TINY CAPITAL LTD.

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

GENERAL INFORMATION AND CAUTIONARY STATEMENTS

Introduction

The following management's discussion and analysis ("MD&A") dated May 30, 2023, provides information concerning the financial condition and results of operations of the Company (as defined below) for the three months ended March 31, 2023 ("Q1 2023") and March 31, 2022 ("Q1 2022"). The following MD&A should be read in conjunction with the Company's interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2023 (the "Financial Statements").

Basis of presentation

The Financial Statements represent the unaudited interim condensed consolidated financial statements of Tiny Capital Ltd. ("Tiny" or the "Company") and Beam Digital Ltd. ("Beam") and their majority owned subsidiaries.

Tiny Capital Ltd. ("Tiny" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on January 14, 2016. Tiny is a holding company that invests in a variety of businesses either directly or indirectly, through operating subsidiaries, or through a private equity fund where it serves as the general partner. Through its operating subsidiaries and equity investees, including Beam and Dribbble Holdings Ltd. ("Dribbble"), Tiny engages in a variety of technology enabled businesses including digital product design and engineering agency services, and operating a creative community network and digital asset marketplace.

Prior to December 31, 2022, Tiny held 24.6% ownership in Beam, while the remaining 75.4% was held by entities controlled by Tiny's controlling shareholder. On December 31, 2022, Tiny purchased the remaining 75.4% of Beam, resulting in Beam becoming a wholly-owned subsidiary. The acquisition of Beam is a transaction between entities under common control since Beam is ultimately controlled by the same party before and after the purchase of the remaining 75.4% by Tiny. The Financial Statements are presented on a consolidated basis, with Tiny as the ultimate parent. Management has adopted the predecessor basis of accounting, whereby Beam's results of operations and financial position are included in the Financial Statements at historical amounts recorded by Beam as if Beam has always been wholly owned by Tiny.

Tiny maintains its registered office at 2900-550 Burrard Street, Vancouver, British Columbia, V6C 0A3.

All financial information contained in this MD&A and in the Financial Statements is prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, except for certain non-IFRS information as noted and where a reconciliation to IFRS is provided.

In preparing this MD&A, we have considered all information available up to May 30, 2023.

Forward-looking Information

This MD&A contains certain forward-looking statements and forward-looking information within the meaning of applicable securities law. Such forward-looking statements and information include, but are not limited to, statements or information with respect to: the Company's future business and strategies; requirements for additional capital and future financing; estimated future working capital, funds available, uses of funds, future capital expenditures and other expenses for specific operations and intellectual property protection; the Amalgamation (as defined below); industry demand; ability to attract and retain employees, consultants or advisors with specialized skills and knowledge; anticipated joint development programs; incurrence of costs; competitive conditions; general economic conditions; and scalability of developed technology.

Forward-looking statements and information are frequently characterized by words such as "plan", "project", "intend", "believe", "anticipate", "estimate", "expect" and other similar words, or statements that certain events or conditions "may" or "will" occur. Although the Company's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include risks relating to reliance on the Shopify platform; the Company's limited operating history; reliance on management and key employees; conflicts of interest in relation to the Company's officers, directors, and consultants; additional financing requirements; global financial conditions; management of growth; risks associated with the Company's strategy of growth through acquisitions; tax risks; currency fluctuations; competitive markets; uncertainty and adverse changes in the economy; unsustainability of the Company's rapid growth and inability to attract new customers, retain revenue from existing merchants, and increase sales to both new and existing customers; the successful closing of the Amalgamation and receipt of regulatory and other approvals with respect to same; adverse effects on the Company's revenue growth and profitability due to the inability to attract new customers or sell additional products to existing customers; future results of operations being harmed due to declines in recurring revenue or contracts not being renewed; security and privacy breaches; changes in client demand; challenges to the protection of intellectual property; infringement of intellectual property; ineffective operations through mobile devices, which are increasingly being used to conduct commerce; and risks associated with internal controls over financial reporting. The Company undertakes no obligation to update forward-looking statements and information if circumstances or management's estimates should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements and information.

By its nature, forward-looking information, including future-oriented financial information or financial outlook, is based on assumptions and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied herein to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information, including, without limitation: the Amalgamation may not be completed; the potential impact of the Company's acquisitions and dispositions on relationships, including with regulatory bodies, stock exchanges, lenders, service providers, employees and competitors; risks related to the successful integration of acquired businesses; credit, liquidity and additional financing risks; potential conflicts of interest; general economic conditions; industry conditions; currency fluctuations; competition from other industry participants; and stock market volatility. This list is not exhaustive of the factors that may affect any of the forward-looking information contained herein.

For a more detailed discussion of certain of these risk factors, see "Risk Factors" below.

Non-IFRS financial measures

This MD&A makes reference to certain non-IFRS measures and ratios, hereafter, referred to as "non-IFRS measures". These measures are not recognised measures under IFRS, and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of the financial information reported under IFRS.

The Company uses non-IFRS measures including "EBITDA", "EBITDA %", "Adjusted EBITDA", and "Adjusted EBITDA %". Management uses these non-IFRS measures to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. As required by Canadian securities laws, the Company reconciles these non-IFRS measures to the most comparable IFRS measures in this MD&A. For definitions and reconciliation of these non-IFRS measures to the relevant reported measures, see "Non-IFRS measures".

COMPANY OVERVIEW

Tiny is a holding company which owns subsidiaries engaged in diverse businesses. Its investments are primarily internet and technology focused, but it also owns businesses in other industries. Tiny is domiciled in the Province of British Columbia, and invests primarily in North America and Europe, with the majority of its revenues coming from these jurisdictions.

Tiny's businesses are managed on a decentralized basis. Tiny's corporate management team is primarily focused on capital allocation decisions, investment activities, and hiring and incentivizing the senior management teams of its operating businesses. Tiny aims to acquire businesses with the following traits:

- high margins
- a sustainable competitive advantage
- simple business model
- healthy profitability
- multi-year record of successful operations;
- a high quality management team (or one Tiny believes it can hire)
- a positive and ethical approach to business.

Tiny has three reportable segments:

1) The Digital Services segment helps start-ups to fortune 500 companies to design, build and ship premium digital products for both mobile and web. This segment's capabilities as an end-to-end product partner provide clients with intimate insight into end-user behavior, allowing for a thorough, strategy-led approach to product design, engineering, brand positioning and marketing. The companies in this segment include Beam and its subsidiaries:
    - MetaLab Design Ltd. ("MetaLab")
    - HappyFunCorp LLC ("HappyFunCorp")
    - Z1 Digital Product Studio SL ("Z1")
    - 8020 Design Ltd.
    - Frosty Studio Ltd. ("Frosty")
    - Button Inc.

2) The Creative Platform segment relates to Tiny's ownership of Dribbble, a leading social network for designers and other digital creatives and its subsidiary Creative Market Labs Inc., which is an online marketplace for graphics, fonts, design templates, and other digital assets. Key revenue lines include the digital asset marketplace revenue, recurring subscription revenue, job board revenue, and digital advertising. The companies in this segment include Dribbble Holdings Ltd. and its subsidiary:
    - Creative Market Labs Inc. ("Creative Market")

3) The Other segment relates to Tiny's corporate office, as well as a variety of other businesses within the Company's portfolio which report up directly. It also includes Tiny's LP interest in Tiny Fund I, LP ("Tiny Fund"), a private equity fund where Tiny serves as the general partner. Tiny Fund commenced operations in August 2020 and has total committed capital of US$150 million. Tiny accounts for its LP interest in Tiny Fund on a fair value basis whereby Tiny's consolidated financial results do not include the aggregate revenues, expenses and profits of Tiny Fund's individual investments. The companies in this segment include:

    Other Tiny Portfolio Companies:
    - Tiny Boards Holdings Ltd. (remote job boards)
    - Meteor Software Holdings Ltd. (web application hosting company)
    - Medimap Systems Inc. (Canadian digital health website)

    Tiny Fund:
    - AeroPress Inc. (coffee maker brand)
    - BeFunky Inc. (developer of digital media tools)
    - Dribbble Holdings Ltd.
    - Medimap Systems Inc.
    - Abstract Studio Design Inc. (design collaboration tool)
    - Girlboss Holdings Inc. (media company)

Since its incorporation in January 2016 and up to the date of this MD&A, Tiny has invested in or acquired over 30 companies.

OVERALL PERFORMANCE AND SELECTED FINANCIAL INFORMATION

The following table summarizes the Company's overall performance for the three months ended March 31, 2023, as compared with the prior period:

	For the three months ended March 31,	
	2023	2022
Revenue		
Digital services revenue	**16,607,979**	20,812,255
Creative platform revenue	**16,839,931**	9,704,343
Other revenue	**2,884,038**	3,001,501
	36,331,948	33,518,099
Earnings (loss) from operations	**(1,069,841)**	9,472,267
Net income (loss)	**(4,080,911)**	7,032,185
EBITDA(1)	**(1,114,399)**	11,082,134
EBITDA %(1)	**(3%)**	33%
Adjusted EBITDA(1)	**3,022,202**	12,782,732
Adjusted EBITDA %(1)	**8%**	38%
	March 31, 2023	**December 31, 2022**
Total assets	**163,825,442**	**168,741,867**
Total liabilities	**122,752,679**	**129,874,492**
Non-current financial liabilities	**83,866,606**	**83,839,820**

(1) Refer to Non-IFRS Measures section on page 8

RESULTS OF OPERATIONS

	For the three months ended March 31,	
	2023	2022
Revenue		
Digital services revenue	**16,607,979**	20,812,255
Creative platform revenue	**16,839,931**	9,704,343
Other revenue	**2,884,038**	3,001,501
	36,331,948	33,518,099
Expenses		
Wages	**20,318,685**	15,496,239
Marketplace content costs	**6,757,720**	-
Hosting fees	**2,006,338**	1,745,313
Travel, meals and entertainment	**642,236**	114,155
Share based payments	**489,538**	1,299,762
Professional fees	**1,472,351**	967,907
Office and general expense	**1,899,764**	1,451,680
Management and strategic fees	**3,500**	-
Bank charges	**209,445**	86,657
Depreciation and amortization	**1,729,243**	1,043,280
Business acquisition costs	**52,461**	73,113
Bad debts	**34,960**	(3,534)
Advertising and promotion	**1,785,548**	1,771,260
	37,401,789	24,045,832
Earnings (loss) from operations	**(1,069,841)**	9,472,267
Interest expense	**(1,309,686)**	(132,304)
Other income (expenses)	**(1,983,246)**	479,930
Tax recovery (expense)	**281,862**	(2,787,708)
Net income (loss) for the period	**(4,080,911)**	7,032,185

Revenue

The Company delivered total revenue of $36.3 million for the three months ended March 31, 2023, which represents revenue increase of 8% compared to the same period in the prior year.

For the three months ended March 31, 2023, digital services revenue decreased by $4.2 million (-20%) compared to the corresponding period in the previous year. The digital services business faced challenges in the current macroeconomic environment, leading to a reduction in contracted digital services. In addition, the company has been strategically repositioning to serve larger enterprise customers that provide more sustained long-term relationships and predictable revenue streams. This quarter, a larger magnitude of that switch caused delays in both contracting and executing on those services.

For the three months ended March 31, 2023, creative platform revenue increased by $7.1 million (74%) compared to the corresponding period in the previous year. $6.8 million of this revenue increase relates to a change in recording marketplace revenue on a gross basis (instead of net). Since April 1, 2022, the Company recorded revenue on a gross basis while the amounts due to sellers are recorded as marketplace content costs. The change was a result of changes in key terms of customer contracts from April 1, 2022 onwards. The change also signifies the shift towards transparently recognizing the full revenue and corresponding costs associated with marketplace activities.

Expenses

For the three months ended March 31, 2023, wages expense increased by $4.8 million (31%) compared to the corresponding period in the previous year. The rise in wages expense was primarily driven by the digital services segment, which established a corporate team in late 2022 and expanded the utilization of contractors during the current period for large enterprise projects.

For the three months ended March 31, 2023, marketplace content costs increased by $6.8 million compared to nil in the corresponding period in the previous year. As noted above, the increase relates to a change whereby the creative platform segment began recording all marketplace revenue on a gross basis from April 1, 2022 onwards, with the amounts due to sellers recorded as marketplace content costs. Prior to April 1, 2022, these transactions were recorded on a net basis in revenue.

For the three months ended March 31, 2023, professional fees increased by $0.50 million (52%) compared to the corresponding period in the previous year. The increase in professional fees is primarily due to increased legal, accounting and audit fees in preparation for the go-public transaction.

For the three months ended March 31, 2023, interest expense increased by $1.2 million (890%) compared to the corresponding period in the previous year. The increase in interest expense is due to the significant increase in debt compared to the prior year period.

NON-IFRS MEASURES

Investors are cautioned that the non-IFRS measures used below should not replace net income or loss (as determined in accordance with IFRS) as an indicator of the Company's performance. These are supplemental measures management uses in managing the business and making decisions. These measures do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other issuers. These measures are not intended as a substitute for IFRS measures.

EBITDA and EBITDA %

EBITDA is defined as earnings (net income or loss) before finance costs, income taxes, depreciation and amortization. EBITDA is reconciled to net income (loss) from the financial statements.

EBITDA % ratio is determined by dividing EBITDA by total revenue for the year.

EBITDA and EBITDA % is frequently used by securities analysts and investors when comparing the Company's results to other companies. EBITDA and EBITDA % are measures commonly reported and widely used as a valuation metric.

Adjusted EBITDA and Adjusted EBITDA %

Adjusted EBITDA removes unusual, non-recurring, non-cash or non-operating items from EBITDA such as gains, losses or costs associated with the acquisition or disposal of businesses, share of loss from associates, fair value changes in investments, stock-based payments. The Company believes adjusted EBITDA provides improved continuity with respect to the comparison of its operating performance over a period of time. Adjusted EBITDA is reconciled to net income (loss) from the financial statements.

Adjusted EBITDA % is determined by dividing Adjusted EBITDA by total revenue for the year.

Adjusted EBITDA and Adjusted EBITDA % is frequently used by securities analysts and investors when evaluating a company's ability to generate liquidity from its core operations. It provides a basis to evaluate profitability and performance trends by excluding items that the Company does not consider to be controllable or reoccurring activities for this purpose. Adjusted EBITDA and EBITDA % are measures commonly reported and widely used as a valuation metric.

NON-IFRS MEASURES RECONCILIATIONS

EBITDA and Adjusted EBITDA

	For the three months ended March 31,	
	2023	2022
Net income (loss)	**(4,080,911)**	7,032,185

Income tax expense	**(281,862)**	2,787,708
Depreciation and amortization	**1,729,243**	1,043,280
Interest and bank charges	**1,519,131**	218,961
EBITDA	**(1,114,399)**	11,082,134
EBITDA Adjustments		
Share of gain / loss from associate	**1,180,282**	(249,996)
Fair value gain / loss on investments	**240,239**	(263,934)
Business acquisition costs	**52,461**	73,113
Share based payments	**489,538**	1,299,762
Other expense / income[(1)]	**562,725**	34,000
Acquisition-related compensation	**337,950**	-
Non-recurring project costs[(2)]	**-**	807,653
Non-recurring professional fees[(3)]	**834,805**	-
Non-recurring severance expense	**438,601**	-
Adjusted EBITDA	**3,022,202**	12,782,732

(1) Other expenses / income relates to COVID-19 related government assistance, gain/loss on FX and other minor non-operating items
(2) Non-recurring project related to advertising and promotion expense for a specific project that will not continue in the future.
(3) Non-recurring professional fees relates to legal fees for the go-public transaction and amalgamation with WeCommerce

EBITDA % and Adjusted EBITDA %

	For the three months ended March 31,	
	2023	2022
EBITDA	**(1,114,399)**	11,082,134
Revenue	**36,331,948**	33,518,099
EBITDA %	**(3%)**	33%
Adjusted EBITDA	**3,022,202**	12,782,732
Revenue	**36,331,948**	33,518,099
Adjusted EBITDA %	**8%**	38%

LIQUIDITY AND CAPITAL RESOURCES

Overview

Cash on hand at March 31, 2023, amounted to $26.7 million compared to $31.2 million at December 31, 2022.

The Company's main sources of funding are cash generated from operations along with its ability to raise capital from equity and debt financing.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company manages liquidity risk through the management of its capital structure in conjunction with cash flow forecasting including anticipated investing and financing activities.

The tables below categorize the Company's financial liabilities into relevant maturity groupings based on the remaining periods at the interim condensed consolidated statement of financial position dates to the contractual maturity dates.

March 31, 2023	1 year or less	Between 1 and 5 years	Over 5 years	Total contractual cash flows	Carrying amount
Trade and other payables	$ 23,351,696	$ -	$ -	$ 23,351,696	$ 23,351,696
Income tax payable	2,356,224	-	-	2,356,224	2,356,224
Loans and facilities[1]	4,727,606	-	-	4,727,606	4,727,606
Debt[1]	-	66,674,313	-	66,674,313	66,674,313
Contingent consideration payable	6,052,558	5,339,369	-	11,391,928	9,972,507
Due to related parties	7,833	-	-	7,833	7,833
Lease liabilities	367,858	899,222	-	1,267,081	1,165,963
	$ 36,863,776	$ 72,912,905	$ -	$109,776,680	$108,256,142

December 31, 2022	1 year or less	Between 1 and 5 years	Over 5 years	Total contractual cash flows	Carrying amount
Trade and other payables	$ 33,787,495	$ -	$ -	$ 33,787,495	$ 33,787,495
Income tax payable	2,236,957	-	-	2,236,957	2,236,957
Loans and facilities[1]	3,085,000	-	-	3,085,000	3,085,000
Debt[1]	-	66,708,864	-	66,708,864	66,708,864
Contingent consideration payable	6,057,478	5,343,709	-	11,401,187	9,979,778
Due to related parties	8,406	-	-	8,406	8,406
Lease liabilities	338,612	929,243	-	1,267,855	1,160,420
	$ 45,513,948	$ 72,981,816	$ -	$118,495,764	$116,966,920

(1) Interest charges are excluded from the amounts presented above.

Cash Flows

Analysis of cash flows:

	For the three months ended March 31,	
	2023	2022
Cash provided by (used in) operating activities	**(992,792)**	7,599,571
Cash provided by (used in) financing activities	**(907,768)**	5,411,058
Cash provided by (used in) investing activities	**(2,563,899)**	(11,929,968)
Increase (Decrease) in cash	**(4,464,459)**	1,080,661

Operating activities

During the three months ended March 31, 2023, cash flows used in operating activities was $1.0 million compared to cash flows provided by operating activities of $7.6 million for the prior year period. The decrease of $8.6 million in the current period is mainly attributable to a $11.1 million decrease in net income, offset by a $2.5 million decrease in the change in non-cash working capital and income taxes paid.

Financing activities

During the three months ended March 31, 2023, cash flows used in financing activities was $0.9 million compared to cash flow provided by financing activities of $5.4 million for the prior year period. The decrease of $6.3 million in the current period is primarily due to a $5.9 million increase in dividends paid. The increase in proceeds from the $7.7 million private placement in the current period was fully offset by the decrease in debt financing proceeds.

Investing activities

During the three months ended March 31, 2023, cash flows used in investing activities was $2.6 million compared to $11.9 million for the prior year period. The decrease of $9.3 million in the current period is mainly attributable to a $1.8 million decrease in purchase of investments, a $3.4 million decrease in purchase of capital assets, and a $3.3 million decrease in acquisition of subsidiaries.

OFF-BALANCE SHEET ARRANGEMENTS

As at the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The most significant accounting judgements and estimates that the Company has made in the preparation of the Financial Statements are described in Note 2(c) with the associated accounting policy described in Note 3 to the audited financial statements for the year ended December 31, 2022.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are conducted in the normal course of operations and have been valued in these interim condensed consolidated financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The major shareholders and directors of the Company are Andrew Wilkinson and Chris Sparling.

(a) Related party revenues:

	Three months ended March 31, 2023	2022
Entities under control of a director of the Company: Management fees	$ 468,190	$ 52,800

(b) Related party expenses:

	Three months ended March 31, 2023	2022
Entities under control of a director of the Company: Professional/Consulting fees	$ 31,153	$ 31,153

(c) Due from related parties:

	March 31, 2023	December 31, 2022
Shareholders or entities under common control	$ 61,583	$ 1,312,385

The balances due from related parties are unsecured and non-interest bearing with no specific terms of repayment.

(d) Due to related parties:

		March 31, 2023		December 31, 2022
Shareholders or entities under common control	$	7,833	$	8,406

The balances due to related parties are unsecured and non-interest bearing with no specific terms of repayment.

(e) Compensation of key management personnel:

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. Key management compensation was comprised of:

	Three months ended March 31, 2023	2022
Salaries and consulting fees	$ 217,305	$ 271,416
Share based compensation	327,057	291,667
	$ 544,362	$ 563,083

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

No new standards were adopted in 2023.

FINANCIAL RISK FACTORS

The Company is exposed to a number of risks as a result of holding financial instruments including credit risk, liquidity risk and currency risk.

(i) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents, trade and other receivables, and lease receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The Company considers the risk of financial loss on cash and cash equivalents to be remote.

The Company reduces credit risk with respect to trade receivables by regularly assessing the credit risk associated with these accounts and closely monitoring any overdue balances. In the opinion of management, the strength of these customers is such that concentration risk exposure to the Company is low.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet the Company's respective obligations as they come due. Liquidity requirements are managed through frequent monitoring of cash inflows and outflows, preparation of cash flow forecasting and its available credit facilities. The Company expects to finance its operations and cash flows from its current available resources, but may from time to time, seek additional resources through the issuance of debt or equity. The Company anticipates support from its shareholders and lenders, although there is no assurance that this support will be provided when and if required. As at March 31, 2023, Beam was in compliance with both the interest coverage ratio and leverage ratio, and obtained a waiver from National Bank of Canada for the temporary non-compliance of an asset coverage percentage between Beam's subsidiaries.

(iii) Currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates against the functional currency.

The Company operates in Canada, the United States, the United Kingdom and Spain and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies. The operating results and the financial position of the Company are reported in CAD$. The functional currency of the parent entity, and some subsidiaries, is CAD$ and is therefore exposed to foreign currency risk from financial instruments denominated in currencies other than CAD$. The Company has one subsidiary whose functional currency is Euros and is therefore exposed to foreign currency risk from financial instruments denominated in currencies other than US$.

The Company is exposed to foreign currency risk through the following financial assets and liabilities, expressed in CAD$:

	March 31, 2023	December 31, 2022
Cash and cash equivalents:		
US dollar	$ 22,769,876	$ 23,580,106
Euro	180,891	257,606
GBP	123,519	168,108
Trade receivables:		
US dollar	$ 9,585,999	$ 9,880,321
Euro	923,915	737,072
GBP	404,978	207,821
Trade payables:		
US dollar	$ 19,058,475	$ 18,902,451
Euro	284,499	846,939
GBP	655,177	-

The table below shows the immediate increase (decrease) on net income of a 10% strengthening in the closing exchange rate of significant currencies to which the Company has exposure as at March 31, 2023 and December 31, 2022. The sensitivity associated with a 10% weakening of a particular currency would be equal and opposite.

This assumes that each currency moves in isolation. The Company has a policy to manage currency risk, but as at December 31, 2022, did not enter into arrangements to hedge its currency risk exposure.

	March 31, 2023	December 31, 2022
10% strengthening of the CAD$:USD exchange rate	$ 1,329,740	$ 1,455,797
10% strengthening of the CAD$:EUR exchange rate	82,031	14,773
10% strengthening of the CAD$:GBP exchange rate	(12,688)	37,594

SUBSEQUENT EVENTS

(a) Tiny Completes Amalgamation with WeCommerce:

On April 17, 2023, Tiny and WeCommerce completed a three-cornered amalgamation to combine their businesses in an all-share transaction (the "Transaction"). Immediately following the completion of the Transaction, WeCommerce changed its name to Tiny Ltd. and commenced trading on the TSX Venture Exchange under the new trading symbol "TINY".

(b) Tiny Ltd. Grants Restricted Share Units ("RSU"):

On April 17, 2023, Tiny Ltd. granted 114,765 RSUs to certain employees of the Company. 75,051 RSUs vested immediately while 39,714 RSUs will vest on April 17, 2024.

RISK FACTORS

(a) The failure to successfully execute and integrate acquisitions could materially adversely affect the Company's business, results of operations and financial condition.

The Company will be continually pursuing a strategy of organic growth through acquisitions and has acquired multiple businesses, including Z1, Creative Market, Frosty, Fontspring, and HappyFunCorp and it regularly evaluates potential acquisitions. As part of this organic growth, the Company 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:

- 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;
- Failure of the acquired businesses to achieve anticipated revenue, earnings, or cash flow;
- Diversion of management's attention or other resources from the existing business;
- The Company's inability to maintain key customers, business relationships, suppliers, and brand potential of acquired businesses;
- Uncertainty of entry into businesses or geographies in which the Company has limited or no prior experience or in which competitors have stronger positions;
- Unanticipated costs associated with pursuing acquisitions or greater than expected costs in integrating the acquired businesses;
- Responsibility for the liabilities of acquired businesses, including those that were not disclosed to us or exceed the Company'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;
- Difficulties in or costs associated with assigning or transferring to the Company or its subsidiaries the acquired companies' intellectual property or its licenses to third-party intellectual property;
- Inability to maintain the Company's culture and values, ethical standards, controls, procedures and policies;
- Challenges in integrating the workforce of acquired companies and the potential loss of key employees of the acquired companies;
- Challenges in integrating and auditing the financial statements of acquired companies that have not historically prepared financial statements in accordance with IFRS; and
- 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.

In addition, acquisition targets are held privately and the Company may experience difficulty in evaluating such potential target businesses as the information concerning these businesses is not publicly available. An acquisition could also result in a potentially dilutive issuance of equity securities. The failure of the Company to successfully manage its strategy of growth through acquisitions could have a material adverse effect on the Company's business, results of operations and financial condition.

(b) The Company may be unable to successfully fund future acquisitions of new businesses due to the lack of availability of additional debt or equity financing at the Company level on acceptable terms, which could impede the implementation of its continued growth strategy.

In order to execute the Company's continued growth strategy post Amalgamation, it will require additional equity and/or debt financing in order to undertake acquisitions or other business combination transactions. Since the timing and size of acquisitions cannot be readily predicted, the Company may need to be able to obtain funding on short notice to benefit fully from attractive acquisition opportunities. Such funding may not be available on commercially acceptable terms. In addition, the level of indebtedness may impact the Company's ability to borrow at the Company level and/or increase its debt levels that exceed industry standards. Another source of capital may be raised through further issuances of equity or convertible debt securities, in which case, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of the Company's shareholders. These risks may materially adversely affect the Company's financial condition, business and results of operations.

(c) The Company is dependent upon its officers, directors, management and key employees and their loss could adversely affect the Company's ability to operate.

The Company's success is highly dependent on the retention of key personnel both within the Company level and within its Portfolio Companies. The availability of persons with the necessary skills to execute the business strategy of the Company or a particular Portfolio Company is very limited and competition for such persons is intense. As the Company's business activity grows, additional key financial and administrative personnel, as well as additional staff, may be required. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Company is unsuccessful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected. In addition, if any of its executive officers, directors or key employees join a competitor or form a competing company, the Company may lose know-how, key professionals and staff members as well as partners.

The Company does not maintain any key person insurance on the life of any of its directors, officers or key personnel. The unexpected loss of the services of one or more of its directors or officers could have a detrimental effect on us.

(d) The Company's officers and directors may allocate their time to other businesses, which may raise potential conflicts of interest as to how much time to devote to its affairs.

The Company may be subject to various potential conflicts of interest because 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 Company'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 Company. In some cases, the Company'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 Company's business and affairs and that could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers, directors and consultants. In addition, the Company 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 Company 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 Company. In addition, from time to time, these persons may be competing with the Company or a 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 Company'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 Company are required to act honestly, in good faith and in the best interests of the Company.

(e) It may be challenging for the Company to service any additional indebtedness incurred.

The Company may be required to draw down or incur additional indebtedness under its credit facilities or other sources of debt financing. The additional indebtedness will increase the interest payable by the Company from time to time until such amounts are repaid, which will represent an increase in cost and a potential reduction in its income. In addition, the Company may need to find additional sources of financing to repay this amount when it becomes due, which could have an adverse effect on the Company.

(f) If the Company is unable to maintain its obligations under its credit facilities, it may suffer adverse consequences impacting its liquidity.

The Company has credit facilities which require the Company to make certain interest payments, provide a first-ranking security interest over all its assets and contain a number of covenants that impose significant operating and financial restrictions, which may limit the Company's ability to engage in acts that may be in its long-term best interest. If the Company's cash flows and cash and cash equivalents are insufficient to fund its debt service obligations, including repayment or renewal of the credit facilities at the end of each of their term, the Company could face liquidity problems and could be forced to seek amendments to the 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 Company's indebtedness, including the credit facilities. The Company 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 Company to meet its scheduled debt service obligations. There can be no certainty that the Company will be able to repay or renew the credit facilities at maturity and the failure to do so would have a material adverse effect on the Company.

In addition, a breach of the covenants under the 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 Company's borrowings, the Company may not have sufficient assets to repay its indebtedness. The security interests provided by the Company under the credit facilities may adversely affect the Company's ability to secure other types of financing. As a result of the security interests granted to JPMorgan Chase Bank, any default under the credit facilities, including any covenants thereunder, could result in the loss of the Company's entire interest in its material assets.

(g) The return on your investment in shares in the capital of Tiny ("Tiny's Shares") is uncertain and you may not realize the expected returns, given the volatility in certain securities markets in North America.

There is currently no public market for Tiny's Shares and it is possible the Amalgamation will not be completed. 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 Tiny's Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Tiny's Shares will be affected by such volatility. If an active public market for the Company Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the share price may decline.

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

(h) Global Financial Conditions

Current global financial conditions have been subject to increased volatility and access to financial markets may become severely restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil could adversely impact the Company's operations and the value and the price of Tiny's Shares could also be adversely affected.

Adverse changes in the economy could negatively impact the Company's business. Future economic distress may result in a decrease in demand for products, which could have a material adverse impact on the Company'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 Company'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 Company.

(i) The Company's Portfolio Companies are subject to certain risks associated with their foreign operations or business they conduct in foreign jurisdictions.

Due to the Company's present operations through its Portfolio Companies, and the intention to have future operations in jurisdictions outside Canada, the Company is expected to be exposed to certain risks, including exposure to local economic conditions; difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; longer payment cycles for foreign customers; adverse currency exchange controls; exposure to risks associated with changes in foreign exchange rates; potential adverse changes in political environments; withholding taxes and restrictions on the withdrawal of foreign investments and earnings; export and import restrictions; difficulties in enforcing intellectual property rights; and required compliance with a variety of foreign laws and regulations. One of the significant risks to highlight surrounds currency fluctuations.

Recent events in the global financial markets coupled with increased volatility in the currency markets, fluctuations in the exchange rate between the CAD dollar, US dollar and other currencies, may have a material adverse effect on the Company's business, financial condition and operating results. The Company may expand operations globally so it may be subject to additional gains and losses against additional currencies. Although certain entities within the Company have a hedging program in place to help minimize the impact of adverse foreign currency exchange movements, the Company 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.

(j) The Company's rate of growth may not be sustainable and will depend on various factors, including the Portfolio Companies' ability to attract new customers, retain revenue from existing merchants and increase sales to both new and existing customers.

The growth of the Company's operations has placed significant demands on managerial, financial and human resources. The Company'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 Company's business grows, the Company 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.

(k) If the Portfolio Companies are unable to attract new customers or sell additional products to existing customers, the corresponding impact to the Company's revenue growth and profitability will be adversely affected.

To increase revenue and achieve and maintain profitability, the Portfolio Companies must regularly add new customers or sell additional solutions to existing customers. Numerous factors, however, may impede the ability to add new customers and sell additional solutions to existing customers, including the inability to convert companies that have been referred to them by the Company's 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, failure to develop relationships with partners or resellers and/or failure to ensure the effectiveness of its marketing programs, failure to offer high quality products and services at competitive prices. In addition, if prospective customers do not perceive that its solutions are of sufficiently high value and quality, the Company may not be able to attract the number and types of new customers that the Portfolio Companies are seeking.

(l) The Company relies significantly on the recurring revenues generated by the Portfolio Companies, and if recurring revenue declines or contracts are not renewed, the impact to the Company's future results of operations could be harmed.

In order for the Company to improve operating results, it is important that customers renew their agreements when their subscription terms expire with the Portfolio Companies. These customers have no obligation to renew their subscriptions after a subscription term. The Company's businesses cannot guarantee customers will renew their subscriptions at the same or higher levels of service, or at all.

Sales of new or recurring subscriptions and software-related support service contracts and renewals after expiration of the contractual term may decline or fluctuate as a result of a number of factors, including end customers' level of satisfaction with its software solutions; the price, performance and functionality of their software solutions; the availability, price, performance and functionality of products and services offered by their competitors; or changes in customers' operations including reductions in their overall spending levels. If sales of new or recurring subscriptions and software related support service contracts decline, the Company's overall revenue and revenue growth may decline.

(m) The growth of ecommerce and fierce competition within this industry will continually intensify and any missteps along the way may adversely impact the Company's businesses and financial condition.

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

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

Security and privacy breaches could delay or interrupt service to the Company's customers, harm its reputation or subject the Company to significant liability and adversely affect business and financial results. The Company'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 Company's operations involve the storage and transmission of confidential information of customers and security breaches could expose the Company 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 Company's customers' data, including personally identifiable information regarding users, damage to its reputation is likely, the Company'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 Company may be unable to prevent these techniques or to implement adequate preventative measures.

The Company has 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 the Company's customers and to reduce the likelihood of disruptions to its systems.

Despite these measures, the Company's information systems, including back-up systems and any third party service provider systems that it employs, 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. The Company 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 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.

(o) The Company and its Portfolio Companies are subject to laws and regulations concerning the collection, processing, storage, sharing, disclosure and use of customer information and other sensitive data, and our actual or perceived failure to comply with data privacy and security laws and regulations could damage the reputation and brand and adversely impact the operating results.

The Company and its Portfolio Companies are subject to various laws and regulations covering the privacy and protection of users' data. Because the Portfolio Companies may handle, collect, store, receive, transmit, transfer, and otherwise process certain information, which may include personal information, regarding its customers or its customers' users and employees in the ordinary course of business, The Company and its Portfolio Companies may be subject to federal, state and foreign laws related to the privacy and protection of such data. These laws and regulations, and their application to our operating businesses, are increasingly shifting and expanding. Compliance with these laws and regulations could affect our business, and their potential impact is unknown. Any actual or perceived failure to comply with these laws and regulations may result in investigations, claims and proceedings, regulatory fines or penalties, damages for breach of contract, or orders that require us to change our business practices, including the way data is processed.

The Portfolio Companies may also be subject to breach notification laws in the jurisdictions in which they operate and may be subject to litigation and regulatory enforcement actions as a result of any data breach or other unauthorized access to or acquisition or loss of personal information. Any significant change to applicable laws, regulations, interpretations of laws or regulations, or market practices, regarding the processing of personal data, or regarding the manner in which the Portfolio Companies may seek to comply with applicable laws and regulations, could require the impacted Portfolio Companies to make modifications to its products, services, policies, procedures, notices, and business practices, including potentially material changes. Such changes could potentially have an adverse impact on the business.

(p) The Company's businesses rely on their intellectual property and may rely on licenses to use others' intellectual property, and if its businesses are unable to protect the intellectual property, are unable to obtain or retain licenses of other intellectual property, or if they may infringe upon or are alleged to have infringed upon other intellectual property, it could have a material adverse effect on its financial condition, business and results of operations.

Each business' success depends in part on their ability to secure intellectual property rights for its ongoing operations and future opportunities. The steps taken to protect such intellectual property rights may not prevent third parties from using their intellectual property and other proprietary information without their authorization or independently developing intellectual property and other proprietary information that is similar. In addition, there is no assurance, that the Company's rights will not be challenged, invalidated or circumvented. Further, the laws of certain countries may not protect proprietary rights effectively or to the same extent as the laws of the United States and Canada, and therefore there can be no assurance that the Company will be able to adequately protect its proprietary technology against unauthorized third party copying or use. Such unauthorized copying or use may adversely affect its competitive position. Further, there can be no assurance that the Company will successfully obtain licenses to any technology that may be required to conduct business or that, if obtainable, such technology can be licensed at a reasonable cost.

Stopping unauthorized use of their proprietary information and intellectual property and defending claims that they have made unauthorized use of others' proprietary information or intellectual property, may be difficult, time-consuming and costly. The unauthorized use of its intellectual property and other proprietary information by others could reduce or eliminate any competitive advantage its businesses have developed or may cause them to lose sales or otherwise harm its business.

The Company's businesses may become involved in legal proceedings and claims in the future either to protect their intellectual property or to defend allegations that they have infringed upon others' 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 Company to incur significant expenses. Any meritorious claim of intellectual property infringement against the Company 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 Company to develop or license substitute technology, its business and results of operations may be materially adversely affected.

(q) Commerce is increasingly digital with mobile device transactions and if the Company's business products or solutions are unable to integrate properly with the rapid technological changes, its business strategy and long-term development may be harmed.

Commerce transacted over mobile devices continues to grow more rapidly than desktop transactions. The Portfolio Companies are dependent on the interoperability of their solutions with third-party mobile devices and mobile operating systems as well as web browsers that are outside of the Company's control. Any changes in such devices, systems or web browsers that degrade the functionality of its platform or give preferential treatment to competitive services could adversely affect usage of its platform. Mobile commerce is a key element in the Company's strategy and effective mobile functionality is integral to its long-term development and growth strategy. In the event that merchants and their buyers have difficulty accessing and using its platform on mobile devices, its business and operating results could be adversely affected.

(r) If the Company fails to maintain an effective system of internal controls over financial reporting, it may not be able to accurately report the Company's financial results or prevent fraud, which in turn could lose shareholder confidence in its financial and other public reporting and adversely impact its business and the trading price of its shares.

Effective internal controls over financial reporting are necessary to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure of the Company's internal controls could have an adverse effect on stated results of operations and increase legal, regulatory, and reputational risks. As a result, the Company may experience higher than anticipated operating expenses, as well as higher independent auditor fees during and after the implementation of these ongoing changes. If the Company is unable to implement any 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 Company's operations, financial reporting and results of operations. If the Company 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.

(s) Tax Risk

The Company will be subject to income taxes in Canada and various jurisdictions outside of Canada. Its effective tax rate could fluctuate due to changes in the mix of earnings and losses in countries with differing statutory tax rates. Its tax expense could also be impacted by changes in non-deductible expenses, changes in excess tax benefits of equity-based compensation, changes in the valuation of deferred tax assets and liabilities and its ability to utilize them, the applicability of withholding taxes, effects from acquisitions, and the evaluation of new information that results in a change to a tax position taken in a prior period. The Company's tax position could also be impacted by changes in accounting principles, changes in Canadian federal, provincial or territorial tax laws, or other international tax laws applicable to corporate multinationals, other fundamental law changes currently being considered by many countries, including Canada and the U.S., and changes in taxing jurisdictions' administrative interpretations, decisions, policies, and positions. Any of the foregoing changes could have an adverse impact on the Company's results of operations, cash flows, and financial condition.