Transforming Utilities and Communities.

TANTALUS SYSTEMS HOLDING INC.

Management's Discussion and Analysis of
Financial Condition and Results of Operations

For the three months ended March 31, 2022

This Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of Tantalus Systems Holding Inc. (together with its subsidiaries and predecessors, the "**Company**", "**we**" or "**Tantalus**") is provided to assist our readers in assessing our financial condition and our financial performance, including our liquidity and capital resources, for the three months ended March 31, 2022 compared with the three months ended March 31, 2021 and in conjunction with the audited consolidated financial statements of the Company and related notes thereto for the quarter ended March 31, 2022. The information in this MD&A is current as of May 10, 2022 and should be read in conjunction with the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2022 and 2021 and the Company's consolidated financial statements for the year ended December 31, 2021 included with Tantalus' continuous disclosure filings with Canadian securities regulatory authorities available at www.sedar.com.

The Company's unaudited interim condensed consolidated financial statements and notes thereto as at March 31, 2022 and 2021 have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee, and are presented in United States ("US") dollars which is the functional currency of the Company. Certain dollar amounts in this MD&A have been rounded to the nearest millions or thousands of dollars.

Non-IFRS and Other Financial Measures

This MD&A also refers to the following non-IFRS measures:

> "EBITDA" is comprised as income (loss) less interest, income tax and depreciation and amortization. Management believes that EBITDA is a useful indicator for investors, and is used by management, in evaluating the operating performance of the Company. See "Reconciliation of Net (Loss) / Income to Adjusted EBITDA" for a quantitative reconciliation of EBITDA to the most directly comparable financial measure.
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> "Adjusted EBITDA" is comprised as income (loss) less interest, income tax, depreciation, amortization, stock-based compensation, foreign exchange gain (loss) and other income / expenses not attributable to the operations of the Company. Management believes that Adjusted EBITDA is a useful indicator for investors, and is used by management, in evaluating the operating performance of the Company. See "Reconciliation of Net (Loss) / Income to Adjusted EBITDA" for a quantitative reconciliation of Adjusted EBITDA to the most directly comparable financial measure.
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> "Gross Profit" is comprised as the Company's revenues less cost of sales. Management believes that Gross Profit is a useful indicator for investors, and is used by management, in evaluating the

operating performance of the Company. See "Selected Financial Information" for a quantitative reconciliation of Gross Profit to the most directly comparable financial measure.

"Adjusted Working Capital" is comprised as current assets less current liabilities exclusive of the Company's bank loan. Management believes Adjusted Working Capital is a useful indicator for investors, and is used by management, for evaluating the operating liquidity to the Company. See "Selected Financial Information" and "Liquidity" for a quantitative reconciliation of Adjusted Working Capital to the most directly comparable financial measure.

This MD&A refers to "Gross Profit Margin" which is a non-IFRS ratio. Gross Profit Margin is comprised of Gross Profit expressed as a percentage of the Company's revenues. Management believes that Gross Profit Margin is a useful indicator for investors, and is used by management, in evaluating the operating performance of the Company.

This MD&A refers to "Adjusted EBITDA Margin" which is a non-IFRS ratio. Adjusted EBITDA Margin is comprised of Adjusted EBITDA expressed as a percentage of the Company's revenues. Management believes that Adjusted EBITDA Margin is a useful indicator for investors, and is used by management, in evaluating the operating performance of the Company.

This MD&A refers to total expenses exclusive of depreciation and amortization, stock-based compensation, acquisition related costs and listing fee. Management believes this is a useful indicator for investors, and is used by management, in evaluating the operating performance of the Company.Such non-IFRS measures and non-IFRS ratios do not have a standardized meaning under IFRS and may not be comparable to a similar measure disclosed by other issuers.

This MD&A was prepared by management of the Company and approved by its Board of Directors prior to its release. Unless otherwise stated, the Company has considered all information available to it through May 10, 2022 in preparing this MD&A. Additional information relating to the Company can be found on its website.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information may relate to our financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate and the impact of the ongoing global supply chain constraints of semiconductors and electronic components, inflationary pressures leading to higher costs to conduct business as well as the COVID-19 pandemic declared by the World Health Organization on March 11, 2020 (the "**COVID-19 Pandemic**") thereon is forward-looking information.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved", the negative of these terms and similar terminology. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances based on currently available information.

This forward-looking information includes, among other things, statements relating to: expectations regarding industry trends and challenges; overall market growth rates and our growth rates and growth strategies; addressable markets for our solutions; the achievement of advances in and expansion of our offerings and markets; expectations regarding our revenue and the revenue generation potential of our products, services and other solutions; our business plans and strategies; our competitive position in our industry; growing revenue year-over-year by 20% - 25%, targeting approximately US$38.5 to 40.0 million in 2022; our acquisition of Congruitive placing Tantalus at the forefront of helping utilities modernize their grids to prepare for the impact that electric vehicles and distributed energy resources will have on the resiliency and reliability of distribution grids; approximately US$27 million in revenue backlog anticipated to be generated during the year ending December 31, 2022; demand for the Congruitive solution is expected to grow significantly as electric vehicles and distributed energy resources adoption continues to expand rapidly in 2022; the Company is actively evaluating several other M&A opportunities along with additional strategic growth initiatives; the Company's continued investment in the research and development of new products as well as the continuous enhancement of the Company's existing products and software applications offering; and the earn-out payments in connection with the acquisition of Congruitive.

The forward-looking information contained herein is based on our opinions, estimates and assumptions considering our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances based on currently available information. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of our ability to build our market share and enter new markets; our ability to retain key personnel; our ability to execute on our expansion plans; our ability to continue investing in research and development to support our growth; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; the changes and trends in our industry or the global economy; and the changes in laws, rules, regulations, and global standards are material factors made in preparing forward-looking information and management's expectations.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the factors described in the "Risk Factors" section of Tantalus' Annual Information Form dated March 23, 2022 included with Tantalus' continuous disclosure filings with Canadian securities regulatory authorities available at www.sedar.com.

If any of these risks or uncertainties materialize, or if the opinions, estimates, or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. The opinions, estimates or assumptions referred to above should be considered carefully by prospective investors.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this MD&A represents our expectations as of the date of hereof (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this MD&A is expressly qualified by the foregoing cautionary statements.

DESCRIPTION OF BUSINESS

Tantalus is a smart grid technology company that helps build sustainable utilities by modernizing distribution grids. By deploying Tantalus' smart grid platform, utilities can transform their legacy distribution grids into future-proofed, multi-directional grids that not only improve the reliability and efficiency of the utility in the near term, but also lay the foundation to prepare utilities for the long-term needs of society. The Company's solutions include a comprehensive industrial Internet-of-Things ("IoT") smart grid network, edge-computing endpoints, a suite of enterprise software applications that are used across all departments within a utility and artificial-intelligence ("AI")-enabled data analytics to help utilities proactively anticipate and manage their grids. Tantalus' solutions also help water utilities identify leaks and automate the delivery and billing of water and gas. By leveraging Tantalus' technology solutions, utilities are positioned to transform their distribution grids into an intelligent network of connected devices that:

- safely and reliably delivers electricity, water and gas to residential, commercial and industrial customers and communities;
- prepares for the broad adoption of renewable and distributed energy resources such as solar panels, distributed storage and electric vehicles which impact the flow of power across existing one-way distribution grids;
- empowers the utility to efficiently respond to service interruptions resulting from severe storms or major events;
- enables proactive and personalized engagement with the utility's customers and members; and
- integrates on a single smart grid communication network with multiple applications creating a smarter community.

Historically, Tantalus focused on Advanced Metering Infrastructure ("AMI") to help utilities automate metering functions and gain access to data to support billing, enhance customer service and gain visibility into power outages. By expanding its position within the public power and electric cooperative utility market segment, Tantalus began deploying an advanced AMI module with edge computing in late 2013. The first-of-its-kind edge-computing module incorporates robust capabilities to access and analyze granular data, particularly with respect to power consumption and power quality, from each connected endpoint. Over the past several years, Tantalus expanded its technical capabilities to go beyond traditional AMI systems by integrating load control switches, distribution automation equipment and lighting fixtures onto a unified smart grid communications network, thereby enabling utilities to increase their return on investment in automating metering infrastructure. By accessing additional power quality data across a broader set of endpoints, Tantalus was able to develop its first AI-enabled data analytics tool that specifically helps utilities pinpoint vulnerabilities within the grid, proactively manage distribution equipment, reduce the risk of failures, effectively implement vegetation management and mitigate the risk of outages and fires. The Company is actively expanding its enterprise software capabilities and AI-enabled data analytics to harness the power of the data that is accessible through Tantalus' solutions.

Today, Tantalus is at the forefront of delivering a next-generation smart grid platform that delivers interoperability across the entire distribution grid, enabling utilities to access data seamlessly and securely from edge devices that can be integrated into and analyzed by mission-critical operating systems. The recent acquisition of Congruitive, on January 31, 2022, accelerates and expands Tantalus' smart gird platform and empowers utilities to connect, command and control electric vehicle ("EVs") charging stations and distributed energy resources ("DERs"), such as solar panels, battery wall and microgrids. As Tantalus continues to invest in research and development, the Company is quickly building a comprehensive solution that will enable utilities to digitize their distribution grids in order to manage their systems from the very edge all the way to their mission-critical systems to truly become sustainable.

Tantalus is a publicly-traded company listed on the Toronto Stock Exchange (TSX: GRID).

Recent Operating Highlights:

(a) *Acquisition of Congruitive:* On January 31, 2022, the Company completed its acquisition of DLC Systems Inc. d/b/a Congruitive ("Congruitive"). Congruitive's signature software solution, Congruence.IQ™ ("C.IQ™"), is a software platform that enables the interoperability of a wide range of devices through an emerging Institute of Electrical and Electronics Engineers ("IEEE") standard. By deploying C.IQ, a utility's smart grid deployment can operate as one intelligent, interoperable system, with the necessary scalability and flexibility to integrate data from EVs and DERsthat are deployed at the edge of the grid. Congruitive is currently selling its C.IQ software to investor-owned utilities ("IOUs"), partners that are deploying DERs and EVs, and renewable power integrators. The addition of Congruitive enhances the Company's position at the forefront of helping utilities modernize their grids to prepare for the impact that EVs and DERs will have on the resiliency and reliability of distribution grids.

(b) *Selection by City of High Point:* On February 15, 2022, the Company announced that the City of High Point, North Carolina (the "City" or "High Point"), had selected Tantalus to provide a purpose-built smart grid solution to digitize the City's electric and water distribution system consisting of 80,000 combined meters. The City's decision to upgrade the distribution grid is tied to enhancing system resiliency while laying the foundation to provide enhanced applications and services to its residents.

(c) *Partnership with Kansas Municipal Energy Agency ("KMEA"):* On March 1, 2022, the Company announced a partnership with KMEA to offer purpose-built smart-grid solutions to its more than 80 member utilities throughout Kansas. As a joint action agency, KMEA will provide hosting services to assist its members in digitally transforming their distribution grids. KMEA members will be able to license, access and use Tantalus' software on KMEA's hosted server. The partnership enables members of KMEA to deploy the cost-effective Tantalus Utility Network (TUNet®) smart grid solution in a flexible manner relative to their needs and available resources.

(d) *Partnership with Energy Toolbase:* Tantalus announced on April 5, 2022 the first of several projects to bring commercial-grade microgrid solutions to market. The Company partnered with Energy Toolbase ("ETB"), which provides a suite of project modeling, energy storage control and asset monitoring products for solar and storage microgrid deployments, to deploy a microgrid that includes solar panels and battery storage to provide resiliency to the headquarters of a major construction company in Riverdale, California. The solution will enable the customer to manage demand charges, perform load shifting and take advantage of other economic optimizations while being connected to the electric distribution grid and provide resiliency to maintain operations in the event the headquarters experiences a power outage from their local utility.

(e) *Growth of Tantalus' User Community*: Tantalus added 5 new utilities during Q1 of 2022, continuing to demonstrate an ability to expand the number of utilities leveraging Tantalus' smart grid solutions. In addition to converting these 5 utilities through its pipeline, Tantalus also added approximately 40 utilities through the acquisition of Congruitive, bringing the Company's total user community to over 250 utilities.

(f) *Stimulus Funding:* Tantalus is actively leading an effort to support current and prospective utility customers with the submission of applications to access funding across several programs being offered by the US Federal government, including the ARPA and BRIC programs.

TRAILING EIGHT QUARTER SELECTED FINANCIAL INFORMATION

The Company's quarterly operating results have varied in the past and may vary in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter. Selected quarterly information of the results of the Company's operations is as follows:

	Three months ended March 31, 2022	Three months ended December 31, 2021	Three months ended September 30, 2021	Three months ended June 30, 2021	Three months ended March 31, 2021	Three months ended December 31, 2020	Three months ended September 30, 2020	Three months ended June 30, 2020
Revenue	$ 9,291,478	7,610,356	8,536,822	$ 8,013,262	$ 8,011,331	$ 9,312,793	$ 8,754,751	$ 7,754,934
Cost of sales	4,870,365	4,256,855	4,932,219	4,221,177	4,409,319	4,506,208	4,646,988	3,920,843
Gross Profit	4,421,113	3,353,501	3,604,603	3,792,085	3,602,012	4,806,585	4,107,763	3,834,091
Expenses	6,358,560	5,322,418	4,706,067	4,235,964	6,330,047	5,621,060	3,728,924	3,709,657
Operating (loss) income	(1,937,447)	(1,968,917)	(1,101,464)	(443,879)	(2,728,035)	(814,475)	378,839	124,434
Other earnings (expenses)	148,064	(155,122)	(238,275)	(163,347)	(180,397)	(536,460)	1,604,341	1,136,560
(Loss) income before income taxes	(1,789,383)	(2,124,039)	(1,339,739)	(607,226)	(2,908,432)	(1,350,935)	1,983,180	1,260,994
Income tax expense	-	40,717	-	-	-	7,243	-	-
(Loss) income for the period	(1,789,383)	(2,164,756)	(1,339,739)	(607,226)	(2,908,432)	(1,358,178)	1,983,180	1,260,994
(Loss) earnings per share (basic and diluted)	(0.04)	(0.05)	(0.03)	(0.02)	(0.08)	(0.04)	0.06	0.04
Adjusted EBITDA	$ (654,262)	(1,272,109)	(580,535)	$ 65,475	$ 55,350	$ 817,363	$ 951,927	$ 737,665

Basic and fully diluted shares have been retroactively adjusted for impact of the share consolidation by the Company on January 29, 2021.

Reconciliation of Quarterly Net (Loss) Income to Adjusted EBITDA

	Three months ended March 31, 2022	Three months ended December 31, 2021	Three months ended September 30, 2021	Three months ended June 30, 2021	Three months ended March 31, 2021	Three months ended December 31, 2020	Three months ended September 30, 2020	Three months ended June 30, 2020
(Loss) income for the period	$ (1,789,383)	$ (2,164,756)	$ (1,339,739)	$ (607,226)	$ (2,908,432)	$ (1,358,178)	$ 1,983,180	$ 1,260,994
Finance expense (a)	236,986	145,383	142,999	173,489	166,329	163,677	154,984	179,664
Income taxes	-	40,717	-	-	-	7,243	-	-
Depreciation and amortization	493,169	282,658	381,475	446,647	434,957	425,977	437,515	433,894
EBITDA	(1,059,228)	(1,695,998)	(815,265)	12,910	(2,307,146)	(761,281)	2,575,679	1,874,552
Stock-based compensation (b)	203,056	139,150	64,454	62,707	195,769	72,242	70,573	73,829
Foreign exchange (c)	(385,050)	9,739	95,276	(10,142)	14,068	166,094	90,363	115,831
Other Income (d)	-	-	-	-	-	206,689	(1,849,688)	(1,432,055)
Congruitive acquisition related costs (e)	586,960	275,000	75,000	-	-	-	-	-
Energate arbitration related costs (f)	-	-	-	-	-	(48,230)	65,000	105,508
RiseTech reverse acquisition listing expense (g)	-	-	-	-	1,188,175	-	-	-
Reverse acquisition legal, professional and related costs (h)	-	-	-	-	964,484	1,181,849	-	-
Adjusted EBITDA	$ (654,262)	$ (1,272,109)	$ (580,535)	$ 65,475	$ 55,350	$ 817,363	$ 951,927	$ 737,665

(a) Finance expense comprised of interest and related finance expense on bank loan and lease liabilities.
(b) Stock-based non-cash compensation expense.
(c) Foreign exchange comprised of unrealized (gain) / loss from non-functional currency assets and liabilities.
(d) Other income comprised of the gain on Energate acquisition arbitration share cancellation and government assistance benefit received pertaining to the COVID-19 Pandemic.
(e) General and administrative expenses pertaining to the Company's acquisition of Congruitive completed on January 31, 2022.
(f) General and administrative expenses pertaining to the Company's acquisition of Energate arbitration.
(g) Reverse acquisition listing expense comprised of excess purchase price over RiseTech net assets acquired.
(h) Reverse acquisition costs comprised of legal and professional fees.

Selected quarterly excerpts from the Company's statement of financial position are as follows:

	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
Cash	$ 12,024,774	$ 12,174,985	$ 14,627,772	$ 10,682,722	$ 12,174,985	$ 4,647,713	$ 3,225,477	$ 4,798,628
Adjusted Working Capital	$ 8,963,488	$ 9,054,673	$ 15,562,545	$ 9,094,278	$ 9,054,673	$ 3,538,274	$ 4,622,104	$ 4,051,270
Total assets	$ 40,001,158	$ 27,193,349	$ 32,865,703	$ 29,925,425	$ 27,193,349	$ 23,525,534	$ 20,061,955	$ 17,714,501
Shareholders' earnings (deficit)	$ 6,409,380	$ 2,988,077	$ 8,812,085	$ 2,444,361	$ 2,988,077	$ (2,311,106)	$ (1,225,032)	$ (1,835,740)

FINANCIAL RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2022

Revenue

Revenue by Source		Three months ended March 31, 2022	%		Three months ended March 31, 2021	%
Connected Devices and Infrastructure	$	5,921,837	64%	$	5,371,983	67%
Utility Software Applications and Services		3,369,641	36%		2,639,348	33%
Total revenue	$	9,291,478	100%	$	8,011,331	100%

Revenue increased by 16% for the three months ended March 31, 2022 over the prior year.

The growth in revenue is attributable to the strong backlog entering into 2022 and continued momentum resulting from the utility industry's urgency to digitize the distribution grid and accelerate deployments coming out of the COVID-19 Pandemic.

Revenue from the Company's Utility Software Applications and Services was strong, increasing by 28% for the three months ended March 31, 2022 over the prior year as deployments of the Company's solutions continue to expand, driving incremental software and services revenue opportunities.

Revenue from Utility Software Applications and Services represented 36% of total revenue for the three months ended March 31, 2022 as compared to 33% in the prior year as management continues to prioritize investments in R&D and accelerates strategic initiatives to expand recurring revenue from its software and data analytics solutions. A portion of the increased contribution from software and services is attributable to the recent acquisition of Congruitive, which contributed revenue of $287,927 during the last two months of the quarter.

No single customer represented more than 10% of total revenues for the three months ended March 31, 2022 and 2021.

The Company generated revenues attributed to the following geographical regions based on the location of the customer:

		Three months ended March 31, 2022	%		Three months ended March 31, 2021	%
United States (1)	$	9,241,715	99%	$	7,867,203	98%
Canada		35,826	0%		111,514	<1%
Other		13,937	<1%		32,614	<1%
	$	9,291,478	100%	$	8,011,331	100%

(1) – United States includes revenues attributed to the US Virgin Islands based in the Caribbean basin.

Gross Profit

The Company's Gross Profit during the three months ended March 31, 2022 is as follows:

Three months ended March 31, 2022		Connected Devices and Infrastructure	%	Utility Software Applications and Services	%		Total	%
Revenue	$	5,921,837	100%	3,369,641	100%	$	9,291,478	100%
Cost of sales		4,133,424	70%	736,941	22%		4,870,365	52%
Gross Profit	$	1,788,413	30%	2,632,700	78%	$	4,421,113	48%
		40%		60%			100%	

Three months ended March 31, 2021		Connected Devices and Infrastructure	%	Utility Software Applications and Services	%		Total	%
Revenue	$	5,371,983	100%	2,639,348	100%	$	8,011,331	100%
Cost of sales		3,619,344	67%	789,975	30%		4,409,319	55%
Gross Profit	$	1,752,639	33%	1,849,373	70%	$	3,602,012	45%
		49%		51%			100%	

Despite increasing inflationary pressures manifesting globally, Gross Profit Margin increased to 48% during the three months ended March 31, 2022 as compared to 45% during the prior year due to the strong contributions from Utility Software Applications and Services. The incremental contributions from software and services offset near-term inflationary pressure on the costs of goods sold for the Company's Connected Devices and Infrastructure.

Management instituted a price increase that went into effect on April 15, 2022, to offset a portion of inflation in raw materials and component costs, freight charges, and labor costs. Management will continue to monitor the inflationary pressure across its business and adjust pricing, as appropriate.

Expenses

Tantalus has centralized its sales and marketing functions, product development and research and development (R&D) functions, corporate management and corporate development. Tantalus currently develops products and software applications through its employees and contractors. Tantalus relies on third-party contract manufacturers to build and assemble its hardware products.

		Three months ended March 31, 2022	Percentage of Revenue		Three months ended March 31, 2021	Percentage of Revenue
Sales and marketing	$	1,578,309	17%	$	1,383,614	17%
Research and development		1,964,676	21%		1,272,425	16%
General and administrative		2,322,406	25%		3,239,051	40%
Depreciation and amortization		493,169	5%		434,957	5%
Total expenses	$	6,358,560	68%	$	6,330,047	79%

Expenses for the three months ended March 31, 2022 increased primarily due to the acquisition of Congruitive on January 31, 2022 and absorbing their staff into Tantalus' business. The Company is also accelerating investments in R&D to deliver its recently announced next-generation fiber-to-the-home gateway, referred to as the TRUSense™ Fiber Gateway, and to expand the portfolio of data analytics tools. In addition to making investments in R&D to accelerate its solution roadmap, the Company also made investments in sales and marketing given the momentum that continues to unfold across the utility industry. The Company also continues to absorb the costs of becoming publicly traded in 2021 and is making investments to build out the appropriate level of infrastructure to support our reporting requirements and investor relations activities.

Sales and marketing expense consists primarily of salaries and related personnel costs, sales commissions, consulting fees, trade show expenses, marketing collateral, advertising costs and facilities. The increase in sales and marketing expense for the three months ended March 31, 2022 over the prior year is primarily attributable to increased headcount and additional travel to visit utilities and participate in industry events as COVID-19 restrictions subside. As momentum continues to develop across the utility industry, Tantalus anticipates making further investments in sales and marketing to expand its presence and position itself for broader growth in the future.

Research and development expenses relate primarily to salaries and related benefit costs as well as materials related to the development of the Company's solutions. Research and development expenses increased during the three months ended March 31, 2022 over the prior year primarily due to increased investment to accelerate the delivery of the Company's announced TRUSense Fiber Gateway and the addition of Congruitive's engineering department. The Company continues to invest in research and development to deliver key initiatives within its solution roadmap and to expand the portfolio of software applications and data analytics tools.

General and administrative expenses include executive and administrative staff, insurance, corporate variable compensation, accounting, legal and strategic consulting fees as well as various general administrative costs. Beyond incurring additional expenses associated with acquisition of Congruitive in January 2022, the Company continues to absorb expenses associated with going public in 2021. General and administrative expense for the three months ended March 31, 2022 includes Congruitive acquisition costs of $586,960 and stock-based compensation expense of $143,191 whereas the prior year period included $2.2 million of expenses associated with Tantalus' transaction to go public coupled with stock-based compensation expense of $172,763.

The Company's total expenses, exclusive of depreciation and amortization, stock-based compensation, acquisition related costs and listing fee, increased to $5.1 million for the three months ended March 31, 2022 as compared to $4.6 million in the prior three months ended December 31, 2021. This increase is primarily due to incremental costs associated with the acquisition of Congruitive and absorbing their engineering, product marketing and senior executive team. The increase for the three months ended March 31, 2022 over the three months ended March 31, 2021 is due primarily due to the costs associated with transitioning to a publicly-traded company, completing the acquisition of Congruitive and incremental investments in R&D and sales and marketing.

		Three months ended March 31, 2022		**Three months ended December 31, 2021**		**Three months ended March 31, 2021**
Total expenses	$	6,358,560	$	5,322,418	$	6,330,047
Depreciation and amortization		(493,169)		(282,658)		(434,957)
Stock-based compensation		(203,056)		(139,150)		(195,769)
Congruitive acquisition costs		(586,960)		(275,000)		-
RiseTech reverse takeover coss and listing fee		-		-		(2,152,659)
	$	5,075,375	$	4,625,610	$	3,546,662
As a percentage of total revenue		55%		61%		44%

Depreciation and Amortization

		Three months ended March 31, 2022		Three months ended March 31, 2021
Depreciation and amortization	$	111,888	$	138,897
Amortization of intangible assets		235,523		185,848
Amortization of right-of-use assets		145,758		110,212
Total depreciation and amortization	$	493,169	$	434,957

The Company's depreciation and amortization is attributable to the property and equipment, intangible assets and right-of-use assets pertaining to its facility leases. The increase in depreciation and amortization during the three months ended March 31, 2022 over the prior year is primarily attributable to the increased amortization of intangible assets and right of use assets.

Other (Expenses) Earnings

		Three months ended March 31, 2022		Three months ended March 31, 2021
Foreign exchange gain (loss)	$	385,050	$	(14,068)
Finance expense		(236,986)		(166,329)
Total other earnings (expenses)	$	148,064	$	(180,397)

Finance expense is comprised of interest expense and fees to Export Development Canada ("EDC") on the Company's bank loan and lease liabilities.

The Company maintains certain assets, inclusive of a portion of its treasury investments, in Canadian dollars which are translated into its U.S. dollar functional currency which accounted for most of the foreign exchange loss reported. The Company experienced a foreign exchange gain of $385,050 during the three months ended March 31, 2022 which is primarily attributable to the foreign exchange impact on the Company's Canadian dollar denominated cash compared to a foreign exchange loss of $14,068 in the prior year.

Total Comprehensive (Loss)

		Three months ended March 31, 2022		Three months ended March 31, 2021
Operating loss	$	(1,937,447)	$	(2,728,035)
Total other earnings (expenses)		148,064		(180,397)
Income tax expense		-		-
Loss for the period		(1,789,383)		(2,908,432)
Foreign currency translation adjustment		505		160
Total comprehensive (loss)	$	(1,788,878)	$	(2,908,272)
(Loss) per share (basic and fully diluted)	$	(0.04)	$	(0.08)

Adjusted EBITDA

During the three months ended March 31, 2022, the Company generated negative Adjusted EBITDA of ($654,262) representing negative 7% of revenue. As momentum continues to build across the utility industry, management believes it is in the best interest of the business to make near-term investments in R&D and sales and marketing to expand the capabilities of the Company. Specifically, the Company is investing to build its next-generation TRUSense Fiber Gateway, which will be a market-leading product enabling utilities to not only digitize the distribution grid, but also provide connectivity, command and control EV charging stations and DERs deployed behind the meter. The Company is also investing to expand its data analytics capabilities after receiving positive feedback across its user community. The Company will also invest to accelerate the roadmap of Congruitive's offering with specific focus on building the necessary tools to help utilities integrate data from EV charging stations and DERs through the utility's firewall and into mission-critical systems.

		Three months ended March 31, 2022		Three months ended March 31, 2021
Loss for the period	$	(1,789,383)	$	(2,908,432)
Finance expense (a)		236,986		166,329
Income taxes		-		-
Depreciation and amortization		493,169		434,957
EBITDA		(1,059,228)		(2,307,146)
Stock-based compensation (b)		203,056		195,769
Foreign exchange (c)		(385,050)		14,068
Congruitive acquisition related costs (d)		586,960		-
RiseTech reverse acquisition listing expense (e)		-		1,188,175
Reverse acquisition legal, professional and related costs (e)		-		964,484
Adjusted EBITDA	$	(654,262)	$	55,350

(a) Finance expense comprised of interest and related finance expense on bank loans and lease liabilities (see Financial Statements).
(b) Share-based non-cash compensation expense (see Financial Statements).
(c) Foreign exchange comprised of unrealized (gain) / loss from non-functional currency assets and liabilities (see Financial Statements).
(d) General and administrative expenses pertaining to the Company's acquisition of Congruitive completed on January 31, 2022 (see note 4 in the Financial Statements).
(e) Reverse acquisition listing expense comprised of excess purchase price over RiseTech net assets acquired and reverse acquisition costs comprised of legal and professional fees.

LIQUIDITY AND CAPITAL RESOURCES

Capital Management

The Company's capital management objective is to ensure that the Company is capitalized in a manner which appropriately supports working capital needs and business expansion. The Company's capital management practices are focused on preserving the quality of its financial position, and to that end, the Company regularly assesses its capital management practices in response to changing economic conditions. The Company's capital is primarily utilized in its ongoing business operations to support working capital requirements, business expansion and other strategic objectives.

Cash and Adjusted Working Capital

The Company ended the first quarter in a strong financial position with approximately $12.0 million of cash and Adjusted Working Capital of approximately $9.0 million available to support the needs of the business.

The Company extended the term and related maturity date of its long-standing bank loan from Comerica to February 27, 2023 which it has renewed on a continuous annual basis since 2012. To support the acquisition of Congruitive, the Company also entered into a three-year term loan of $3.3 million on January 31, 2022.

The Company had Adjusted Working Capital as follows:

Adjusted Working Capital		**March 31, 2022**		**December 31, 2021**
Total current assets	$	25,494,272	$	26,427,657
Less current liabilities		(25,730,784)		(20,953,001)
		(236,512)		5,474,656
Add Bank loans - current portion		9,200,000		8,100,000
Adjusted Working Capital	$	8,963,488	$	13,574,656

Adjusted Working Capital as at March 31, 2022 decreased from December 31, 2021 due to the Company's investment in the Congruitive acquisition in addition to Adjusted EBITA and capital expenditures during the three months ended March 31, 2022.

Cash Flows

The Company generated positive cash flow from operations of $1.6 million for the three months ended March 31, 2022. Investing and financing activities within the quarter were tied to the acquisition of Congruitive.

Cash provided by (used in):		**Three months ended March 31, 2022**		**Three months ended March 31, 2021**
Operating activities	$	584,694	$	794,063
Investing activities		(5,803,674)		190,909
Financing activities		2,992,005		6,510,988
Effect of foreign exchange on cash		47,955		31,312
Increase (decrease) in cash	**$**	**(2,179,020)**	**$**	**7,527,272**

Acquisition of Congruitive

On January 31, 2022, the Company completed its acquisition of all the outstanding and issued common shares of Congruitive. The acquisition was accounted for as a business combination using the acquisition method whereby the assets acquired, and the liabilities assumed were recorded at fair value. At acquisition date the fair values assigned to intangible assets, goodwill and the deferred tax liabilities were measured on a provisional basis. The following table summarizes the balances of each major class of consideration transferred, the recognized amounts of the identifiable assets acquired and liabilities assumed, and the resulting value of goodwill.

Consideration transferred		
Cash consideration	$	6,464,473
Fair value of share consideration		1,196,466
Fair value of contingent consideration payable		2,458,702
Total consideration	$	10,119,641

Fair value of assets and liabilities recognized		
Cash	$	778,942
Accounts receivable		665,131
Inventory		7,710
Prepaid and other deposits		4,073
Property and equipment		7,948
Intangible - technology		6,530,000
Intangible - customer relations		830,000
Intangible - trademarks and copyrights		328,000
Accounts payable and accrued liabilities		(1,030,712)
Fair value of deferred revenue		(589,325)
Fair value of assets and liabilities recognized	$	7,531,767
Goodwill	$	2,587,874

Equity Financings

The following table shows the total proceeds with estimated use of proceeds for the equity financings completed during 2021 compared with the use of proceeds to March 31, 2022 and estimated future use of proceeds:

		January 2021 Financing		August 2021 Financing		Total
Gross financing proceeds (CND$ 9,940,973 and CND$ 10,597,748 respectively)	$	7,778,539	$	8,503,633	$	16,282,172
Capitalized costs		(1,092,853)		(907,486)		(2,000,339)
Broker warrants issued		(61,201)		(141,910)		(203,111)
Total financing costs		(1,154,054)		(1,049,396)		(2,203,450)
Net financing proceeds	$	6,624,485	$	7,454,237	$	14,078,722
Congruitive acquisition cash consideration		(3,164,473)				(3,164,473)
Congruitive acquisition related costs		(861,960)				(861,960)
Reverse acquisition of RiseTech related costs		(2,146,333)		-		(2,146,333)
Net financing proceeds after impact of reverse acquisition related costs	$	451,719	$	7,454,237	$	7,905,956

The Company anticipates the future use of the remaining proceeds to be used for investment in its future new product initiatives, incremental sales and marketing activities, general working capital purposes and for potential future strategic initiatives,

Staffing Levels

The following table summarizes the Company's headcount, consisting of employees, by functional group:

	March 31, 2022	March 31, 2021
Customer operations	24	23
Sales and marketing	22	19
Research and development	62	54
General and administration	19	19
Total	**127**	**115**

The increase in headcount reflects the addition of Congruitive staff members and additional investments in R&D and sales and marketing to support future growth of the Company.

Tantalus is an equal opportunity employer and promotes a culture of inclusion and diversity. The Company monitors its progress through various programs and policies. Tantalus offers wages and a range of company-paid benefits that it believes are competitive with other companies in its industry.

Commitments

The Company has the following commitments as at March 31, 2022:

Contractual Obligations	Total	Less than 1 year	1 - 5 years	After 5 years
Accounts Payable and accrued liabilities	$ 9,226,974	$ 9,226,974	$ -	$ -
Bank loan[(a)]	8,100,000	8,100,000	-	-
Lease liabilities[(b)]	7,766,962	1,052,431	5,072,822	1,641,709
Total Contractual Obligations	**$ 25,093,936**	**$ 18,379,405**	**$ 5,072,822**	**$ 1,641,709**

(a) – See "Bank Loan" below.
(b) – See facilities below and includes estimated variable operating expenses associated with leases.

In the ordinary course of business, the Company may enter into performance bonds with customers as part of a sales contract. As at March 31, 2022, the Company had no performance bonds outstanding.

In the ordinary course of business, the Company enters into purchase order commitments for the delivery of its products pertaining to existing and anticipated customer orders over the next twelve months from its primary vendors. As at March 31, 2022, the Company had outstanding purchase order commitments of $15,991,469.

Bank Loan

The Company entered into a loan agreement on April 12, 2012, and subsequent amendments with Comerica Bank (the "Bank") to fund ongoing Adjusted Working Capital requirements which the Company has renewed on an annual basis since this date. The Bank loan was originally comprised of two line of credit facilities, one in Canadian dollars and one in United States dollars, and a term loan. On May 11, 2021, the Company consolidated its Bank loan from two credit facilities into one line of credit facility in United States dollars up to a maximum of $8,100,000 and had an aggregate total payable by the Company of $8,100,000 as at March 31, 2022. Effective as of January 31, 2022, the Company entered into an amendment agreement with the Bank which extended the maturity date of the line of credit facilities of the Company from February 28, 2022 to February 27, 2023 in conjunction with an incremental term loan with a principal amount of $3.3 million which is repayable over three years with the use of proceeds for the Company's Congruitive acquisition on January 31, 2022.

Facilities

Tantalus maintains four office locations across North America, including:

- Burnaby, British Columbia, Canada (headquarters) (“Burnaby”);
- Kanata, Ontario, Canada (“Kanata”);
- Norwalk, Connecticut, United States of America (“Norwalk”); and
- Raleigh, North Carolina, United States of America (“Raleigh”).

Each office is based on a lease with a third-party building manager or landlord and are with arm’s length parties.

Tantalus’ Burnaby office lease, of approximately 32,000 square feet was entered into on August 1, 2014, which was expected to expire on January 31, 2022, was extended by the Company on June 4, 2021 to expire January 31, 2029 resulting in an incremental lease liability of $3.1 million on June 4, 2021 exclusive of related variable operating expenses.

Tantalus’ Kanata office lease, of approximately 8,200 square feet was entered into on November 1, 2017 and is expected to expire on February 1, 2025.

Tantalus’ Norwalk office lease, of approximately 800 square feet was entered into on March 1, 2018 and has been expanded to a new office facility space in the building increased to approximately 2,350 square feet on May 1, 2021 which is to expire on January 1, 2026 resulting in an incremental lease liability of $152,616.

Tantalus’ Raleigh office lease, of approximately 5,602 square feet was entered into on February 1, 2016 and is expected to expire on August 31, 2022.

FINANCIAL POSITION

The following table shares the variance that have occurred in the Company’s financial position as at March 31, 2022 compared to December 31, 2021:

Assets		**March 31, 2022**		**December 31, 2021**		**Variance**
Cash	$	12,024,774	$	14,203,794	$	(2,179,020)
Accounts receivable		7,408,261		5,343,724		2,064,537
Investment tax credits receivable		2,094		52,869		(50,775)
Inventory		4,961,546		5,687,407		(725,861)
Prepaid expenses and deposits		1,097,597		1,139,863		(42,266)
Total current assets	$	25,494,272	$	26,427,657	$	(933,385)
Property and equipment		921,115		1,019,867		(98,752)
Intangible assets		7,725,922		160,490		7,565,432
Goodwill		2,587,874		-		2,587,874
Right of Use assets		3,271,975		3,417,733		(145,758)
Total assets	**$**	**40,001,158**	**$**	**31,025,747**	**$**	**8,975,411**
Liabilities						
Accounts payable and accrued liabilities		9,226,974		8,974,662		252,312
Deferred revenue and deposits		6,594,479		3,151,790		3,442,689
Lease liabilities		709,331		726,549		(17,218)
Bank term loan - current portion		1,100,000		-		1,100,000
Bank loan		8,100,000		8,100,000		-
Total current liabilities	$	25,730,784	$	20,953,001	$	4,777,783
Deferred revenue and deposits		610,498		-		610,498
Bank term loan - long term portion		2,011,429		-		2,011,429
Contingent consideration on Congruitive acquisition		2,458,702		-		2,458,702
Lease liabilities		2,780,365		3,282,143		(501,778)
Total liabilities	**$**	**33,591,778**	**$**	**24,235,144**	**$**	**9,356,634**

Accounts Receivable

The Company had accounts receivable as at March 31, 2022 of $7.4 million compared to $5.3 million as at December 31, 2021. The Company has an agreement with EDC whereby EDC agreed to provide 90% insurance coverage for the Company's invoiced sales up to a maximum of $3,000,000 with certain customers excluded from this coverage.

OTHER ITEMS

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements other than as disclosed in the Company's interim condensed consolidated financial statements as at March 31, 2022, inclusive of Note 14 Lease Liabilities and Note 18 Commitments and Contingencies.

Transactions with Related Parties

Related parties are comprised of the Company's key management.

The remuneration of key management of the Company for the year ended March 31, 2022 and March 31, 2021 are as follows:

		Three months ended March 31, 2022		Three months ended March 31, 2021
Short-term employee benefits	$	364,629	$	578,521
Share-based compensation		98,354		30,944
Total	**$**	**462,983**	**$**	**609,465**

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments are measured at amortized cost or fair value. Fair value represents the estimated amounts at which financial instruments could be exchanged between knowledgeable and willing parties in an arm's length transaction. Determining fair value requires management judgment. The following financial instruments are all measured at amortized cost. The fair value of each approximates the carrying value due to their short-term nature.

	March 31, 2022				December 31, 2021			
		Carrying Value		Fair Value		Carrying Value		Fair Value
Financial Assets								
Cash	$	12,024,774	$	12,024,774	$	14,203,794	$	14,203,794
Accounts receivable	$	7,408,261	$	7,408,261	$	5,343,724	$	5,343,724
Investment tax credits receivable	$	2,094	$	2,094	$	52,869	$	52,869
Financial Liabilities								
Accounts payable and accrued liabilities	$	9,226,974	$	9,226,974	$	8,974,662	$	8,974,662
Bank loans	$	11,211,429	$	11,211,429	$	8,100,000	$	8,100,000

Disclosures relating to exposure to risks, in particular credit risk, liquidity risk, foreign currency risk, and interest rate risk are provided below.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that are exposed to concentrations of credit risk are primarily cash trade receivables and investment tax credits receivable. With respect to trade and other receivables, the Company engages EDC to perform ongoing credit evaluations of the Company's customers' financial condition and requires letters of credit or other guarantees whenever deemed necessary.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet liabilities when due. The contractual maturity of the majority of accounts payable is within one month.

Foreign Currency Risk

Although substantially all of the Company's revenues are received in U.S. dollars, the Company incurs operating costs primarily attributable to its services business and has outstanding trade and other payables denominated in Canadian dollars and other foreign currencies. Fluctuations in the exchange rates between these currencies could have a material effect on the business, financial condition and results of operations. The Company maintains certain financial instruments, inclusive of a portion of its cash, in Canadian dollars which are translated to its U.S. dollar functional currency resulting in an unrealized foreign exchange gain or loss. The Company does have exposure to the impact of foreign exchange fluctuations pertaining to its financial position as at March 31, 2022 and December 31, 2021. With all other variables remaining constant, a 10% weakening of the Canadian dollar versus the U.S. dollar would have had a $92,680 impact on net loss as at March 31, 2022 and $413,392 as at December 31, 2021.

Interest Rate Risk

All of the Company's financial assets and liabilities are non-interest bearing except for cash which generates interest income at market rates. The credit facilities bear interest at a floating rate based on the bank's prime rate and had a balance of $8,100,000 as at March 31, 2022 and 8,100,000 as at December 31, 2021. A potential percentage change in the bank's prime rate of 1.00% will have an impact of $81,000 as at March 31, 2022 and $81,000 as at December 31, 2021 on the Company's annual interest expense pertaining its line of credit facility.

DISCLOSURE OF OUTSTANDING SHARE DATA

As March 31, 2022 and at the date of this report, the following securities were outstanding:

	March 31, 2022	May 10, 2022
Shares	44,588,196	44,588,196
Stock options	7,025,264	6,988,490
Restricted stock units	-	-
Warrants	407,588	407,588

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company prepares its condensed consolidated financial statements in accordance with IFRS. In the preparation of these condensed consolidated financial statements, Tantalus is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. To the extent that there are material differences between these estimates and actual results, the Company's financial condition or results of operations would be affected. Tantalus base its estimates on past experience and other assumptions that the Company believes are reasonable under the circumstances and re-evaluates these estimates on an ongoing basis.

Revenue Recognition

The Company's revenues are derived through two operating segments, including:

1. The Connected Devices and Infrastructure Segment. This segment is responsible for the sale of the Company's proprietary edge computing modules that are integrated into multiple devices deployed across a utility's distribution grid including meters, sensors, street lighting fixtures and distribution automation equipment. Revenue generated from this segment also includes the sale of the Company's proprietary multi-relay load control switches and a suite of communications infrastructure devices that are deployed to deliver an industrial network-of-things / IoT smart grid including base stations, repeaters and collectors; and

2. The Utility Software Applications and Services Segment. This segment is responsible for the sale of the Company's proprietary mission-critical software applications and a suite or professional services to support utilities. Revenue is generated from this segment through the sale of software licenses, hosting services, professional services (including project management, deployment, installation and engineering support), and post-contract technical support and annual software maintenance services ("PCS").

Revenue from the sale of the Company's connected devices and infrastructure network products and utility software application licenses is recognized at a point in time when control of the hardware products and software is transferred to the customers, primarily upon delivery on a freight on board ("FOB") basis upon shipment or providing access to customer.

Installation services are for the installation of the Company's connected devices and infrastructure network products and utility software applications. Engineering services are primarily consulting, implementation and integration services entered into either on a time & materials or fixed fee basis. Revenue from installation and engineering services is recognized over time, using input method to measure progress towards complete satisfaction of the service.

Revenue from PCS is recognized rateably over the term of the PCS. Any unrecognized revenue is recorded in deferred revenue.

The Company recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its products is transferred to its customers in an amount that reflects the considerations the Company expects to receive from its customers in exchange for those products.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;

- Identification of the performance obligations in the contract

- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.
- The Company's contracts often include a number of promised goods or services. Many of the Company's goods and services are distinct from other performance obligations and accounted for as separate performance obligations. When an arrangement involves multiple products and is negotiated as a package solution, the Company accounts for it as a single performance obligation. A good or service is distinct if the customer can benefit from it on its own or together with other components of the Company's products, and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. In determining the transaction price of contract with a customer, the Company considers the effects of consideration payable by the customer. If a contract has more than one performance obligation, the Company allocates the total transaction price to each performance obligation in an amount based on estimated relative standalone selling prices of the goods and services.

Property, Plant and Equipment – Proceeds before Intended Use (Amendments to IAS 16)

On May 14, 2020, the IASB issued Property, Plant and Equipment -Proceeds before Intended Use (Amendments to IAS 16). The amendments provide guidance on the accounting for sale proceeds and the related production costs for items a company produces and sells in the process of making an item of property, plant and equipment (PPE) available for its intended use. Specifically, proceeds from selling items before the related item of PPE is available for use should be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on or after January 1, 2022 and are applicable to the Company starting January 1, 2022. The adoption of the amendment does not have any impact on the Company's interim financial statements.

Business combination

Acquisitions of subsidiaries and assets that meet the definition of a business under IFRS are accounted for using the acquisition method. The consideration transferred in the acquisition is measured at acquisition date fair value. The identifiable assets acquired and liabilities assumed that meet the conditions for recognition under IFRS 3 Business Combinations are recognized at their fair values at the acquisition date. Any excess consideration over the fair value of the identifiable net assets is recognized as goodwill. Acquisition-related costs are recognized in profit or loss as incurred. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Company obtains complete information about facts and circumstances that existed as of the acquisition date up to a maximum of one year. Any contingent consideration is measured at fair value at the acquisition date. If contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and its subsequent settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date with changes in fair value recognized in profit or loss. Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes to the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Goodwill

Goodwill, representing the excess of the consideration paid for entities acquired over the fair values of the assets acquired and liabilities assumed, is initially measured at cost and is not amortized. After initial recognition, goodwill is measured at cost less any accumulated impairment losses and is tested annually for impairment. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units ("CGU") or group of CGUs that are expected to benefit from the synergies of the business combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost and intangible assets acquired in a business combination are recognized at fair value at the date of acquisition. Intangible assets include customer agreements and relationships, and technologies. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense for finite life intangible assets is recognized in profit or loss. Intangible assets with indefinite lives are not amortized, however they are tested annually or more frequently when circumstances indicate that the carrying value may not be recoverable. Intangible assets are amortized over their estimated useful lives, on a straight-line basis, as follows:

Intangible Asset	Life
Technology	10 years
Customer relationships	10 years
Trademarks and copyrights	10 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have designed or caused to be designed under their supervision, disclosure controls and procedures ("DC&P") which provide reasonable assurance that (i) material information relating to the Company is made known to them by others within the Company, and (ii) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

In addition, the CEO and CFO have designed or caused to be designed under their supervision internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control framework the CEO and CFO used to design the Company's ICFR is the Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

There were no changes in the Company's ICFR during the quarter ended March 31, 2022 that has materially affected, or is reasonably likely to materially affect, ICFR.

As of March 31, 2022, the scope of the Company's design of DC&P and ICFR has been limited to exclude controls, policies and procedures of Congruitive, which the Company acquired on January 31, 2022, as the Company has not yet completed evaluating these controls and procedures or designing and implementing any necessary changes.

The contribution of the Congruitive to the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2022 was approximately 3% of consolidated sales and approximately 7% of consolidated net loss. Additionally, the total assets were approximately 1% of consolidated total assets. Additional information about the acquisition is provided in Note 4 to the Company's unaudited interim condensed consolidated financial statements as at and for the three months ended March 31, 2022.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

OTHER INFORMATION

Additional information relating to the Company, including the Company's Annual Information Form, is available on SEDAR at www.sedar.com.