



**Management's Discussion and Analysis  
For the three-month period ended 31<sup>st</sup> March, 2022**

## LETTER TO SHAREHOLDERS

Dear Fellow Shareholders,

Kneat started the year strongly and I am pleased to report on the progress we have made during the three-months ended March 31, 2022. This is highlighted by a 121% revenue growth against the three-months ended March 31, 2021. We are seeing continued growth in our key metric, recurring SaaS license fees. SaaS revenue for the three-months ended March 31, 2022 was \$3.3 million, an increase of 156% compared with the three-months ended March 31, 2021.

The consistent growth in our SaaS revenue adds to our annual recurring revenue (“ARR”)<sup>1</sup> base. Progress on this front is reflected in the growth in ARR at March 31, 2022 to \$13.4 million, a 134% increase year on year. The promotion of our SaaS offering remains key to Kneat’s growth strategy and we are executing well on our plans and gathering momentum in the market.

Our existing customers continue to expand into new work processes and new sites across their networks, providing opportunities for growth and expansion of our software. Our rapidly-growing customer base is testament to Kneat’s leadership position as the preferred solution for leading life sciences companies.

I am proud of our entire team, as they continue to develop innovative compliant software, win increasing numbers of customers and provide excellent end-to-end customer service.

With a strong balance sheet, we remain focused on executing across all areas of the business, ensuring ongoing growth and value creation for shareholders. Our plan for 2022 is to continue to add and deploy new SaaS customers, expand to new work processes and new sites within our existing customer base, further develop the Kneat Gx platform, continue to build our company structure and leverage our partner relationships to help expand our global reach.

Thank you for your support and confidence in Kneat.

*(s) “Eddie Ryan”*  
Eddie Ryan, CEO

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<sup>1</sup> Annual Recurring Revenue (“ARR”) is a supplementary financial measure. See ‘Supplementary Financial Measures’ section of this MD&A for additional information.

**kneat.com, inc.**

**Three-month period ended March 31, 2022**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

*This Management's Discussion and Analysis ("MD&A") provides a review of the performance of kneat.com, inc. ("kneat.com" or the "Company" or "Kneat") and should be read in conjunction with the unaudited condensed interim consolidated financial statements of kneat.com (the "Financial Statements") for the three-month period ended March 31, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").*

*The information presented in this MD&A is as of May 11, 2022. The reporting currency for kneat.com is the Canadian dollar. All of the financial information presented herein is expressed in Canadian dollars, unless otherwise stated. United States dollars are indicated by the symbol "US\$". Euros are indicated by the symbol "€". This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. The reader is cautioned not to place undue reliance on forward-looking statements.*

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION**

This MD&A contains "forward-looking information", as such term is defined in applicable Canadian securities legislation. Forward-looking information is necessarily based on a number of estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies. All statements other than statements which are reporting results, as well as statements of historical fact set forth or incorporated herein by reference, are forward looking information that may involve a number of known and unknown risks, uncertainties and other factors, many of which are beyond kneat.com's ability to control or predict. Forward-looking information can be identified by the use of words such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "intends," "continues," or the negative of such terms, or other comparable terminology.

This forward-looking information includes, but is not limited to, statements and comments regarding:

- the development plans for the Kneat Gx platform ("Kneat Gx");
- the Company's business strategy;
- the ability of Kneat Gx to demonstrate compliance with life sciences regulations under regulatory audit and inspection;
- the Company's strategy for protecting its intellectual property;
- the Company's ability to obtain necessary funding on favorable terms or at all, to fund future expenditures, including product development and capital requirements;
- the Company's plan and ability to secure additional customers and additional revenues;
- the ability to scale Kneat Gx within the customers' sites and processes;
- the risk of competitors entering the market;
- the Company's ability to hire and retain skilled staff;
- the estimate of the market size and market potential for Kneat Gx;
- the use of Kneat Gx within the customers' sites and processes; and
- the impact of adoption of new accounting standards.

Although the Company believes that the plans, intentions and expectations reflected in this forward-looking information are reasonable, actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking information contained in this MD&A. The forward-looking information in this MD&A does not include a full assessment or reflection of the unprecedented impacts of the COVID-19 pandemic and the ongoing and developing resulting indirect global and regional economic impacts. This has resulted in significant economic uncertainty and even though the Company has to date experienced no significant impact to its operations, any potential impact on our future is difficult to assess or measure at this time. The Company is regularly assessing the situation and remains in contact with its partners, customers and suppliers to assess any impacts and risks.

In addition to the impacts of COVID-19, factors that could cause or contribute to such differences include, but are not limited to, unexpected changes in business and economic conditions, including the global financial and capital markets; the Company's inability to continually develop technologically advanced products; the inability of the Company's products and services to gain market acceptance; the Company's failure to protect its intellectual property; unauthorized disclosures and breaches of security data; changes in interest and currency exchange rates; changes in operating revenues and costs; political or economic instability, either globally or in the countries in which the Company operates; competitive factors; availability of external financing at reasonable rates or at all; and the other factors discussed in this MD&A under the heading *Risk Factors*. Many of these factors are beyond kneat.com's ability to control or predict. These factors are not intended to represent a complete list of the general or specific factors that may affect kneat.com. kneat.com may note additional factors elsewhere in this MD&A. All forward-looking statements and information speak only as of the date made. All subsequent written and oral forward-looking statements attributable to kneat.com, or persons acting on kneat.com's behalf, are expressly qualified in their entirety by these cautionary statements. Readers are cautioned not to put undue reliance on forward-looking information due to the inherent uncertainty therein. kneat.com disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by securities legislation.

## COMPANY OVERVIEW

kneat.com, inc. (the "Company" or "kneat.com" or "Kneat"), was incorporated on December 12, 2013 under the laws of the Canada Business Corporations Act. On June 27, 2016, the Company completed a transaction with Kneat Solutions Limited whereby kneat.com acquired 100% of the issued and outstanding ordinary shares of Kneat Solutions Limited by way of a scheme of arrangement in Ireland (the "Transaction"). The Company commenced trading on the TSX Venture Exchange as kneat.com on July 5, 2016 under the symbol KSI. The Company graduated to, and began trading on, the main Toronto Stock Exchange (TSX) on November 15, 2021. As of March 31, 2022, the Company's stock also trades in the United States on OTCQX. kneat.com's head office is located at Unit 7, Castletroy Business Park, Castletroy, Limerick, Ireland. The registered office of kneat.com is located at Suite 2001, 1969 Upper Water Street, Halifax, Nova Scotia, Canada, B3J 3R7.

### *Operational overview*

Kneat designs, develops and supplies software for data and document management within regulated environments. The Company's current product is Kneat Gx, a configurable, off-the-shelf application focused on validation lifecycle management and testing within the life sciences industry (i.e. biotechnology, pharmaceutical and medical device manufacturing). Complete and comprehensively documented validation of processes, products, equipment and software is a significant and costly regulatory requirement in this industry. Kneat Gx provides a compliant digital solution that enables companies in the life sciences industry to become efficient and compliant with an automated process that has traditionally been manual, inefficient and paper-based.

Every manufacturing process, piece of equipment and computer system involved in the manufacturing of pharmaceutical, biotechnology and medical device products must be validated in accordance with current Good Manufacturing Practice ("cGMP") regulations. Validation necessitates extensive signed and time-stamped documentary evidence that all aspects of these systems are designed and tested, to ensure that they will repeatedly produce products to the approved specifications. This documentation is subject to audit by global regulatory authorities such as the U.S. Food and Drug Administration and the European Medicines Agency.

Traditionally, validation testing has been a manual, paper intensive activity whereby test documents have to be developed, printed, approved, executed, post approved, filed and ready for regulatory audit in the future. In many companies in the life sciences industry much of this is still done on paper using wet ink to record test results, apply proof of signature and date stamp. This process can leave life sciences companies susceptible to production delays, high costs associated with data and document management, and risk of non-compliance. Non-compliance can lead to regulatory recalls, threats to patient safety and delays to market. In addition, non-compliance may result in significant penalties, remediation costs and lost revenues.

The solution that Kneat Gx provides has taken a dedicated professional team of industry specialists years of research and development. Kneat's customers cite Kneat Gx's innovation, ease of use, its central and dynamic data

management, its configurability (without coding knowledge), and its electronic records and signatures capabilities as the key differentiators that set it apart in the market. In addition, we believe that kneat.com's services and support teams are considered best in class by its customers.

Kneat possesses a top tier quality management system ("QMS") and is certified to ISO 9001:2015. Kneat also possesses an information security management system ("ISMS") and is accredited to ISO 27001:2017. In addition, it adheres to all applicable life sciences regulations such as all current cGMPs, GAMP5, International Conference on Harmonization ICH Q8, Q9 and Q10, EU Annex 11, FDA CFR Title 21 Part 11 governing Electronic Records and Electronic Signatures. Adhering to these regulations and guidelines is a mandatory requirement in order to supply to this highly regulated industry. Potential customers often perform extensive audits to verify compliance prior to purchasing the Company's software and services.

The Company's focus is to service the facilities, equipment and computer systems ("CSV") validation market within the global life sciences industry. Kneat initially targeted large tier 1 companies in the life sciences industry primarily in the United States and Europe and is now also targeting smaller companies in the life sciences industry. The Company believes this market has significant potential for a digital solution due to a number of factors, including increased compliance standards required by regulators globally; and a push by manufacturers to reduce costs and increase control while maintaining data integrity to a high standard. Using Kneat's current customer penetration rates, the estimated number of manufacturing sites globally, current list prices and other assumptions, Kneat estimates that the potential market size for Kneat Gx within the life science industry may be in excess of \$600 million USD annual recurring revenues. As the Company continues to enhance the Kneat Gx platform through added functionality, management expects the potential market for the platform to increase significantly.

kneat.com's contracts with customers are typically three years in length plus renewal terms and include license subscriptions (Software as a Service ("SaaS") or legacy on-premise upfront plus maintenance fees and professional service fees. Kneat.com only sells SaaS licenses to new customers but it still retains a few legacy on-premise customers. It expects these remaining on-premise customers to switch to SaaS in the coming 12 months. Once a new contract is signed, the deployment phase commences and typically takes four to six months for the new customer to go-live on the platform. However, the length of the deployment project will be specific to each customer's requirements. Some fees related to deployment and licenses may be collected up front, however Kneat's revenue recognition criteria is such that revenue is only recognized on completion of the deployment phase when the licenses are available for use by the customer. This results in a typical time lag of four to six months from the date of a new customer announcement to the date of initial revenue recognition. Kneat.com provides professional services to assist customers with the deployment of Kneat Gx, scaling the system to new processes and locations, and training users. The Company also has a strategy to work with partner companies with a view to enabling those partners to provide these professional services to Kneat customers. Currently, Kneat has relationships with close to 50 partner companies

Generally new customer contracts start with licenses for one process at one site with the ability to use the same contract to purchase additional licenses at the customers' request. Kneat's goal for each customer is to see them scale across various sites and processes through its "land and expand" strategy over a number of years. This is also the customer's intent when they first purchase Kneat Gx, as Kneat Gx is being purchased as a corporate wide solution. The potential expansion within Kneat's existing customer base represents a revenue opportunity and continues to be a focus for the sales and support teams. The ease at which a customer can increase the number of users, sites and regulated processes once deployed has been a benefit that a number of customers have experienced within their global operations.

## **BUSINESS OBJECTIVES**

Kneat plans to use its financial resources for the following key business objectives:

- accelerate new customer acquisition across all tiers
- accelerate license expansion (ARR) within our existing customer base

- add new features and functionality to Kneat Gx to enable shorter sales cycles, faster customer onboarding and expansion across their global facilities, further penetration of the Life Sciences supply chain sector and faster onboarding of strategic channel partners
- further advance the Kneat Gx SaaS platform toward the product vision of a total quality management platform for all sizes of customers
- continue to build out our structure including our senior management to support acceleration and scaling.

## **FINANCIAL HIGHLIGHTS**

### **2022 First Quarter Financial Highlights**

- Total revenues increased 121% to \$5.2 million in Q1 2022, compared to \$2.4 million in Q1 2021.
- Gross Margin increased 201% to \$3.3 million (63%), compared to \$1.1 million (46%) in Q1 2021.
- Annual recurring revenue<sup>1</sup> increased 134% to \$13.4 million as of March 31, 2022 compared to \$5.7 million as of March 31, 2021.
- SaaS annual recurring revenue<sup>1</sup> increased 153% to \$12.4 million in Q1 2022 compared to \$4.9 million in Q1 2021.

## **2022 CORPORATE HIGHLIGHTS**

On March 31, 2022, the Company commenced trading on the OTCQX® under the symbol “FBAYF”. The Company’s shares also continue to trade on the TSX under the symbol “KSI”. The Company’s shares are now also eligible for electronic clearing and settlement in the United States through the Depository Trust Company “DTC”

On March 18, 2022, the Company announced that it signed a Master Services Agreement with a European national health service.

On March 17, 2022, the Company signed a three-year Master Service Agreement with another one of the world’s top ten life sciences companies.

On March 10, 2022, the Company announced that it signed a three year Master Service Agreement with a Canadian-headquartered generics pharmaceutical manufacturing company.

On March 4, 2022, the Company announced the creation of up to 100 new jobs during the opening of its new 13,000 sq. ft. green sustainable LEED GOLD standard office at Hawthorn House in Limerick’s National Technology Park, Ireland. The new positions will be focused on Sales & Marketing, Research & Development, and Customer Success, bringing the Company’s total number of staff to over 300.

On January 31, 2022, the Company announced that Paul Breen had stepped down as a Director of the Company and Carol Leaman, CEO of Axonify, had been appointed to the Board of Directors.

On January 20, 2022, the Company announced that it had signed a four year Master Services Agreement with the U.S. subsidiary of one of the world’s top fifteen Consumer-Packaged-Goods (CPG) companies.

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<sup>1</sup> Annual Recurring Revenue (“ARR”) is a supplementary financial measure. See ‘Supplementary Financial Measures’ section of this MD&A for additional information.

## SELECTED QUARTERLY INFORMATION

Expressed in thousands of Canadian dollars, except for per common share amounts, and prepared in accordance with IFRS:

	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
	\$000's							
Total revenue*	5,200	6,263	3,734	3,149	2,355	2,963	1,958	1,546
Total operating loss*	(1,672)	(384)	(2,430)	(1,519)	(2,020)	(1,171)	(1,778)	(1,676)
Total net loss*	(3,426)	(1,549)	(2,510)	(1,727)	(4,072)	(1,585)	(1,336)	(2,305)
Total net loss per common share *	(0.04)	(0.02)	(0.03)	(0.02)	(0.06)	(0.02)	(0.02)	(0.03)

\* Cumulative totals vary nominally as a result of foreign exchange differences between quarters.

Total revenues fluctuate quarter over quarter, revenue growth is driven by the addition of new SaaS licenses associated with new customers going live and the scaling of existing customers. Other revenue fluctuations are due mainly to the timing of delivery of professional services and the sale of one-time legacy on-premise licenses.

As the Company is in the process of moving away from on-premise licenses, this element of variability is diminishing and will disappear altogether as the few remaining on-premise customers transition over to the SaaS product. The scaling of existing customers can be significant and large scaling events are somewhat unpredictable in their timing which given the early growth stage of the Company, can result in period-to-period variability in ARR growth rates. In the future, revenues are expected to become more stable quarter over quarter based on the recurring subscription revenue model.

Fluctuations in operating loss are driven primarily by fluctuations in cost of labour in the period based on the hiring plan and the amount of qualifying labour capitalized to the intangible asset. Net loss is also affected by fluctuations in foreign exchange gains and losses recognized as a result of movements in foreign exchange rates between the Canadian dollar and the Euro and United States dollar, as the majority of the Company's costs and intercompany loans are denominated in Euro and United States dollar. Generally, there are limited quarterly or seasonal trends associated with the Company's business, though there has been a tendency toward a higher level of professional services revenue in the fourth quarter as customers focus on completing projects before the end of the year.

kneat.com expects to record losses until such time as it secures additional customer contracts. Refer to the *Risk Factors* section of this MD&A and note 17(e) *Liquidity Risk*, of the unaudited condensed interim consolidated financial statements for the period ended March 31, 2022 for further details.

## NON-GAAP FINANCIAL MEASURES

The Company uses a non-IFRS measure, working capital, in this MD&A, which is not defined under IFRS. Management uses this non-GAAP financial measure together with measures determined in accordance with IFRS, to provide investors with a supplemental measure to evaluate the Company's financial condition. The Company calculates working capital as its current assets less its current liabilities. This measure has no meaning under IFRS and, therefore, amounts presented may not be comparable to similar data presented by other companies operating in a similar industry as the Company. The Company believes that securities analysts, investors and other interested parties frequently use non-GAAP financial measures in the evaluation of issuers. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance or financial condition prepared in accordance with IFRS. For further information, please refer to the 'Liquidity and Capital Resources' section of this MD&A.

## SUPPLEMENTARY FINANCIAL MEASURES

The Company uses certain supplementary financial measures as key performance indicators in its MD&A and other communications that is described in the following section. Management uses both IFRS measures and supplementary financial measures as key performance indicators when planning, monitoring and evaluating the Company's performance. As supplementary financial measures, they should be considered as a supplement to, and not as a substitute for, or superior to, measures calculated in accordance with GAAP. All supplemental financial measures below do not have a standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other companies.

### Annual Recurring Revenue ("ARR")

Kneat management use ARR to evaluate and assess the Company's performance, identify trends affecting its business, formulate financial projections and make financial decisions. The Company believes that ARR is a useful metric for investors as it provides a measure of the value of the recurring revenue at a point in time (end date of the relevant quarter) and indicates the level of recurring revenue that the Company would anticipate reporting in a 12-month period based on the agreed full SaaS and maintenance fees for existing customers. ARR is used by Kneat to assess the expected recurring revenues from the customers that are live on the Kneat Gx platform at the end of the period. ARR is calculated as the licenses delivered to customers at the period end, multiplied by the expected customer retention rate of 100% and multiplied by the full agreed SaaS license or maintenance fee. Since many of the customer contracts are in currencies other than the Canadian dollar, the Canadian dollar equivalent is calculated using the related period end exchange rate multiplied by the contracted currency amount.

Annual recurring revenue ("ARR") at March 31, 2022 increased by 134% to \$13.4 million from \$5.7 million at March 31, 2021. Specifically, ARR from SaaS license fees increased by 153% and ARR from maintenance fees increased by 22% from March 31, 2021. The increase in SaaS license fees reflects the increase in the number of customers purchasing the SaaS version of Kneat Gx, which results in recurring revenue over time rather than a one-time upfront on-premise license fee. The increase in recurring maintenance fee revenue is a result of license scaling within the existing and diminishing legacy on-premise customer base.

The following table which presents ARR information over the past eight quarters is expressed in millions of Canadian dollars:

	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
	(\$ MM)							
SaaS ARR	12.4	12.2	11.3	7.3	4.9	3.9	3.0	2.6
Maintenance ARR	1.0	0.9	0.7	0.7	0.8	0.9	0.8	0.7
Total ARR	13.4	13.1	12.0	8.0	5.7	4.8	3.8	3.3

## SELECTED ANNUAL INFORMATION

Expressed in thousands of Canadian dollars, except for per common share amounts, and prepared in accordance with IFRS:

	2021	2020	2019
	\$000's	\$000's	\$000's
Total revenue	15,501	7,422	3,950
Total net loss	(9,858)	(5,691)	(6,197)
Total net loss per common share	(0.13)	(0.09)	(0.11)
Total assets	51,281	33,801	14,648
Total non-current financial liabilities	—	(120)	(555)

*Selected historical annual information*

## RESULTS OF OPERATIONS

### Three-month period ended March 31, 2022

#### *Revenues for the three-month period ended March 31,*

	2022	2021	\$ change in 2022	% change in 2022
SaaS license fees	\$3,298,356	\$1,290,796	\$2,007,560	156%
On-premise license fees	\$688,418	\$133,654	\$554,764	415%
Maintenance fees	\$213,494	\$220,478	\$(6,984)	(3%)
Professional services and other	\$999,334	\$710,454	\$288,880	44%
<b>Total revenues</b>	<b>\$5,199,602</b>	<b>\$2,355,382</b>	<b>\$2,844,220</b>	<b>121%</b>

SaaS license fees entitle a specified number of users to utilize the Kneat Gx platform hosted on a secure cloud server. SaaS license fee revenue is recognized over time, on a recurring monthly basis, as the services are performed. For the three-month period ended March 31, 2022 SaaS license fees were \$3,298,356 as compared to \$ 1,290,796 for the three-month period ended March 31, 2021. The increase of \$2,007,560 in SaaS license fees was a result of onboarding new SaaS customers quarter over quarter, and the scaling of the number of licenses purchased by existing customers. In some quarters, these customer scalings have contributed strongly to ARR growth. While our growth trajectory continues upwards, large scaling events are somewhat unpredictable in their timing and given the early growth stage of the company, they can result in period-to-period variability in ARR growth rates.

On-premise license fees entitle a customer to use the Kneat Gx platform for a set number of users, hosted on the customers' servers. These license fees are one-time-per license and paid upfront. In order to increase the number of licenses, the customer must pay additional license fees in advance of the license being granted. On-premise license fee revenue for the three-month period ended March 31, 2022 was \$688,418 as compared to \$133,654 for the three-month period ended March 31, 2021. The increase of \$554,764 in on-premise license fees was driven by license scaling with two existing legacy customers leading to recognition of the associated one-time upfront license fees in the current quarter. These legacy customers continue to scale their use of their on-premise versions of Kneat Gx as they work towards transitioning to the SaaS instance.

Maintenance fees are established annually for on-premise licenses. Maintenance fees, which entitle the customer to front line support and software upgrades, are paid up front and are generally recurring annually. Maintenance fee revenue for the three-month period ended March 31, 2022 was \$213,494 as compared to \$220,478 for the three-month period ended March 31, 2021. The slight decrease of \$6,984 in maintenance fees in the current quarter was due to existing customers transitioning to SaaS during the period since March 31, 2021. This decrease was slightly offset by the scaling of on-premise licenses with existing customers that occurred during the quarter

Professional services and other revenue vary by customer depending on the customer specific needs. Service fees may include training; development of custom reports; upgrades; pilots for potential customers; process mapping and deployment services. Professional services and other revenues for the three-month period ended March 31, 2022 were \$999,334 as compared to \$710,454 for the three-month period ended March 31, 2021. This overall increase of \$288,880 was primarily due to an increase in customer numbers resulting in increased professional services being provided. It is also impacted by the timing of service milestones being met relating to software deployments.

#### *Cost of revenues for the three-month period ended March 31,*

	2022	2021	\$ change in 2022	% change in 2022
Cost of revenues	\$1,928,815	\$1,267,620	\$661,195	52%

Cost of revenues consists primarily of employees' salaries and benefits, and allocated other overhead costs related to the professional service team supporting customer deployment, training, maintenance and other services, and the customer support team, as well as costs associated with third-party hosting services related to the Company's SaaS platform. Cost of revenue for the three-month period ended March 31, 2022 was \$1,928,815 compared to \$1,267,620 for the three-month period ended March 31, 2021. The increase of \$661,195 was due mainly to the

recognition of a bonus accrual in Q1 2022 and an increase in cloud hosting costs, consultants' fees and recruitment costs.

*Gross margin for the three-month period ended March 31,*

	<b>2022</b>	<b>2021</b>	<b>\$ change in 2022</b>	<b>% change in 2022</b>
Gross margin	\$3,270,787	\$1,087,762	\$2,183,025	201%

Gross margin for the three-month period ended March 31, 2022 was \$3,270,787 compared to \$1,087,762 for the three-month period ended March 31, 2021. The increase of \$2,183,024 in gross margin was driven by a significant increase in revenue coupled with a smaller increase in cost of revenues over the same quarter of 2021.

*Research and development expenses for the three-month period ended March 31,*

	<b>2022</b>	<b>2021</b>	<b>\$ change in 2022</b>	<b>% change in 2022</b>
Research and development	\$2,509,282	\$1,735,338	\$773,944	45%

Research and development expenses consist of employee salaries and benefits for members of the research and development team that do not meet the criteria for capitalization to the intangible asset, amortization of the intangible asset, hosting costs associated with development servers and other allocated overhead costs associated with the team responsible for the research and development of Kneat Gx, net of any associated research and development tax credits earned during the period. Research and development expenses for the three-month period ended March 31, 2022 were \$2,509,282 compared to \$1,735,338 for the three-month period ended March 31, 2021. The increase of \$773,944 is due primarily to an increase in the amortization of the intangible asset in the quarter ended March 31, 2022 due to additions to the intangible asset made throughout the past year, consisting mainly of the salaries and benefits of the development team, which increased the carrying value of the intangible asset and thus the amortization expense. In addition, there were increased salaries, benefits and related allocated overhead costs associated with increased headcount on the research and development team as well increased cloud hosting costs relating to development servers and the recognition of a bonus accrual in Q1 2022.

*Sales and marketing expenses for the three-month period ended March 31,*

	<b>2022</b>	<b>2021</b>	<b>\$ change in 2022</b>	<b>% change in 2022</b>
Sales and marketing	\$1,299,871	\$686,553	\$613,318	89%

Sales and marketing expenses consist of employee salaries and benefits for members of the sales team, amortization of contract acquisition costs, advertising, trade shows, consultancy fees and other allocated overhead costs associated with the team responsible for sales and marketing globally. Sales and marketing expenses for the three-month period ended March 31, 2022 were \$1,299,871 compared to \$686,553 for the three-month period ended March 31, 2020. The increase of \$613,318 was due primarily to an increase in salaries and benefits and related allocated overhead costs associated with increased headcount on the sales and marketing team, the recognition of a bonus accrual in Q1 2022 and an increase in contract acquisition costs in the three months ended March 31, 2022. The Company has also incurred increased costs relating to advertising and other marketing related materials.

*General and administrative expenses for the three-month period ended March 31,*

	<b>2022</b>	<b>2021</b>	<b>\$ change in 2022</b>	<b>% change in 2022</b>
General and administrative	\$1,133,235	\$686,023	\$447,212	65%

General and administrative expenses consist primarily of employee salaries and benefits for members of the management and administrative teams, legal and audit costs, regulatory fees and other allocated overhead costs associated with the management and administrative teams. General and administrative expenses for the three-month period ended March 31, 2022 were \$1,133,235 compared to \$686,023 for the three-month period ended March 31, 2021. The increase of \$447,212 is due primarily to an increase in salaries and benefits, stock compensation and related allocated overhead costs associated with increased headcount on the administrative teams. The Company also recognized a bonus accrual in the current period and incurred increased investor relations fees.

*Other expenses (recoveries) for the three-month period ended March 31,*

	2022	2021	\$ change in 2022	% change in 2022
Interest expense	\$64,351	\$75,128	(\$10,777)	(14%)
Interest income	(\$750)	(\$188)	\$563	300%
Foreign exchange loss	\$1,691,058	\$1,976,772	(\$285,712)	(14%)

Interest expense decreased by \$10,777 in the three-month period ended March 31, 2022. This was due to lower monthly interest charges due to a reducing loan balance. The loan was fully cleared in the current quarter.

The foreign currency loss of \$1,691,058 arose in the current period due primarily to the impact of changes in exchange rates on financial assets and financial liabilities denominated in currencies other than the functional currency of the entity in which they are held. The key driver relates to the unrealized foreign exchange losses on Euro intercompany receivables.

## **LIQUIDITY AND CAPITAL RESOURCES**

kneat.com's liquidity depends on existing cash reserves, revenue generated from customers supplemented as necessary by equity or debt financings. As of March 31, 2022, kneat.com had cash of \$20,986,587 compared to \$21,562,968 as at December 31, 2021.

On April 28, 2021, the Company closed a public equity financing for gross proceeds of \$20,125,575 and a concurrent non-brokered private placement for gross proceeds of \$2,000,000. The net cash proceeds of approximately \$20 million raised in this financing will be used for growth initiatives, working capital and general corporate purposes.

The working capital balance was \$15,247,171 (current assets \$28,936,928 less current liabilities \$13,689,757) at March 31, 2022 as compared to \$17,950,741 at December 31, 2021 (current assets \$28,143,124 less current liabilities \$10,192,383). Changes during the year relate primarily to the cash flows described below, the cash collected from customers and the operating and investing costs incurred through the normal course of operations.

During the three-month period ended March 31, 2022, kneat.com raised net funds through financing activities of \$131,429. Investing activities, focused mainly on development of Kneat Gx, resulted in net cash outflows from investing activities of \$2,740,148 for the three-month period ended March 31, 2022. In addition, kneat.com generated net cash of \$2,531,057 to fund operating activities.

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. The Company has a planning and budgeting process to monitor operating cash requirements, including amounts projected for capital expenditures, which are adjusted as input variables change. These variables include, but are not limited to, the ability of the Company to generate revenue from current and prospective customers, general and administrative requirements of the Company and the availability of capital markets. As these variables change, liquidity risks may necessitate the need for the Company to issue equity or obtain debt financing.

Kneat's business to date has focused on the development of Kneat Gx which has generated limited but growing revenues from its customers, which are primarily top tier pharmaceutical companies. Kneat has historically relied primarily on funding through the issuance of common shares, debt and the receipt of research and development tax credits.

The Directors believe that the Company's cash resources, when combined with the proceeds from customer receipts, will be sufficient to fund operations for at least twelve months from the issuance date of the unaudited condensed interim consolidated financial statements.

## **COMMITMENTS AND CONTINGENCIES**

The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial conditions or future results of operations of the Company.

The Company has committed to purchase certain services which will result in the Company paying \$1,587,581 within one year, \$1,462,462 in two to three years and \$473,585 in four to five years.

The Company has employment arrangements with the Chief Executive Officer, Chief Information Officer, Chief Product Officer and Chief Financial Officer which provide that, should a change in control event occur, as defined in the employment arrangements, these individuals will receive lump sum payments equal to 24 months of their then current base salary.

## **OFF-BALANCE SHEET ARRANGEMENTS**

kneat.com has no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to kneat.com.

## **OUTSTANDING SHARE INFORMATION**

The Company has authorized an unlimited number of common shares without par value. As of May 11, 2022, the Company had 77,360,148 common shares outstanding (March 31, 2022 – 77,350,148). No common shares are subject to escrow agreements.

As of May 11, 2022, the Company has 3,056,151 (March 31, 2022 – 3,098,527) stock options outstanding at an average exercise price of \$2.36 per common share with varying expiry dates. In addition, as at May 11, 2022 the Company has 592,798 deferred share units outstanding (March 31, 2022 – 592,798).

As of May 11, 2022, there were no common share purchase warrants outstanding (March 31, 2022 – nil).

## **RELATED PARTY TRANSACTIONS**

During the three-months ended March 31, 2022, the Company issued 51,744 DSUs to members of the Board of Directors who are not employees or officers of the Company (three months ended March 31, 2021 – 19,644).

During the three months ended March 31, 2022, a director of the Company resigned from the Board and redeemed a total of 152,506 DSUs.

On February 1, 2021, a director of the company exercised 33,333 stock options at an exercise price of \$.90 per common share for gross proceeds of \$30,000.

On January 22, 2021, directors of the company exercised a total of 528,716 stock options at an exercise price of \$.90 per common share for gross proceeds of \$475,844.

## FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### Market Risk

#### *Currency risk*

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk exposure arises from the Company entering into transactions which are denominated in currencies other than its functional currency.

As at March 31, 2022, a 5% decrease in the exchange rate between the functional currencies and foreign currencies would increase the net loss by approximately \$3.1 million for the three-month period ended March 31, 2022; a 5% increase would decrease the net loss by approximately \$3.1 million for the three-month period ended March 31, 2022. The Company currently does not hedge its currency risk.

The majority of the Company's revenues and expenses are denominated in Euro and the United States dollar. As a result, revenues and expenses are affected by a change in the value of the Euro and the United States dollar relative to the Canadian dollar. The following table summarizes the effects on revenues, expenses and the net loss as a result of a 5% strengthening of the Euro and the United States dollar when compared to the Canadian dollar: <sup>(1)</sup>

	Three-month period ended March 31, 2022			Three-month period ended March 31, 2021		
	As reported \$	Exchange rate effect \$	5% Stronger \$	As reported \$	Exchange rate effect \$	5% Stronger \$
Revenues	5,199,602	259,980	5,459,582	2,355,382	117,769	2,473,151
Expenses	(8,625,862)	(467,313)	(9,093,175)	(6,427,244)	(199,409)	(6,626,653)
Net loss	(3,426,260)	(207,333)	(3,633,593)	(4,071,862)	(81,640)	(4,153,502)

(1) A 5% weakening of the Euro and the United States dollar when compared to the Canadian dollar would have an equal and opposite impact on the Company's revenues, expenses and net loss as presented in the table.

#### *Interest rate risk*

Interest risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates. An immaterial amount of interest rate exposure exists in respect of cash balances and the loan payable on the unaudited condensed interim consolidated statements of financial position. The Company holds a loan payable with a fixed interest rate. This is privately issued, with no secondary market. It is measured at amortized cost. As a result, the Company is not exposed to cash flow interest rate risk on its loan payable.

#### *Credit risk*

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date. At March 31, 2022 and December 31, 2021, the Company's financial assets exposed to credit risk amounted to the following:

	March 31, 2022	December 31, 2021
	\$	\$
Cash	20,986,587	21,562,968
Amounts receivable and other*	5,794,421	4,257,343

\*includes trade debtors, contract assets, other debtors & prepayments

During the three-month period ended March 31, 2022 and the year ended December 31, 2021 the Company did not hold any significant financial assets that were past due or impaired. Trade debtors of \$4,997,404 are included in amounts receivable as at March 31, 2022 (December 31, 2021 – \$3,273,345). Trade debtors are monitored on a regular basis, with reference to the Expected Credit Loss (ECL) impairment model, in order to minimize material

aging and to ensure adequate collection. Historically there have been no significant trade debtor collection issues and the Company does not believe it is subject to significant concentration of credit risk.

Cash is held with reputable banks in Ireland, the United States and Canada. The long-term credit rating, as determined by Standard and Poor's was BBB-, AA- and AA- respectively.

## **RISK FACTORS**

The Company's operations and financial performance are subject to the normal risks of its industry and are subject to various factors which are beyond the control of the Company. Certain of these risk factors are described below. The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that it currently considers immaterial, may also adversely impact the Company's business, operations, financial results or prospects, should any such other events occur.

### *kneat.com has a limited commercial history and its future profitability is uncertain*

kneat.com has a limited commercial history and its business is subject to all of the risks inherent in a growing software company. The Company's likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with a company at this stage of growth. If kneat.com continues to incur operating losses and fails to become a profitable company, it may be unable to continue its operations. kneat.com may continue to operate at a net loss for the next several years, as it continues its software development efforts and continues to further develop its sales, marketing and distribution capabilities.

### *Financial Resources*

The Company's future capital requirements will depend on many factors, including its ability to maintain and expand its customer base, implement its cost optimization plans and implement its strategic plans. For the foreseeable future, kneat.com may have to fund a significant proportion of its operations and capital expenditures from the net proceeds of future offerings and grants of securities. Any additional equity financing may be dilutive to holders of the Company's common shares and any debt financing, if available, may require restrictions to be placed on the Company's future financing and operating activities. The Company may be unable to obtain additional financing on acceptable terms if the market and economic conditions, financial condition or operating performance of the Company or investor sentiment are unfavorable. The Company's inability to raise further funds may hinder its ability to implement its strategy to grow in the future or pay its obligations when it becomes due.

### *kneat.com has a history of losses and may never achieve or sustain profitability*

kneat.com has incurred substantial losses since its inception, and it may not achieve profitability in the foreseeable future, if at all. kneat.com expects to incur net losses and negative cash flows due in part to increasing research and development expenses, marketing expenses, hiring additional personnel and other hosting costs. As a result, kneat.com will need to generate additional revenues in order to achieve and maintain profitability. kneat.com may not be able to generate these revenues or achieve profitability in the future. Even if kneat.com does achieve profitability, it may not be able to sustain or increase profitability.

### *The length of kneat.com's sales cycle can fluctuate significantly which could result in significant fluctuations in license and other revenues being recognized from quarter to quarter*

The decision by a customer to purchase licenses for kneat.com's software product or purchase its services often involves a comprehensive implementation process across the customer's network or networks. As a result, the licensing and implementation of kneat.com's software product and any related services may entail a significant commitment of resources by prospective customers, accompanied by the attendant risks and delays frequently associated with significant technology implementation projects. Given the significant investment and commitment of resources required by an organization to implement kneat.com's software product, its sales cycle may be longer compared to other companies within kneat.com's own industry, as well as companies in other industries. Also because of changes in customer spending habits, it may be difficult for kneat.com to budget, forecast and allocate its resources properly. In weak economic environments, it is not uncommon to see reduced information technology spending. It may take several months, or even several quarters, for marketing opportunities to materialize.

If a customer's decision to license kneat.com's software is delayed or if the implementation of the software product takes longer than originally anticipated, the date on which kneat.com may recognize revenues from these licenses would be delayed. Such delays and fluctuations could cause kneat.com's revenues to be lower than expected in a particular period and kneat.com may not be able to adjust its costs quickly enough to offset such lower revenues, potentially negatively impacting its business, operating results and financial condition.

*If kneat.com does not continue to develop technologically advanced product functionality, future revenues and its operating results may be negatively affected*

kneat.com's success depends upon its ability to design, develop, test, market, license and support new software functionality, services and enhancements of current functionality and services on a timely basis in response to both competitive threats and marketplace demands. Examples of significant trends in the software industry include cloud computing, mobility and social media. In addition, kneat.com's software product, services and enhancements must remain compatible with standard platforms and file formats. Moreover, if new industry standards emerge that kneat.com does not anticipate or adapt to, or with rapid technological change occurring, if alternatives to its services and solutions are developed by its competitors, kneat.com's software and services could be rendered obsolete, causing kneat.com to lose market share and, as a result, harm its business and operating results and its ability to compete in the marketplace.

*If kneat.com's software and services do not gain market acceptance, its operating results may be negatively affected*

kneat.com intends to pursue the goal for Kneat Gx to be the global standard for regulated data and documentation management across industries where sound data management, documentation practices and regulatory compliance are keys to success. kneat.com intends to pursue its strategy through, among other things, its proprietary research and the development of new software functionality and service offerings. In response to customer demand, it is important to kneat.com's success that it continues to enhance its software product and services and to seek to set the standard for Kneat Gx capabilities. The primary market for its software product and services is rapidly evolving, which means that the level of acceptance of software functionality and services that have been released recently or that are planned for future release by the marketplace is not certain. If the markets for kneat.com's software product and services fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, kneat.com may be unable to: (i) successfully market its current product and services; (ii) develop new software product functionalities and services and enhancements to current software product functionalities and services; (iii) complete customer implementations on a timely basis; or (iv) complete software upgrades and services currently under development. In addition, increased competition could put significant pricing pressures on kneat.com's product which could negatively impact its margins and profitability. If kneat.com's software product and services are not accepted by its customers or by other businesses in the marketplace, kneat.com's business, operating results and financial condition will be materially affected.

*Small Number of Customers Compose Proportionately Large Percentage of Revenue*

The Company has been dependent, and expects that during the current fiscal year it will continue to be dependent, on a relatively small number of customers for a large percentage of its revenue. For the year ended December 31, 2021, the Company's top 10 customers made up 67% of the Company's revenues. (2020 68%). For the three-month period ended March 31, 2022, the Company's top 10 customers made up 66% of the Company's revenues (Q1 2021- 78%). If one or more of the Company's end-users discontinues its relationship with the Company for any reason, or reduces or postpones current or expected purchases of the Company's products or services, the Company's business, results of operations and financial condition could be materially adversely affected.

*Reliance on Third-Party Service Providers*

The Company's success depends upon relationships with third-party service providers, including providers of cloud hosting infrastructure, customer relationship management systems, financial reporting systems, human resource management systems, marketing automation systems, and payroll processing systems. If any of these third parties experience difficulty meeting the Company's requirements or standards, become unavailable due to extended outages or interruptions, temporarily or permanently cease operations, face financial distress or other business disruptions, increase their fees, if the Company's relationships with any of these providers deteriorate, or if any of the agreements entered into with such third parties are terminated or not renewed without adequate transition arrangements, the Company could suffer liabilities, penalties, fines, increased costs and delays in its ability to

provide customers with the Company's products, the Company's ability to manage its finances could be interrupted, receipt of payments from customers may be delayed, the Company's processes for managing sales of its offerings could be impaired, the Company's ability to generate and manage sales leads could be weakened, or the Company's business operations could be disrupted. Any of such disruptions may adversely impact the Company's business and its financial condition, results of operations, or cash flows until the Company replaces such providers or develops replacement technology or operations. In addition, if the Company is unsuccessful in identifying high-quality service providers, negotiating cost-effective relationships with them, or effectively managing these relationships, it could adversely affect the Company's business and financial results.

#### *Dependence on Suppliers*

The Company licenses certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately maintain or update their products, could delay the Company's ability to ship its products while the Company seeks to implement alternative technology offered by other sources which may require significant unplanned investments on its part. In addition, alternative technology may not be available on commercially reasonable terms or may not be available at all. In the future, it may be necessary or desirable to obtain other third-party technology licenses relating to one or more of the Company's products or relating to current or future technologies to enhance the Company's product offerings. There is a risk that the Company will not be able to obtain licensing rights to the required technology on commercially reasonable terms, if at all.

#### *kneat.com's investment in its current research and development efforts may not provide a sufficient, timely return*

The development of Kneat Gx is a costly, complex and time-consuming process and the investment in kneat.com's software product development often involves a long wait until a return is achieved on such an investment. kneat.com is making, and will continue to make, significant investments in software research and development and related product opportunities. Investments in new technology and processes are inherently speculative. Commercial success depends on many factors, including the degree of innovation of the software product and services developed through kneat.com's research and development efforts, sufficient support from its strategic partners and effective distribution and marketing. Accelerated software product introductions and short product life cycles require high levels of expenditures for research and development. These expenditures may adversely affect kneat.com's operating results if they are not offset by revenue increases. kneat.com believes that it must continue to dedicate a significant amount of resources to its research and development efforts in order to maintain its competitive position. However, significant revenues from new software product and service investments may not be achieved for a number of years, if at all. Moreover, new software functionality and services may not be profitable, and even if they are profitable, operating margins for new software product functionality and services may not be as high as projected.

#### *Failure to protect kneat.com's intellectual property could harm its ability to compete effectively*

kneat.com is highly dependent on its ability to protect its proprietary technology. kneat.com relies on a combination of trade secret laws, copyright protection, as well as non-disclosure agreements and other contractual provisions to establish and maintain its proprietary rights. kneat.com currently does not own any patents or have any patents pending. kneat.com intends to protect its intellectual property rights vigorously; however, there can be no assurance that these measures will, in all cases, be successful. Software piracy has been, and is expected to be, a persistent problem for the software industry and piracy of its software product may represent a loss of revenue to kneat.com. Where applicable, certain of kneat.com's license arrangements have required it to place such source code into escrow for the protection of another party. Despite the precautions kneat.com has taken, unauthorized third parties, including its competitors, may be able to copy certain portions of kneat.com's software product or reverse engineer or obtain and use information that kneat.com regards as proprietary. Also, kneat.com's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to its technologies. kneat.com's competitive position may be adversely affected by its possible inability to effectively protect kneat.com's intellectual property. In addition, certain of its products may from time to time contain open source software. Licensees of open source software may be required to make public certain source code or to make certain derivative works available to others. While kneat.com monitors and controls the use of open source software in its product and in any third-party software that is incorporated into its product, and kneat.com tries to ensure that no open source software is used in such a way as to require it to disclose the source code to the related product or service, there can be no guarantee that such use could not inadvertently occur. If this happened it could harm

kneat.com's intellectual property position and have a material adverse effect on its business, results of operations and financial condition.

*Other companies may claim that kneat.com infringes their intellectual property, which could materially increase costs and materially harm its ability to generate future revenues and profits*

Claims of infringement are becoming increasingly common as the software industry develops and as related legal protections, including patents, are applied to software products. Although kneat.com does not believe that its products infringe on the rights of third parties, third parties may assert infringement claims against it in the future. Although most of kneat.com's technology is proprietary in nature, kneat.com may include certain third party and/or open source software in its software product. In the case of third-party software, kneat.com believes this software is licensed from the entity holding the intellectual property rights. Although kneat.com believes that it has secured proper licenses for all third-party intellectual property that is integrated into its product, third parties may assert infringement claims against kneat.com in the future, including the sometimes aggressive and opportunistic actions of non-practicing entities whose business model is to obtain patent-licensing revenues from operating companies such as kneat.com. Any such assertion, regardless of merit, may result in litigation or may require kneat.com to obtain a license for the intellectual property rights of third parties. Such licenses may not be available or they may not be available on commercially reasonable terms. In addition, as kneat.com continues to develop software product functionality and expand its portfolio using new technology and innovation, kneat.com's exposure to threats of infringement may increase. Any infringement claims and related litigation could be time-consuming, disruptive to kneat.com's ability to generate revenues or enter into new market opportunities and may result in significantly increased costs as a result of kneat.com's defense against those claims or its attempt to license the intellectual property rights or rework kneat.com's product to avoid infringement of third-party rights. Typically, kneat.com's agreements with its partners and customers contain provisions which require kneat.com to indemnify them for damages sustained by them as a result of any infringement claims involving kneat.com's product. Any of the foregoing infringement claims and related litigation could have a significant adverse impact on kneat.com's business and operating results as well as its ability to generate future revenues and profits.

#### *Impact of laws*

kneat.com operates offices in Canada, the United States and Ireland and continues to offer its product and services in the European Union, Canada, the United States and other countries. kneat.com is and will be subject to a variety of laws in the European Union, Canada, the United States and abroad, including laws regarding consumer protection, privacy, intellectual property, taxation and content suitability, distribution and antitrust, that are continuously evolving and developing. The scope, enforcement and interpretation of the laws that are or may be applicable to kneat.com and its subsidiaries are often uncertain and may be conflicting, particularly laws outside of Ireland, Canada and the United States. It is also likely that as business grows and evolves to a greater number of countries, kneat.com will become subject to laws and regulations in additional jurisdictions. Compliance with applicable laws or regulations could be very difficult or liability could arise under these laws or regulations due to amendments to or evolving interpretation and enforcement of such laws and regulations. As a result, kneat.com could be directly harmed, and may be forced to implement new measures to reduce the exposure to this liability. This may require substantial resources to be expended or a modification of its product and services, which would harm the business, financial condition and results of operations of kneat.com.

#### *Foreign currency and exchange rate risk*

kneat.com currently reports its results in the Canadian dollar. Fluctuations in the exchange rates between the European Euro, United States dollar and Canadian dollar may have a material adverse effect on the business, financial condition and operating results of the Company. To date, kneat.com has not engaged in exchange rate hedging activities and may not do so in the foreseeable future.

#### *Current and future competitors could have a significant impact on kneat.com's ability to generate future revenues and profits*

The markets for kneat.com's software product and services are competitive and are subject to technological change and other pressures created by changes in its industry. The convergence of many technologies may result in unforeseen competitors arising from companies that were traditionally not viewed as threats to kneat.com's marketplace. kneat.com expects competition to increase and intensify in the future as the pace of technological

change and adaptation quickens and as additional companies enter its markets, including those competitors who offer similar solutions as kneat.com does, but offer it through a different form of delivery. kneat.com could lose market share if its current or prospective competitors: (i) introduce new competitive products or services; (ii) add new functionality to its existing product and services; (iii) acquire competitive products and services; (iv) reduce prices; (v) form strategic alliances with other companies and/or (vi) undertake other activities to weaken the Company's position in the market place. If other businesses were to engage in aggressive pricing policies with respect to competing products, or if the dynamics in kneat.com's marketplace resulted in increasing bargaining power by the consumers of kneat.com's software product and services, kneat.com would need to lower the prices it charges for the product and services it offers. This could result in lower revenues or reduced margins, either of which may materially and adversely affect kneat.com's business and operating results. Additionally, if prospective consumers choose other methods of data and document management within regulated environments, different from that which we offer, kneat.com business and operating results could also be materially and adversely affected.

*kneat.com must continue to manage its internal resources during periods of company growth or its operating results could be adversely affected*

kneat.com's growth, coupled with the rapid evolution of its markets, may place significant strains on kneat.com's administrative and operational resources and increased demands on its internal systems, procedures and controls. kneat.com's administrative infrastructure, systems, procedures and controls may not adequately support its operations. In addition, kneat.com's management may not be able to achieve the rapid, effective execution of the product and business initiatives necessary to successfully implement kneat.com's operational and competitive strategy. If kneat.com is unable to manage growth effectively, its operating results will likely suffer which may, in turn, adversely affect its business.

*If kneat.com loses the services of its executive officers or other key employees or if it is not able to attract or retain top employees, kneat.com's business could be significantly harmed*

kneat.com's performance is substantially dependent on the performance of its executive officers and key employees. kneat.com does not maintain "key person" life insurance policies on any of its employees. kneat.com's success is also highly dependent on its continuing ability to identify, hire, train, retain and motivate highly qualified management, technical, sales and marketing personnel. In particular, the recruitment of top developers and experienced salespeople remains critical to its success. Competition for such people is intense, substantial and continuous, and kneat.com may not be able to attract, integrate or retain highly qualified technical, sales or managerial personnel in the future. In addition, in its effort to attract and retain critical personnel, kneat.com may experience increased compensation costs that are not offset by either improved productivity or higher prices for its software product or services.

*kneat.com may fail to achieve its financial forecasts due to inaccurate sales forecasts or other factors*

kneat.com's revenues, particularly its software license revenues, are difficult to forecast and as a result its quarterly operating results can fluctuate substantially. kneat.com uses a "pipeline" system, a common industry practice, to forecast sales and trends in its business. By reviewing the status of outstanding sales proposals to its customers and potential customers, kneat.com makes an estimate as to when a customer will make a purchasing decision involving its software product. These estimates are aggregated periodically to make an estimate of kneat.com's sales pipeline, which kneat.com uses as a guide to plan its activities and make financial forecasts. kneat.com's sales pipeline is only an estimate and may be an unreliable predictor of actual sales activity, both in a particular quarter and over a longer period of time. Many factors may affect actual sales activity, such as weakened economic conditions, which may cause kneat.com's customers and potential customers to delay, reduce or cancel software and service related purchasing decisions and the tendency of some of kneat.com's customers to wait until the end of a fiscal period in the hope of obtaining more favourable terms from kneat.com. If actual sales activity differs from kneat.com's pipeline estimate, then kneat.com may have planned its activities and budgeted incorrectly and this may adversely affect its business, operating results and financial condition.

*kneat.com's software product and services may contain defects that could harm its reputation, be costly to correct, delay revenues, and expose kneat.com to litigation*

kneat.com's software product and services are highly complex and sophisticated and, from time to time, may contain design defects, software errors, hardware failures or other computer system failures that are difficult to detect and correct. If these defects are discovered, kneat.com may not be able to successfully correct such errors in a timely manner. In addition, despite the extensive tests kneat.com conducts on all its software product or services, kneat.com may not be able to fully simulate the environment in which its product or services will operate and, as a result, kneat.com may be unable to adequately detect the design defects or software or hardware errors which may become apparent only after the product is installed in an end-user's network, and users have transitioned to kneat.com's services. The occurrence of errors and failures in kneat.com's software product or services could result in the delay or the denial of market acceptance of its product and alleviating such errors and failures may require kneat.com to make significant expenditure of its resources. Customers often use kneat.com services and solutions for critical business processes and as a result, any defect or disruption in kneat.com's solutions, any data breaches or misappropriation of proprietary information, or any error in execution, including human error or intentional third-party activity such as denial of service attacks or hacking, may cause customers to reconsider renewing their contract with kneat.com. The errors in or failure of kneat.com's software product and services could also result in kneat.com losing customer transaction documents and other customer files, causing significant customer dissatisfaction and possibly giving rise to claims for monetary damages. The harm to kneat.com's reputation resulting from product and service errors and failures may be materially damaging. kneat.com's agreements with its strategic partners and end-users typically contain provisions designed to limit its exposure to claims. However, such provisions may not effectively protect kneat.com against claims and the attendant liabilities and costs associated with such claims. Any claims for actual or alleged losses to kneat.com's customers' businesses may require kneat.com to spend significant time and money in litigation or arbitration or to pay significant settlements or damages. Defending a lawsuit, regardless of merit, can be costly and would divert management's attention and resources. Although kneat.com maintains insurance coverage, such coverage may not be adequate to cover all such claims. Accordingly, any such claim could negatively affect its business, operating results or financial condition.

*Unauthorized disclosures and breaches of security data may adversely affect kneat.com's operations*

kneat.com relies heavily on its information technology systems including, without limitation, its networks, equipment, hardware, software, telecommunications, and other information technology (collectively, "IT systems"), and the IT systems of its vendors and third-party service providers, to operate its business as a whole. kneat.com has strict measures to protect its IT systems against unauthorized access and disclosure of personal information and of kneat.com's confidential information and confidential information belonging to its customers. kneat.com has policies and procedures in place dealing with data security and records retention. However, there is no assurance that the security measures kneat.com has put in place will be effective in every case. Breaches in security could result in a negative impact for kneat.com and for its customers, affecting kneat.com's and its customers' businesses, assets, revenues, brands and reputations and resulting in penalties, fines, litigation and other potential liabilities, in each case depending on the nature of the information disclosed. Security breaches could also affect kneat.com's relations with its customers, injure kneat.com's reputation and harm its ability to keep existing customers and to attract new customers. These risks to kneat.com's business may increase as it expands the number of web-based and cloud-based product and services kneat.com offers.

*kneat.com may become involved in litigation that may materially adversely affect it*

From time to time in the ordinary course of kneat.com's business, it may become involved in various legal proceedings, including commercial, product liability, employment, class action and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause kneat.com to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on kneat.com's business, operating results or financial condition.

*kneat.com's operating results could be adversely affected by any weakening of economic conditions*

kneat.com's overall performance depends in part on worldwide economic conditions. Certain economies have experienced periods of downturn as a result of a multitude of factors, including, but not limited to, turmoil in the credit and financial markets, concerns regarding the stability and viability of major financial institutions, declines

in gross domestic product, increases in unemployment and volatility in commodity prices and worldwide stock markets, and excessive government debt. The severity and length of time that a downturn in economic and financial market conditions may persist, as well as the timing, strength and sustainability of any recovery, are unknown and are beyond kneat.com's control. During such downturns, many customers may delay or reduce technology purchases. Contract negotiations may become more protracted or conditions could result in reductions in the licensing of kneat.com's software product and the sale of cloud and other services, longer sales cycles, pressure on kneat.com's margins, difficulties in collection of accounts receivable or delayed payments, increased default risks associated with kneat.com's accounts receivables, slower adoption of new technologies and increased price competition. In addition, deterioration of the global credit markets could adversely impact kneat.com's ability to complete licensing transactions and services transactions, including maintenance and support renewals. Any of these events, as well as a general weakening of, or declining corporate confidence in, the global economy, or a curtailment in government or corporate spending could delay or decrease kneat.com's revenues, and therefore have a material adverse effect on its business, operating results and financial condition. Brexit has created economic and political uncertainty and the impact of it may not be fully known for several years. Brexit may cause some of our customers or potential customers to reduce spending and/or may result in new regulatory and cost challenges for Kneat and its customers in that region. These adverse conditions could result in reductions in revenues from our United Kingdom based customers, slower adoption of new technologies as new regulations are put in place, and increased price competition if tariffs are implemented. Any of these events may have an adverse effect on Kneat's operating results and financial position.

#### *COVID-19*

Kneat is monitoring the ongoing outbreak of COVID-19 which could have adverse consequences on the Company including, but not limited to, business continuity interruptions, disruption of development activities, unfavorable market conditions, and the health and safety of employees. The Company has been following established business continuity and disaster recovery plans since the outbreak began. The Company has instituted remote workforce plans for employees in cases where functions can be completed in this manner. Each functional area has established protocols that ensures critical roles has effective social distancing, either via remote working, employee rotation or functions residing in different physical locations. As government guidelines are being continuously updated, the Company ensures that its plans for visitors and employees remain consistent with these guidelines. In response to the recent outbreak, the Company has developed a plan to monitor, and effectively mitigate, risks posed to our employees and business. However, no such plan can eliminate the risks associated with events of this magnitude. Any failure to respond effectively or appropriately to such events could adversely affect the Company's operations, reputation and financial results.

#### *Cyber security incidents and privacy breaches could result in important remediation costs, increased cyber security costs, litigation and reputational harm.*

Cyber security incidents can result from deliberate attacks or unintentional events. Cyber-attacks and security breaches could include unauthorized attempts to access, disable, improperly modify or degrade the Company's information, systems and networks, the introduction of computer viruses and other malicious codes and fraudulent "phishing" emails that seek to misappropriate data and information or install malware onto users' computers. Cyber-attacks in particular vary in technique and sources, are persistent, frequently change and are increasingly more targeted and difficult to detect and prevent against. Disruptions due to cyber security incidents could adversely affect the Company's business. In particular, a cyber security incident could result in the loss or corruption of data from the Company's research and development activities. Also, the Company's trade secrets, including unpatented know how, technology and other proprietary information could be disclosed to competitors further to a breach, which would harm the Company's business and competitive position. If the Company is unable to protect the confidentiality of its trade secrets, the Company's business and competitive position would be harmed. The Company relies on a third-party to provide Infrastructure as a Service (IaaS) for the Kneat Gx SaaS product. Management and control of the Company's third-party providers are executed in accordance with the Company's vendor approval and control procedure which categorises its third-party providers based on risk. Oversight of the performance of third-party providers is performed at management review meetings in accordance with the Company's quality management system requirements. The third-party provides System and Organization Controls (SOC) reports bi-annually, which are independent third-party examination reports that demonstrate how the entity achieves key compliance controls and objectives. All changes to infrastructure and configurations associated with

the Company's SaaS cloud are governed by the Company's change control procedure and are specified, implemented and qualified according to GxP best practices. All activities within the third-party provider account are monitored and logged. The servers, services and applications running within the Company's SaaS cloud are monitored in real-time with alerts for failure and potential causes of impending failure.

*The Company must successfully upgrade and maintain its information technology systems.*

The Company relies on various information technology systems to manage its operations. There are inherent costs and risks associated with maintaining, modifying and/or changing these systems and implementing new systems, including potential disruption of the Company's internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel to implement and operate its systems, demands on management time and other risks and costs of delays or difficulties in transitioning to new systems or of integrating new systems into the Company's current systems. In addition, the Company's information technology system implementations may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. The implementation of new information technology systems may also cause disruptions in the Company's business operations and have an adverse effect on its business, prospects, financial condition and operating results.

*Taxation*

Any change in the Company's tax status or in taxation legislation in any jurisdiction in which the Company operates could affect the Company's financial condition and results and its ability (if any) to provide returns to shareholders of the Company. The taxation of an investment in the Company depends on the individual circumstances of investors.

*The Company is subject to possible audit by tax authorities in the countries in which it operates*

The Company is subject to possible audit by tax authorities in the countries in which it operates and/or sells its products and services. The outcome of an audit could result in the relevant authorities taking a different position to the Company on a taxation issue which could have an adverse affect on the Company as it may result in the Company being subject to fines and penalties, being liable to repay amounts previously received and/or not being eligible to receive amounts which are accrued in the financial statements but which have not yet been received.

## **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

*Disclosure Controls and Procedures*

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining our disclosure controls and procedures. We maintain a set of disclosure controls and procedures designed to provide reasonable assurance that information required to be publicly disclosed is recorded, processed, summarized and reported on a timely basis. Our CEO and CFO have evaluated the design of our disclosure controls and procedures at the end of the quarter and based on the evaluation have concluded that the disclosure controls and procedures are effectively designed.

*Internal Controls over Financial Reporting*

Our internal controls over financial reporting ("ICFR") are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Our management is responsible for establishing and maintaining adequate ICFR. Management, including our CEO and CFO, does not expect that our ICFR will prevent or detect all errors and all fraud or will be effective under all future conditions. A control system is subject to inherent limitations and even those systems determined to be effective can provide only reasonable, but not absolute, assurance that the control objectives will be met with respect to financial statement preparation and presentation.

National Instrument 52-109 of the Canadian Securities Administrators requires our CEO and CFO to certify that they are responsible for establishing and maintaining ICFR and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Our CEO and CFO are also responsible for disclosing any changes to our internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our management under the supervision of our CEO and CFO has evaluated the design of our ICFR based on the Internal Control – Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. As at March 31, 2022, management assessed the design of our ICFR and concluded that our ICFR is appropriately designed. In addition, there has been no change in the Company’s ICFR that occurred during the period beginning on January 1, 2022 and ended on March 31, 2022 that has materially affected, or is reasonably likely or materially affect, the Company’s ICFR.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates.

Information about critical accounting judgments and estimates in applying accounting policies that have the most significant impact on the amounts recognized in the consolidated financial statements are outlined below.

Critical accounting judgement:

### *Going concern*

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its obligations during the normal course of operations. See note 17 (e) for certain judgments in making this assessment.

### *Recognition of revenue*

Contracts with customers often include promises to deliver multiple products and services. Determining whether these products and services represent distinct performance obligations and whether to recognize revenue over time or at a point in time may require significant judgment. In addition, the determination of the stand-alone selling price for distinct performance obligations may also require judgment. As the Company has a limited history of generating revenue, management uses judgment, based on customer specific contracts and comparable sales, to determine the appropriate stand-alone selling value for each performance obligation.

In addition, certain of these performance obligations can have a term of more than one year and thus the identification and stand-alone selling price of the individual performance obligations impacts the timing of revenue recognition. A change in the stand-alone selling price allocated to each performance obligation could materially impact the revenue recognized in the current and future periods and the contract liability balance at period-end.

Key source of estimation uncertainty

### *Internally generated intangible asset*

The Company capitalizes certain costs incurred for the development of its Kneat Gx software platform in accordance with IAS 38, *Intangible Assets*. The capitalized costs include the costs directly attributable to preparing the intangible asset for its intended use, net of any qualifying research and development tax credits which are subject to audit by tax authorities. Management estimates the expected term over which the Company will receive benefits from the software application to be five years. A change in these estimates would have a significant impact on the carrying value of the intangible asset, the amounts receivable for the research and development tax credit and the amortization and expenses recognized in the consolidated statements of loss and comprehensive loss.

Other areas of uncertainty are related to the incremental borrowing rate inherent in leases, estimation of expected credit losses, the measurement and recoverability of property, plant and equipment and the measurement of share-based arrangements. Estimates 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

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.kneat.com](http://www.kneat.com).