,330 pioneer stock options which will vest and become exercisable into an equivalent number of Class A Shares on January 1, 2025 (the "Vesting Date"), subject to the condition that prior to the vesting date each option holder has renewed their franchise agreement for a term of at least 5 years. An additional 166,670 pioneer stock options have been committed and are expected to be issued in 2024.

11. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of the Company through a share exchange. Mobio plans to acquire the Company by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of the company.

Concurrently with the acquisition of the Company, Mobio plans to complete a private placement of up to \$3,000,000 at \$0.20 per share.

The acquisition of the Company is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

Schedule I: Tracksuit Movers Inc. Interim Financial Statements

Tracksuit Movers Inc.

Condensed Interim Consolidated Financial Statements
(Unaudited)

(EXPRESSED IN CANADIAN DOLLARS)

For the Three and Nine Months Ended September 30, 2024 and 2023

Index

Condensed Interim Consolidated Statements of Financial Position

Condensed Interim Consolidated Financial Statements of Income (Loss) and
Comprehensive Income (Loss)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Deficiency)

Condensed Interim Consolidated Statements of Cash Flows

Notes to Condensed Interim Consolidated Financial Statements

TRACKSUIT MOVERS INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Unaudited - Expressed in Canadian Dollars)

	Notes	September 30, 2024	December 31, 2023
ASSETS			
<u>Current Assets</u>			
Cash		\$ 1,011,579	\$ 194,870
Restricted cash		74,993	73,594
Accounts and other receivables	3	687,026	1,107,587
Deposits and prepaid expenses		46,827	66,027
Total current assets		1,820,425	1,442,078
<u>Non-Current Assets</u>			
Fixed assets	4	330,164	417,403
Intangible assets	5	42,577	57,897
Deferred tax asset		58,500	58,500
Right-of-use asset	6	49,076	62,878
Investment in associate	7	-	1,339
TOTAL ASSETS		\$ 2,300,742	\$ 2,040,095
LIABILITIES			
<u>Current Liabilities</u>			
Trade and other payables	8	\$ 1,184,209	\$ 1,421,739
Deferred income		11,000	11,000
Customer deposits		13,635	1,771
Current portion of related party loans	9	347,035	118,409
Current portion of financing liability	10	71,477	66,259
Current portion of lease liability	6	17,401	15,670
Income taxes payable		-	38,416
Total current liabilities		1,644,757	1,673,264
<u>Non-Current Liabilities</u>			
Deferred income		32,083	40,333
Related party loans	9	2,176,306	2,000,590
Financing liability	10	189,422	238,597
Lease liability	6	34,994	48,270
TOTAL LIABILITIES		4,077,562	4,001,054
EQUITY (DEFICIENCY)			
Share capital	11	1,797,268	1,797,268
Merger reserve		(1,000)	(1,000)
Contributed surplus		293,745	245,812
Accumulated other comprehensive income (loss)		(52,225)	11,541
Deficit		(3,825,171)	(3,989,585)
Deficit attributable to the shareholders of the Company		(1,787,383)	(1,935,964)
Non-controlling interest	13	10,563	(24,995)
TOTAL DEFICIT		(1,776,820)	(1,960,959)
TOTAL LIABILITIES AND EQUITY		\$ 2,300,742	\$ 2,040,095
Nature of operations and going concern	1		
Proposed transaction	17		
<i>Approved on behalf of the board</i>			
<i>"Laurie Baggio"</i>		<i>"Lance Tracey"</i>	
Laurie Baggio, Director		Lance Tracey, Director	

See accompanying notes to the condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

(Unaudited - Expressed in Canadian Dollars)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2024	2023	2024	2023
REVENUE					
Long distance moving		\$ 1,906,835	\$ 823,896	\$ 4,306,348	\$ 1,224,836
Royalty fees		1,254,593	1,137,187	3,243,991	3,021,758
Moving revenue		577,656	704,877	1,512,912	1,580,893
Third party commission		9,712	6,046	25,217	17,145
Miscellaneous		2,966	2,719	14,097	8,132
Total revenue		3,751,762	2,674,725	9,102,565	5,852,764
COST OF REVENUE					
Cost of long distance moving		1,431,362	734,832	3,322,966	1,070,929
Movers' wages		246,312	168,966	564,404	390,849
Gas expense		39,554	24,476	85,881	67,013
Merchant fees		55,650	27,883	127,572	54,539
Boxes and supplies		12,046	6,689	50,778	23,638
Total cost of revenue		1,784,924	962,846	4,151,601	1,606,968
GROSS PROFIT		1,966,838	1,711,879	4,950,964	4,245,796
EXPENSES					
Wages		703,714	618,747	1,914,712	1,863,788
Office and general		209,169	300,895	779,523	920,676
Marketing and promotion		322,239	239,700	808,953	641,615
Management and consulting	12	71,528	65,990	213,853	210,250
Truck & auto		55,835	75,370	160,867	192,846
Telephone		50,858	47,956	151,865	157,857
Travel, meals and entertainment		61,141	12,905	130,368	55,861
Depreciation	4, 5, 6	41,990	27,885	125,720	163,562
Bad debt expense		22,208	24,047	108,925	59,421
Professional fees		35,376	51,329	90,356	174,809
Share based payment expense		11,312	17,321	40,429	66,755
Conference		66	(111)	40,481	70,102
Franchise development		16,676	2,704	23,583	5,404
Total expenses		1,602,112	1,484,738	4,589,635	4,582,946
OTHER ITEMS					
Other income		14,070	633	28,054	8,485
Interest expense	6, 9, 10, 12	(83,826)	(67,883)	(241,135)	(196,084)
Foreign exchange gain (loss)		(36,580)	40,602	58,876	(23,439)
Share of gain (loss) from associate	7	-	11,488	(1,339)	(44,883)
Total other items		(106,336)	(15,160)	(155,544)	(255,921)
Net income (loss) for the period before tax		258,390	211,981	205,785	(593,071)
Income tax expense (recovery)		5	(9)	3,911	6,100
Net income (loss) for the period		\$ 258,385	\$ 211,990	\$ 201,874	\$ (599,171)
Net income (loss) attributable to:					
Shareholders of the parent company		228,633	197,409	164,414	(596,778)
Non-controlling interest	13	29,752	14,581	37,460	(2,393)
Net income (loss) for the period		\$ 258,385	\$ 211,990	\$ 201,874	\$ (599,171)
Other comprehensive income (loss):					
Foreign currency translation gain (loss) attributed to equity shareholders of the parent company		\$ 36,111	\$ (38,114)	\$ (63,766)	\$ 8,058
Foreign currency translation gain (loss) gain attributed to non-controlling interest	13	2,303	(1,572)	(1,902)	(2,696)
Comprehensive income (loss) for the period		\$ 296,799	\$ 172,304	\$ 136,206	\$ (593,809)
Income (loss) per share					
Basic		\$ 0.03	\$ 0.02	\$ 0.01	\$ (0.06)
Diluted		\$ 0.03	\$ 0.02	\$ 0.01	\$ (0.06)
Weighted average number of common shares					
Basic		9,500,000	9,500,000	9,500,000	9,500,000
Diluted		9,830,163	9,830,713	9,830,163	9,830,713

See accompanying notes to the condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)**

(Unaudited - Expressed in Canadian dollars)

	Note	Share capital		Merger reserve	Contributed surplus	Accumulated other comprehensive income (loss)	Non- controlling interest	Deficit	Total
		Number of shares	Amount						
Balance at December 31, 2022		9,500,000	\$ 230,940	\$ (1,000)	\$ 163,358	\$ (30,007)	\$ (16,341)	\$ (1,440,267)	\$ (1,093,317)
MCSB Moving Services LLC unit subscription		-	-	-	64,373	-	-	-	64,373
YMM Phoenix LLC unit subscription		-	-	-	2,382	-	-	-	2,382
Capital contribution	11	-	614,052	-	-	-	-	-	614,052
Distribution to equity holder		-	-	-	-	-	-	(2,028)	(2,028)
Foreign currency translation		-	-	-	164	8,058	(2,696)	-	5,526
Loss for the period		-	-	-	-	-	(2,393)	(596,778)	(599,171)
Balance at September 30, 2023		9,500,000	\$ 844,992	\$ (1,000)	\$ 230,277	\$ (21,949)	\$ (21,430)	\$ (2,039,073)	\$ (1,008,183)
Balance at December 31, 2023		9,500,000	\$ 1,797,268	\$ (1,000)	\$ 245,812	\$ 11,541	\$ (24,995)	\$ (3,989,585)	\$ (1,960,959)
MCSB Moving Services LLC unit subscription	13	-	-	-	38,488	-	-	-	38,488
YMM Phoenix LLC unit subscription	13	-	-	-	1,941	-	-	-	1,941
Equity portion of debt	9	-	-	-	4,389	-	-	-	4,389
Foreign currency translation	13	-	-	-	3,115	(63,766)	(1,902)	-	(62,553)
Income for the period	13	-	-	-	-	-	37,460	164,414	201,874
Balance at September 30, 2024		9,500,000	\$ 1,797,268	\$ (1,000)	\$ 293,745	\$ (52,225)	\$ 10,563	\$ (3,825,171)	\$ (1,776,820)

See accompanying notes to the condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited - Expressed in Canadian Dollars)

	Nine months ended September 30,	
	2024	2023
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ 201,874	\$ (599,171)
Items not affecting cash		
Interest expense	240,764	193,772
Depreciation & amortization	125,720	163,562
Share of loss from associate	1,339	44,883
Share based payment expense	40,429	66,755
Bad debt expense	108,925	59,421
Foreign exchange loss	23,602	10,003
Net changes in non-cash working capital		
Accounts and other receivables	330,257	(314,336)
Deposits and prepaid expenses	(3,585)	108,970
Income taxes receivable	-	(9,204)
Trade and other payables	(251,583)	(24,486)
Customer deposits	11,827	1,261
Deferred income	(8,250)	54,083
Income taxes payable	(47,638)	(32,840)
Net cash provided by (used) in operating activities	773,681	(277,327)
INVESTING ACTIVITIES		
Acquisition of intangible assets	-	(9,585)
Advances to shareholder	-	(148,610)
Net cash used in investing activities	-	(158,195)
FINANCING ACTIVITIES		
Capital contribution	-	614,052
Repayment of financing liability	(66,409)	(66,510)
Proceeds from loans	407,100	-
Repayment of loans	(220,199)	-
Distribution to equity holder	-	(2,028)
Repayment of lease liability	(17,550)	(40,050)
Net cash provided by financing activities	102,942	505,464
NET CHANGE IN CASH	876,623	69,942
FOREIGN EXCHANGE TRANSLATION	(58,515)	4,789
CASH & RESTRICTED CASH, BEGINNING OF THE PERIOD	268,464	432,475
RESTRICTED CASH	(74,993)	(74,103)
CASH, END OF THE PERIOD	\$ 1,011,579	\$ 433,103

See accompanying notes to the condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Tracksuit Movers Inc. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. The Company's registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4. The Company's primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, the Company began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio and then closing its operations in Toledo, Ohio in 2022. As at September 30, 2024, the Company had 21 (December 31, 2023 – 21) operating franchises in Canada and the USA.

These condensed interim consolidated financial statements have been prepared using the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities in the normal course of business. During the period ended September 30, 2024, the Company generated a net income of \$201,874 and positive cash flows from operations of \$773,681.

The continuing operations of the Company are dependent upon its ability to develop profitable operations in the future and to be provided with additional capital, if necessary. The Company has generated operating losses since 2021. As of September 30, 2024, the Company's accumulated deficit is \$3,825,171. The Company has received \$407,100 (Note 9) since December 31, 2023 from shareholders in order to meet its cash obligations. These conditions indicate the existence of material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. The condensed interim consolidated financial statements do not include any adjustments relating to the carrying values of assets and liabilities and the reported revenues and expenses that might be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements were authorized for issue on October 31, 2024, by the Board of Directors of the Company.

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). These condensed interim consolidated financial statements do not include all of the information required for annual consolidated financial statements and should be read in conjunction with the annual audited consolidated financial statements of the Company for the years ended December 31, 2023, and 2022.

Principles of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its controlled subsidiaries.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

2. BASIS OF PRESENTATION (CONT'D)

Details of controlled subsidiaries are as follows:

	Country of incorporation	Percentage owned	
		September 30, 2024	December 31, 2023
You Move Me LLC	USA	100%	100%
MCSB Moving Services LLC	USA	80%	80%
YMM Phoenix LLC	USA	94%	94%
YMM Interstate LLC	USA	100%	100%

You Move Me LLC ("YMM LLC") is a wholly owned subsidiary of the Company that sells franchise rights throughout the United States for the operation of businesses that provide residential, long distance and commercial moving services. MCSB Moving Services LLC ("MCSB") is a corporately owned franchise location that provides moving services in Cincinnati Ohio. YMM Phoenix LLC ("YMM Phoenix") is a corporately owned franchise location that performs moving services in Phoenix, Arizona. History of changes in the percentage of ownership of MCSB and YMM Phoenix are discussed further in Note 11 and Note 13. YMM Interstate LLC ("YMM Interstate") is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with our franchise partners acting as agents.

Entities over which the Company has control are consolidated from the date that control commences until the date that control ceases. Entities over which the Company has significant influence (investments in associates) are accounted for under the equity method. Significant influence is assumed when the Company's interests are 20% or more, unless qualitative factors overcome this assumption (Note 7).

Functional and Presentation Currency

The condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency of YMM LLC, YMM Interstate, MCSB and YMM Phoenix is the US dollar.

Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at their fair values. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting.

Use of Estimates and Judgments

The most significant accounting judgements and estimates that we have made in the preparation of our condensed interim consolidated financial statements are described in Note 2 to our audited consolidated financial statements for the year ended December 31, 2023.

New Accounting Standards and Recent Pronouncements

Following is the new amendment to a standard issued by the IASB which is applicable to the Company's financial statements:

Classification of liabilities as current or non-current (amendments to IAS 1):

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

2. BASIS OF PRESENTATION (CONT'D)

1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning January 1, 2024. The amendment had no impact on the Company's financial statements upon its adoption.

There are no standards issued which are not yet effective as of September 30, 2024 that may reasonably be expected to materially impact the Company's financial statements.

3. ACCOUNTS AND OTHER RECEIVABLES

	September 30,		December 31,	
	2024		2023	
Accounts receivable (net of allowance)	\$	677,804	\$	1,107,587
Income tax receivable		9,222		-
	\$	687,026	\$	1,107,587

For the nine months ended September 30, 2024, the Company recognized \$108,925 of bad debt expense (September 30, 2023 - \$59,421) and an allowance for doubtful accounts of \$5,789 (December 31, 2023 - \$3,597).

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

4. FIXED ASSETS

		Moving Trucks
Cost		
Balance December 31, 2022	\$	800,342
Effect of foreign exchange		(18,791)
Balance December 31, 2023		781,551
Effect of foreign exchange		16,131
Balance September 30, 2024	\$	797,682
Accumulated depreciation		
Balance December 31, 2022	\$	189,715
Additions		182,552
Effect of foreign exchange		(8,119)
Balance December 31, 2023		364,148
Additions		96,599
Effect of foreign exchange		6,771
Balance September 30, 2024	\$	467,518
Net book value		
Balance December 31, 2023	\$	417,403
Balance September 30, 2024	\$	330,164

5. INTANGIBLE ASSETS

		Software
Balance December 31, 2022	\$	82,203
Additions		859
Amortization		(25,165)
Balance December 31, 2023		57,897
Amortization		(15,320)
Balance September 30, 2024	\$	42,577

TRACKSUIT MOVERS INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

6. LEASE

On October 1, 2022, the Company entered into an office lease agreement for a term of three years and four months with the option to extend it for a further 16 months until May 31, 2027. In accordance with IFRS 16 *Leases*, the Company recorded a right-of-use asset and a lease liability with a fair value of \$298,270. The fair value was determined by discounting future lease payments at a discount rate of 15% per annum. On July 1, 2023, the Company amended the office lease agreement to reduce the monthly payments, which resulted in a lease modification.

The Company's right-of-use asset as at September 30, 2024:

Balance December 31, 2022	\$	282,291
Lease modification		(183,901)
Amortization		(35,512)
Balance December 31, 2023	\$	62,878
Amortization		(13,802)
Balance September 30, 2024	\$	49,076

The Company's lease liability as at September 30, 2024:

Balance December 31, 2022	\$	283,326
Lease modification		(183,901)
Payments made		(45,900)
Interest accrued		10,415
Balance December 31, 2023	\$	63,940
Payments made		(17,550)
Interest accrued		6,005
Balance September 30, 2024	\$	52,395
Current portion	\$	17,401
Long term portion		34,994
	\$	52,395

The Company's minimum lease payments over the next 3 years are as follows:

	Within 1 year	1 - 2 years	2 - 3 years	Total
Lease payments	\$ 23,400	\$ 23,400	\$ 15,600	\$ 62,400
Finance charges	(5,999)	(3,388)	(618)	(10,005)
Net present values	\$ 17,401	\$ 20,012	\$ 14,982	\$ 52,395

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

7. INVESTMENT IN ASSOCIATE

On April 30, 2021, the Company subscribed to 200,000 common shares of Karve IT Ltd. ("Karve") at the price of \$1 per common share, for an aggregate subscription price of \$200,000.

As at September 30, 2024, the Company owns 200,000 shares of Karve, representing 22.22% of the Company and one Board seat (December 31, 2023 – 22.22%, and one Board seat). Management have determined that the Company has significant influence over Karve and recorded this investment using the equity method. The Company made an adjustment for the equity pick-up required each month given its percentage of ownership for that particular month.

During the period ended September 30, 2024, the Company recognized a \$1,339 (September 30, 2023 – \$44,883) share of loss from the investment in Karve on its condensed interim consolidated statement of loss and comprehensive loss.

		Karve IT Ltd.
Balance December 31, 2022	\$	67,059
Share of loss from associate		(65,720)
Balance December 31, 2023		1,339
Share of loss from associate		(1,339)
Balance September 30, 2024	\$	-

8. TRADE AND OTHER PAYABLES

	September 30, December 31,	
	2024	2023
Accounts payable	\$ 638,781	\$ 517,595
Accrued liabilities	315,216	725,083
Due to related party	230,212	179,061
	\$ 1,184,209	\$ 1,421,739

Included in accounts payable and accrued liabilities at September 30, 2024 is an amount of \$230,212 (December 31, 2023 - \$100,394) owing to companies controlled by directors of the Company. Amounts payable to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

9. RELATED PARTY LOANS

On October 9, 2019, the Company signed a loan agreement with a company controlled by a director that would allow the Company to borrow up to \$1,189,160. The Company borrowed \$989,160 on October 9, 2019 and an additional \$200,000 on November 7, 2019. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$1,189,160 less the value of the equity component of the loan of \$63,140, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. On August 24, 2020, \$200,922 of the loan plus any interest accrued thereon was assigned to another director of the Company. During the period ended September 30, 2024, the Company recorded interest of \$133,799

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

9. RELATED PARTY LOANS (CONT'D)

(September 30, 2023 – \$78,915) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$1,656,801 (December 31, 2023 - \$1,523,002).

On August 24, 2020, due to the loan assignment described above, the Company was indebted to a director in the amount of \$200,922. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$200,922 less the value of the equity component of the loan of \$8,997, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. During the period ended September 30, 2024, the Company recorded interest of \$24,758 (September 30, 2023 - \$21,739) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$306,670 (December 31, 2023 - \$281,912).

On October 9, 2019, the Company received a loan in the amount of \$128,797 from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$128,797 less the value of the equity component of the loan of \$7,744, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. During the period ended September 30, 2024, the Company recorded interest of \$17,159 (September 30, 2023 - \$15,264) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$212,834 (December 31, 2023 - \$195,676).

On March 24, 2022, the Company received a loan in the amount of US\$75,000 from a company jointly controlled by a director. The loan is unsecured, bears interest at 10%, and is due on demand. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment. During the period ended September 30, 2024, the Company recorded interest of \$9,526 (September 30, 2023 - \$8,459) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$130,305 (December 31, 2023 - \$118,409).

On February 29, 2024, the Company received a loan in the amount of US\$300,000 (CAD\$407,100) from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 12%. The Company agreed to repay principal and interest in two equal instalments on August 15, 2024 and September 30, 2024. Upon initial recognition the Company recognized an equity component of \$4,389 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 14%. During the period ended September 30, 2024, the Company made a repayment of \$220,199 and recorded interest and accretion of \$33,231 (September 30, 2023 - \$Nil) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$216,731 (December 31, 2023 - \$Nil). Subsequent to period end, the Company repaid the loan in full.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

9. RELATED PARTY LOANS (CONT'D)

A summary of the related party loans is as follows:

Balance December 31, 2022	\$	1,895,946
Interest		225,861
Effect of foreign exchange		(2,808)
Balance December 31, 2023		2,118,999
Additions		407,100
Interest		218,473
Repayment		(220,199)
Equity portion of debt		(4,389)
Effect of foreign exchange		3,357
Balance September 30, 2024	\$	2,523,341
Current portion	\$	347,035
Non-current portion		2,176,306
	\$	2,523,341

10. FINANCING LIABILITY

On August 23, 2022, MCSB entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$121,155 (US\$93,397) to be repaid in 60 consecutive monthly installments at an annual interest rate of 7.25%. The loan will be fully repaid on August 25, 2027. YMM LLC and the Company are acting as guarantors on the loan. During the period ended September 30, 2024, MCSB recorded interest of \$4,887 (September 30, 2023 – \$6,073). The balance of the loan at September 30, 2024 is \$79,214 (December 31, 2023 – \$94,747).

On September 8, 2022, YMM Phoenix entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$135,865 (US\$103,587) to be repaid in 72 consecutive monthly installments at an annual interest rate of 7.70%. The loan will be fully repaid on September 13, 2028. YMM LLC and the Company are acting as guarantors on the loan. During the period ended September 30, 2024, YMM Phoenix recorded interest of \$6,358 (September 30, 2023 – \$7,441). The balance of the loan at September 30, 2024 is \$99,723 (December 31, 2023 - \$113,345).

On November 3, 2022, MCSB entered into a financing arrangement for the purchase of a truck. The total value of the loan was \$123,712 (US\$89,979) to be repaid in 60 consecutive monthly installments at an annual interest rate of 7.30%. The loan will be fully repaid on November 3, 2027. YMM LLC and the Company are acting as guarantors on the loan. During the period ended September 30, 2024, MCSB recorded interest of \$5,041 (September 30, 2023 – \$6,162). The balance of the loan at September 30, 2024 is \$81,962 (December 31, 2023 – \$96,764).

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

10. FINANCING LIABILITY (CONT'D)

A summary of the financing liability is as follows:

Balance December 31, 2022	\$	375,207
Interest		25,731
Repayment		(86,755)
Effect of foreign exchange		(9,327)
Balance December 31, 2023		304,856
Interest		16,286
Repayment		(66,409)
Effect of foreign exchange		6,166
Balance September 30, 2024	\$	260,899
Current portion	\$	71,477
Non-current portion		189,422
	\$	260,899

11. SHARE CAPITAL**Authorized:**

The shares which the Company is authorized to issue are:

- Class A Common Voting Shares (the "Class A Shares");
- Class B Common Voting Shares (the "Class B Shares");
- Class C Common Non-Voting Shares (the "Class C Shares");
- Class D Preferred Shares (the "Class D Shares"); and
- Class E Preferred Shares (the "Class E Shares").

Issued

As at September 30, 2024, the Company had 9,500,000 Class A Shares (December 31, 2023 – 9,500,000) issued and outstanding.

Pioneer Stock Options

During the year ended December 31, 2020, the Company established a pioneer stock option plan (the "Plan"). The purpose of the Plan is to enhance the value of the franchise system and to align the interests of the franchisor and franchisees in the system by having the Company offer opportunities to early franchisees and other contributors to the system to participate in the Company's growth and success by acquiring and maintaining stock ownership in the Company.

The aggregate number of shares that may be issued pursuant to the exercise of options awarded under the pioneer stock option plan is 500,000 Class A shares. As of September 30, 2024 the Company had issued 333,330 pioneer stock options (December 31, 2023 – 333,330) to early franchisees of the system. The pioneer options are exercisable at a price of \$0.01 per share. An additional 166,670 pioneer stock options have been committed at the same exercise price and are expected to be issued in 2024.

The options granted under the Plan will vest and become exercisable on January 1, 2025 (the "Vesting Date"), subject to the condition that prior to the Vesting Date, each of the franchisees have renewed the franchise agreement for a term of at least five years after the Vesting Date. The options will expire 1 year after they become exercisable.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

11. SHARE CAPITAL (CONT'D)

If any of the options granted under the Plan are cancelled and returned to the Plan, then these options shall be granted to each of the franchisees remaining in the Plan in proportion to the number of franchisees remaining in the Plan at that time, and upon the same terms as set out in the original stock option agreement.

The Company has not recognized any amounts related to the grant of the pioneer stock options on its financial statements as it is not part of the provisions of the Plan until the franchise partner signs a 5-year renewal beyond the vesting date, and therefore does not currently meet the recognition criteria under IFRS. As of the date of these condensed interim consolidated financial statements no franchisees have renewed the franchise agreement for a term of at least five years after the Vesting Date.

Pioneer stock option transactions are as follows:

	Number of options	Weighted average exercise price
Balance December 31, 2022	433,329	\$ -
True-up of franchise partner balances	(99,999)	0.01
Balance December 31, 2023 and September 30, 2024	333,330	\$ 0.01

Pioneer stock options outstanding at September 30, 2024 are as follows:

Outstanding (#)	Exercisable (#)	Exercise price (\$)	Remaining life (Years)	Expiry date
333,330	-	0.01	1.3	December 31, 2025

Unit subscriptions in MCSB Moving Services LLC and YMM Phoenix LLC

On March 1, 2022 the Company received a US\$150,000 (\$191,880 CAD) promissory note from a related party in exchange for 15,000 non-voting Class C units of MCSB. The promissory note is due on demand, has interest at the rate of 5% per year compounded annually, accruing only after demand.

On April 1, 2022 the Company received US\$10,000 (\$12,513 CAD) in promissory notes from related parties in exchange for 5,000 non-voting Class B units and 15,000 non-voting Class C units of YMM Phoenix. The promissory notes are due on demand, have interest at the rate of 5% per year compounded annually, accruing only after demand.

On June 15, 2022 the Company received US\$50,000 (\$64,740 CAD) in promissory notes from related parties in exchange for 5,000 non-voting Class B units of MCSB. The promissory notes are due on demand, have interest at the rate of 5% per year compounded annually, accruing only after demand.

On each anniversary of the promissory notes described above, the Company will forgive 20% of the original amount of the promissory note, such that the entire principal amount of the promissory notes will be forgiven on the fifth (5th) anniversary of them being received.

As the promissory notes have no recourse, the Company considers the issuance of these units to meet the criteria of a share-based payment and have recorded them in accordance with IFRS 2 *Share-based payment*. The units were valued as the number of units issued times the per unit price as determined by the most recent valuation. The expense is being recognized using a graded vesting schedule of 5 years which is the period in which the loans are forgiven.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

12. RELATED PARTY TRANSACTIONS

Interest recorded on related party loans were as follows:

Nine months ended	September 30, 2024	September 30, 2023
Interest on related party loans	\$ 218,473	\$ 164,490

Payments to key management and directors during the periods ended September 30, 2024 and 2023 were as follows:

Nine months ended	September 30, 2024	September 30, 2023
Fees to a company controlled by a significant shareholder	213,853	210,250
Lease payments made to a company with common director	17,550	40,050
Interest accrued to a company with common director	6,005	5,791
Total	\$ 237,408	\$ 256,091

Payments made to key management and directors were included in management and consulting on the condensed interim consolidated statements of income (loss) and comprehensive income (loss).

13. NON-CONTROLLING INTEREST

Balance December 31, 2022	\$ (16,341)
Share of net income of a subsidiary	(8,052)
Effect of foreign exchange	(602)
Balance December 31, 2023	(24,995)
Share of net income of a subsidiary	37,460
Effect of foreign exchange	(1,902)
Balance September 30, 2024	\$ 10,563

MCSB Moving Services LLC

On March 1, 2021 Easy Moves LLC subscribed for 20,000 non-voting Class B units in MCSB resulting in the Company having a 75% ownership percentage. On March 1, 2022 our General Manager of MCSB subscribed for 15,000 non-voting Class C units resulting in the Company having a 63% ownership percentage. On June 15, 2022, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in MCSB. On the same day, Easy Moves LLC transferred its non-voting Class B units back to the Company resulting in the Company having an 80% ownership percentage. As a result, the Company recognized an amount for non-controlling interest on its condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

13. NON-CONTROLLING INTEREST (CONT'D)

The following is a summarized condensed interim statement of financial position of MCSB at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Current:		
Assets	\$ 107,795	\$ 126,119
Liabilities	(98,246)	(114,714)
Total current net assets	9,549	11,405
Non current:		
Assets	235,858	446,391
Liabilities	(111,681)	(145,883)
Total non-current net assets	124,177	300,508
Total net assets	\$ 133,726	\$ 311,913

The following is a summarized condensed interim statement of income (loss) and comprehensive income (loss) of MCSB for the periods ending September 30, 2024 and September 30, 2023:

	September 30, 2024	September 30, 2023
Revenue	\$ 1,068,616	\$ 1,230,091
Net (loss) income and comprehensive (loss) income	\$ (224,554)	\$ 115,470

YMM Phoenix LLC

On April 1, 2022 our General Manager of YMM Phoenix subscribed for 15,000 non-voting Class C units in YMM Phoenix. On the same day, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in YMM Phoenix. On June 30, 2023, General Manager of YMM Phoenix transferred its non-voting Class C units back to the Company resulting in the Company having an 94% ownership percentage. As a result, the Company recognized an amount for non-controlling interest on its condensed interim consolidated financial statements.

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

13. NON-CONTROLLING INTEREST (CONT'D)

The following is a summarized condensed interim statement of financial position of YMM Phoenix at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Current:		
Assets	\$ 40,232	\$ 72,320
Liabilities	(72,759)	(84,285)
Total current net liabilities	(32,527)	(11,965)
Non current:		
Assets	105,250	133,060
Liabilities	(885,453)	(736,021)
Total non-current net liabilities	(780,203)	(602,961)
Total net liabilities	\$ (812,730)	\$ (614,926)

The following is a summarized condensed interim statement of loss and comprehensive loss of YMM Phoenix for the periods ending September 30, 2024 and September 30, 2023:

	September 30, 2024	September 30, 2023
Revenue	\$ 458,393	\$ 358,934
Net loss and comprehensive loss	\$ (188,483)	\$ (159,283)

14. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company defines capital as an aggregate of its financing liability and equity. The Company manages its capital structure to ensure it has sufficient capital to meet its obligations as they come due and makes adjustments in light of changes in economic conditions. In order to facilitate the management of capital, the Company prepares yearly budgets which are updated as necessary and are reviewed and approved by the Company's management. The Company is not subject to any externally imposed capital requirements.

15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, accounts and other receivables, customer deposits, trade and other payables, financing liability and related party loans. The carrying value of these items approximates their fair values, except for the related party loans. Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively and are subsequently carried at amortized cost less any impairment. With the rise in interest rates in 2023 and 2024, the fair value of related party loans would result in a \$203,083 (December 31, 2023 - \$160,746) lower value than the current carrying value.

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

15. FINANCIAL INSTRUMENTS (CONT'D)

hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All of the Company's related party loans payable and financing liabilities have a fixed interest rate therefore the Company is not currently exposed to interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist of trade receivables and receivables from a related party. Based on the evaluation of receivables at September 30, 2024 and December 31, 2023, the Company believes that its receivables are collectable, and has determined credit risk to be moderate.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has cash, receivables, payables, and related party loans denominated in currencies other than the functional currency of the Company.

The Company's reporting currency is the Canadian dollar and as such the Company is exposed to foreign currency fluctuations on its US dollar denominated financial instruments. As at September 30, 2024, the Company had US dollar denominated cash of US\$145 (December 31, 2023 – US\$132), (December 31, 2023 – US\$19,338), and loan payable of US\$75,000 (December 31, 2023 – US\$75,000). As at September 30, 2024, a 10% change in exchange rates between US dollars and Canadian dollars would impact the Company's net income by approximately \$9,173 (December 31, 2023 – \$30,291).

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

16. SEGMENT INFORMATION

During the period ended September 30, 2024 and the period ended September 30, 2023, the Company had two types of segments: geographical (Canada and United States of America) and operational (franchisor and corporate locations). Revenue and assets by geography and operational type are presented below:

As at and for the period ended September 30, 2024:

	Canada		USA		Total
Revenue	\$	592,928	\$	8,509,637	\$ 9,102,565
Cost of revenue	\$	482	\$	4,151,119	\$ 4,151,601
Operating expenses	\$	666,024	\$	3,923,611	\$ 4,589,635
Interest expense	\$	191,713	\$	49,422	\$ 241,135
Depreciation	\$	29,123	\$	96,597	\$ 125,720
Net income (loss)	\$	(255,825)	\$	457,699	\$ 201,874
Current assets	\$	341,449	\$	1,478,976	\$ 1,820,425
Current liabilities	\$	242,209	\$	1,402,548	\$ 1,644,757
Non-current liabilities	\$	1,435,671	\$	997,134	\$ 2,432,805
Non-controlling interest	\$	-	\$	10,563	\$ 10,563

	Franchisor		Corporate locations		Total
Revenue	\$	7,575,556	\$	1,527,009	\$ 9,102,565
Cost of revenue	\$	3,405,638	\$	745,963	\$ 4,151,601
Operating expenses	\$	3,396,654	\$	1,192,981	\$ 4,589,635
Interest expense	\$	224,850	\$	16,285	\$ 241,135
Depreciation	\$	29,123	\$	96,597	\$ 125,720
Net income (loss)	\$	614,911	\$	(413,037)	\$ 201,874
Current assets	\$	1,672,398	\$	148,027	\$ 1,820,425
Current liabilities	\$	1,473,752	\$	171,005	\$ 1,644,757
Non-current liabilities	\$	1,435,671	\$	997,134	\$ 2,432,805
Non-controlling interest	\$	-	\$	10,563	\$ 10,563

TRACKSUIT MOVERS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

Three and Nine Months Ended September 30, 2024 and 2023

16. SEGMENT INFORMATION (CONT'D)

As at and for the period ended September 30, 2023:

	Canada		USA		Total
Revenue	\$	539,533	\$	5,313,231	\$ 5,852,764
Cost of revenue	\$	-	\$	1,606,968	\$ 1,606,968
Operating expenses	\$	1,265,574	\$	3,317,372	\$ 4,582,946
Interest expense	\$	176,402	\$	19,682	\$ 196,084
Depreciation	\$	27,054	\$	136,508	\$ 163,562
Net income (loss)	\$	(967,680)	\$	368,509	\$ (599,171)
Current assets	\$	1,070,118	\$	967,790	\$ 2,037,908
Current liabilities	\$	579,194	\$	866,257	\$ 1,445,451
Non-current liabilities	\$	2,038,752	\$	261,305	\$ 2,300,057
Non-controlling interest	\$	-	\$	(21,430)	\$ (21,430)

	Franchisor		Corporate locations		Total
Revenue	\$	4,263,739	\$	1,589,025	\$ 5,852,764
Cost of revenue	\$	1,087,061	\$	519,907	\$ 1,606,968
Operating expenses	\$	3,490,370	\$	1,092,576	\$ 4,582,946
Interest expense	\$	176,402	\$	19,682	\$ 196,084
Depreciation	\$	27,054	\$	136,508	\$ 163,562
Net loss	\$	(555,358)	\$	(43,813)	\$ (599,171)
Current assets	\$	1,856,310	\$	181,598	\$ 2,037,908
Current liabilities	\$	1,170,284	\$	275,167	\$ 1,445,451
Non-current liabilities	\$	2,038,752	\$	261,305	\$ 2,300,057
Non-controlling interest	\$	-	\$	(21,430)	\$ (21,430)

17. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of the Company through a share exchange. Mobio plans to acquire the Company by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of Mobio.

Concurrently with the acquisition of the Company, Mobio plans to complete a private placement of up to \$1,800,000 at \$0.20 per share.

The acquisition of the Company is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange.

Schedule J: Tracksuit Movers Inc. Interim MD&A

Tracksuit Movers Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2024 AND 2023

(Expressed in Canadian dollars)

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

TO OUR SHAREHOLDERS

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is management's discussion and analysis ("MD&A") of Tracksuit Movers Inc. ("TMI" or the "Company") operating and financial results for the three and nine months ended September 30, 2024 and 2023 as well as information and expectations concerning the Company's outlook based on currently available information. This report is dated October 31, 2024.

This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, and the audited annual financial statements for the years ended December 31, 2023 and 2022, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). All quarterly information contained herein is unaudited.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the condensed interim consolidated financial statements and MD&A, is complete and reliable.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information including the Company's future plans. The use of any of the word's "target", "plans", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward looking information, including but not limited to statements pertaining to Company's future plans and management's belief as to the Company's potential involve known and unknown risks and uncertainties, which could be significant, and other factors which may cause the actual results of the Company and its operations to be materially different from estimated costs or results expressed or implied by such forward-looking statements. Forward looking information is based on management's expectations regarding future growth, results of operations, future capital, and other expenditures (including the amount, nature, and sources of funding for such expenditures), business prospects and opportunities. These risks related to forward looking information include, but are not limited to, the risk factors that are discussed in greater detail under "Risk Factors and Uncertainties".

Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause the results of the Company's business to not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

1. SUMMARY OF OPERATIONS AND EVENTS

Tracksuit Movers Inc. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on September 6, 2012. The Company's registered and records office is located at 204 - 1080 Mainland Street, Vancouver, BC, V6B 2T4. The Company's primary line of business is to sell franchise rights in Canada and the United States for the operation of businesses that provide residential and commercial moving services. In 2021, the Company began operating its own corporate owned franchise locations in Cincinnati, Ohio, Phoenix, Arizona and Toledo, Ohio. As at September 30, 2024, the Company had 21 (December 31, 2023 – 21) operating franchises in Canada and the United States.

Franchise rights in the United States are sold through the Company's wholly owned subsidiary, You Move Me LLC ("YMM LLC"). On February 19, 2021, YMM LLC acquired 100% of the outstanding membership units of MCSB Moving Services LLC ("MCSB"), a franchise location providing moving services in Cincinnati, Ohio.

On March 1, 2021 Easy Moves LLC subscribed for 20,000 non-voting Class B units in MCSB resulting in the Company having a 75% ownership percentage. On March 1, 2022 the General Manager for MCSB subscribed for 15,000 non-voting Class C units in MCSB resulting in the Company having a 63% ownership percentage. On June 15, 2022, the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units in MCSB and Easy Moves LLC transferred its non-voting Class B units back to the Company resulting in the Company having an 80% ownership percentage. MCSB began providing moving services in Toledo, Ohio in August 2021. During the year ended December 31, 2022, the Company decided to close its operations in Toledo.

YMM Phoenix LLC ("YMM Phoenix") was incorporated on March 25, 2021 to be a corporately owned franchise location for residential and commercial moving services in Phoenix, Arizona. On April 1, 2022 the Company's Managing Director and Southwind Capital Holdings LLC Series 5 subscribed for a total of 5,000 non-voting Class B units and YMM Phoenix's General Manager subscribed for 15,000 non-voting Class C units in YMM Phoenix. On June 30, 2023, General Manager of YMM Phoenix transferred its non-voting Class C units back to the Company resulting in the Company having an 94% ownership percentage.

YMM Interstate LLC ("YMM Interstate") was incorporated on September 9, 2022 and is a wholly owned subsidiary of YMM LLC that administers long distance moves throughout the United States with our Franchise Partners acting as agents and internationally with the use of third parties.

2. EARNINGS AND EXPENSES

Following is a discussion of the Company's financial results for the three and nine months ended September 30, 2024 and 2023.

Three months ended September 30, 2024 and 2023

Revenue

The Company's revenues are mainly from royalties charged on a fixed percentage of sales earned by the franchise locations, residential and commercial moves performed by the Company's corporately owned locations, and revenue from interstate and long distance moving services. Revenues for the three months ended September 30, 2024 were \$3,751,762 compared to \$2,674,725 for the three months ended September 30, 2023. The increase is due to the growth of royalty earned from franchise locations and long distance moving revenue through YMM Interstate. Long distance moving revenue was \$1,906,835 for the three months ended September 30, 2024 compared to \$823,896 for the three months ended September 30, 2023.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

Cost of revenue

The Company's cost of revenue for the three months ended September 30, 2024 was \$1,784,924 compared to \$962,846 for the three-months ended September 30, 2023. The increase is mainly due to additional cost of long distance moving offering within YMM Interstate. For the three months ended September 30, 2024, the cost of long distance moving was \$1,431,362 (three months ended September 30, 2023 – \$734,832). The Company's corporately owned locations incurred cost of revenue for the three months ended September 30, 2024 related to movers' wages of \$246,312 (three months ended September 30, 2023 – \$168,966), gas expense of \$39,554 (three months ended September 30, 2023 – \$24,476), merchant fees of \$55,650 (three months ended September 30, 2023 – \$27,883) and boxes and supplies of \$12,046 (three months ended September 30, 2023 – \$6,689).

Expenses

The Company's expenses for the three months ended September 30, 2024 were \$1,602,112 compared to \$1,484,738 for the three-months ended September 30, 2023. Major variances are as follows:

- Wages of \$703,714 for the three months ended September 30, 2024, compared to \$618,747 for the three months ended September 30, 2023. The increase is mainly due to additional staff and commissions within National Sales Center associated with long distance moving.
- Marketing and promotion of \$322,239 for the three months ended September 30, 2024, compared to \$239,700 for the three months ended September 30, 2023. The increase is due to a larger marketing spend to attract new clients for corporately owned locations and long distance moving services, and increased co-op marketing spend with franchise network.
- Travel, meals and entertainment of \$61,141 for the three months ended September 30, 2024, compared to \$12,905 for the three months ended September 30, 2023. The increase is due to the travel expenses of Company's business coaches to various locations within the brand network and growth of the long distance moving services and their corresponding increase in travel-related expenses in the normal course of operations.

Net other expense for the three months ended September 30, 2024 came to \$106,336 compared to a net other expense of \$15,160 for the three months ended September 30, 2023. Major variances are as follows:

- Foreign exchange loss of \$36,580 for the three months ended September 30, 2024, compared to a foreign exchange gain of \$40,602 for the three months ended September 30, 2023. The increase is related to unfavorable CAD/USD foreign exchange movement in the period for balances and transactions denominated in foreign currency.
- Interest expense of \$83,826 for the three months ended September 30, 2024, compared to interest expense of \$67,883 for the three months ended September 30, 2023. The difference is due to the additional short-term note issued for \$407,100 during the most recent period.

Nine months ended September 30, 2024 and 2023

Revenue

The Company's revenues are mainly from royalties charged on a fixed percentage of sales earned by the franchise locations, residential and commercial moves performed by the Company's corporately owned locations, and revenue from interstate and long distance moving services. Revenues for the nine months ended September 30, 2024 were \$9,102,565 compared to \$5,852,764 for the nine months ended September 30, 2023. The increase is due to the growth of royalty earned from franchise locations, moving revenue from the Company's corporately controlled locations and introduction of long distance moving offering through

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

its YMM Interstate. Long distance moving revenue was \$4,306,348 for the nine months ended September 30, 2024 vs. \$1,224,836 for the nine months ended September 30, 2023.

Cost of revenue

The Company's cost of revenue for the nine months ended September 30, 2024 was \$4,151,601 compared to \$1,606,968 for the nine months ended September 30, 2023. The increase is mainly due to additional cost of long distance moving offering within YMM Interstate. For the nine months ended September 30, 2024, cost of long distance moving was \$3,322,966 (nine months ended September 30, 2023 – \$1,070,929). The Company's corporately owned locations incurred cost of revenue for the nine months ended September 30, 2024 related to movers' wages of \$564,404 (nine months ended September 30, 2023 – \$390,849), gas expense of \$85,881 (nine months ended September 30, 2023 – \$67,013), merchant fees of \$127,572 (nine months ended September 30, 2023 – \$54,539) and boxes and supplies of \$50,778 (nine months ended September 30, 2023 – \$23,638).

Expenses

The Company's expenses for the nine months ended September 30, 2024 were \$4,589,635 compared to \$4,582,946 for the nine months ended September 30, 2023. Major variances are as follows:

- Wages of \$1,914,712 for the nine months ended September 30, 2024, compared to \$1,863,788 for the nine months ended September 30, 2023. The increase is mainly due to additional staff and commissions within National Sales Center associated with long distance moving.
- Office and general of \$779,523 for the nine months ended September 30, 2024, compared to \$920,676 for the nine months ended September 30, 2023. The decrease is mainly due to the budgeting decisions of discontinuation of use of various underutilized software subscriptions.
- Marketing and promotion of \$808,953 for the nine months ended September 30, 2024, compared to \$641,615 for the nine months ended September 30, 2023. The increase is due to a larger marketing spend to attract new clients for corporately owned locations and long distance moving services.
- Bad debt expense of \$108,925 for the nine months ended September 30, 2024, compared to \$59,421 for the nine months ended September 30, 2023. The increase is mainly due to increased business activity in its corporately owned locations as well as long distance moving activity.
- Travel, meals and entertainment of \$130,368 for the nine months ended September 30, 2024, compared to \$55,861 for the nine months ended September 30, 2023. The increase is due to the travel expenses of Company's business coaches to various locations within the brand network and growth of the long distance moving services and their corresponding increase in travel-related expenses in the normal course of operations.
- Professional fees of \$90,356 for the nine months ended September 30, 2024, compared to \$174,809 for the nine months ended September 30, 2023. The decrease is mainly due to an adjustment of accrued legal fees associated within the normal course of operations.
- Conference expense of \$40,481 for the nine months ended September 30, 2024 compared to \$70,102 for the nine months ended September 30, 2023. The decrease is mainly due to the budgeting decisions for the annual conference held in Atlanta in March of 2024.

Other items for the nine months ended September 30, 2024 came to a net expense of \$155,544 compared to a net expense of \$255,921 for the nine months ended September 30, 2023. Major variances are as follows:

- Foreign exchange gain of \$95,456 for the nine months ended September 30, 2024, compared to a foreign exchange loss of \$64,041 for the nine months ended September 30, 2023. The increase in is

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

related to favorable CAD/USD foreign exchange movement in the period for balances and transactions denominated in foreign currency.

- Share of loss from associate of \$1,339 for the nine months ended September 30, 2024, compared to a share of loss from associate of \$44,883 for the nine months ended September 30, 2023. The difference is due to the Company picking up maximum allowable amount of losses from its investment in Karve.
- Interest expense of \$241,135 for the nine months ended September 30, 2024, compared to interest expense of \$196,084 for the nine months ended September 30, 2023. The difference is due to the additional short-term note issued for \$407,100 during the most recent period.

A comparison of the Company's financial position at September 30, 2024 vs. December 31, 2023 is set out below:

	September 30, 2024		December 31, 2023	
Total assets	\$	2,300,742	\$	2,040,095
Total liabilities	\$	4,077,562	\$	4,001,054
Non-current financial liabilities	\$	2,432,805	\$	2,327,790

3. LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2024, the Company had working capital of \$175,668 compared to working capital deficit of \$231,186 at December 31, 2023. The Company's main sources of funding are cash generated from operations along with its ability to raise capital from debt financing and its shareholders.

On October 9, 2019, the Company signed a loan agreement with a company controlled by a director that would allow the Company to borrow up to \$1,189,160. The Company borrowed \$989,160 on October 9, 2019 and an additional \$200,000 on November 7, 2019. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$1,189,160 less the value of the equity component of the loan of \$63,140, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. On August 24, 2020, \$200,922 of the loan plus any interest accrued thereon was assigned to another director of the Company. During the period ended September 30, 2024, the Company recorded interest of \$133,799 (September 30, 2023 – \$78,915) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$1,656,801 (December 31, 2023 - \$1,523,002).

On August 24, 2020, due to the loan assignment described above, the Company was indebted to a director in the amount of \$200,922. The loan is secured and bears an annual interest rate at 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$200,922 less the value of the equity component of the loan of \$8,997, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. During the period ended September 30, 2024, the Company recorded interest of \$24,758 (September 30, 2023 - \$21,739) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$306,670 (December 31, 2023 - \$281,912).

*Tracksuit Movers Inc.**Management's Discussion and Analysis**Three and nine months ended September 30, 2024 and 2023*

On October 9, 2019, the Company received a loan in the amount of \$128,797 from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 10%. The Company agreed to repay the amount borrowed in 60 equal monthly installments on the first business day of each month commencing January 2021 and ending December 2025. The loan was recorded at face value of \$128,797 less the value of the equity component of the loan of \$7,744, determined by discounting the loan at an appropriate market rate of interest of 12%. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment installments. During the period ended September 30, 2024, the Company recorded interest of \$17,159 (September 30, 2023 - \$15,264) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$212,834 (December 31, 2023 - \$195,676).

On March 24, 2022, the Company received a loan in the amount of US\$75,000 from a company jointly controlled by a director. The loan is unsecured, bears interest at 10%, and is due on demand. The lender has waived the installment payments for the next 12 months. As of September 30, 2024, the Company has not made any repayment. During the period ended September 30, 2024, the Company recorded interest of \$9,526 (September 30, 2023 - \$8,459) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$130,305 (December 31, 2023 - \$118,409).

On February 29, 2024, the Company received a loan in the amount of US\$300,000 (CAD\$407,100) from a company jointly controlled by a director. The loan is unsecured and bears an annual interest rate of 12%. The Company agreed to repay principal and interest in two equal instalments on August 15, 2024 and September 30, 2024. Upon initial recognition the Company recognized an equity component of \$4,450 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 14%. During the period ended September 30, 2024, the Company made a repayment of \$220,199 and recorded interest and accretion of \$33,231 (September 30, 2023 - \$Nil) on the loan (Note 12). The balance of the loan at September 30, 2024 is \$216,731 (December 31, 2023 - \$Nil). Subsequent to period end, the Company repaid the loan in full.

Cash flows

Analysis of cash flows:

		For the nine months ended September 30,	
		2024	2023
Cash provided by (used in) operating activities	\$	773,681	\$ (277,327)
Cash used in investing activities		-	(158,195)
Cash provided by financing activities		102,942	505,464
Increase in cash	\$	876,623	\$ 69,942

Operating activities

For the nine months ended September 30, 2024, cash flows provided by operating activities were \$773,681 compared to \$277,327 of cash flows used for the nine months ended September 30, 2023. The increase of \$1,051,008 is driven by increase in net income for the period of \$801,045.

Investing activities

Cash flows used in investing activities were \$Nil for the nine months ended September 30, 2024 compared to \$158,195 for the nine months ended September 30, 2023. The change of \$158,195 is mainly attributable to a \$148,610 in advancements made to shareholder in the last comparative period.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

Financing activities

Cash flows provided by financing activities for the nine months ended September 30, 2024 were \$102,942 compared to \$505,464 for the nine months ended September 30, 2023. The change of \$402,522 is mainly attributable to a \$614,052 cash injection from shareholders during the nine months ended September 30, 2023 which was partially offset with \$407,100 loan borrowed from company controlled by the shareholder during the nine months ended September, 2023. Subsequent to period end, the loan was repaid in full.

4. SELECTED QUARTERLY INFORMATION

The following table provides a brief summary of the Company's financial results for each of the eight most recent quarters and has been prepared in accordance with IFRS Accounting Standards:

SUMMARY OF QUARTERLY RESULTS								
	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31
Quarter ended	2024	2024	2023	2023	2023	2023	2022	restated
Revenue	\$ 3,751,762	\$ 3,310,010	\$ 2,040,793	\$ 2,034,837	\$ 2,674,725	\$ 2,053,182	\$ 1,124,857	\$ 1,285,089
Cost of revenue	1,784,924	1,481,663	885,014	636,544	962,846	518,189	125,933	152,725
Expenses and other items	1,708,453	1,540,764	1,499,873	3,318,924	1,539,575	1,627,662	1,672,368	1,627,662
Net comprehensive income (loss)	296,799	257,956	(418,549)	(1,920,631)	172,304	(92,669)	(673,444)	(92,669)
Gain (loss) per share, basic	0.03	0.03	(0.04)	(0.20)	0.02	(0.01)	(0.07)	(0.09)
Gain (loss) per share, diluted	0.03	0.03	(0.04)	(0.19)	0.02	(0.01)	(0.07)	(0.09)

5. RELATED PARTY TRANSACTIONS

Interest recorded on related party loans were as follows:

Three months ended	September 30, 2024	September 30, 2023
Interest on related party loans	\$ 76,840	\$ 55,560

Nine months ended	September 30, 2024	September 30, 2023
Interest on related party loans	\$ 218,473	\$ 164,490

Payments to key management and directors during the nine months ended September 30, 2024 and 2023 were as follows:

Three months ended	September 30, 2024	September 30, 2023
Fees to a company controlled by a significant shareholder	71,528	65,990
Lease payments made to a company with common director	5,850	5,850
Interest accrued to a company with common director	1,866	1,817
Total	\$ 79,244	\$ 73,657

Nine months ended	September 30, 2024	September 30, 2023
Fees to a company controlled by a significant shareholder	213,853	210,250
Lease payments made to a company with common director	17,550	40,050
Interest accrued to a company with common director	6,005	5,791
Total	\$ 237,408	\$ 256,091

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

Payments made to key management and directors were included in management and consulting on the condensed interim consolidated statements of income (loss) and comprehensive income (loss).

Included in accounts payable and accrued liabilities at September 30, 2024 is an amount of \$230,212 (December 31, 2023 - \$100,394) owing to companies controlled by directors of the Company. Amounts payable to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

6. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, accounts and other receivables, customer deposits, trade and other payables, financing liability and related party loans. The carrying value of these items approximates their fair values, except for the related party loans. With the rise in interest rates in 2023 and 2024, the fair value of related party loans would result in a \$203,083 (December 31, 2023 - \$160,746) lower value than the current carrying value.

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable.

The three levels of the fair value hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Board of Directors approves and monitors the risk management processes. The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk
- Credit risk
- Liquidity risk
- Currency risk

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All of the Company's related party loans payable and financing liabilities have a fixed interest rate therefore the Company is not currently exposed to interest rate risk.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist of trade receivables, receivables from a related party. Based on the evaluation of receivables at September 30, 2024 and December 31, 2023, the Company believes that its receivables are collectable, and has determined credit risk to be moderate.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has cash, receivables, payables and related party loans denominated in currencies other than the functional currency of the Company.

The Company's reporting currency is the Canadian dollar and as such the Company is exposed to foreign currency fluctuations on its US dollar denominated financial instruments. As at September 30, 2024, the Company had US dollar denominated cash of US\$145 (December 31, 2023 – US\$132), US dollar (December 31, 2023 – US\$19,338), and loan payable of US\$75,000 (December 31, 2023 – US\$75,000). As at September 30, 2024, a 10% change in exchange rates between US dollars and Canadian dollars would impact the Company's net income by approximately \$9,173 (December 31, 2023 – \$30,291).

7. RISK FACTORS AND UNCERTAINTIES

Management is responsible for the evaluation and management of risk factors affecting the Company. While management is unable to eliminate risks, the Company is intent on identifying and mitigating such risks as much as is reasonably possible. These risk factors are not a definitive list of all risk factors associated with the Company and its business.

Market Risk

The Company relies on activity in the housing market as a means to drive franchise system revenue, particularly in single family homes. When there is demand in the housing market, the opportunity to perform moves increases. Interest rate changes made by central banks in Canada and the United States could negatively impact the demand for home sales. Any decline in home sales may have a material adverse effect on the Company's financial results.

Inflation

As inflation continues to rise, the Company will experience pressure on its costs including, but not limited to, wages, gas, supplies, marketing, office, truck, professional fees, travel, meals and entertainment. Any sustained increases without a corresponding increase in revenues may have a material adverse effect on the Company's financial results.

Interest Rates

Over the last few years interest rate environment in Canada and the US have been volatile as central banks address inflationary and employment pressures in the economy. Volatile interest rates introduce uncertainty into business planning, cost management, and growth strategy. Volatile interest rates can also negatively impact consumer spending by reducing demand for the Company's services.

Reliance on Key Personnel

The success of the Company depends on the abilities, experience, efforts and knowledge of respective senior management and other key employees, including its ability to retain and attract effective management and employees. The loss of services from key personnel could have a material adverse effect on the Company's business, financial condition, results of operations or future prospects, particularly since it does not enter into non-compete arrangements with senior management and other key employees in certain circumstances. Future growth plans may require hiring of additional employees, increase the demands on management, and produce risks in both productivity and retention levels. The Company may not be able to attract and retain additional qualified management and employees as needed in the future.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

There can be no assurance that the Company will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on its business, financial condition, results of operations and future prospects.

Truck Availability Risk

We currently have relationships with a small number of truck vendors over which we have no operational or financial control and no influence in how these vendors conduct their businesses. Suppliers to truck vendors could among other things, extend delivery times, raise prices and limit supply due to their own shortages and business requirements. Interruption in the supply of trucks from these vendors could delay our ability to maintain, grow and expand our corporate location footprint. If our relationships with any of these truck vendors were to terminate, there is no guarantee that our remaining truck vendors would be able to handle the increased equipment supply required to maintain and grow our network at our desired rates. There is also no guarantee that business relationships with other key truck vendors could be entered into on terms desirable or favorable to us, if at all. Such equipment supply issues could adversely affect our business, results of operations and financial condition.

Systems Price Risk

The Company relies on certain software programs to run its call center and operations that may have few alternatives or competitors in the market. The Company does try to enter into longer term arrangements to lock in a particular price, however it cannot anticipate whether on contract renewal the vendor will want to increase the price it would like to charge. There may be a material adverse effect on the Company's results of operations should it not have a viable alternative to migrate to or use as a negotiating point.

Competition Risk

The market for residential and commercial moving services is highly competitive. One or more of the Company's competitors could offer services similar to those offered by the Company at significantly lower prices, which would cause downward pressure on the prices the Company would be able to charge for its services. If the Company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the Company's results of operations and financial condition.

Return on Investment in Associate is Not Guaranteed

The amount of return on Karve, if any, is highly variable and not guaranteed. Karve may be successful and generate significant returns, or may not be successful and only generate small returns, if any at all. Investment returns that the Company may receive will be variable in amount, frequency, and timing.

Litigation Risk

From time to time, we may be subject to litigation or dispute resolution relating to any number or type of claims, including claims for damages related to undetected errors or malfunctions of our services and products, claims related to previously-completed acquisition transactions or claims relating to applicable securities, franchise and transportation laws. Litigation may seriously harm our business because of the costs of defending the lawsuit, diversion of employees' time and attention and potential damage to our reputation. We may also have disputes with key suppliers for damages incurred which, depending on resolution of the disputes, could impact the ongoing quality, price or availability of the services or products we procure from the supplier. Limitation of liability provisions in certain third-party contracts may not be enforceable under the laws of some jurisdictions. As a result, we could be required to pay substantial amounts of damages in settlement or upon the determination of any of these types of claims and incur damage to our reputation and products. The likelihood of such claims and the amount of damages we may be required to pay may increase as our customers increasingly use our services. Our insurance may not cover potential claims or may not be adequate to cover all costs incurred in defense of potential claims or to indemnify us for all liability that may be imposed. A claim brought against us that is uninsured or

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

underinsured could result in unanticipated costs, thereby harming our operating results and leading analysts or potential investors to lower their expectations of our performance, which could reduce the trading price of our common shares.

Cyber Security Risks

As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results, Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Company believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

8. OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

9. SIGNIFICANT JUDGEMENTS AND ESTIMATES

The most significant accounting judgements and estimates are described in Note 2 with the associated significant accounting policies in Note 2 to our consolidated financial statements for the year ended December 31, 2023.

10. OUTSTANDING SHARE DATA

As of September 30, 2024 and the date of this report, the Company had 9,500,000 Class A Shares issued and outstanding.

As of September 30, 2024 and the date of this report, the Company had issued 333,330 pioneer stock options which will vest and become exercisable into an equivalent number of Class A Shares on January 1, 2025 (the "Vesting Date"), subject to the condition that prior to the vesting date each option holder has renewed their franchise agreement for a term of at least 5 years after the Vesting Date. An additional 166,670 pioneer stock options have been committed and are expected to be issued in 2024. As of the date of this report no franchisees have renewed the franchise agreement for a term of at least five years after the Vesting Date.

Tracksuit Movers Inc.

Management's Discussion and Analysis

Three and nine months ended September 30, 2024 and 2023

11. PROPOSED TRANSACTION

On March 14, 2022, Mobio Technologies Inc. ("Mobio") entered into a non-binding letter of intent which set out the proposed basic terms and conditions for the 100% acquisition of the Company through a share exchange. Mobio plans to acquire the Company by exchanging 50,000,000 of its shares at a deemed value of \$0.20 per share for all outstanding shares of Mobio.

Concurrently with the acquisition of the Company, Mobio plans to complete a private placement of up to \$1,800,000 at \$0.20 per share.

The acquisition of the Company is subject to negotiation and entering into a binding share exchange agreement, approval by disinterested shareholders of Mobio and acceptance of the transaction by the TSX Venture Exchange

Schedule K: Mobio Technologies Stock Options Plan

MOBIO TECHNOLOGIES INC.

STOCK OPTION PLAN

DATED FOR REFERENCE APRIL 5, 2024

Adopted by the board of directors on December 1, 2023;

Table of Contents

	<u>Page</u>
<u>SECTION 1 DEFINITIONS AND INTERPRETATION</u>	4
<u>1.1 Definitions</u>	4
<u>1.2 Choice of Law</u>	8
<u>1.3 Headings</u>	8
<u>SECTION 2 GRANT OF OPTIONS</u>	8
<u>2.1 Grant of Options</u>	8
<u>2.2 Record of Option Grants</u>	8
<u>2.3 Effect of Plan</u>	9
<u>SECTION 3 PURPOSE AND PARTICIPATION</u>	9
<u>3.1 Purpose of Plan</u>	9
<u>3.2 Participation in Plan</u>	9
<u>3.3 Limits on Option Grants</u>	9
<u>3.4 Notification of Grant</u>	10
<u>3.5 Copy of Plan</u>	11
<u>3.6 Limitation on Service</u>	11
<u>3.7 No Obligation to Exercise</u>	11
<u>3.8 Agreement</u>	11
<u>3.9 Notice</u>	11
<u>3.10 Representation</u>	11
<u>SECTION 4 NUMBER OF SHARES UNDER PLAN</u>	12
<u>4.1 Board to Approve Issuance of Shares</u>	12
<u>4.2 Number of Shares</u>	12
<u>4.3 Fractional Shares</u>	12
<u>SECTION 5 TERMS AND CONDITIONS OF OPTIONS</u>	12
<u>5.1 Exercise Period of Option</u>	12
<u>5.2 Number of Shares Under Option</u>	12
<u>5.3 Exercise Price of Option</u>	12
<u>5.4 Termination of Option</u>	13
<u>5.5 Vesting of Option and Acceleration</u>	14
<u>5.6 Additional Terms</u>	15

<u>SECTION 6 TRANSFERABILITY OF OPTIONS</u>	15
<u>6.1 Non-transferable</u>	15
<u>6.2 Death of Option Holder</u>	15
<u>6.3 Disability of Option Holder</u>	15
<u>6.4 Disability and Death of Option Holder</u>	15
<u>6.5 Vesting</u>	16
<u>6.6 Deemed Non-Interruption of Engagement</u>	16
<u>SECTION 7 EXERCISE OF OPTION</u>	16
<u>7.1 Exercise of Option</u>	16
<u>7.2 Issue of Share Certificates</u>	16
<u>7.3 No Rights as Shareholders</u>	17
<u>7.4 Tax Withholding and Procedures</u>	17
<u>SECTION 8 ADMINISTRATION</u>	17
<u>8.1 Board or Committee</u>	17
<u>8.2 Powers of Committee</u>	17
<u>8.3 Administration by Committee</u>	18
<u>8.4 Interpretation</u>	18
<u>SECTION 9 APPROVALS AND AMENDMENT</u>	19
<u>9.1 Shareholder Approval of Plan</u>	19
<u>9.2 Amendment of Option or Plan</u>	19
<u>SECTION 10 CONDITIONS PRECEDENT TO ISSUANCE OF OPTIONS AND SHARES</u> ...	19
<u>10.1 Compliance with Laws</u>	19
<u>10.2 Regulatory Approvals</u>	19
<u>10.3 Inability to Obtain Regulatory Approvals</u>	19
<u>SECTION 11 ADJUSTMENTS AND TERMINATION</u>	20
<u>11.1 Termination of Plan</u>	20
<u>11.2 No Grant During Suspension of Plan</u>	20
<u>11.3 Alteration in Capital Structure</u>	20
<u>11.4 Triggering Events</u>	21
<u>11.5 Notice of Termination by Triggering Event</u>	21
<u>11.6 Determinations to be Made by Committee</u>	21

STOCK PLAN

SECTION 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

As used herein, unless there is something in the subject matter or context inconsistent therewith, the following terms shall have the meaning set forth below:

- (a) “**Administrator**” means such Executive or Employee of the Company as may be designated as Administrator by the Committee from time to time, or, if no such person is appointed, the Committee itself.
- (b) “**Associate**” means, where used to indicate a relationship with any person:
 - (i) any relative, including the spouse of that person or a relative of that person’s spouse, where the relative has the same home as the person;
 - (ii) any partner, other than a limited partner, of that person;
 - (iii) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity; and
 - (iv) any corporation of which such person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the corporation.
- (c) “**Black-Out**” means a restriction imposed by the Company on all or any of its directors, officers, employees, insiders or persons in a special relationship whereby they are to refrain from trading in the Company’s securities until the restriction has been lifted by the Company.
- (d) “**Board**” means the board of directors of the Company.
- (e) “**Change of Control**” means an occurrence when either:
 - (i) a Person or Entity, other than the current “control person” of the Company (as that term is defined in the *Securities Act*), becomes a “control person” of the Company; or
 - (ii) a majority of the directors elected at any annual or extraordinary general meeting of shareholders of the Company are not individuals nominated by the Company’s then-incumbent Board.
- (f) “**Committee**” means a committee of the Board to which the responsibility of approving the grant of stock options has been delegated, or if no such committee is appointed, the Board itself.
- (g) “**Company**” means Mobio Technologies Inc.

- (h) **“Consultant”** means, in relation to the Company, an individual (other than a Director, Officer or Employee of the Company or of any of its subsidiaries) or a company that:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to any of its subsidiaries, other than services provided in relation to a distribution;
 - (ii) provides the services under a written contract between the Company or any of its subsidiaries and the individual or the Consultant Company, as the case may be; and;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or of any of its subsidiaries.
- (i) **“Consultant Company”** means a consultant that is a company.
- (j) **“Director”** means a director (as defined under Securities Laws) of the Company or of any of its subsidiaries.
- (k) **“Disability”** means a medically determinable physical or mental impairment expected to result in death or to last for a continuous period of not less than 12 months, and which causes an individual to be unable to engage in any substantial gainful activity, or any other condition of impairment that the Committee, acting reasonably, determines constitutes a disability.
- (l) **“Employee”** means:
 - (i) an individual who is considered an employee of the Company or of its subsidiary under the Income Tax Act (Canada) and for whom income tax, employment insurance and Canada Pension Plan deductions must be made at source; or
 - (ii) an individual who works full-time for the Company or its subsidiary providing services normally provided by an employee and who is subject to the same control and direction by the Company or its subsidiary over the details and methods of work as an employee of the Company or of the subsidiary, as the case may be, but for whom income tax deductions are not made at source, or
 - (iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission to the Exchange) providing services normally provided by an employee and who is subject to the same control and direction by the Company or its subsidiary over the details and methods of work as an employee of the Company or of the subsidiary, as the case may be, but for whom income tax deductions are not made at source.
- (m) **“Exchange”** means the TSX Venture Exchange and any other stock exchange where the Shares of the Company are listed.
- (n) **“Executive”** means an individual who is a Director or Officer.
- (o) **“Exercise Notice”** means the written notice of the exercise of an Option, in the form set out as Schedule B hereto, or by written notice in the case of uncertificated Shares, duly executed by the Option Holder.
- (p) **“Exercise Period”** means the period during which a particular Option may be exercised and is the period from and including the Grant Date through to and including

the Expiry Time on the Expiry Date provided, however, that no Option can be exercised unless and until all necessary Regulatory Approvals have been obtained.

- (q) **“Exercise Price”** means the price at which an Option is exercisable as determined in accordance with section 5.3.
- (r) **“Expiry Date”** means the date the Option expires as set out in the Option Certificate or as otherwise determined in accordance with sections 5.4, 6.2, 6.3, 6.4 or 11.4.
- (s) **“Expiry Time”** means the time the Option expires on the Expiry Date, which is 4:00 p.m. local time in Vancouver, British Columbia on the Expiry Date.
- (t) **“Grant Date”** means the date on which the Committee grants a particular Option, which is the date the Option comes into effect provided however that no Option can be exercised unless and until all necessary Regulatory Approvals have been obtained.
- (u) **“Investor Relations Service Provider”** includes any Consultant that performs investor relations activities and any Director, Officer, Employee or Management Company Employee whose role and duties primarily consist of Investor Relations Activities.
- (v) **“Insider”** means an insider as that term is defined in the *Securities Act*.
- (w) **“Management Company Employee”** means an individual employed by a company providing management services to the Company, which services are required for the ongoing successful operation of the business enterprise of the Company.
- (x) **“Market Value”** means the market value of the Shares as determined in accordance with section 5.3.
- (y) **“Officer”** means an officer (as defined under Securities Laws) of the Company or of any of its subsidiaries.
- (z) **“Option”** means an incentive share purchase option granted pursuant to this Plan entitling the Option Holder to purchase Shares of the Company.
- (aa) **“Option Certificate”** means the certificate, in substantially the form set out as Schedule A hereto, evidencing the Option.
- (bb) **“Option Holder”** means a Person or Entity who holds an unexercised and unexpired Option or, where applicable, the Personal Representative of such person.
- (cc) **“Outstanding Issue”** means the number of Shares that are outstanding (on a non-diluted basis) immediately prior to the Share issuance or grant of Option in question.
- (dd) **“Person or Entity”** means an individual, natural person, corporation, government or political subdivision or agency of a government, and where two or more persons act as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of an issuer, such partnership, limited partnership, syndicate or group shall be deemed to be a Person or Entity.
- (ee) **“Personal Representative”** means:

- (i) in the case of a deceased Option Holder, the executor or administrator of the deceased duly appointed by a court or public authority having jurisdiction to do so; and
 - (ii) in the case of an Option Holder who for any reason is unable to manage his or her affairs, the person entitled by law to act on behalf of such Option Holder.
- (ff) **“Plan”** means this stock option plan as from time to time amended.
- (gg) **“Regulatory Approvals”** means any necessary approvals of the Regulatory Authorities as may be required from time to time for the implementation, operation or amendment of this Plan or for the Options granted from time to time hereunder.
- (hh) **“Regulatory Authorities”** means all organized trading facilities on which the Shares are listed including the Exchange, and all securities commissions or similar securities regulatory bodies having jurisdiction over the Company, this Plan or the Options granted from time to time hereunder.
- (ii) **“Regulatory Rules”** or **“Securities Laws”** mean all corporate and securities laws, regulations, rules, policies, policies of the Exchange, notices, instruments and other orders of any kind whatsoever which may, from time to time, apply to the implementation, operation or amendment of this Plan or the Options granted from time to time hereunder including, without limitation, those of the applicable Regulatory Authorities.
- (jj) **“Securities Act”** means the *Securities Act* (British Columbia), RSBC 1996, c.418 as from time to time amended.
- (kk) **“Share”** or **“Shares”** means, as the case may be, one or more common shares without par value in the capital stock of the Company.
- (ll) **“Subsidiary”** means a wholly-owned or controlled subsidiary corporation of the Company.
- (mm) **“Triggering Event”** means:
 - (i) the proposed dissolution, liquidation or wind-up of the Company;
 - (ii) a proposed merger, amalgamation, arrangement or reorganization of the Company with one or more corporations as a result of which, immediately following such event, the shareholders of the Company as a group, as they were immediately prior to such event, are expected to hold less than a majority of the outstanding capital stock of the surviving corporation;
 - (iii) the proposed acquisition of all or substantially all of the issued and outstanding shares of the Company by one or more Personas or Entities;
 - (iv) a proposed Change of Control of the Company;
 - (v) the proposed sale or other disposition of all or substantially all of the assets of the Company; or
 - (vi) a proposed material alteration of the capital structure of the Company which, in the opinion of the Committee, is of such a nature that is not practical or

feasible to make adjustments to this Plan or to the Options granted hereunder to permit the Plan and Options granted hereunder to stay in effect.

(nn) “**Vest**” or “**Vesting**” means that a portion of the Option granted to the Option Holder which is available to be exercised by the Option Holder at any time and from time to time.

1.2 **Choice of Law**

The Plan is established under, and the provisions of the Plan shall be subject to and interpreted and construed solely in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein without giving effect to the conflicts of laws principles thereof and without reference to the laws of any other jurisdiction. The Company and each Option Holder hereby attorn to the jurisdiction of the Courts of British Columbia.

1.3 **Headings**

The headings used herein are for convenience only and are not to affect the interpretation of the Plan.

SECTION 2 GRANT OF OPTIONS

2.1 **Grant of Options**

The Committee shall, from time to time in its sole discretion, grant Options to such Persons or Entities and on such terms and conditions as are permitted under this Plan and the policies of the Exchange.

2.2 **Record of Option Grants**

The Committee shall be responsible to maintain a record of all Options granted under this Plan and such record shall contain, in respect of each Option:

- (a) the name and address of the Option Holder;
- (b) the category of the Option Holder (director, officer, Employee, Consultant) under which the Option was granted to him, her or it;
- (c) the Grant Date and Expiry Date of the Option;
- (d) the number of Shares which may be acquired on the exercise of the Option and the Exercise Price of the Option;
- (e) the vesting and other additional terms, if any, attached to the Option; and
- (f) the particulars of each and every time the Option is exercised.

2.3 **Effect of Plan**

All options granted pursuant to the Plan shall be subject to the terms and conditions of the Plan notwithstanding the fact that the Option Certificates issued in respect thereof do not expressly contain such terms and conditions but instead incorporate them by reference to the Plan. The Option Certificates will be issued for convenience only and in the case of a dispute with regard to any matter in respect thereof, the provisions of the Plan and the records of the Company shall prevail over the terms and conditions in the Option Certificate.

The policies of the Exchange are hereby incorporated by reference into the Plan. Should the terms and conditions contained in the Plan be inconsistent with the provisions of the policies of the Exchange, the policies of the Exchange will supersede the provisions of the Plan.

SECTION 3 PURPOSE AND PARTICIPATION

3.1 **Purpose of Plan**

The purpose of the Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified Executives, Employees and Consultants to contribute toward the long-term goals of the Company, and to encourage such individuals to acquire Shares of the Company as long-term investments.

3.2 **Participation in Plan**

The Committee shall, from time to time and in its sole discretion, determine those Executives, Employees and Consultants to whom Options are to be granted.

3.3 **Limits on Option Grants**

The following limitations shall apply to the Plan and all Options thereunder:

- (a) subject to Section 6 of this Plan, all security based compensation including Options is non-assignable and non-transferable;
- (b) the maximum aggregate number of Shares of the Company that are issuable pursuant to all security based compensation including this Plan granted or issued to Insiders (as a group) must not exceed 10% of the Outstanding Issue of the Company at any point in time (unless the Issuer has obtained the requisite disinterested shareholder approval);
- (c) the maximum aggregate number of the Shares of the Company that are issuable pursuant to all security based compensation including this Plan granted or issued in any 12 month period to Insiders (as a group) must not exceed 10% of the Outstanding Issue of the Company, calculated as at the date any security based compensation is granted or issued to any Insider (unless the Company has obtained the requisite disinterested shareholder approval);

- (d) the maximum aggregate number of Shares of the Company that are issuable pursuant to all security based compensation including this Plan granted or issued in any 12 month period to any one person (and where permitted under the policies of the Exchange, any companies that are wholly owned by that person) must not exceed 5% of the Outstanding Issue of the Company, calculated as at the date any security based compensation including this Plan is granted or issued to the person (unless the Company has obtained the requisite disinterested shareholder approval);
- (e) the maximum aggregate number of the Shares of the Company that are issuable pursuant to all security based compensation including this Plan granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Outstanding Issue of the Company, calculated as at the date any security based compensation is granted or issued to the Consultant;
- (f) Investor Relations Service Providers may not receive any security based compensation other than Options;
- (g) the maximum aggregate number of the Shares of the Company that are issuable pursuant to all Options granted in any 12 month period to all Investor Relations Service providers in aggregate must not exceed 2% of the Outstanding Issue of the Company, calculated as at the date any Option is granted to any such Investor Relations Service provider;
- (h) Options granted to any Investor Relations Service provider must vest in stages over a period of not less than 12 months such that: (i) no more than 1/4 of the Options vest no sooner than three months after the Options were granted; (ii) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted; (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and (iv) the remainder of the Options vest no sooner than 12 months after the Stock Options were granted;
- (i) for security based compensation, including this Plan, granted or issued to Employees, Consultants or Management Company Employees, the Company and the Option Holder are responsible for ensuring and confirming that the Option Holder is a bona fide Employee, Consultant or Management Company Employee, as the case may be;
- (j) any security based compensation, including Options under this Plan, granted or issued to any Option Holder will expire within a reasonable period as determined by the Committee, not exceeding 12 months, following the date the Option Holder ceases to be an eligible Option Holder under the this Plan;
- (k) Options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within the Black Out, in which case such extension shall not exceed ten (10) business days); and
- (l) disinterested Shareholder approval will be obtained for any reduction in the exercise price of an Option, or the extension of the term of an Option, if the Option Holder is an insider of the Company at the time of the proposed amendment.

4 Notification of Grant

Following the granting of an Option, the Administrator shall, within a reasonable period of time, notify the Option Holder in writing of the grant and shall enclose with such notice the Option Certificate representing the Option so granted. In no case will the Company be required to deliver an Option Certificate to an Option Holder until such time as the Company has obtained all necessary Regulatory Approvals for the grant of the Option.

3.5 **Copy of Plan**

Each Option Holder, concurrently with the notice of the grant of the Option, shall be provided with a copy of the Plan. A copy of any amendment to the Plan shall be promptly provided by the Administrator to each Option Holder.

3.6 **Limitation on Service**

The Plan does not give any Option Holder that is an Executive the right to serve or continue to serve as an Executive of the Company or any Subsidiary, nor does it give any Option Holder that is an Employee or Consultant the right to be or to continue to be employed or engaged by the Company or any Subsidiary.

3.7 **No Obligation to Exercise**

Option Holders shall be under no obligation to exercise Options.

3.8 **Agreement**

The Company and every Option Holder granted an Option hereunder shall be bound by and subject to the terms and conditions of this Plan. By accepting an Option granted hereunder, the Option Holder has expressly agreed with the Company to be bound by the terms and conditions of this Plan. In the event that the Option Holder receives his, her or its Options pursuant to an oral or written agreement with the Company or a Subsidiary, whether such agreement is an employment agreement, consulting agreement or any other kind of agreement of any kind whatsoever, the Option Holder acknowledges that in the event of any inconsistency between the terms relating to the grant of such Options in that agreement and the terms attaching to the Options as provided for in this Plan, the terms provided for in this Plan shall prevail and the other agreement shall be deemed to have been amended accordingly.

3.9 **Notice**

Any notice, delivery or other correspondence of any kind whatsoever to be provided by the Company to an Option Holder will be deemed to have been provided if provided to the last home address, fax number or email address of the Option Holder in the records of the Company and the Company shall be under no obligation to confirm receipt or delivery.

3.10 **Representation**

As a condition precedent to the issuance of an Option, the Company and the Option Holder represent and confirm that the Option Holder is a bona fide Director, Officer, Employee, Consultant or a Management Company Employee as the case may be.

SECTION 4 NUMBER OF SHARES UNDER PLAN

4.1 Board to Approve Issuance of Shares

The board of directors of shall approve by resolution the issuance of all Shares to be issued to Option Holders upon the exercise of Options.

4.2 Number of Shares

Subject to adjustment as provided for herein, the number of Shares which will be available for purchase pursuant to Options granted pursuant to this Plan, plus any other security based compensation (if any) shall not exceed 10% of the Outstanding Issue. If any Option expires or otherwise terminates for any reason without having been exercised in full, subject to the policies of the Exchange, the number of Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to this Plan.

4.3 Fractional Shares

No fractional shares shall be issued upon the exercise of any Option and, if as a result of any adjustment, an Option Holder would become entitled to a fractional share, such Option Holder shall have the right to purchase only the next lowest whole number of Shares and no payment or other adjustment will be made for the fractional interest.

SECTION 5 TERMS AND CONDITIONS OF OPTIONS

5.1 Exercise Period of Option

Subject to sections 5.4, 6.2, 6.3, 6.4 and 11.4, the Grant Date and the Expiry Date of an Option shall be the dates fixed by the Committee at the time the Option is granted and shall be set out in the Option Certificate issued in respect of such Option.

5.2 Number of Shares Under Option

The number of Shares which may be purchased pursuant to an Option shall be determined by the Committee and shall be set out in the Option Certificate issued in respect of the Option.

5.3 Exercise Price of Option

The Exercise Price at which an Option Holder may purchase a Share upon the exercise of an Option shall be determined by the Committee and shall be set out in the Option Certificate issued in respect of the Option. The Exercise Price shall not be less than the Market Value of the Shares

as of the Grant Date. The Market Value of the Shares for a particular Grant Date shall be determined as follows:

- (a) for each organized trading facility on which the Shares are listed, Market Value will be the closing trading price of the Shares on the day immediately preceding the Grant Date, and may be less than this price if it is within the discounts permitted by the applicable Regulatory Authorities;
- (b) if the Company's Shares are listed on more than one organized trading facility, the Market Value shall be the Market Value as determined in accordance with subparagraph (a) above for the primary organized trading facility on which the Shares are listed, as determined by the Committee, subject to any adjustments as may be required to secure all necessary Regulatory Approvals;
- (c) if the Company's Shares are listed on one or more organized trading facilities but have not traded during the ten trading days immediately preceding the Grant Date, then the Market Value will be, subject to any adjustments as may be required to secure all necessary Regulatory Approvals, such value as is determined by the Committee; and
- (d) if the Company's Shares are not listed on any organized trading facility, then the Market Value will be, subject to any adjustments as may be required to secure all necessary Regulatory Approvals, such value as is determined by the Committee to be the fair value of the Shares, taking into consideration all factors that the Committee deems appropriate, including, without limitation, recent sale and offer prices of the Shares in private transactions negotiated at arms' length. Notwithstanding anything else contained herein, in no case will the Market Value be less than the minimum prescribed by each of the organized trading facilities that would apply to the Company on the Grant Date in question.

5.4 **Termination of Option**

Subject to such other terms or conditions that may be attached to Options granted hereunder, an Option Holder may exercise an Option in whole or in part at any time and from time to time during the Exercise Period. Any Option or part thereof not exercised within the Exercise Period shall terminate and become null, void and of no effect as of the Expiry Time on the Expiry Date. The Expiry Date of an Option shall be the earlier of the date so fixed by the Committee at the time the Option is granted as set out in the Option Certificate and the date established, if applicable, in paragraphs (a) or (b) below or sections 6.2, 6.3, 6.4, or 11.4 of this Plan:

- (a) *Ceasing to Hold Office* - in the event that the Option Holder holds his or her Option as an Executive and such Option Holder ceases to hold such position other than by reason of death or Disability, the Expiry Date of the Option shall be, unless otherwise determined by the Committee and expressly provided for in the Option Certificate, the 30th day following the date the Option Holder ceases to hold such position unless the Option Holder ceases to hold such position as a result of

- (i) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;
- (ii) a special resolution having been passed by the shareholders of the Company removing the Option Holder as a director of the Company or any Subsidiary; or
- (iii) an order made by any Regulatory Authority having jurisdiction to so order,

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position, OR

(b) *Ceasing to be Employed or Engaged* - In the event that the Option Holder holds his or her Option as an Employee or Consultant and such Option Holder ceases to hold such position other than by reason of death or Disability, the Expiry Date of the Option shall be, unless otherwise determined by the Committee and expressly provided for in the Option Certificate, the 30th day following the date the Option Holder ceases to hold such position, unless the Option Holder ceases to hold such position as a result of:

- (i) termination for cause;
- (ii) resigning his or her position; or
- (iii) an order made by any Regulatory Authority having jurisdiction to so order,

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position.

In the event that the Option Holder ceases to hold the position of Executive, Employee or Consultant for which the Option was originally granted, but comes to hold a different position as an Executive, Employee or Consultant prior to the expiry of the Option, the Committee may, in its sole discretion, choose to permit the Option to stay in place for that Option Holder with such Option then to be treated as being held by that Option Holder in his or her new position and such will not be considered to be an amendment to the Option in question requiring the consent of the Option Holder under section 9.2 of this Plan. Notwithstanding anything else contained herein, in no case will an Option be exercisable later than the Expiry Date of the Option.

Any Option granted or issued to any Option Holder will expire within a reasonable period as determined by the Committee, not exceeding 12 months, following the date the Option Holder ceases to be an eligible Option Holder under this Plan.

5.5 **Vesting of Option and Acceleration**

The vesting schedule for an Option, if any, shall be determined by the Committee and shall be set out in the Option Certificate issued in respect of the Option. The Committee may elect to accelerate the vesting schedule of one or more Options on a Triggering Event, subject to complying with the Exchange policies, and such acceleration will not be considered an amendment to the Option in question requiring the consent of the Option Holder under section 9.2 of this Plan.

5.6 **Additional Terms**

Subject to all applicable Regulatory Rules and all necessary Regulatory Approvals, the Committee may attach additional terms and conditions to the grant of a particular Option, such terms and conditions to be set out in a schedule attached to the Option Certificate. The Option Certificates will be issued for convenience only, and in the case of a dispute with regard to any matter in respect thereof, the provisions of this Plan and the records of the Company shall prevail over the terms and conditions in the Option Certificate, save and except as noted below. Each Option will also be subject to, in addition to the provisions of the Plan, the terms and conditions contained in the schedules, if any, attached to the Option Certificate for such Option.

**SECTION 6
TRANSFERABILITY OF OPTIONS**

6.1 **Non-transferable**

Except as provided otherwise in this section 6, Options are non-assignable and non-transferable.

6.2 **Death of Option Holder**

In the event of the Option Holder's death, any Options held by such Option Holder shall pass to the Personal Representative of the Option Holder and shall be exercisable by the Personal Representative on or before the date which is the earlier of one year following the date of death and the applicable Expiry Date.

6.3 **Disability of Option Holder**

If the employment or engagement of an Option Holder as an Employee or Consultant or the position of an Option Holder as a director or officer of the Company or a Subsidiary is terminated by the Company by reason of such Option Holder's Disability, any Options held by such Option Holder shall be exercisable by such Option Holder or by the Personal Representative on or before the date which is the earlier of one year following the termination of employment, engagement or appointment as a director or officer and the applicable Expiry Date.

6.4 **Disability and Death of Option Holder**

If an Option Holder has ceased to be employed; engaged or appointed as a director or officer of the Company or a Subsidiary by reason of such Option Holder's Disability and such Option Holder dies within one year after the termination of such engagement, any Options held by such Option Holder that could have been exercised immediately prior to his or her death shall pass to the Personal Representative of such Option Holder and shall be exercisable by the Personal Representative on or before the date which is the earlier of one year following the death of such Option Holder and the applicable Expiry Date.

6.5 **Vesting**

Unless the Committee determines otherwise, Options held by or exercisable by a Personal Representative shall, during the period prior to their termination, continue to vest in accordance with any vesting schedule to which such Options are subject.

6.6 **Deemed Non-Interruption of Engagement**

Employment or engagement by the Company shall be deemed to continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 90 days or, if longer, for so long as the Option Holder's right to re-employment or re-engagement by the Company is guaranteed either by statute or by contract. If the period of such leave exceeds 90 days and the Option Holder's re-employment or re-engagement is not so guaranteed, then his or her employment or engagement shall be deemed to have terminated on the ninety-first day of such leave.

SECTION 7 EXERCISE OF OPTION

7.1 **Exercise of Option**

An Option may be exercised only by the Option Holder or the Personal Representative of any Option Holder. An Option Holder or the Personal Representative of any Option Holder may exercise an Option in whole or in part at any time and from time to time during the Exercise Period up to the Expiry Time on the Expiry Date by delivering to the Administrator the required Exercise Notice, or by written notice in the case of uncertificated Shares, the applicable Option Certificate and a certified cheque or bank draft or wire transfer payable to the Company or its legal counsel in an amount equal to the aggregate Exercise Price of the Shares then being purchased pursuant to the exercise of the Option. Notwithstanding anything else contained herein, Options may not be exercised during a Black-Out unless the Committee determines otherwise.

7.2 **Issue of Share Certificates**

As soon as reasonably practicable following the receipt of the notice of exercise as described in section 7.1 and payment in full for the Optioned Shares being acquired, the Administrator will direct its transfer agent to issue to the Option Holder the appropriate number of Shares in either certificate form or at the election of the Option Holder, on an uncertificated basis pursuant to the instructions given by the Option Holder to the Administrator. If the number of Shares so purchased is less than the number of Shares subject to the Option Certificate surrendered, the Administrator shall also provide a new Option Certificate for the balance of Shares available under the Option to the Option Holder concurrent with delivery of the Shares.

7.3 **No Rights as Shareholders**

Until the date of the issuance of the certificate for the Shares purchased pursuant to the exercise of an Option, no right to vote, receive dividends, receive property upon liquidation or any other rights as a shareholder shall exist with respect to such Shares, notwithstanding the exercise of the Option, unless the Committee determines otherwise. In the event of any dispute over the date of the issuance of the Shares, the decision of the Committee shall be final, conclusive and binding.

7.4 **Tax Withholding and Procedures**

Notwithstanding anything else contained in this Plan, the Company may, from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of truces imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law. Without limiting the generality of the foregoing, an Option Holder who wishes to exercise an Option must, in addition to following the procedures set out in section 7.1 and elsewhere in this Plan, and as a condition of exercise:

- (a) deliver a certified cheque, wire transfer of bank draft payable to the Company for the amount determined by the Company to be the appropriate amount on account of such taxes or related amounts; or
- (b) otherwise ensure, in a manner acceptable to the Company (if at all) in its sole and unfettered discretion, that the amount will be securely funded;
- (c) and must in all other respects follow any related procedures and conditions imposed by the Company.

SECTION 8 ADMINISTRATION

8.1 **Board or Committee**

The Plan shall be administered by the Administrator with oversight by the Committee.

8.2 **Powers of Committee**

The Committee shall have the authority to do the following:

- (a) oversee the administration of the Plan in accordance with its terms;
- (b) appoint or replace the Administrator from time to time;
- (c) determine all questions arising in connection with the administration, interpretation and application of the Plan, including all questions relating to the Market Value;
- (d) correct any defect, supply any information or reconcile any inconsistency in the Plan in such manner and to such extent as shall be deemed necessary or advisable to carry out the purposes of the Plan;

- (e) prescribe, amend, and rescind rules and regulations relating to the administration of the Plan;
- (f) determine the duration and purposes of leaves of absence from employment or engagement by the Company which may be granted to Option Holders without constituting a termination of employment or engagement for purposes of the Plan;
- (g) do the following with respect to the granting of Options:
 - (i) determine the Executives, Employees or Consultants to whom Options shall be granted, based on the eligibility criteria set out in this Plan;
 - (ii) determine the terms of the Option to be granted to an Option Holder including, without limitation, the Grant Date, Expiry Date, Exercise Price and vesting schedule (which need not be identical with the terms of any other Option);
 - (iii) subject to any necessary Regulatory Approvals and section 9.2, amend the terms of any Options;
 - (iv) determine when Options shall be granted; and
 - (v) determine the number of Shares subject to each Option;
- (h) accelerate the vesting schedule of any Option previously granted; and
- (i) make all other determinations necessary or advisable, in its sole discretion, for the administration of the Plan.

8.3 **Administration by Committee**

All determinations made by the Committee in good faith shall be final, conclusive and binding upon all persons. The Committee shall have all powers necessary or appropriate to accomplish its duties under this Plan.

8.4 **Interpretation**

The interpretation by the Committee of any of the provisions of the Plan and any determination by it pursuant thereto shall be final, conclusive and binding and shall not be subject to dispute by any Option Holder. No member of the Committee or any person acting pursuant to authority delegated by it hereunder shall be personally liable for any action or determination in connection with the Plan made or taken in good faith and each member of the Committee and each such person shall be entitled to indemnification with respect to any such action or determination in the manner provided for by the Company.

SECTION 9 APPROVALS AND AMENDMENT

9.1 Shareholder Approval of Plan

This Plan has to be approved by the shareholders of the Company as prescribed by the Exchange policies.

9.2 Amendment of Option or Plan

Any amendment to the Plan or any Option is subject to the Regulatory Rules and to shareholder approval except for : (i) amendments to fix typographical errors; (ii) amendments to clarify existing provisions of the Plan that do not have the effect of altering the scope, nature and intent of such provisions; (iii) amendments that do not require such approval pursuant to the policies of the Exchange; and (iv) amendments that are required to comply with the Exchange policies or Regulatory Rules.

SECTION 10 CONDITIONS PRECEDENT TO ISSUANCE OF OPTIONS AND SHARES

10.1 Compliance with Laws

An Option shall not be granted or exercised, and Shares shall not be issued pursuant to the exercise of any Option, unless the grant and exercise of such Option and the issuance and delivery of such Shares comply with all applicable Regulatory Rules, and such Options and Shares will be subject to all applicable trading restrictions in effect pursuant to such Regulatory Rules and the Company shall be entitled to legend the Option Certificates and the certificates for the Shares or the written notice in the case of uncertificated Shares representing such Shares accordingly.

10.2 Regulatory Approvals

In administering this Plan, the Committee will seek any Regulatory Approvals which may be required. The Committee will not permit any Options to be granted without first obtaining the necessary Regulatory Approvals unless such Options are granted conditional upon such Regulatory Approvals being obtained. The Committee will make all filings required with the Regulatory Authorities in respect of the Plan and each grant of Options hereunder. No Option granted will be exercisable or binding on the Company unless and until all necessary Regulatory Approvals have been obtained. The Committee shall be entitled to amend this Plan and the Options granted hereunder in order to secure any necessary Regulatory Approvals and such amendments will not require the consent of the Option Holders under section 9.2 of this Plan.

10.3 Inability to Obtain Regulatory Approvals

The Company's inability to obtain Regulatory Approval from any applicable Regulatory Authority, which Regulatory Approval is deemed by the Committee to be necessary to complete

the grant of Options hereunder, the exercise of those Options or the lawful issuance and sale of any Shares pursuant to such Options, shall relieve the Company of any liability with respect to the failure to complete such transaction.

SECTION 11 ADJUSTMENTS AND TERMINATION

11.1 Termination of Plan

Subject to any necessary Regulatory Approvals, the Committee may terminate or suspend the Plan.

11.2 No Grant During Suspension of Plan

No Option may be granted during any suspension, or after termination, of the Plan. Suspension or termination of the Plan shall not, without the consent of the Option Holder, alter or impair any rights or obligations under any Option previously granted.

11.3 Alteration in Capital Structure

If there is a material alteration in the capital structure of the Company and the Shares are consolidated, subdivided, converted, exchanged, reclassified or in any way substituted for, the Committee shall make such adjustments to this Plan and to the Options then outstanding under this Plan as the Committee determines to be appropriate and equitable under the circumstances, so that the proportionate interest of each Option Holder shall, to the extent practicable, be maintained as before the occurrence of such event. Such adjustments may include, without limitation:

- (a) a change in the number or kind of shares of the Company covered by such Options; and
- (b) a change in the Exercise Price payable per Share provided, however, that the aggregate Exercise Price applicable to the unexercised portion of existing Options shall not be altered, it being intended that any adjustments made with respect to such Options shall apply only to the Exercise Price per Share and the number of Shares subject thereto.

For purposes of this section 11.3, and without limitation, neither:

- (c) the issuance of additional securities of the Company in exchange for adequate consideration (including services); nor
- (d) the conversion of outstanding securities of the Company into Shares shall be deemed to be material alterations of the capital structure of the Company. Any

adjustment made to any Options pursuant to this section 11.3 shall not be considered an amendment requiring the Option Holder's consent for the purposes of section 9.2 of this Plan.

Any adjustment, other than in connection with a security consolidation or security split, to security based compensation granted or issued under a this Plan or any other security based compensation plan is subject to the prior acceptance of the Exchange, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

11.4 **Triggering Events**

Subject to the Company complying with section 11.5, Regulatory Rules and any necessary Regulatory Approvals and notwithstanding any other provisions of this Plan or any Option Certificate, the Committee may, without the consent of the Option Holder or Holders in question:

- (a) cause all or a portion of any of the Options granted under the Plan to terminate upon the occurrence of a Triggering Event; or
- (b) cause all or a portion of any of the Options granted under the Plan to be exchanged for incentive stock options of another corporation upon the occurrence of a Triggering Event at such ratio and at such exercise price as the Committee deems appropriate, acting reasonably.

Such termination or exchange shall not be considered an amendment requiring the Option Holder's consent for the purpose of section 9.2 of the Plan.

11.5 **Notice of Termination by Triggering Event**

In the event that the Committee wishes to cause all or a portion of any of the Options granted under this Plan to terminate on the occurrence of a Triggering Event, it must give written notice to the Option Holders in question not less than 10 days prior to the consummation of a Triggering Event so as to permit the Option Holder the opportunity to exercise the vested portion of the Options prior to such termination. Upon the giving of such notice and subject to any necessary Regulatory Approvals, all Options or portions thereof granted under the Plan which the Company proposes to terminate shall become immediately exercisable notwithstanding any contingent vesting provision to which such Options may have otherwise been subject.

11.6 **Determinations to be Made by Committee**

Adjustments and determinations under this section 11 shall be made by the Committee, whose decisions as to what adjustments or determination shall be made, and the extent thereof, shall be final, binding, and conclusive.

SCHEDULE

A

[Include legends prescribed by Regulatory Authorities, if required.]

**MOBIO TECHNOLOGIES INC.
STOCK OPTION PLAN – OPTION CERTIFICATE**

This Option Certificate is issued pursuant to the provisions of the Stock Option Plan (the "**Plan**") of Mobio Technologies Inc. (the "**Company**") and evidences that ♦[Name of Option Holder] is the holder (the "**Option Holder**") of an option (the "**Option**") to purchase up to ♦ common shares (the "**Shares**") in the capital stock of the Company at a purchase price of CDN\$ ♦ per Share (the "**Exercise Price**"). This Option may be exercised at any time and from time to time from and including the following Grant Date through to and including up to 4:00 p.m. local time in Vancouver, British Columbia (the "**Expiry Time**") on the following Expiry Date:

- (a) the Grant Date of this Option is ♦, 20♦; and
- (b) subject to sections 5.4, 6.2, 6.4 and 11.4 of the Plan, the Expiry Date of this Option is ♦, 20♦.

To exercise this Option, the Option Holder must deliver to the Administrator of the Plan, prior to the Expiry Time on the Expiry Date, an Exercise Notice, in the form provided in the Plan, or written notice in the case of uncertificated Shares, which is incorporated by reference herein, together with the original of this Option Certificate and a certified cheque or bank draft payable to the Company or its legal counsel in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which this Option is being exercised.

This Option Certificate and the Option evidenced hereby is not assignable, transferable or negotiable and is subject to the detailed terms and conditions contained in the Plan. This Option Certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Company shall prevail. This Option is also subject to the terms and conditions contained in the schedules, if any, attached hereto.

[Include legends on the certificate or the written notice in the case of uncertificated shares prescribed by Regulatory Authorities, if required.]

If the Option Holder is a resident or citizen of the United States of America at the time of the exercise of the Option, the certificate(s) representing the Shares will be endorsed with the following or a similar legend.

"The securities represented hereby have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the united states. The holder hereof, by purchasing

such securities, agrees for the benefit of the Company that such securities may be offered, sold or otherwise transferred only (a) to the Company; (b) outside the United States in accordance with Rule 904 of Regulation S under the U.S. Securities Act; (c) in accordance with the exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in compliance with any applicable state securities laws; or (d) in a transaction that does not require registration under the U.S. Securities Act and any applicable state securities laws, and, in the case of paragraph (c) or (d), the seller furnishes to the Company an opinion of counsel of recognized standing in form and substance satisfactory to the Company to such effect.

The presence of this legend may impair the ability of the holder hereof to effect "good delivery" of the securities represented hereby on a Canadian stock exchange."

MOBIO TECHNOLOGIES INC.
by its authorized signatory:

The Option Holder acknowledges receipt of a copy of the Plan and represents to the Company that the Option Holder is familiar with the terms and conditions of the Plan, and hereby accepts this Option subject to all of the terms and conditions of the Plan. The Option Holder agrees to execute, deliver, file and otherwise assist the Company in filing any report, undertaking or document with respect to the awarding of the Option and exercise of the Option, as may be required by the Regulatory Authorities. The Option Holder further acknowledges that if the Plan has not been approved by the shareholders of the Company on the Grant Date, this Option is not exercisable until such approval has been obtained.

Signature of Option Holder:

Signature

Date signed:

Print Name

Address

OPTION CERTIFICATE - SCHEDULE

[Complete the following additional terms and any other special terms, if applicable, or remove the inapplicable terms or this schedule entirely.]

The additional terms and conditions attached to the Option represented by this Option Certificate are as follows:

1. The Options will not be exercisable unless and until they have vested and then only to the extent that they have vested. The Options will vest in accordance with the following:
 - (a) ♦ Shares (♦%) will vest and be exercisable on or after the Grant Date;
 - (b) ♦ additional Shares (♦ %) will vest and be exercisable on or after ♦ [date];
 - (c) ♦ additional Shares (♦ %) will vest and be exercisable on or after ♦ [date];
 - (d) ♦ additional Shares (♦ %) will vest and be exercisable on or after ♦ [date];
2. Upon the Option Holder ceasing to hold a position with the Company, other than as a result of the events set out in paragraphs 5.4(a) or 5.4(b) of the Plan, the Expiry Date of the Option shall be ♦ **[Insert date desired that is longer or shorter than the standard 30 days as set out in the Plan]** following the date the Option Holder ceases to hold such position.

**SCHEDULE B
MOBIO TECHNOLOGIES INC.
STOCK OPTION PLAN**

NOTICE OF EXERCISE OF OPTION

TO: The Administrator, Stock Option Plan
♦
♦ [Address]
(or such other address as the Company may advise)

The undersigned hereby irrevocably gives notice, pursuant to the Stock Option Plan (the "**Plan**") of Mobio Technologies Inc. (the "**Company**"), of the exercise of the Option to acquire and hereby subscribes for (**cross out inapplicable item**):

- (a) all of the Shares; or
- (b) of the Shares;

which are the subject of the Option Certificate attached hereto (attach your original Option Certificate). The undersigned tenders herewith a certified cheque or bank draft (circle one) payable to the Company or to ♦ in an amount equal to the aggregate Exercise Price of the aforesaid Shares and directs the Company to issue a certificate OR a written notice in the case of uncertificated Shares evidencing said Shares in the name of the undersigned to be issued to the undersigned [in the case of issuance of a share certificate, at the following address (provide full complete address)]:

The undersigned acknowledges the Option is not validly exercised unless this Notice is completed in strict compliance with this form and delivered to the required address with the required payment prior to 4:00 p.m. local time in Vancouver, BC on the Expiry Date of the Option.

DATED the day _____ of _____, 20____.

Signature of Option Holder

Schedule L: Share Exchange Agreement

SHARE EXCHANGE AGREEMENT

THIS AGREEMENT is dated for reference as of February 14, 2025.

AMONG:

MOBIO TECHNOLOGIES INC., a company incorporated under the laws of the Province of British Columbia and having its head office address at #204 - 1080 Mainland Street, Vancouver, BC V4B 2T4

("MOBIO")

AND:

TRACKSUIT MOVERS INC., a company incorporated under the laws of the Province of British Columbia and having its head office address at #204 - 1080 Mainland Street, Vancouver, BC V4B 2T4

("TMI")

AND:

THE UNDERSIGNED SHAREHOLDERS OF TMI

("Selling Shareholders")

WHEREAS:

- A. Mobio wishes to acquire all (100%) the issued and outstanding securities of TMI from the Selling Shareholders by way of a share exchange in accordance with the terms of this Agreement.
- B. The Selling Shareholders are the registered and beneficial owners of all of the issued and outstanding securities in the capital stock of TMI.

THEREFORE THIS AGREEMENT WITNESSES that in consideration of the premises, covenants, terms, conditions, representations and warranties hereinafter set forth, the parties hereto agree each with the other as follows:

1. **Interpretation**

1.1 In this Agreement or in any amendments or Schedules hereto, the following terms will have the following meanings:

- (b) **"Affiliate"** of any person means any other person directly or indirectly controlling, controlled by, or under common control with, that person. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as applied to any person, means the possession by another person, directly or indirectly, of the power to direct or cause the direction of the management and policies of that first mentioned person, whether through the ownership of voting securities, by contract or otherwise.
- (c) **"Agreement"** means this Share Exchange Agreement and any amendment, supplement or addendum to the Agreement;
- (d) **"Applicable Securities Legislation"** means all applicable securities legislation in all jurisdictions and policies of the Exchange relevant to the issuance of the Mobio Shares;
- (e) **"B.C. Securities Act"** means the *Securities Act (British Columbia)* R.S.B.C. (1996), c. 418, as amended from time to time;
- (f) **"Canadian Resident"** means a person that is a resident of Canada for the purposes of the *Income Tax Act*;
- (g) **"Mobio Business"** means the business in which Mobio is engaged as of the date of this Agreement.
- (h) **"Mobio Financial Statements"** means the audited financial statements of Mobio for the years ended July 31, 2023, July 31, 2022 and also the un-audited interim financial statements for the subsequent quarters;
- (i) **"Mobio Shares"** means the common shares of Mobio;
- (j) **"Closing Date"** means the date as may be mutually agreed upon by Mobio and TMI;
- (k) **"Commissions"** means the British Columbia Securities Commission and the Alberta Securities Commission;
- (l) **"Exchange "** means the TSX Venture Exchange or any other share exchange where Mobio Shares are listed;
- (m) **"IFRS"** means International Financial Reporting Standards;
- (n) **"Income Tax Act"** means the *Income Tax Act* (Canada) R.S.C. (1985), 5th supp., c. 1, as amended from time to time;
- (o) **"Indemnified Party"** has the meaning ascribed to that term in Subsection 13.6;
- (p) **"Indemnifying Party"** has the meaning ascribed to that term in Subsection 13.6;

- (q) **"Material Adverse Effect"** when used in connection with an entity means any change (including a decision to implement such a change made by the board of directors or by senior management who believe that confirmation of the decision by the board of directors is probable), event, violation, inaccuracy, circumstance or effect that is materially adverse to the business, assets (including intangible assets), liabilities, capitalization, ownership, financial condition or results of operations of such entity or subsidiaries taken as a whole;
- (r) **"NI 45-106"** means National Instrument 45-106 - Prospectus **and Registration Exemptions**, as adopted by the British Columbia Securities Commission;
- (s) **"Public Record"** has the meaning ascribed thereto at Section 6.1(e) of this Agreement;
- (t) **"TMI Business"** means the business in which TMI and all TMI Subsidiaries are engaged as of the date of this Agreement.
- (u) **"TMI Creditors"** means all of the creditors of TMI and TMI Subsidiaries as at the Closing Date as set out in Schedule C;
- (v) **"TMI Financial Statements"** means the audited financial statements of TMI for the periods ended December 31, 2023, December 31, 2022 and all interim financial statements following most recently completed fiscal year;
- (w) **"Selling Shareholders' Representative"** means **Laurie Baggio**.
- (x) **"TMI Options"** means **options granted by TMI to acquire TMI Class A Common Voting Shares**;
- (y) **"TMI Shares"** means the Class A Common Voting Shares;
- (z) **"TMI Subsidiaries"** means **the following subsidiaries controlled by TMI: You Move Me LLC (100% control) , MCSB Moving Services LLC (80% control), YMM Phoenix LLC (94% control) and YMM Interstate LLC (100% control); and**
- (aa) **"Transaction"** means **the transaction described in this Agreement**.

All dollar amounts referred to in this Agreement are in **Canadian funds**, unless expressly stated otherwise.

1.2 The following Schedules are attached hereto and form part of this Agreement:

Schedule	Description
A.	Selling Shareholders
B.	TMI Creditors and Encumbrances on TMI's Assets
C.	Material Agreements of TMI
D.	TMI Litigation
E.	Mobio Litigation

F.	TMI Intellectual Property
G.	Mobio Options and Warrants
H.	Material Agreements of Mobio

2. Share Exchange and Additional Financing by Mobio

The Selling Shareholders agree to sell to Mobio and Mobio agrees to Purchase all of the issued and outstanding (100%) shares of TMI for a total consideration of **\$10,000,000** to be paid by issuing **50,000,000** Mobio Shares at a deemed price of **\$0.20** per one Mobio Share to the Selling Shareholders in accordance with Schedule A on the Closing Date.

- 2.2 The name of each Selling Shareholder will be added to the securities register of Mobio Shares on the Closing Date.
- 2.3 Mobio will be recorded as the registered holder of such TMI Shares so exchanged on each the Closing Date.
- 2.4 The sale of the TMI Shares and the issuance of the Mobio Shares to the Selling Shareholders will be made in reliance on an exemption from the registration and prospectus filing requirements contained in Section 2.16 of NI 45-106. TMI and Mobio reserve the right to request from Selling Shareholders any additional certificates or representations required to establish an exemption from Applicable Securities Legislation prior to the issuance or transfer of any TMI Shares or Mobio Shares.
- 2.5 All Mobio Shares issued to Selling Shareholders on the Closing Date will be subject to escrow in accordance with National Instrument 46-201 and the policies of the Exchange, and ,if applicable, will be subject to pooling agreements required by the Exchange and will have restrictive legends required by the applicable securities laws as determined by Mobio.

The Selling Shareholders agree to place all their Mobio Shares in escrow and sign the TSX Venture Exchange *Form 5D Escrow Agreement* with the resale restrictions prescribed by *Schedule B(2) Tier 2 Value Security Escrow Agreement* at the time of signing of this Agreement and shall sign all additional documents including powers of attorney that may be requested by Mobio to place their Mobio Shares in escrow.

- 2.6 Mobio, TMI and the Selling Shareholders agree and understand that on the terms determined by Mobio in accordance with the policies of the Exchange before or after the Closing Date:
 - a) Mobio will convert all of its outstanding related party loans into 7,136,943 Mobio Shares at a price of \$0.2 per Mobio Share; and
 - b) Mobio will complete financing in the amount of \$1,800,000 and will issue 9,000,000 of additional Mobio Shares.

3. Representations, and Warranties of TMI

- 3.1 TMI represents and warrants to Mobio as of the date of this Agreement and at the Closing Date as follows, and acknowledges that Mobio is relying upon such covenants, representations and warranties in connection with the Transaction:

- (a) TMI and TMI Subsidiaries have been duly incorporated and organized, are a validly existing companies with limited liability and are in good standing under the incorporation statutes in the their respective jurisdictions; **they** have the corporate power to own or lease their property and to carry on the TMI Business; they are duly qualified as companies to do business and are in good standing with respect thereto in each jurisdiction in which the nature of the TMI Business or the property owned or leased by them makes such qualification necessary; and they have all necessary licenses, permits, authorizations and consents to operate the TMI Business. TMI has no subsidiaries other than the TMI Subsidiaries.
- (b) TMI is not a reporting issuer in any jurisdiction and the TMI Shares are not listed or posted for trading on any stock exchange or quotation system.
- (c) The authorized share capital of TMI consists of an unlimited number of Class A Common Voting Shares without par value with special rights and restrictions; an unlimited number Class B Common Voting Shares without par value with special rights and restrictions; an unlimited number of Class C Common Non-Voting Shares without par value with special rights and restrictions; an unlimited number of Class D Preferred Shares without par value with special rights and restrictions; an unlimited number of Class E Preferred Shares without par value with special rights and restrictions. TMI has issued and outstanding: 9,500,000 Class A Common Voting Shares, and 500,000 TMI Options exercisable into 500,000 Class A Common Voting Shares and has no other securities issued and outstanding. All TMI Options will be converted into Class A Common Voting Shares before the Closing Date. TMI will only have Class A Common Voting Shares and no other securities issued on the Closing Date.
- (d) Other than as disclosed in this Agreement or as otherwise disclosed to Mobio, no person, firm or corporation has any agreement or option, including convertible securities, warrants or convertible obligations of any nature, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase, subscription, allotment or issuance of any of the unissued shares in the capital of TMI or TM Subsidiaries or of any other securities of TMI or TMI Subsidiaries.
- (e) TMI does not have any agreements of any nature to acquire any subsidiary, or to acquire or lease any other business operations, and will not, prior to the Closing Date, acquire, or agree to acquire, any subsidiary or business without the prior written consent of Mobio, such consent not to be unreasonably withheld.
- (i) TMI and TMI Subsidiaries will not issue any additional TMI Shares or shares of TMI Subsidiaries from and after the date of this Agreement to the Closing Date or create any options, warrants or rights for any person to subscribe for or acquire any unissued shares in the capital of TMI or TMI Subsidiaries, without the prior written consent of Mobio.
- (j) TMI and TMI Subsidiaries are not a party to or bound by any guarantee, warranty, indemnification, assumption or endorsement or any other like commitment of the obligations, liabilities (contingent or otherwise) or indebtedness of any other person, firm or corporation other than as set out in Schedules B, C and D to this Agreement.
- (k) The books and records of TMI fairly and correctly set out and disclose, in all material respects, the financial position of TMI as at the date of this Agreement, and all material

financial transactions of TMI relating to the TMI Business have been accurately recorded in such books and records.

- (l) The TMI Financial Statements fairly present the assets, liabilities (whether accrued, absolute, contingent or otherwise) and the financial condition of TMI and TMI Subsidiaries as at the date thereof and there will not be, prior to the Closing Date or after the consummation of the Transaction, any material increase in such liabilities other than increases arising as a result of carrying on the TMI Business in the ordinary course.
- (m) To the best of the knowledge of TMI, the entry into this Agreement and the consummation of the Transaction will not result in the violation of any of the terms and provisions of the constating documents or bylaws of TMI or TMI Subsidiaries or of any indenture, instrument or agreement, written or oral, to which TMI, TMI Subsidiaries or the Selling Shareholders may be a party.
- (n) The entry into this Agreement and the consummation of the Transaction will not, to the best of the knowledge of TMI, result in the violation by TMI or TMI Subsidiaries of any law or regulation of the Province of British Columbia or other jurisdiction in which TMI or TMI Subsidiaries carry on business, or at the Closing Date will carry on, or of any municipal bylaw or ordinance to which TMI or the TMI Business maybe subject.
- (o) Except as disclosed in Schedule E, TMI and TMI Subsidiaries are not a party to any written or oral employment, service or pension agreements.
- (p) Except as disclosed in Schedules B and C, TMI and TMI Subsidiaries do not have any outstanding bonds, debentures, mortgages, notes or other indebtedness and TMI and TMI Subsidiaries are not under any agreement to create or issue any bonds, debentures, mortgages, notes or other indebtedness, except liabilities incurred in the ordinary course of business.
- (q) Except as disclosed in Schedule C, TMI and TMI Subsidiaries are not the owner, lessee or under any agreement to own or lease any real property.
- (r) Except as disclosed in Schedule C, TMI and TMI Subsidiaries own, possess and have good and marketable title to their undertaking, property and assets, and without restricting the generality of the foregoing, all those assets described in the balance sheet included in the TMI Financial Statements are free and clear of any and all mortgages, liens, pledges, charges, security interests, encumbrances, actions, claims or demands of any nature whatsoever or howsoever arising.
- (s) except where the failure to do so would not constitute a Material Adverse Effect, TMI and TMI Subsidiaries have their properties insured against loss or damage by all insurable hazards or risks on a replacement cost basis and such insurance coverage will be continued in full force and effect to and including the Closing Date; to the best of the knowledge of TMI, TMI and TMI Subsidiaries are not in default with respect to any of the provisions contained in any such insurance policy and has not failed to give any notice or present any claim under any such insurance policy in due and timely fashion.
- (t) Except as disclosed in Schedule E, TMI and TMI Subsidiaries do not have any outstanding material agreements, contracts or commitments, whether written or oral, of any nature or kind whatsoever, including, but not limited to, employment agreements, agreements,

contracts and commitments in the ordinary course of business and service contracts on office equipment and leases.

- (u) Except as provided in Schedule F and to the best of TMI's knowledge, there are no actions, suits or proceedings (whether or not purportedly on behalf of TMI), pending or threatened against or affecting TMI or TMI Subsidiaries or affecting the TMI Business, at law or in equity, or before or by any federal, provincial, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign, and TMI is not aware of any existing ground on which any such action, suit or proceeding might be commenced with any reasonable likelihood of success.
- (v) Except as disclosed in the TMI Financial Statements, TMI or TMI Subsidiaries are not in material default or breach of any contracts, agreements, written or oral, indentures or other instruments to which they are a party and there are no facts, which after notice or lapse of time or both, that would constitute such a default or breach, and all such contracts, agreements, indentures or other instruments are now in good standing and TMI is entitled to all benefits thereunder.
- (w) TMI and TMI Subsidiaries have the right to use all of the registered trademarks, trade names and patents, both domestic and foreign, in relation to the TMI Business as set out in Schedule F.
- (x) To the best of the knowledge of TMI, the conduct of the TMI Business does not infringe upon the patents, trademarks, trade names or copyrights, domestic or foreign, of any other person, firm or corporation.
- (y) To the best of the knowledge of TMI, TMI and TMI Subsidiaries are conducting and will conduct the TMI Business in compliance with all applicable laws, rules and regulations of each jurisdiction in which the TMI Business is or will be carried on, TMI and TMI Subsidiaries are not in material breach of any such laws, rules or regulations and are, or will be on the Closing Date, fully licensed, registered or qualified in each jurisdiction in which TMI and TMI Subsidiaries own or lease property or carry on or propose to carry on the TMI Business to enable the TMI Business to be carried on as now conducted and their properties and assets to be owned, leased and operated, and all such licenses, registrations and qualifications are or will be on the Closing Date valid and subsisting and in good standing and that none of the same contains or will contain any provision, condition or limitation which has or may have a material adverse effect on the operation of the TMI Business.
- (z) All facilities and equipment owned or used by TMI and TMI Subsidiaries in connection with the TMI Business are in good operating condition and are in a state of good repair and maintenance.
- (aa) Except as disclosed in the TMI Financial Statements salaries incurred in the ordinary course of business since the date thereof, TMI and TMI Subsidiaries have no loans or indebtedness outstanding which have been made to or from directors, former directors, officers, shareholders and employees of TMI or TMI Subsidiaries or to any person or corporate body not dealing at arm's length with any of the foregoing, and will not, prior to closing, pay any such indebtedness unless in accordance with budgets agreed to in writing by Mobio.

- (bb) TMI has made full disclosure to Mobio of all aspects of the TMI Business and TMI Subsidiaries, and has made all of its books and records available to the representatives of Mobio in order to assist Mobio in the performance of its due diligence searches and no material facts in relation to the TMI Business have been concealed by TMI.
- (cc) All of TMI's and TMI Subsidiaries' credit facilities are in good standing, other than as disclosed in the TMI Financial Statements, and TMI or TMI Subsidiaries have not received any notices of default or acceleration requests from any bank or other creditor respecting credit facilities of TMI or TMI Subsidiaries.
- (dd) The articles, bylaws and other constating documents of TMI and TMI Subsidiaries in effect with the appropriate corporate authorities as at the date of this Agreement will remain in full force and effect without any changes thereto as at the Closing Date.
- (ee) The directors and officers of TMI are as follows:

Name	Position
Laurie Baggio	Director
Lance Tracey	Director
Joshuan Herron	Director, Co-CEO
Tyler Staszak	Co-CEO
Vladislav Pasko	CFO

4. Covenants of TMI and the Selling Shareholders

TMI and the Selling Shareholders covenant to Mobio that they will do, or cause to be done, at their own expense, the following:

- (a) TMI will provide access to, and will permit Mobio, through its representatives, to make such investigation of the operations, properties, assets and records of TMI and TMI Subsidiaries and of their financial and legal condition as Mobio deems necessary or advisable to familiarize itself with TMI and TMI Subsidiaries, and such operations, properties, assets, records and other matters.
- (b) Except as contemplated by this Agreement or with the prior written consent of Mobio, TMI will:
 - (i) promptly inform Mobio of any facts that come to its attention which would cause any of its representations and warranties in this Agreement to be untrue in any respect;
 - (ii) promptly inform Mobio in writing of any material adverse change in the condition of TMI or any of TMI Subsidiaries; and
 - (iii) maintain the books, records and accounts of TMI in the ordinary course and record all transactions on a basis consistent with past practice.
- (c) TMI will not, without the prior consent of Mobio: (a) negotiate with any third party for the sale of any or all of TMI's equity interest, assets, securities or real or leases property, or (b) negotiate, draft or execute any agreement with any third party.

- (d) At or before the Closing Date, TMI will use commercially reasonable efforts to take all necessary steps and corporate proceedings to be taken in order to facilitate the transactions contemplated herein, including the issuance of the TMI Shares to Mobio.
- (e) TMI will assist Mobio in preparing the disclosure documents required by the applicable securities laws and the Exchange with respect to the Transaction.
- (f) TMI shall provide the required audited financial statements and management discussion and analysis required by the applicable securities legislation and the policies of the Exchange to complete the Transaction.

5. Covenants, Representations and Warranties of the Selling Shareholders

5.1 Each Selling Shareholder, acting severally but not jointly and only in respect of the TMI Shares held by such Selling Shareholder, represents and warrants to Mobio as of the date of this Agreement and at the date of the Closing Date, and acknowledges that Mobio is relying upon such covenants, representations and warranties in connection with the Transaction:

- (a) Each Selling Shareholder represents that the Mobio Shares to be issued to the Selling Shareholders in accordance with the transaction are being issued to each Selling Shareholder as principal for their own account and not for the benefit of any other person.
- (b) On the Closing Date, the TMI Shares owned by the Selling Shareholders will be owned by each of the Selling Shareholders as the beneficial and recorded owner with good and marketable title thereto, free and clear of all mortgages, liens, charges, security interests, adverse claims, pledges, encumbrances and demands whatsoever.
- (c) Other than as disclosed in this Agreement, no person, firm or corporation has any agreement or option or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase from the Selling Shareholders of any of the TMI Shares held by them.
- (d) Other than as disclosed in this Agreement, no person, firm or corporation has any agreement or option, including convertible securities, warrants or convertible obligations of any nature, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase from the Selling Shareholder of the TMI Shares held by such Selling Shareholder.

6. Representations and Warranties of Mobio

6.1 Mobio covenants with and represents and warrants to TMI and the Selling Shareholders as of the date of this Agreement and, as may be applicable, at the Closing Date as follows, and acknowledges that the Selling Shareholders and TMI are relying upon such covenants, representations and warranties in entering into this Agreement:

- (a) Mobio has been duly incorporated and organized and is validly subsisting under the laws of British Columbia; it is a reporting issuer in the Provinces of British Columbia and Alberta and is in good standing with respect to all filings required to be made under the laws of British Columbia and the securities regulations of British Columbia and Alberta; it has the corporate power to own or lease its properties and to carry on its business as now being conducted by it; it is duly qualified as a corporation to do business and is in

good standing with respect thereto in each jurisdiction in which the nature of its business or the property owned or leased by it makes such qualification necessary; and it has all necessary licenses, permits, authorizations and consents to operate its business. The directors and officers of Mobio are currently as follows:

Name	Position
Laurie Baggio	Director, CEO
Vladislav Pasko	CFO, Corporate Secretary
Brian O'Neil	Director
Melanie Pump	Director

- (b) Mobio is a reporting issuer in the Provinces of British Columbia and Alberta, and its common shares are posted and listed for trading on the Exchange. To the best of its knowledge, Mobio is not in material default under the B.C. Securities Act or the rules, by-laws or policies of any stock exchange on which any securities of Mobio are listed. No orders suspending the sale or ceasing the trading of any securities issued by Mobio have been issued by any regulatory authority, and no proceedings for such purpose are pending or, to the knowledge of Mobio, threatened, except for the trading halt required to complete the transactions contemplated by this Agreement.
- (c) The authorized capital of Mobio consists of an unlimited number of Mobio Shares without par value without special rights and restrictions and an unlimited number of preferred shares without par value with special rights and restrictions. Mobio has 42,583,260 Mobio Shares and no preferred shares issued and outstanding as of the date of the signing of this Agreement. Mobio has no warrants and 75,000 stock options convertible into Mobio Shares. Mobio Shares to be issued to the Selling Shareholders will be validly issued as fully paid and non-assessable.
- (d) The notice of articles and articles and any other constating documents of Mobio in effect with the appropriate corporate authorities as at the date of this Agreement will not have been materially changed as at the Closing Date, except for changes made in furtherance of the transactions contemplated under this Agreement.
- (e) To the best of Mobio's knowledge, there are no shareholders' agreements, pooling agreements, voting trusts or other similar agreements with respect to the ownership or voting of the common shares of Mobio.
- (f) As of their respective dates, all information and materials filed by Mobio with the Commissions, and which are available through the SEDAR website as of the date hereof (including all exhibits and schedules thereto and documents incorporated by reference therein) (collectively, the "**Public Record**") did not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and, to the best of Mobio's knowledge, complied in all material respects with all applicable legal and stock exchange requirements.
- (g) Subsequent to the respective dates as of which information is given in the Public Record, there has been no material adverse change, or any fact known to Mobio and not disclosed to TMI in writing that could reasonably be expected to result in a material adverse change in the business or financial condition of Mobio, other than costs incurred by Mobio to maintain its status as a reporting issuer listed on the Exchange, costs incurred in respect of the transactions contemplated by this Agreement, including costs incurred in the ordinary

course of business consistent with past practice, and there is no litigation or governmental proceeding to which Mobio is a party or to which any property of Mobio is subject or that is pending or, to the best of the knowledge of Mobio, contemplated against Mobio that might result in any material adverse change in the business or financial condition of Mobio.

- (h) No person, firm or corporation has any agreement or option, including convertible securities, warrants or convertible obligations of any nature, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase, subscription, allotment or issuance of any of the unissued shares in the capital of Mobio, except as disclosed in "Schedule G".
- (i) Except as disclosed in the Public Record, Mobio does not have any agreements of any nature to acquire any subsidiary, or to acquire or lease any other business operations, and will not, prior to the Closing Date, acquire, or agree to acquire, any subsidiary or business without the prior written consent of TMI, such consent not to be reasonably withheld.
- (j) The Mobio Financial Statements present fairly the assets, liabilities (whether accrued, absolute, contingent or otherwise) and the financial condition of Mobio as at the date thereof and there will not be, prior to the Closing Date or after the consummation of the Transaction, any material increase in such liabilities other than increases arising as a result of the consummation of the Transaction.
- (k) Except as disclosed in the Mobio Financial Statements, Mobio is not in material default or breach of any contracts, agreements, written or oral, indentures or other instruments to which it is a party and there are no facts, which after notice or lapse of time or both, that would constitute such a default or breach, and all such contracts, agreements, indentures or other instruments are now in good standing and Mobio is entitled to all benefits thereunder.
- (l) Mobio has the right to use all of the registered trademarks, trade names and patents, both domestic and foreign, in relation to the Mobio Business.
- (m) To the best of knowledge of Mobio, the conduct of the Mobio Business does not infringe upon the patents, trademarks, trade names or copyrights, domestic or foreign, of any other person, firm or corporation.
- (n) To the best of knowledge of Mobio, Mobio is conducting and will conduct the Mobio Business in compliance with all applicable laws, rules and regulations of each jurisdiction in which the Mobio Business is or will be carried on, Mobio is not in material breach of any such laws, rules or regulations.
- (o) Except as disclosed in the Mobio Financial Statements and salaries incurred in the ordinary course of business since the date thereof, Mobio has no loans or indebtedness outstanding which have been made to or from directors, former directors, officers, shareholders and employees of Mobio or to any person or corporate body not dealing at arm's length with any of the foregoing.
- (p) The books and records of Mobio fairly and correctly set out and disclose in all material respects, in accordance with IFRS, the financial position of Mobio as at the date of this Agreement, and all material financial transactions of Mobio relating to the business have been accurately recorded in such books and records.

- (q) Mobio has made full disclosure to TMI of all material aspects of Mobio's business and has made all of its books and records available to the representatives of TMI in order to assist TMI in the performance of its due diligence searches and no material facts in relation to Mobio's business have been concealed by Mobio or its representatives.
- (r) Except as disclosed in Schedule H, Mobio is not a party to or bound by any agreement or guarantee, warranty, indemnification, assumption or endorsement or any other like commitment of the obligations, liabilities (contingent or otherwise) or indebtedness of any other person, firm or corporation.
- (s) Except as disclosed in Schedule H, Mobio is not a party to any written or oral employment, service or pension agreement.
- (t) Except as disclosed in the Mobio Financial Statements, Mobio does not have any bonds, debentures, mortgages, notes or other indebtedness and Mobio is not under any agreement to create or issue any bonds, debentures, mortgages, notes or other indebtedness, except liabilities incurred in the ordinary course of business.
- (u) Except as disclosed in Schedule H, Mobio is not the owner, lessee or under any agreement to own or lease any real property.
- (v) Except as disclosed in the Mobio Financial Statements, Mobio owns, possesses and has good and marketable title to its undertaking, property and assets, and without restricting the generality of the foregoing, all those assets described in the balance sheet included in the Mobio Financial Statements are free and clear of any and all mortgages, liens, pledges, charges, security interests, encumbrances, actions, claims or demands of any nature whatsoever or howsoever arising.
- (w) Except as disclosed in Schedule H, Mobio does not have any outstanding material agreements, contracts or commitments, whether written or oral, of any nature or kind whatsoever, including, but not limited to, employment agreements, agreements, contracts and commitments in the ordinary course of business and service contracts on office equipment and leases.
- (x) All of Mobio's credit facilities are in good standing, other than as disclosed in the Mobio Financial Statements, and Mobio has not received any notices of default or acceleration requests from any bank or other creditor respecting Mobio's or Mobio credit facilities.
- (y) Except as disclosed in Schedule E, there are no actions, suits or proceedings pending or threatened against or affecting Mobio or affecting Mobio's business, at law or in equity, or before or by any federal, provincial, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign and Mobio is not aware of any existing ground on which any such action, suit or proceeding might be commenced with any reasonable likelihood of success.
- (z) The entry into this Agreement and the consummation of the Transaction will not result in the violation of any of the terms and provisions of the constating documents or bylaws of Mobio or of any indenture, instrument or agreement, written or oral, to which Mobio may be a party.

- (aa) The entry into this Agreement and the consummation of the Transaction will not, to the knowledge of Mobio, result in the violation of any law or regulation of Canada or the Provinces of British Columbia or Alberta, or of any local government bylaw or ordinance to which Mobio's business maybe subject.
- (bb) This Agreement has been duly authorized, validly executed and delivered by Mobio.
- (cc) No agreement has been made with Mobio in respect of the purchase and sale contemplated by this Agreement that could give rise to any valid claim by any person against TMI or the Selling Shareholders for a finder's fee, brokerage commission or similar payment.

7. **Covenants of Mobio**

Mobio covenants to TMI and the Selling Shareholders that it will do, or cause to be done, at its own expense, the following:

- (a) Mobio will provide access to, and will permit TMI, through its representatives, to make such investigation of the operations, properties, assets and records of Mobio and of its financial and legal condition as TMI deems necessary or advisable to familiarize itself with Mobio, and such operations, properties, assets, records and other matters.
- (b) Except as contemplated by this Agreement or with the prior written consent of TMI, Mobio will:
 - (i) promptly inform TMI of any facts that come to its attention which would cause any of its representations and warranties in this Agreement to be untrue in any respect;
 - (ii) promptly inform TMI in writing of any material adverse change in the condition of Mobio; and
 - (iii) maintain the books, records and accounts of Mobio in the ordinary course and record all transactions on a basis consistent with past practice.
- (d) Mobio will use reasonable commercial efforts to secure approval of its shareholders for the transactions contemplated herein, to the extent required to secure regulatory approval or as may be required by law (the "**Shareholder Approval Requirement**").

8. **Closing Conditions**

8.1 **Conditions Precedent to Closing for Mobio.** The obligation of Mobio to consummate the Transaction is subject to the satisfaction or waiver of the conditions set forth below on or before the Closing Date or such earlier date as hereinafter specified. The Closing of the Transaction contemplated by this Agreement will be deemed to mean the satisfaction or waiver of all conditions to Closing. These conditions to closing are for the benefit of Mobio and may be waived by Mobio in its sole discretion.

- (a) **Representations and Warranties.** The representations and warranties of TMI and the Selling Shareholders contained in this Agreement or in any Schedule to this Agreement or certificate or other document delivered to Mobio pursuant to this Agreement will be true, correct and complete in all material respects as of the date of this Agreement and as of the Closing Date with the same force and effect as though such representations and

warranties had been made on and as of such date, regardless of the date as of which the information in this Agreement or any Schedule or certificate is given, and Mobio will have received on the Closing Date certificates dated as of the Closing Date, in forms satisfactory to Mobio acting reasonably and signed by a senior officer of TMI to the effect that its representations and warranties referred to above are true, correct and complete on and as of the Closing Date with the same force and effect as though made on and as of such date, provided that the acceptance of such certificate and the closing of the Transaction provided for in this Agreement will not be a waiver of the respective representations and warranties contained in this Agreement or in any Schedule to this Agreement or in any certificate or document given pursuant to this Agreement which covenants, representations and warranties will continue in full force and effect for the benefit of Mobio.

- (b) **Performance.** All of the covenants and obligations that TMI and the Selling Shareholders are required to perform or to comply with pursuant to this Agreement at or prior to the Closing will have been performed and complied with in all material respects.
- (c) **Transaction Documents.** This Agreement and all other documents necessary or reasonably required to consummate the Transaction and the transactions contemplated under this Agreement, all in form and substance reasonably satisfactory to Mobio, will have been executed and delivered to Mobio by TMI and the Selling Shareholders.
- (d) **Approvals.** TMI will have delivered to Mobio minutes of meetings, written consents or other evidence reasonably satisfactory to Mobio that the board of directors of TMI have approved this Agreement and the Transaction.
- (e) **President's Certificate.** TMI will have delivered to Mobio a certificate from the President or CEO of TMI attaching:
 - (i) copies of TMI's articles, bylaws and all other constating documents, as amended through the Closing Date; and
 - (ii) copies of resolutions duly adopted by the board of directors of TMI approving the execution and delivery of this Agreement and the consummation of the transactions contemplated herein.
- (f) **Third Party Consents.** TMI will have delivered to Mobio duly executed copies of all third party consents and approvals required by this Agreement to be obtained by TMI, in form and substance reasonably satisfactory to Mobio.
- (g) **Regulatory Approvals and Consents.** TMI will have obtained any required regulatory approvals and consents required to carry out this Agreement and the Transaction, in form and substance reasonably satisfactory to Mobio.
- (h) **No Material Adverse Effect.** At the Closing Date, there will have been no Material Adverse Effect to the affairs, assets, liabilities, or financial condition of TMI or the TMI Business (financial or otherwise) from that shown on or reflected in the TMI Financial Statements.
- (i) **No Damage.** No substantial damage by fire or other hazard to the TMI Business will have occurred prior to or on the Closing Date.

- (j) **No Action.** No suit, action, or proceeding will be pending or threatened which would:
 - (i) prevent the consummation of the Transaction contemplated by this Agreement; or
 - (ii) cause the Transaction to be rescinded following consummation.
- (k) **Outstanding Securities.** TMI will have no more than 10,000,000 Class A Common Voting Shares and no other securities, including shares, warrants and options, issued and outstanding on the Closing Date.
- (l) **Public Disclosure.** TMI will have delivered substantive information about its assets and personnel reasonably satisfactory to Mobio for completion of any required public disclosure of the Transaction details.
- (m) **Financial Statements.** TMI will have delivered the TMI Financial Statements.
- (n) **Share Certificates of Selling Shareholders.** The Selling Shareholders will deliver to Mobio instruments of transfer, together with all other documentation required to transfer title to their TMI Shares to Mobio or other document evidencing the transfer of the TMI Shares from the Selling Shareholders to Mobio. TMI will issue a notice of uncertificated shares showing all 10,000,000 TMI Shares registered in the name of Mobio.
- (o) **Exchange Acceptance and Shareholder Approval.** This Agreement and the Transaction have been accepted by the Exchange and approved by Mobio shareholders.

8.2 In the event any of the foregoing conditions contained in Subsection 8.1 are not fulfilled or performed at or before the Closing Date to the reasonable satisfaction of Mobio, Mobio may terminate this Agreement by written notice to TMI and the Selling Shareholders and in such event Mobio will be released from all further obligations hereunder. Any of the foregoing conditions contained in Subsection 8.1 may be waived in writing in whole or in part by Mobio without prejudice to each entity's respective rights of termination in the event of the non-fulfillment of any other conditions.

8.3 Conditions Precedent to Closing by TMI and the Selling Shareholders. The obligation of TMI and the Selling Shareholders to consummate the Transaction is subject to the satisfaction or waiver of the conditions set forth below on or before the Closing Date or such earlier date as hereinafter specified. The Closing of the Transaction will be deemed to mean the satisfaction or waiver of all conditions to Closing. These conditions precedent are for the benefit of TMI and the Selling Shareholders and may be waived by unanimous consent of TMI and the Selling Shareholders in their discretion.

- (a) **Representations and Warranties.** The representations and warranties of Mobio contained in this Agreement or in any Schedule to this Agreement or certificate or other document delivered to TMI and the Selling Shareholders pursuant to this Agreement will be true, correct and complete in all material respects as of the date of this Agreement and as of the Closing Date with the same force and effect as though such representations and warranties had been made on and as of such date, regardless of the date as of which the information in this Agreement or any such Schedule or certificate is given, and TMI and the Selling Shareholders will have received on the Closing Date a certificate dated as of the Closing Date from Mobio, in a form reasonably satisfactory to TMI, signed by a senior officer of Mobio, to the effect that such representations and warranties referred to above

are true, correct and complete on and as of the Closing Date with the same force and effect as though made on and as of such date, provided that the acceptance of such certificate and the closing of the Transaction provided for in this Agreement will not be a waiver of the representations and warranties contained in this Agreement or in any Schedule to this Agreement or in any certificate or document given pursuant to this Agreement which covenants, representations and warranties will continue in full force and effect for the benefit of TMI and the Selling Shareholders.

- (b) **Performance.** All of the covenants and obligations that Mobio is required to perform or to comply with pursuant to this Agreement at or prior to the Closing will have been performed and complied with in all material respects. Mobio will have delivered each of the documents respectively required to be delivered by it pursuant to this Agreement.
- (c) **Transaction Documents.** This Agreement and all other documents necessary or reasonably required to consummate the Transaction, all in form and substance reasonably satisfactory to TMI, will have been executed and delivered to TMI and the Selling Shareholders by Mobio.
- (d) **Approvals.** Mobio will have delivered to TMI written consents or other evidence reasonably satisfactory to TMI that its board of directors has approved this Agreement and the Transaction.
- (e) **President's Certificate.** Mobio will have delivered to TMI a certificate from its President or CEO attaching:
 - (i) copies of its articles of incorporation, bylaws and other constating documents, as amended through the Closing Date; and
 - (ii) copies of resolutions duly adopted by the board of directors of Mobio approving the execution and delivery of this Agreement and the consummation of the transactions contemplated herein.
- (f) **Regulatory Approvals and Consents.** Mobio will have obtained any required regulatory approvals and consents required to carry out this Agreement and the Transaction, in form and substance reasonably satisfactory to TMI.
- (g) **No Material Adverse Effect.** At the Closing Date, there will have been no Material Adverse Effect to the affairs, assets, liabilities, financial condition or business (financial or otherwise) of Mobio from that shown on, or reflected in, the Mobio Financial Statements.
- (h) **No Action.** No suit, action, or proceeding will be pending or threatened before any governmental or regulatory authority wherein an unfavorable judgment, order, decree, stipulation, injunction or charge would:
 - (i) prevent the consummation of the Transaction contemplated by this Agreement; or
 - (ii) cause the Transaction to be rescinded following consummation.

- (i) **Approvals and Consents.** Mobio will have obtained all necessary shareholders', regulatory and stock exchange approvals and consents to carry out the Transaction, in form and substance reasonably satisfactory to TMI.
- (j) **Covenants.** Mobio will have complied with all covenants and agreements herein agreed to be performed or caused to be performed by it at or prior to the Closing Date such that it will have satisfied the Shareholder Approval Requirement.

8.4 In the event that any of the conditions contained in Subsection 8.3 will not be fulfilled or performed by Mobio at or before the Closing Date to the reasonable satisfaction of TMI and the Selling Shareholders, then TMI or the Selling Shareholders may terminate this Agreement by written notice to Mobio and in such event TMI and the Selling Shareholders will be released from all further obligations hereunder. Any of the foregoing conditions contained in Subsection 8.3 may be waived in writing in whole or in part by TMI and the Selling Shareholders without prejudice to the respective rights of termination of TMI or the Selling Shareholders in the event of the non-fulfillment of any other conditions.

9. **Closing**

9.1 **Time and Place.** The closing will take place at 3 p.m. on the Closing Date at the offices of Mobio or at such other time and place as the parties may mutually agree.

10. **Covenants**

10.1 **Notification of Financial Liabilities.** Each of the parties will immediately notify each other in accordance with Subsection 14.6, if it receives any advice or notification from its independent certified public accountants that it has used any improper accounting practice that would have the effect of not reflecting or incorrectly reflecting in its books, records, and accounts, any properties, assets, liabilities, revenues, or expenses. Notwithstanding any statement to the contrary in this Agreement, this covenant will survive closing and continue in full force and effect.

10.2 **Access and Investigation.** Between the date of this Agreement and the Closing Date, TMI and Mobio will cause each of their respective representatives to:

- (a) afford the other and its representatives full and free access to its personnel, properties, assets, contracts, books and records and other documents and data;
- (b) furnish the other and its representatives with copies of all such contracts, books and records, and other existing documents and data as required by this Agreement and as the other may otherwise reasonably request; and
- (c) furnish the other and its representatives with such additional financial, operating, and other data and information as the other may reasonably request.

All such access, investigation and communication by a party and its representatives will be conducted during normal business hours and in a manner designed not to interfere unduly with the normal business operations of the other party. Each party will instruct its auditors to cooperate with the other party and its representatives in connection with such investigations.

10.3 **Notification of Breach.** Between the date of this Agreement and the Closing Date, each of the parties to this Agreement will promptly notify the other parties in writing if it becomes aware of

any fact or condition that causes or constitutes a material breach of any of its representations and warranties as of the date of this Agreement, if it becomes aware of the occurrence after the date of this Agreement of any fact or condition that would cause or constitute a material breach of any such representation or warranty had such representation or warranty been made as of the time of occurrence or discovery of such fact or condition. Should any such fact or condition require any change in the Schedules relating to such party, such party will promptly deliver to the other parties a supplement to the Schedules specifying such change. During the same period, each party will promptly notify the other parties of the occurrence of any material breach of any of its covenants in this Agreement or of the occurrence of any event that may make the satisfaction of such conditions impossible or unlikely.

10.4 Conduct of TMI and Mobio Business Prior to Closing. Except as expressly contemplated by this Agreement or for purposes in furtherance of this Agreement, from the date of this Agreement to the Closing Date, and except to the extent that Mobio otherwise consents in writing, TMI will operate the TMI Business substantially as presently operated and in compliance with all applicable laws, and use its best efforts to preserve intact its good reputation and present business organization and to preserve its relationships with persons having business dealings with it. Likewise, from the date of this Agreement to the Closing Date, and except to the extent that TMI otherwise consents in writing, Mobio will operate its business substantially as presently operated and only in the ordinary course and in compliance with all applicable laws, and use its best efforts to preserve intact its good reputation and present business organization and to preserve its relationships with persons having business dealings with it.

10.5 Public Announcements. Until the Closing Date, Mobio and TMI each agree that they will not release or issue any reports or statements or make any public announcements relating to this Agreement or the Transaction without the prior consent of the other party, except as may be required upon written advice of counsel to comply with applicable laws, regulatory requirements or Exchange policies after consulting with Mobio or TMI, as applicable, and seeking their reasonable consent to such announcement. TMI acknowledges that Mobio must comply with Applicable Securities Legislation requiring full disclosure of material facts and agreements in which it is involved, and will co-operate to assist Mobio in meeting its obligations.

11. Confidentiality

11.1 All financial information regarding the TMI Business that TMI has provided to Mobio, will be kept in strict confidence by Mobio and will not be given to any other person or party or used (except in connection with due diligence carried out under this Agreement in accordance with Subsection 10.2 and except as required to file a news release regarding the transaction to the public after the Closing), dealt with or commercialized by Mobio or disclosed to any third party (other than Mobio's professional accounting and legal advisors) without the prior consent of TMI. If the Transaction contemplated by this Agreement does not proceed for any reason, then upon receipt of a written request from TMI, Mobio will immediately return to TMI (or as directed by TMI) all information received regarding the TMI Business.

11.2 All information regarding the business of Mobio including but without limitation, financial information that Mobio provides to TMI during its due diligence investigation of Mobio will be kept in strict confidence by TMI and will not be used (except in connection with due diligence carried out under this Agreement in accordance with Subsection 10.2), dealt with or commercialized by TMI or disclosed to any third party (other than TMI's professional accounting and legal advisors) without Mobio's prior written consent. If the Transaction contemplated by this Agreement does not proceed for any reason, then upon receipt of a written request from Mobio,

TMI will immediately return to Mobio (or as directed by Mobio) all information received regarding Mobio's business.

- 11.3 Upon request, each party will provide an affidavit to the other that all documents, including all copies thereof, were returned to the other party or as directed by the other party in accordance with this Section 11.
- 11.4 Mobio and TMI acknowledge and agree, subject to disclosure obligations under Applicable Securities Legislation, Exchange policies or other laws or regulations, that neither party will make any public pronouncements concerning the terms of this Agreement without the express written consent of the other party and such consent will not to be unreasonably withheld, conditioned or delayed.
- 11.5 TMI acknowledges and agrees that, while in possession of material information about Mobio that has not been publicly disclosed, it will not trade and will take all reasonable steps to prevent any of its employees or agents from trading in the securities of Mobio prior to Closing.
- 11.6 Notwithstanding anything to the contrary in this Agreement, the provisions of this Section 11 will survive termination of this Agreement.

12. Termination

12.1 Termination. This Agreement may be terminated at any time prior to the Closing Date by:

- (a) mutual agreement of Mobio and TMI, without the consent of the Selling Shareholders;
- (b) Mobio, if there has been a material breach by TMI or any of the Selling Shareholders of any material representation, warranty, covenant, or agreement set forth in this Agreement on the part of TMI or the Selling Shareholders that is not cured by the breaching party, to the reasonable satisfaction of Mobio, within twenty (20) business days after notice of such breach is given by Mobio unless such breach cannot reasonably be cured within twenty (20) business days and the breaching party is pursuing such cure with diligence;
- (c) TMI, if there has been a material breach by Mobio of any material representation, warranty, covenant or agreement set forth in this Agreement on the part of Mobio that is not cured by Mobio, to the reasonable satisfaction of TMI, within twenty (20) business days after notice of such breach is given by TMI or the Selling Shareholder(s) unless such breach cannot reasonably be cured within twenty (20) business days and the breaching party is pursuing such cure with diligence; or
- (d) Mobio or TMI, if any permanent injunction or other order of a governmental entity of competent authority preventing the consummation of the Transaction contemplated by this Agreement has become final and non-appealable.

(e)

12.2 Effect of Termination. In the event of the termination of this Agreement as provided for in Subsection 12.1, this Agreement will be of no further force or effect, except for those provisions in this Agreement which expressly survive termination, and provided that no termination of this Agreement will relieve any party of liability for any breaches of this Agreement that are based on a wrongful refusal or failure to perform any obligations.

13. Indemnification

13.1 Certain Definitions. For the purposes of this Section 13, the terms “Loss” and “Losses” mean any and all demands, claims, actions or causes of action, assessments, losses, damages, liabilities, costs, and expenses, including without limitation, interest, penalties, fines and reasonable attorneys, accountants and other professional fees and expenses, but excluding any indirect, consequential or punitive damages suffered by Mobio or TMI including damages for lost profits or lost business opportunities.

13.2 Agreement of TMI to Indemnify. TMI will indemnify, defend, and hold harmless, to the full extent of the law, Mobio and its directors, officers, employees, agents, advisers and shareholders from, against, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by Mobio and its directors, officers, employees, agents, advisers and shareholders by reason of, resulting from, based upon or arising out of:

- (a) a material breach by TMI of any representation or warranty of TMI contained in or made pursuant to this Agreement, any TMI document or any certificate or other instrument delivered pursuant to this Agreement; or
- (b) a material breach or partial breach by TMI of any covenant or agreement of TMI made in or pursuant to this Agreement, any document or any certificate or other instrument delivered pursuant to this Agreement.

13.3 Agreement of Selling Shareholders to Indemnify. The Selling Shareholders will each, severally, and not jointly and severally, indemnify, defend, and hold harmless, to the full extent of the law, Mobio and its directors, officers, employees, agents, advisers and shareholders from, against, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by Mobio and its directors, officers, employees, agents, advisers and shareholders by reason of, resulting from, based upon or arising out of:

- (a) any breach by such Selling Shareholder of this Agreement; or
- (b) any misstatement, misrepresentation or breach of the representations and warranties made by such Selling Shareholder contained in or made pursuant to the representations or warranties or certificates executed by the Selling Shareholder as part of the share exchange procedure detailed in Sections 2, 3, 4, 5 and 6 of this Agreement.

13.4 Agreement of Mobio to Indemnify. Mobio will indemnify, defend, and hold harmless, to the full extent of the law, TMI and the Selling Shareholders from, against, for, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by TMI and the Selling Shareholders by reason of, resulting from, based upon or arising out of:

- (a) a material breach by Mobio of any representation or warranty of Mobio contained in or made pursuant to this Agreement, any Mobio document or any certificate or other instrument delivered pursuant to this Agreement; or
- (b) a material breach or partial breach by Mobio of any covenant or agreement of Mobio made in or pursuant to this Agreement, any Mobio document or any certificate or other instrument delivered pursuant to this Agreement.

- 13.5 Limitation on Indemnity.** Any party entitled to indemnification under this Section 13 will only be entitled to indemnification in respect of any Losses after the aggregate amount of such Losses exceeds \$50,000, at which point the indemnified party will be entitled to recover the entire amount of such Losses from the first dollar (including the first \$50,000).
- 13.6 Indemnification Procedures.** If any action will be brought against any party in respect of which indemnity may be sought pursuant to this Agreement (the “**Indemnified Party**”), such Indemnified Party will promptly notify the party from whom indemnity is being sought (the “**Indemnifying Party**”) in writing, and the Indemnifying Party will have the right to assume the defence thereof with counsel of its own choosing. Any Indemnified Party will have the right to employ separate counsel in any such action and participate in the defence thereof, but the fees and expenses of such counsel will be at the expense of such Indemnified Party except to the extent that the employment thereof has been specifically authorized by the Indemnifying Party in writing, the Indemnifying Party has failed after a reasonable period of time to assume such defence and to employ counsel or in such action there is, in the reasonable opinion of such separate counsel, a material conflict on any material issue between the position of the Indemnifying Party and the position of such Indemnified Party. The Indemnifying Party will not be liable to any Indemnified Party under this Section 13 for any settlement by an Indemnified Party effected without the Indemnifying Party’s prior written consent, which consent will not be unreasonably withheld, conditioned or delayed; or to the extent, but only to the extent that a loss, claim, damage or liability is attributable to any Indemnified Party's indemnification pursuant to this Section 13.

14. Miscellaneous Provisions

- 14.1 Effectiveness of Representations and Survival.** Each party is entitled to rely on the representations, warranties and agreements of each of the other parties and all such representations, warranties and agreements will be effective regardless of any investigation that any party has undertaken or failed to undertake. Unless otherwise stated in this Agreement, and except for instances of fraud, the representations, warranties and agreements will survive the Closing Date and continue in full force and effect until one (1) year after the Closing Date.
- 14.2 Further Assurances.** Each of the parties hereto will co-operate with the others and execute and deliver to the other parties hereto such other instruments and documents and take such other actions as may be reasonably requested from time to time by any other party hereto as necessary to carry out, evidence, and confirm the intended purposes of this Agreement.
- 14.3 Amendment.** This Agreement may not be amended except by an instrument in writing signed by each of the parties.
- 14.4 Expenses.** Mobio and TMI will bear their respective costs incurred in connection with the preparation, execution and performance of this Agreement and the Transaction contemplated hereby, including all fees and expenses of their respective agents, representatives and accountants.
- 14.5 Entire Agreement.** This Agreement, the Schedules and the other documents in connection with this transaction contain the entire agreement between the parties with respect to the subject matter hereof and supersede all prior arrangements and understandings, both written and oral, expressed or implied, with respect thereto. Any preceding correspondence or offers are expressly superseded and terminated by this Agreement.
- 14.6 Notices.** All notices and other communications required or permitted under this Agreement must be in writing and will be deemed given if sent by personal delivery, faxed with electronic

confirmation of delivery, internationally-recognized express courier or registered or certified mail (return receipt requested), postage prepaid, to the parties at the following addresses (or at such other address for a party as will be specified by like notice):

If to TMI:
Tracksuit Movers Inc.
#204 – 1080 Mainland Street
Vancouver, BC V4B 2T4
Attention: Laurie Baggio
Email: laurie@phoenixventuresinc.com

With a copy (which will not constitute notice) to:

Homenick Law Corporation
204 - 1080 Mainland Street
Vancouver, BC, V6B 2T4
Attention: Scott Homenick
Email: scott@homenick.com

If to any of the Selling Shareholders to the addresses set forth for such Selling Shareholders in Schedule "A".

If to Mobio:

Mobio Technologies Inc.
#204 - 1080 Mainland Street
Vancouver, BC V6C 2T4
Attention: Laurie Baggio
Email: laurie@phoenixventuresinc.com

With a copy (which will not constitute notice) to:

Linas Antanavicius, Barrister & Solicitor
780 - 789 West Pender St.
Vancouver, BC V6C 1H2
Attention: Linas Antanavicius
Email: linas@linaslaw.com

All such notices and other communications will be deemed to have been received:

- (a) in the case of personal delivery, on the date of such delivery;
- (b) in the case of an email, when the party sending such email has received electronic confirmation from the receiver of its delivery; and
- (c) in the case of mailing, on the fifth business day following mailing.

14.7 Headings. The headings contained in this Agreement are for convenience only and will not affect in any way the meaning or interpretation of this Agreement.

- 14.8 Benefits.** This Agreement is and will only be construed as for the benefit of or enforceable by those Persons party to this Agreement.
- 14.9 Severability.** Each of the provisions contained in this Agreement is distinct and severable and a declaration of invalidity, illegality or unenforceability of any such provision or part thereof by a court of competent jurisdiction shall not affect the validity or enforceability of any other provisions of this Agreement or of such provisions or part thereof in any other jurisdiction.
- 14.10 Assignment.** This Agreement may not be assigned (except by operation of law) by any party without the prior consent of the other parties.
- 14.11 Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia applicable to contracts and to be performed therein.
- 14.12 Construction.** The language used in this Agreement will be deemed to be the language chosen by the parties to express their mutual intent, and no rule of strict construction will be applied against any party.
- 14.13 Gender.** All references to any party will be read with such changes in number and gender as the context or reference requires.
- 14.14 Business Days.** If the last or appointed day for the taking of any action required or the expiration of any rights granted herein will be a Saturday, Sunday or a legal holiday in the province of British Columbia, then such action may be taken or right may be exercised on the next succeeding day which is not a Saturday, Sunday or such a legal holiday.
- 14.15 Schedules and Exhibits.** The schedules and exhibits are attached hereto and form part of this Agreement and are incorporated herein.
- 14.16 Independent Legal Advice.** Each of the parties acknowledge that:
- (a) Linas Antanavicius has acted as counsel only to Mobio, that all other parties to this Agreement acknowledge and confirm that they have been advised to seek, and have sought or have otherwise waived, independent tax and legal advice with respect to this Agreement and the documents delivered pursuant thereto and that Linas Antanavicius is not protecting the rights and interests of any other party to this Agreement; and
 - (b) Scott Homenick has acted as counsel only to TMI, that all other parties to this Agreement acknowledge and confirm that they have been advised to seek, and have sought or waived, independent tax and legal advice with respect to this Agreement and the documents delivered pursuant thereto and that Scott Homenick is not protecting the rights and interests of any other party to the Agreement.
 - (c) To the extent that any Selling Shareholder declines to receive independent legal counsel in respect of this Agreement, such Selling Shareholder hereby waives the right, should a dispute later develop, to rely on its lack of independent legal counsel to avoid its obligations, to seek indulgences from the other parties hereto, or to otherwise attack, in whole or in part, the integrity of this Agreement and the documents related thereto.
- 14.17 Shareholder Approval and Acceptance by the Exchange.** This Agreement and the Transaction is subject to the approval by the shareholders of Mobio and the acceptance by the Exchange.

- 14.18 **Disclosure of Personal Information.** The Selling Shareholders agree to the disclosure of their personal information as is required pursuant to the Applicable Securities Legislation and the Exchange policies.
- 14.19 **Counterparts.** This Agreement may be executed in one or more counterparts, all of which will be considered one and the same agreement and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.
- 14.20 **Selling Shareholders' Representative.** In order to administer efficiently the determination of certain matters under this Agreement, each of the Selling Shareholders hereby designate and appoint Laurie Baggio, the Selling Shareholders' Representative, as its, his, or her, as the case may be, agent and attorney-in-fact, such designation and appointment being coupled with an interest, with full power of substitution for it, to: (i) give and receive all notices and communications on behalf of each of the Selling Shareholders hereunder; (ii) make all decisions and take all actions relating to the Selling Shareholders' respective rights, obligations, and remedies under this Agreement including to receive and send notices, to receive and deliver documents, to exercise, enforce, or waive rights or conditions, to give releases and discharges and to defend against indemnification claims of Mobio related to a breach of covenant by TMI; and (iii) take all actions as are necessary or appropriate in the judgement of the Selling Shareholders' Representative in connection with any of the foregoing, including retaining such counsel, accountants, and other professional advisors as the Selling Shareholders' Representative reasonably deems necessary to assist it in the performance of his duties hereunder.

The Selling Shareholders' Representative shall receive no compensation for services rendered other than reimbursement of out-of-pocket expenses incurred in connection with the performance of his duties, to be paid by TMI. Notices or communications to or from the Selling Shareholders' Representative shall constitute notice to or from any applicable Selling Shareholder.

Mobio may rely upon any decision, act, consent or instruction of the Selling Shareholders' Representative as being the decision, act, consent or instruction of each Selling Shareholder. Mobio is hereby relieved from any liability to any Selling Shareholder for any acts taken by it in accordance with such decision, act, consent, or instruction of the Selling Shareholders' Representative.

The Selling Shareholders' Representative, by signing this Agreement, accepts its responsibility as a Selling Shareholders' Representative and covenants and agrees to take all such actions as a required by the Selling Shareholders' Representative hereunder.

- 14.21 **Email Execution.** Delivery of an executed signature page to this Agreement by any party to this Agreement by email in portable document format (PDF) shall be as effective as delivery of a manually executed copy of this Agreement by such party.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

MOBIO TECHNOLOGIES INC.

DocuSigned by:
Laurie Baggio
BEF91388D8A34EA...

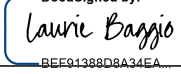
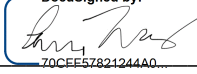
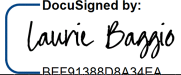

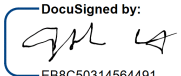
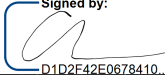
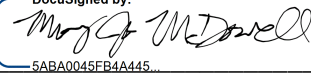
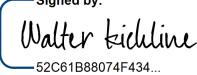
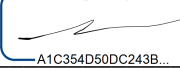

Authorized Signatory
Name: Laurie Baggio
Title: Chairman and Director

TRACKSUIT MOVERS INC.

DocuSigned by:
Vlad Pasko
DF0EEADF65D64A3...

Authorized Signatory
Name: Vlad Pasko
Title: CFO

SHAREHOLDERS OF TMI

<p>0947395 B.C. LTD.</p> <p>DocuSigned by:  <small>BFF91388D8A34EA...</small></p> <p>Authorized Signatory Name: Laurie Baggio Title: Chairman and Director</p>	<p>CODE CONSULTING LIMITED</p> <p>DocuSigned by:  <small>70CFE57821244A0...</small></p> <p>Authorized Signatory Name: Lance Tracey Title: Pres</p>
<p>LAURIE BAGGIO</p> <p>DocuSigned by:  <small>BFF91388D8A34EA...</small></p> <p>LAURIE BAGGIO</p>	<p>EASY MOVES LLC</p> <p>Signed by:  <small>7CA8F65E7B93443...</small></p> <p>Authorized Signatory Name: Tyler Staszak Title: Owner</p> <p>DocuSigned by:  <small>EB8C50314564491...</small></p> <p>Authorized Signatory Name: Josh Herron Title: CEO</p>
<p>ANDREW JAMES WILSON</p> <p>Signed by:  <small>D1D2F42E0678410...</small></p> <p>ANDREW JAMES WILSON</p>	<p>MCDOWELL & YEE, LLC</p> <p>DocuSigned by:  <small>5ABA0045FB4A445...</small></p> <p>Authorized Signatory Name: Mary Jo McDowell Title: Owner</p>
<p>BLUE COLLAR MOVERS LLC</p> <p>Signed by:  <small>52C61B88074F434...</small></p> <p>Authorized Signatory Name: Walter Kichline Title: Owner</p>	<p>RBT MOVING LLC</p> <p>DocuSigned by:  <small>A1C354D50DC243B...</small></p> <p>Authorized Signatory Name: Nathan Day Title: Managing Member</p> <p>DocuSigned by:  <small>5FC0C7AF4D3A40D...</small></p> <p>Authorized Signatory Name: Robert Christensen Title: managing member</p>

<p>GO BIG FRANCHISE HOLDINGS LTD.</p> <p>DocuSigned by: <i>Rhys Green</i> 3FA024471F63499</p> <hr/> <p>Authorized Signatory Name: Rhys Green Title: Director</p>	<p>A.W. PATRIOT ENTERPRISES, INC.</p> <p>Signed by: <i>Andrew Wilson</i> D1D2F42E0678410</p> <hr/> <p>Authorized Signatory Name: Andrew Wilson Title: President</p>
<p>360 WOW MOVING LLC</p> <p>DocuSigned by: <i>Benjamin Cowan</i> 9AC79C5950874E7</p> <hr/> <p>Authorized Signatory Name: Benjamin Cowan Title: CEO</p> <p>Signed by: <i>Megan Speas</i> F32F00ED8D8A48B...</p> <hr/> <p>Authorized Signatory Name: Megan Speas Title: Finance</p>	<p>0955821 B.C. LTD.</p> <p>DocuSigned by: <i>Mike Dahlman</i> E1C996913E0E4C0</p> <hr/> <p>Authorized Signatory Name: Mike Dahlman Title: Mr.</p> <p>Signed by: <i>James Alisch</i> 9E706196495B471</p> <hr/> <p>Authorized Signatory Name: James Alisch Title: COO</p>
<p>2416118 ONTARIO INC.</p> <p>DocuSigned by: <i>Harold Mosos</i> DD0518922C55467...</p> <hr/> <p>Authorized Signatory Name: Harold Mosos Title: Director</p>	

SCHEDULE A**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14,
2025 AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS****Selling Shareholders**

Name and Address of TMI Shareholder	Number of TMI Class A Voting Common Shares held	Number of Mobio Shares to be received on THE Closing Date
LAURIE BAGGIO Contrada Pagliari #12 Penne, Pescara, Italy 65017	850,000	4,250,000
0947395 B.C. LTD. 2125 Neil Street Victoria, BC V8R 3E3	2,650,000	13,250,000
CODE CONSULTING LIMITED 206 - 1080 Mainland Street Vancouver, BC V6B 2T4	3,500,000	17,500,000
ANDREW JAMES WILSON 8350 N 68th East Avenue Owasso, OK 74055	200,000	1,000,000
EASY MOVES LLC 9136 Cody Street Overland Park, KS 66214	2,355,556	11,777,780
2416118 Ontario Inc.	55,556	277,780
McDowell & Yee, LLC	55,556	277,780
Blue Collar Movers LLC	55,556	277,780
RBT Moving LLC	55,556	277,780
A.W. Patriot Enterprises, Inc.	55,555	277,775
360 WOW MOVING LLC	55,555	277,775
0955821 B.C. LTD.	55,555	277,775
Go Big Franchise Holdings Ltd.	55,555	277,775
Total	10,000,000	50,000,000

SCHEDULE B**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14,
2025, AMONG MOBIO, TMI
AND THE SELLING SHAREHOLDERS****TMI Creditors and Encumbrances on TMI's Assets**

Date	Creditor	Debtor	Amount	Interest	Security
October 9, 2019	Code Consulting Limited	TMI	\$989,160 CAD	10%	General Security Agreement on all assets of TMI
November 7, 2019	Code Consulting Limited	TMI	\$200,000 CAD	10%	General Security Agreement on all assets of TMI
August 24, 2020	\$200,922 CAD of Code loan assigned to Laurie Baggio	TMI	\$200,922 CAD	10%	General Security Agreement on all assets of TMI
October 9, 2019	0947395 BC Ltd.	TMI	\$128,797 CAD	10%	Unsecured
March 24, 2022	Phoenix Ventures Inc.	TMI	\$75,000 USD	10%	Unsecured
August 23, 2022	TAI Capital Company	YMM Phoenix LLC TMI (guarantor)	\$93,396.90 USD	7.25%	2022 Ford F650
September 8, 2022	TAI Capital Company	YMM Phoenix LLC TMI (guarantor)	\$103,586.50 USD	7.7%	2022 Freightliner M2-132

November 3, 2022	Isuzu Finance of America, Inc.	MCSB Moving Services, LLC	\$89,979 USD	7.3%	2022 Ford F650
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In addition, please see TMIs's financial statements with respect to accounts payable and taxes.

SCHEDULE C

TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14, 2025, AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS

Material and Other Agreements of TMI

Date	Parties	Name of Agreement	Nature of the Agreement
Various	TMI and various Franchisees	Franchise Agreement	The franchise agreement sets out the rights of obligations of TMI and various franchisees.
December 11, 2022	TMI and Yembo, Inc.	Yembo Terms of Service	Agreement to use Yembo Platform
December 1, 2022	TMI and Talkdesk Inc.	Subscription Agreement	Subscription Agreement for Talkdesk CX Cloud Elevate Licenses

SCHEDULE D

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14,
2025, AMONG MOBIO, TMI
AND THE SELLING SHAREHOLDERS**

TMI Litigation

No litigation.

SCHEDULE E

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14,
2025, AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS**

Mobio Litigation

No litigation.

SCHEDULE F

TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14, 2025, AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS

TMI Intellectual Property

The following is the description of TMI’s trademarks, patents, copyright and proprietary information from the franchise agreement between TMI and franchisees. TMI is referred to as the Franchisor in the following description.

“Item 21. Trademarks

The trademarks used by the Franchisor and its You Move Me franchisees are owned by the Franchisor and licensed to You Move Me franchisees for use in connection with the operation of their You Move Me businesses only.

In connection with its business of licensing and regulating franchises, the Franchisor and its affiliates have developed, used and continue to use and control the use of certain proprietary interests, trade-marks, trade names, logos and commercial symbols, including the trade-mark YOU MOVE ME (collectively, the "Marks"). Pursuant to the Franchise Agreement, the Franchisor sub-licenses to You Move Me franchisees the right to use certain methods, procedures and the Marks. The Franchisor has registered or has applied to register the following trade-marks in Canada:

Trade-mark	Registration No.
YOU MOVE ME	TMA858515
YOU MOVE ME (LOGO)	TMA858514
Our mission is to move you, not just your boxes	TMA929686

In addition to the Marks listed above, a You Move Me franchisee is required to display and use certain other trade names, logos, advertising formats and commercial systems associated with a You Move Me franchise and adopted from time to time by the Franchisor. Section 7.5 of the Franchise Agreement reserves to the Franchisor the right to modify, discontinue, substitute or add the use of any trade-mark, logo or trade name.

We have also established certain common law rights to the Marks by virtue of their continuous, exclusive and extensive use and advertising.

You must use the names and Marks in association with your Franchised Business, and you must use them in full compliance with the provisions of the Franchise Agreement and in accordance with our rules. You cannot use any name or Mark as a part of any corporate name with any prefix, suffix or other modifying words, terms, designs or symbols. You may not register any Marks with any government authority. In addition, you may not use any name or mark associated with the sale of any unauthorized product or service in any other manner not explicitly authorized in writing by us.

You may not directly or indirectly oppose our right to our trademarks, trade names, trade secrets or business techniques that are part of our business. You must notify us immediately if you learn about a claim against your use of our trademarks. We will take whatever action, if any, we deem appropriate. We have no obligation to defend you or to take any legal action against others with respect to any claim related to your use of our trademark, but we will indemnify you against any losses or damages incurred by you as a result of a successful claim of infringement brought by a third party and related your use of the Marks in accordance with the terms of the Franchise Agreement. See Section 13.5 of the Franchise Agreement.

There are currently no pending infringement, opposition or cancellation proceedings, nor any pending litigation involving the Marks that is relevant to their use by the Franchisee in Canada. There are no infringing uses actually known to the Franchisor that can materially affect the Franchisee's use of the Marks. We have the unlimited right to change the Marks. See Section 13 and Schedule B of the Franchise Agreement for other important provisions relating to the Marks.

Item 22. Patents Copyrights and Proprietary Information

We do not register claims in patents or copyrights that are material to our business, but we do claim proprietary rights and copyrights in the Operations Manuals. We also claim copyrights on operational materials specifically associated with the System, our website, sales data systems, including the proprietary advertisements, all materials presented to prospective customers, printed materials and forms associated with the operation of a Franchised Business. You must promptly tell us when you learn about unauthorized use of this proprietary information. We are not obligated to take any action, but will respond to this information as we deem appropriate. Our interests are to protect the integrity of the brand.”

SCHEDULE G

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14,
2025, AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS**

Mobio Options and Warrants

Mobio has 75,000 stock options issued and outstanding and has no warrants.

SCHEDULE H

TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE FEBRUARY 14, 2025, AMONG MOBIO, TMI AND THE SELLING SHAREHOLDERS

Material Agreements of Mobio

Date	Parties	Name of Agreement	Nature of the Agreement
May 17, 2024 to May 16, 2027	Mobio and Oracle Canada ULC	Software Service License	Subscription License for NetSuite ERP system.

Schedule M: Audit Committee Charter

This charter (the “Charter”) sets forth the purpose, composition, responsibilities, duties, powers and authority of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Mobio Technologies Inc. (“Mobio”).

The Audit Committee (the “Committee”) is a committee of the board of directors (the “Board”) of the Company. The role of the Committee is to provide oversight of the Company's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company's external auditor is ultimately accountable to the Board and the Committee as representatives of the Company's shareholders.

Duties and Responsibilities

External Auditor

- (a) To recommend to the Board, for shareholder approval, an external auditor to examine the Company's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (c) To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- (d) To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- (e) To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.
- (f) To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit

assurance to the external auditor of the Company on any aspect of its certification of the Company's financial statements:

1. No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 2. No former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 3. The Chief Financial Officer ("CFO") must approve all office hires from the external auditor; and
 4. The CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- (g) To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

- To review the Company's annual audited financial statements with the Chief Executive Officer ("CEO") and CFO and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.
- To review and discuss with management and the external auditor, as appropriate:
 - a. The annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and
 - b. Earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
 - To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
 - To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

- i. To review the internal audit staff functions, including:
 - (1) The purpose, authority and organizational reporting lines;
 - (2) The annual audit plan, budget and staffing; and
 - (3) The appointment and compensation of the controller, if any.
- ii. To review, with the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.
- iii. To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
- iv. To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- v. In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

Membership

- a. The Committee shall consist solely of three or more members of the Board, the majority of which the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.
- b. Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- c. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- d. All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

Procedures

- (a) The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "Chair"). In the absence of the appointed Chair from any meeting of the

Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

- (b) The Chair will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- (c) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum, and provided that a majority of the members must be "independent" or "unrelated".
- (d) The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- (e) The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.
- (f) The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- (g) The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- (h) The Committee has the authority to communicate directly with the internal and external auditors.

Reports

The Committee shall produce the following reports and provide them to the Board:

- i. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.
- ii. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting