



SalesCloser Technologies Ltd.
Management's Discussion & Analysis ("MD&A")
For the three and six months ended March 31, 2026

All amounts herein are in Canadian Dollars unless otherwise stated.

INTRODUCTION

This Management Discussion and Analysis of the results of operations, cash flows and financial position (“**MD&A**”) was prepared by Management of SalesCloser Technologies Ltd. (formerly G2M Cap Corp.), (“**SalesCloser**” or the “**Company**”) and approved by the Board of Directors of the Company (the “**Board**”). References in this MD&A to “SalesCloser”, the “Company”, “us”, “we”, and “our” mean SalesCloser Technologies Ltd. unless the context otherwise suggests.

This MD&A discusses material changes in the Company’s financial condition, financial performance and cash flows for the three and six months ended March 31, 2026. Such discussion and comments on the Company’s liquidity and capital resources should be read in conjunction with the Company’s condensed interim consolidated financial statements (the “**Financial Statements**”) and related notes for the corresponding periods, which have been prepared in Canadian dollars in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) (“**IFRS Accounting Standards**”).

The Company’s fiscal year ends on September 30. This MD&A covers the Company’s second quarter (three months ended March 31, 2026) and the first half (six months ended March 31, 2026) of fiscal year 2026.

The Financial Statements are the Company’s first financial statements prepared as a reporting issuer following the completion of the Qualifying Transaction on March 26, 2026 (as further described below). Prior to the Qualifying Transaction, SalesCloser operated as a business unit of Wishpond Technologies Ltd. (TSXV: WISH) and the historical comparative financial information presented herein reflects carve-out financial statements prepared on that basis. Readers are cautioned that carve-out financial statements may not be representative of the financial position or results of operations that would have existed had SalesCloser operated as a separate entity during those periods.

Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. The Board of Directors provides an oversight role regarding all public financial disclosures by the Company and has reviewed this interim MD&A and the accompanying financial statements.

Investors should be aware of the inherent limitations of certifying officers of a venture issuer to design and implement, on a cost-effective basis, appropriate Disclosure Controls and Procedures and Internal Controls over Financial Reporting defined in NI 52-109. Such limitations may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

This MD&A is dated and approved by the Board as of May 28, 2026.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A may constitute forward-looking statements, including those identified by the expressions such as “anticipate”, “believe”, “estimate”, “expect”, “foresee”, “intend”, “plan”, or similar expressions to the extent that they relate to the Company or its management. The forward-looking statements are not historical facts but reflect the Company’s current assumptions and expectations regarding future events. Forward-looking statements in this MD&A include but are not limited to statements regarding subscriber additions, the variability of the revenues going forward, anticipated market trends and technology adoption by customers and industry peers, anticipated growth in revenue and expenses, the potential impacts of additional expenditures on revenue growth rates, the sufficiency of cash on hand and the Company’s ability to obtain the financing necessary to continue operations. There can be no assurance that such statements will prove to be accurate, and actual results and future events may differ materially from those anticipated in such statements. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations and assumptions, including but not limited to the following:

Please see the “Risks & Uncertainties” section in this document for a complete discussion of these and other risks. Readers are cautioned not to place undue reliance on forward-looking statements. Management undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

COMPANY OVERVIEW

SalesCloser Technologies Ltd. (TSXV: SCAI; FSE: MJ5) is a Vancouver-based AI software company focused on automating and scaling revenue generation through conversational AI. The Company’s platform enables businesses to deploy AI-powered virtual sales agents that conduct real-time, personalized interactions across voice, video, and digital channels - including lead qualification, product demonstrations, follow-ups, and meeting scheduling. By augmenting core sales functions, the platform helps organizations increase capacity, accelerate pipeline velocity, and improve conversion rates without a corresponding increase in headcount. The platform integrates with existing CRM and business systems and supports multilingual deployment across industries.

The platform was developed and incubated within Wishpond Technologies Ltd. (TSXV: WISH) and launched as a standalone Software-as-a-Service (“SaaS”) product in 2024. The Company’s technology is designed around a patented, graph-based conversational workflow system that enables non-technical users to design and manage AI sales workflows through an intuitive conversational interface, without requiring any coding expertise.

The Company’s target market encompasses small-to-medium-sized businesses and enterprise customers across a wide range of industries and operates under a subscription-based SaaS model.

The Company’s registered and head office is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8, Canada. The Company is incorporated under the laws of the Province of British Columbia.

The Company’s common shares trade on the TSX Venture Exchange (the “Exchange”) under the symbol “SCAI” as a Tier 2 technology issuer and on the Frankfurt Stock Exchange under the ticker symbol “MJ5” (WKN A427WK). The Company was listed as a result of the completion of a qualifying transaction with G2M Cap Corp. (formerly TSXV: GTM.P) on March 26, 2026, as more fully described below.

OPERATIONAL HIGHLIGHTS

Significant developments for the six months ended March 31, 2026:

Letter of Intent

- On November 4, 2025, the Company announced a non-binding letter of intent (the “LOI”) in respect of a proposed qualifying transaction (the “Qualifying Transaction”) involving the acquisition by the Company of SalesCloser Technologies Inc. (“SalesCloser”), a wholly-owned subsidiary of Wishpond Technologies Ltd. (“Wishpond”) (TSXV: WISH). Pursuant to the proposed Qualifying Transaction, the Company would acquire all of the issued and outstanding shares of SalesCloser from Wishpond by way of a three-cornered amalgamation.

Bridge Financing

- On December 15, 2025, SalesCloser closed a fully-subscribed \$1,500,000 bridge financing by way of issuance of convertible notes (the “Bridge Notes”) on a zero-interest basis, with a maturity date of three years. The Bridge Notes are to convert into common shares of the resulting issuer at a price of \$0.60 per share upon closing of the Qualifying Transaction. In connection with the bridge financing, SalesCloser issued 175,000 finder’s warrants (the “Commission Warrants”) at \$0.60 per share for a period of two years following closing of the Qualifying Transaction. The proceeds from the bridge financing were intended primarily for product development, go-to-market expansion, transaction expenses, and working capital.

Definitive Agreement

- On December 22, 2025, the Company announced that it had entered into a definitive agreement (the “Definitive Agreement”) with Wishpond and SalesCloser in respect of the Qualifying Transaction. Pursuant to the Definitive Agreement, G2M would consolidate its common shares on a 7.15:1 basis, Wishpond would receive 22,750,000 common shares of the resulting issuer (representing approximately 63% of the post-closing shares outstanding at a deemed price of \$0.75 per share), and up to 5,333,333 subscription receipts would be issued in a concurrent financing at \$0.75 per subscription receipt for aggregate gross proceeds of up to \$4,000,000 (the “Concurrent Financing”).

Concurrent Financing Upsized

- On February 23, 2026, SalesCloser and G2M Cap Corp. announced an upsizing of the concurrent non-brokered private placement in connection with the proposed qualifying transaction, increasing gross proceeds from \$4.0 million to up to \$5.0 million (with an option to further increase to \$5.5 million). The financing is being completed through the issuance of subscription receipts convertible into units of the resulting issuer, with each unit comprised of one common share and one-half warrant exercisable at \$1.25 for 24 months, in advance of the special shareholders’ meeting scheduled for March 20, 2026 to approve the Qualifying Transaction.

Qualifying Transaction and Concurrent Financing Closing

- On March 26, 2026, the Company (then known as G2M Cap Corp.) completed the Qualifying Transaction and G2M Cap Corp. was renamed SalesCloser Technologies Ltd. Concurrently with the closing of the Qualifying Transaction, the Company completed the Concurrent Financing for gross proceeds of \$5,449,995, through the issuance of 7,266,660 subscription receipts at a price of \$0.75 per subscription receipt, each converting to one common share and one-half of one

common share purchase warrant (each whole warrant exercisable at \$1.25 per share for a period of 24 months from the closing of the Qualifying Transaction). Upon closing, all Bridge Notes were converted into 2,499,997 common shares of the Company in accordance with their terms. Following the completion of the Qualifying Transaction and Concurrent Financing, Wishpond holds 22,750,000 common shares of the Company, representing approximately 63.3% of the issued and outstanding common shares.

Leadership transition

- On March 26, 2026, in connection with the completion of the Qualifying Transaction, Ali Tajskandar was appointed Chief Executive Officer and Chairman of SalesCloser Technologies Ltd. Mr. Tajskandar previously served as Chief Executive Officer of Wishpond Technologies Ltd. (TSXV: WISH), the Company's controlling shareholder, and stepped down from that role upon closing of the Qualifying Transaction to assume the Chief Executive Officer role at SalesCloser. Concurrently, Jordan Gutierrez was appointed Chief Operating Officer of SalesCloser and assumed the role of Chief Executive Officer of Wishpond effective March 26, 2026. Mr. Gutierrez also serves as a Director of the Company. The leadership transition was announced by Wishpond on March 27, 2026.

Market Maker and Advisory Services

- On March 31, 2026, the Company announced the engagement of Generation IACP Inc. to provide market-making services for the Company's common shares. Generation IACP Inc. will be compensated at a monthly fee of \$8,500 plus applicable taxes, with an initial term of six months, auto-renewing for successive six-month periods. Concurrently, the Company entered into a consulting agreement with Green Times Consulting Ltd. for strategic advisory and investor relations services, effective April 1, 2026 (subsequent to the period end), as further described in the Subsequent Events section below.

Events subsequent to March 31, 2026:

- On April 9, 2026, the Company's common shares commenced trading on the TSX Venture Exchange under the symbol "SCAI".
- On April 17, 2026, the Company's common shares commenced trading on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse, "FSE") under the ticker symbol "MJ5" and WKN A427WK, extending the Company's global investor accessibility across European and international markets.
- On April 30, 2026, the TSX Venture Exchange approved the issuance of common shares to Green Times Consulting Ltd. under the consulting agreement dated April 1, 2026. On May 1, 2026, 141,250 common shares were issued to Green Times Consulting Ltd. at a 5-day VWAP of \$1.04 per share, representing \$146,900 of stock-based compensation (including applicable taxes) in respect of advisory and investor relations services provided for the period April 1 through April 30, 2026. The shares are subject to a four-month resale hold period.
- On May 1, 2026, the Company announced that the United States Patent and Trademark Office ("USPTO") had granted U.S. Patent No. US12526253B1 for "System and Method for Graph-Based Conversational-Flow Editing." The patent protects the Company's foundational approach to democratizing AI agent creation for non-technical users and covers technology that is already fully deployed and generating revenue within the SalesCloser platform. This is the first of multiple patent

applications; the Company's IP portfolio currently includes nine U.S. patent applications covering real-time state management, autonomous human escalation, self-testing systems, advanced telephony features, and other fundamental challenges in conversational AI.

- On May 8, 2026, the Company announced a collaboration with Twilio, a leading global cloud communications platform, to establish a streamlined referral and onboarding process to simplify voice infrastructure setup for SalesCloser customers. The collaboration is designed to reduce onboarding friction, accelerate customer go-live timelines, and improve call reliability through a coordinated deployment workflow between Twilio and SalesCloser.
- On May 15, 2026, the Company announced the commissioning of a dedicated AI inference cluster operating NVIDIA Blackwell-class GPUs running a leading open-source foundation model, hosted in Canada on infrastructure with a predominantly renewable, hydroelectric grid composition. The cluster enables custom model fine-tuning on SalesCloser's proprietary sales conversation data, agentic AI workflows at scale, and data sovereignty for regulated industries - supporting potential expansion of the Company's total addressable market into healthcare, financial services, legal, government, and other regulated sectors requiring data residency within a controlled perimeter.
- On May 26, 2026, the Company announced that the USPTO had granted U.S. Patent No. US12574461B1 for "Adaptive Voicemail and IVR Detection for AI-Driven Call Automation." The patent covers technology that analyses audio signals during calls in real time to determine whether a call has reached a live person, a voicemail system, or an interactive voice response ("IVR") menu, and responds appropriately to each - including leaving a tailored voicemail, terminating the call, or navigating IVR menus to route toward the intended decision-maker. This is the Company's second granted U.S. patent and reinforces its strategy of protecting the execution infrastructure that enables its AI sales agents to operate reliably at scale. Voicemail detection is already live within the SalesCloser platform, with IVR navigation capabilities under active development.

BUSINESS OUTLOOK

SalesCloser is focused on building and scaling its AI-powered sales agent platform, with an emphasis on revenue growth, product innovation and the organizational infrastructure required to operate as a publicly listed company. Management's near-term priorities are centered on expanding customer adoption across enterprise and mid-market segments, strengthening go-to-market execution, and continuing to enhance the Company's technology platform.

The Company believes its growth opportunity is supported by increasing demand for AI-enabled sales automation, as businesses seek to improve sales productivity, automate customer engagement workflows and reduce the time and cost required to qualify, engage and convert prospects. SalesCloser intends to invest in product development, sales and marketing, proprietary AI infrastructure and intellectual property protection to support this opportunity.

The Company's key strategic priorities for fiscal 2026 include the following:

- Drive organic revenue growth through new customer acquisition, account expansion, sales team scaling and partner channels;
- Expand product functionality across voice AI, automation, analytics, integrations and omnichannel workflows;
- Strengthen AI infrastructure to support performance, scalability, custom model development and enterprise deployment requirements;
- Advance the Company's intellectual property strategy through continued patent filings and technology protection; and

- Build the public company infrastructure required to support growth, reporting and investor relations.

Management expects the funds available from the Bridge Financing and Concurrent Financing to support the Company's near-term strategic objectives, as more fully described in the Use of Proceeds section of this MD&A. As a growth-stage company, SalesCloser expects to continue investing in sales, marketing, product development, infrastructure and public company costs to support long-term growth.

OVERALL PERFORMANCE & DISCUSSION OF OPERATIONS

The following table summarizes the Company's results of operations for the three and six months ended March 31, 2026 and 2025. This information should be read together with the Financial Statements and the notes thereto.

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
Revenue	382,755	118,316	762,775	144,369
Gross profit	269,345	66,949	560,155	75,789
Gross margin	70.4%	56.6%	73.4%	52.5%
Loss from operations	(2,080,038)	(240,140)	(2,512,796)	(376,457)
Net loss for the period	(4,763,169)	(243,402)	(5,206,770)	(379,817)
Adjusted EBITDA ⁽¹⁾	(820,672)	(224,178)	(1,226,302)	(345,173)
Total assets	7,414,870		7,414,870	
Net increase in cash during the period	4,905,220	30,618	6,432,382	26,889
Cash - end of the period	6,466,059	33,797	6,466,059	33,797

¹Defined in the ADDITIONAL GAAP AND NON-GAAP MEASURES section in this document.

Revenue

For the three months ended March 31, 2026, the Company generated revenue of \$382,755 compared to \$118,316 for the three months ended March 31, 2025, representing a year-over-year increase of approximately 224%. The increase in revenue reflects continued growth in the Company's subscriber base and adoption of the SalesCloser AI-powered sales agent platform across target customer segments.

For the six months ended March 31, 2026, the Company generated revenue of \$762,775 compared to \$144,369 for the six months ended March 31, 2025, representing a year-over-year increase of approximately 428%. Revenue growth during the period reflects the continued expansion of the Company's subscriber base and increasing adoption of the SalesCloser AI platform.

The Company's revenue is derived primarily from software subscription fees under monthly recurring contracts. The Company's subscription model provides customers with access to the SalesCloser AI sales agent platform, including real-time voice and video conversation capabilities, workflow management tools, analytics, and ongoing product updates. The Company targets small-to-medium-sized businesses and enterprise customers, primarily in North America, with increasing international deployment.

Revenue Segmentation

Geographic sales based on customer location are detailed as follows:

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
United States	173,817	52,523	340,254	68,051
Canada	72,199	17,655	132,183	18,440
United Kingdom	25,445	6,469	55,885	6,626
Other	111,294	41,669	234,453	51,252
Total	382,755	118,316	762,775	144,369

For the three months ended March 31, 2026, revenue from the United States accounted for approximately 45% of total revenues, compared to approximately 44% in the same period in 2025. The United States remains the Company's largest single market, with international revenue (Canada, United Kingdom, and Other) representing approximately 55% of total revenue for the period.

Cost of Sales and Gross Margin

Cost of sales consists primarily of AI compute and inference, communication and telephone expenses (including voice and SMS infrastructure), web hosting and cloud infrastructure costs, payment processing fees, and direct labour and software expenses supporting the delivery of the platform.

For the three months ended March 31, 2026, the Company achieved a gross profit of \$269,345 and a gross margin of 70.4%, compared to a gross profit of \$66,949 and gross margin of 56.6% for the three months ended March 31, 2025.

For the six months ended March 31, 2026, the Company achieved a gross profit of \$560,155 and a gross margin of 73.4%, compared to \$75,789 and 52.5% for the six months ended March 31, 2025.

The current gross margins reflect a period of deliberate capacity investment as the Company scales to support growing customer demand; accordingly, management does not consider the current margin level to be indicative of the Company's long-term margin profile. The Company's current objective is to achieve gross margins in excess of 80% as revenue scales and costs are optimized through infrastructure investments, including the Company's dedicated GPU inference cluster commissioned after the period end, though there can be no assurance that this target will be achieved. See "Forward-Looking Statements."

Notable Operating Expenses

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
Salaries, wages, employee benefits	489,661	167,453	740,950	251,568
Sales and marketing	152,396	41,999	305,314	56,991
Subcontractor expenses	109,415	41,005	211,488	49,909
Software subscriptions	114,694	32,644	170,401	54,084
Stock-based compensation	1,223,180	-	1,223,180	-
Office and general	101,742	2,353	163,503	2,737
Depreciation and amortization	36,186	15,962	63,314	31,284
Professional fees	122,109	5,673	194,801	5,673

- Salaries, wages, and employee benefits:** Salaries, wages, and employee benefits consist of compensation paid to the Company's employees across engineering, product, sales, operations, and general and administrative functions. During the three months ended March 31, 2026, the Company incurred \$489,661 in salaries, wages, and employee benefits compared to \$167,453 for the three months ended March 31, 2025, an increase of \$322,208. For the six months ended March 31, 2026, the Company incurred \$740,950 compared to \$251,568 for the six months ended March 31, 2025, an increase of \$489,382. The increases in both periods reflect the growth in the Company's headcount to support the scaling of its SalesCloser AI platform, including additions in sales, engineering, customer success, and operations leading up to the Qualifying Transaction.
- Sales and marketing:** Sales and marketing expenses consist primarily of employee and contractor remuneration, commissions and bonuses paid to sales development representatives and account executives involved in the lead generation, qualification, and sales closing process. During the three months ended March 31, 2026, sales and marketing expenses were \$152,396 compared to \$41,999 for the three months ended March 31, 2025, an increase of \$110,397. For the six months ended March 31, 2026, sales and marketing expenses were \$305,314 compared to \$56,991 for the six months ended March 31, 2025, an increase of \$248,323. The increases in both periods reflect the Company's deliberate investment in go-to-market activities to support subscriber growth and platform adoption across target customer segments.
- Subcontractor expenses:** The Company employs several contractors primarily involved in supporting sales, product development, and operations. During the three months ended March 31, 2026, the Company incurred \$109,415 in subcontractor expenses compared to \$41,005 for the three months ended March 31, 2025, an increase of \$68,410. For the six months ended March 31, 2026, the Company incurred \$211,488 in subcontractor expenses compared to \$49,909 for the six months ended March 31, 2025, an increase of \$161,579. The increases reflect the Company's expanded use of external development and operational resources to accelerate platform development and support growing customer demand.
- Software subscriptions:** Consists of several software subscriptions used by SalesCloser in the ordinary course of business. During the three months ended March 31, 2026, the Company incurred \$114,694 in software subscriptions compared to \$32,644 for the three months ended March 31, 2025, an increase of \$82,050. For the six months ended March 31, 2026, the Company incurred \$170,401 in software subscriptions compared to \$54,084 for the six months ended March 31, 2025, an increase of \$116,317. The increases in both periods are consistent with the expansion of the Company's team and technology stack to support platform growth.
- Stock-based compensation:** The Company uses stock options as a means for employee and director compensation, retention, and incentive alignment. During the three months ended March 31, 2026, the Company recognized stock-based compensation expense of \$1,223,180, compared to \$nil for the three months ended March 31, 2025. For the six months ended March 31, 2026, the Company recognized stock-based compensation expense of \$1,223,180, compared to \$nil for the six months ended March 31, 2025. The expense recognized in the current period relates entirely to share-based awards granted in connection with the Qualifying Transaction completed on March 26, 2026, comprising (i) 3,800,000 Founder Options that vested immediately upon closing, with a grant-date fair value of \$1,080,073, and (ii) 2,403,700 Incentive Options granted at closing, of which \$143,107 was recognized based on the applicable graded tranche vesting schedule. No stock-

based compensation was recognized in either comparative period as the Company did not have share-based award plans prior to the Qualifying Transaction.

- **Office and general:** Consists primarily of insurance, banking fees, travel, communication, estimates for expected credit losses on accounts receivables, and other general office supplies and expenses. During the three months ended March 31, 2026, the Company incurred \$101,742 in office and general expenses, compared to \$2,353 for the three months ended March 31, 2025, an increase of \$99,389. For the six months ended March 31, 2026, the Company incurred \$163,503 in office and general expenses, compared to \$2,737 for the six months ended March 31, 2025, an increase of \$160,766. The increases in both periods reflect the build-out of the Company's public company infrastructure and general operating costs incurred, including insurance, expected credit losses on accounts receivables in line with the increase in revenues, and other costs associated with operating as a TSXV-listed issuer.
- **Depreciation and amortization:** During the three months ended March 31, 2026, the Company incurred \$36,186 in depreciation and amortization expense, compared to \$15,962 for the three months ended March 31, 2025, an increase of \$20,224. For the six months ended March 31, 2026, the Company incurred \$63,314 in depreciation and amortization expense, compared to \$31,284 for the six months ended March 31, 2025, an increase of \$32,030. The increases in both periods primarily reflect the amortization of deferred development costs capitalized in connection with the continued development and enhancement of the Company's SalesCloser AI platform, as the capitalized intangible asset base has grown through ongoing investment in platform development.
- **Professional fees:** Consists primarily of accounting, audit, legal, and other advisory services associated with the Company's operations as a publicly listed entity, including ongoing accounting and audit fees, corporate secretary services, investor relations, legal services for patent applications, and regulatory compliance. During the three months ended March 31, 2026, the Company incurred \$122,109 in professional fees, compared to \$5,673 for the three months ended March 31, 2025, an increase of \$116,436. For the six months ended March 31, 2026, the Company incurred \$194,801 in professional fees, compared to \$5,673 for the six months ended March 31, 2025, an increase of \$189,128. The increase in professional fees is primarily attributable to investor relations fees and new public company costs incurred following the completion of the Qualifying Transaction, including ongoing accounting fees, corporate secretary services, and regulatory compliance costs associated with operating as a publicly listed entity. Transaction-related professional fees incurred in connection with the Qualifying Transaction are reported separately within reverse takeover listing expense.

Notable Non-Operating Expenses

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
Filing Fees	1,050	-	2,100	-
Foreign currency (gains) losses	(5,118)	36	(8,994)	95
Accretion expense	38,965	-	52,275	-
Miscellaneous expenses	138	3,226	497	3,265
Reverse takeover listing expense	2,648,096	-	2,648,096	-

- **Filing fees:** Consists of regulatory filing fees paid to the TSXV and other applicable securities regulators. During the three months ended March 31, 2026, the Company incurred filing fees of \$1,050 compared to \$nil for the three months ended March 31, 2025. For the six months ended March 31, 2026, the Company incurred filing fees of \$2,100 compared to \$nil for the six months ended March 31, 2025.
- **Foreign currency (gains) losses:** During the three months ended March 31, 2026, the Company recognized a foreign currency gain of \$5,118, compared to a foreign currency loss of \$36 for the three months ended March 31, 2025. For the six months ended March 31, 2026, the Company recognized a net foreign currency gain of \$8,994, compared to a foreign currency loss of \$95 for the six months ended March 31, 2025. The Company's functional currency is the Canadian dollar effective October 1, 2025, and foreign currency movements primarily reflect the translation impact of USD-denominated revenues and transactions into CAD.
- **Accretion expense:** Relates to the non-cash accretion of the equity component of the convertible bridge note (the "Bridge Note") issued on December 12, 2025, as the carrying amount of the debt component is accreted up to its face value over the term of the instrument using the effective interest method. During the three months ended March 31, 2026, the Company recognized accretion expense of \$38,965, compared to \$nil for the three months ended March 31, 2025. For the six months ended March 31, 2026, the Company recognized accretion expense of \$52,275, compared to \$nil for the six months ended March 31, 2025. The Bridge Note was converted into common shares upon completion of the Qualifying Transaction on March 26, 2026, at which point all remaining accretion was recognized.
- **Miscellaneous expenses:** Consists of other miscellaneous income and expenses. During the three months ended March 31, 2026, the Company recorded miscellaneous expenses of \$138, compared to \$3,226 for the three months ended March 31, 2025. For the six months ended March 31, 2026, the Company recorded miscellaneous expenses of \$497, compared to \$3,265 for the six months ended March 31, 2025.
- **Reverse takeover listing expense:** In connection with the Qualifying Transaction, the Company recognized a reverse takeover listing expense of \$2,648,096 during the three months ended March 31, 2026 (nil in the comparative period). This primarily represents the fair value of the deemed consideration paid by SalesCloser Technologies Inc. for the net identifiable assets of G2M Cap Corp., measured as a share-based payment in accordance with IFRS 2, as G2M did not constitute a business under IFRS 3. The listing expense comprises: (i) \$984,359 representing the excess of the fair value of shares deemed issued by SalesCloser over the fair value of the net identifiable assets acquired from G2M; (ii) \$885,625 representing the fair value of finder's shares issued; (iii) \$267,481 representing the fair value of inducement shares issued to the Company's Chief Executive Officer; and (iv) \$510,631 of professional, advisory, and regulatory fees directly attributable to the Qualifying Transaction. The same \$2,648,096 amount applies to both the three and six months ended March 31, 2026, as the Qualifying Transaction was completed entirely within Q2 FY2026 (nil in both comparative periods). This is a one-time, non-recurring charge and is excluded from the Company's Adjusted EBITDA.

CHANGES IN ACCOUNTING POLICIES

The Company's condensed interim consolidated financial statements for the three and six months ended March 31, 2026 have been prepared using accounting policies consistent with those applied in the annual

carve-out financial statements for the year ended September 30, 2025 and the interim carve-out financial statements for the three months ended December 31, 2025, except as described below.

Change in Functional Currency

Effective October 1, 2025, the Company changed its functional currency from the United States dollar ("USD") to the Canadian dollar ("CAD"). A change in functional currency is accounted for prospectively in accordance with IAS 21. All items were translated into CAD at the exchange rate at the date of the change and those translated amounts became the new cost basis for those items in CAD. Comparative periods have been retranslated to CAD using exchange rates applicable to those prior periods.

The change in functional currency was driven by a shift in the primary economic environment in which the Company operates as a result of the Qualifying Transaction. Readers are cautioned that comparisons to prior period results expressed in CAD may be influenced by changes in the USD/CAD exchange rate in addition to underlying business performance changes.

IFRS 2 – Share-Based Payments (Qualifying Transaction)

The Qualifying Transaction, completed on March 26, 2026, was accounted for as a share-based payment transaction under IFRS 2 (rather than a business combination under IFRS 3), as G2M Cap Corp. did not constitute a business as defined under IFRS 3. Under this treatment, the excess of the fair value of the SCAI shares deemed to have been issued over the fair value of the net identifiable assets acquired from the Capital Pool Company was recognized as a listing expense in profit or loss. The Company recognized a total reverse takeover listing expense of \$2,648,096, comprising (i) \$984,359 representing the excess of equity consideration deemed issued over the fair value of G2M's net assets acquired, (ii) \$885,625 fair value of finder's shares, (iii) \$267,481 fair value of inducement shares issued to the Chief Executive Officer of the Company, and (iv) \$510,631 of professional, advisory, and regulatory fees directly attributable to the Qualifying Transaction. In addition, the Company recognized share-based compensation expense of \$1,223,180 in respect of Founder Options (\$1,080,073) and Incentive Options (\$143,107) granted at closing of the Qualifying Transaction.

First Post-Qualifying Transaction Reporting Period

The three and six months ended March 31, 2026 represent the SalesCloser's first post-Qualifying Transaction interim financial reporting periods as a reporting issuer. The consolidated financial statements for these periods include the results of SalesCloser (as accounting acquirer) for the full three and six month periods and include the results of G2M Cap Corp. and its shell assets from the date of the Qualifying Transaction (March 26, 2026) onwards. Comparative period information for the three and six months ended March 31, 2025 reflects the historical carve-out financial information of the Company when it was still a unit of Wishpond Technologies Ltd.

RESEARCH AND DEVELOPMENT EXPENDITURES

Research and development expenses consist primarily of remuneration paid to engineering personnel and independent contractors. Development costs that meet the criteria under IAS 38 *Intangible Assets* are capitalized as deferred development costs. Deferred development costs have finite lives and are carried at cost less accumulated amortization and accumulated impairment losses. The deferred development costs are amortized on a straight-line basis over an estimated useful life between 7 to 10 years.

During the three months ended March 31, 2026, the Company capitalized \$154,730 to deferred development costs, compared to \$138,016 for the three months ended March 31, 2025. Capitalized amounts relate primarily to engineering and development labour costs directly attributable to the development and enhancement of the Company's AI-powered sales agent platform.

During the six months ended March 31, 2026, the Company capitalized \$269,487 to deferred development costs, compared to \$263,065 for the six months ended March 31, 2025.

During the three months ended March 31, 2026, the Company amortized \$36,186 of deferred development costs, compared to \$15,962 for the three months ended March 31, 2025.

During the six months ended March 31, 2026, the Company amortized \$63,314 of deferred development costs, compared to \$31,284 for the six months ended March 31, 2025.

The Company continues to invest in enhancing the core capabilities of its platform, including real-time conversational AI, advanced agent analytics, multi-channel communication, infrastructure optimization, and AI compute efficiency. These investments are intended to support the Company's revenue growth objectives and strengthen its technological differentiation. Subsequent to the period end, the Company commissioned a dedicated AI inference cluster operating NVIDIA Blackwell-class GPUs, which is expected to enable custom model fine-tuning on the Company's proprietary sales conversation data and deliver operational efficiencies in AI compute costs over time.

Summary of Quarterly Results:

	Q2 FY26 \$	Q1 FY26 \$	Q4 FY25 \$	Q3 FY25 \$	Q2 FY25 \$	Q1 FY25 \$	Q4 FY24 \$	Q3 FY24 \$
Revenue	382,755	380,020	335,526	192,879	123,505	26,053	2,829	3,698
Cost of sales	113,410	89,210	83,213	68,189	51,367	17,213	2,700	8,588
Gross profit	269,345	290,810	252,312	124,691	72,138	8,840	129	(4,890)
Operating expenses	2,349,383	723,568	536,692	556,090	312,026	145,158	117,977	121,204
Loss from operations	(2,080,038)	(432,758)	(284,380)	(431,399)	(239,888)	(136,318)	(117,848)	(126,094)
Reverse takeover listing expense	2,648,096	–	–	–	–	–	–	–
Other expenses (income)	35,035	10,843	357	188	3,514	98	34	10,549
Net loss	(4,763,169)	(443,601)	(284,737)	(431,587)	(243,402)	(136,416)	(117,882)	(136,643)
Adjusted EBITDA	(820,672)	(405,630)	(259,380)	(410,843)	(223,926)	(120,995)	(113,197)	(121,683)

Loss from operations for Q2 FY2026 was \$2,080,038 compared to \$240,140 for Q2 FY2025. Net loss for Q2 FY2026 was \$4,763,169 compared to \$243,402 for Q2 FY2025. The net loss for Q2 FY2026 includes the non-cash reverse takeover listing expense of \$2,648,096 and stock-based compensation of \$1,223,180 recognized in connection with the Qualifying Transaction; both items are excluded from Adjusted EBITDA as non-recurring or non-cash in nature.

For the six months ended March 31, 2026, the Company recorded a loss from operations of \$2,512,796 compared to \$376,457 for the six months ended March 31, 2025, and a net loss of \$5,206,770 compared to \$379,817. The increase reflects the non-cash reverse takeover listing expense and stock-based compensation noted above, which were both recognized in Q2 FY2026 following the closing of the Qualifying Transaction.

The Company has incurred operating losses since inception as it invests in platform development and go-to-market expansion. Management expects the path toward profitability to be driven by subscription revenue growth outpacing the fixed and semi-fixed cost structure of the business, supported by the Company's high target gross margin profile.

FINANCIAL LIQUIDITY

	For the three months ended March 31, 2026 \$	March 31, 2025 \$	For the six months ended March 31, 2026 \$	March 31, 2025 \$
Net cash (used in) provided by operating activities	(728,068)	(209,236)	(1,021,689)	(325,879)
Net cash provided by (used in) investing activities	350,123	(138,016)	235,366	(263,065)
Net cash provided by financing activities	5,283,165	377,870	7,218,705	615,833
Net increase (decrease) in cash	4,905,220	30,618	6,432,382	26,889
Cash - beginning of the period	1,560,839	3,179	33,677	6,908
Cash - end of the period	6,466,059	33,797	6,466,059	33,797

As at March 31, 2026, the Company had cash of \$6,466,059. The Company's primary source of cash during the period was the gross proceeds from the Concurrent Financing of \$5,449,995, received on the closing of the Qualifying Transaction on March 26, 2026, as well as cash generated from subscription revenue.

Cash from operating activities: During the three months ended March 31, 2026, the Company had net cash used in operating activities of \$728,068, compared to net cash used in operating activities of \$209,236 for the three months ended March 31, 2025. During the six months ended March 31, 2026, the Company had net cash used in operating activities of \$1,021,689, compared to \$325,879 for the six months ended March 31, 2025. The primary drivers of operating cash flow for the three months ended March 31, 2026 were: (i) the net loss of \$4,763,169, adjusted for non-cash items including the reverse takeover listing expense of \$2,406,669 (non-cash portion), depreciation and amortization of \$36,186, stock-based compensation of \$1,223,180, and accretion of the Bridge Notes of \$38,965; (ii) changes in working capital including movements in accounts receivable, accounts payable and accrued liabilities, and deferred revenue.

Cash from investing activities: During the three months ended March 31, 2026, the Company had net cash provided by investing activities of \$350,123, compared to net cash used in investing activities of \$138,016 for the three months ended March 31, 2025. During the six months ended March 31, 2026, the Company had net cash provided by investing activities of \$235,366, compared to net cash used from investing activities of \$263,065 for the six months ended March 31, 2025. Investing activities consist primarily of capitalized deferred development costs and other capital expenditures and include cash acquired in the Qualifying Transaction of \$522,121 for the three and six month periods ended March 31, 2026.

Cash from financing activities: During the three months ended March 31, 2026, the Company had net cash provided by financing activities of \$5,283,165, compared to \$377,870 for the three months ended March 31, 2025. During the six months ended March 31, 2026, the Company had net cash provided by financing activities of \$7,218,705, compared to \$615,833 for the six months ended March 31, 2025. Financing activities for the current period include the gross proceeds from the Concurrent Financing of \$5,449,995 received on March 26, 2026, transaction costs paid in connection with the Qualifying Transaction and Concurrent Financing, and, for the six months ended March 31, 2026, the gross proceeds from the Bridge Financing of \$1,500,000 received on December 12, 2025.

Management believes, based on the Company's cash position as at March 31, 2026 and current operating forecasts, that the Company has sufficient resources to meet its obligations and fund its planned operations for at least twelve months from the date of these financial statements. Refer to Note 15 of the Financial Statements for management's assessment of the Company's capital resources and going concern considerations.

Working Capital

	March 31, 2026	September 30, 2025
	\$	\$
Cash	6,466,059	33,677
Accounts and other receivables	65,084	28,016
Prepaid expenses	9,562	4,629
Accounts payable and accrued liabilities	(921,105)	(26,186)
Deferred revenue	(79,568)	(86,976)
Convertible note	-	-
Net Working Capital	5,540,032	(46,840)

As at March 31, 2026, the Company had working capital of \$5,540,032. Key components of working capital include cash of \$6,466,059, accounts receivable of \$65,084, and accounts payable and accrued liabilities of \$921,105. As at September 30, 2025 (the most recent comparative period presented in the Financial Statements), the Company had working capital of negative \$46,840.

The working capital position as at March 31, 2026 reflects the net receipt of \$5,449,995 in Concurrent Financing proceeds on March 26, 2026, partially offset by transaction costs and operating expenditures incurred during the period. Working capital at March 31, 2026 includes amounts payable in connection with the Qualifying Transaction and Concurrent Financing that were accrued but unpaid as at the period end.

CAPITAL RESOURCES

Capital Expenditures

The Company is primarily an asset-light, software business and does not have material capital expenditure requirements for physical assets. The Company's principal capital investments are capitalized deferred development costs associated with internally generated software development under IAS 38. As at March 31, 2026, the Company did not have any material commitments for capital expenditures. Subsequent to the period end, the Company acquired dedicated GPU inference hardware for \$134,743 to support the scaling of its AI platform infrastructure. This investment, funded from the proceeds of the Concurrent Financing, is consistent with the Company's stated use of proceeds for product development and AI infrastructure.

Debt and Financing Arrangements

As at March 31, 2026, the Company has no bank credit facility or revolving line of credit. The Company's only material financing arrangement prior to the Qualifying Transaction was the Bridge Financing consisting of convertible promissory notes for aggregate gross proceeds of \$1,500,000, which were converted in full into common shares of the Company upon the closing of the Qualifying Transaction on March 26, 2026. Accordingly, there are no outstanding convertible notes in the Company's consolidated statement of financial position as at March 31, 2026.

Subsequent to the period end, the Company has no committed debt financing facilities. The Company's ongoing capital requirements are expected to be funded from operating cash flows and, where required, through equity financing. There can be no assurance that additional financing will be available on terms acceptable to the Company, or at all.

USE OF PROCEEDS

Bridge Financing - \$1,500,000 (December 12, 2025)

On December 12, 2025, the Company closed the Bridge Financing for aggregate gross proceeds of \$1,500,000 through the issuance of convertible promissory notes on a zero-interest basis with a three-year maturity date, convertible into common shares of the resulting issuer at \$0.60 per share upon the closing of the Qualifying Transaction. The anticipated use of the Bridge Financing proceeds as disclosed at the time of closing was as follows:

Anticipated Use of Bridge Financing Proceeds	Estimated Amount
	\$
Product Development (engineering, DevOps, AI compute, patent & IP protection)	300,000
Go-to-Market & Sales Expansion	220,000
Transaction Expenses	580,000
Working Capital	400,000
Total	1,500,000

Concurrent Financing - (March 26, 2026)

On March 26, 2026, concurrently with the closing of the Qualifying Transaction, the Company completed the Concurrent Financing for gross proceeds of \$5,449,995 through the issuance of 7,266,660 subscription receipts at \$0.75 per subscription receipt, each converting to one common share and one-half of one common share purchase warrant exercisable at \$1.25 per share for 24 months. The Concurrent Financing was oversubscribed, exceeding the originally announced minimum of \$4,000,000 and the subsequently upsized target of \$5,000,000.

Total Available Funds and Anticipated Uses

The following table sets out the actual funds available to the Company from the Bridge Financing, the Concurrent Financing, and G2M Cap Corp.'s shell cash contributed upon the closing of the Qualifying Transaction. The total anticipated uses reflect the anticipated use of these funds across the categories disclosed in the Company's Filing Statement filed March 18, 2026:

Available Funds	Amount
	\$
Bridge Financing actual proceeds (December 12, 2025)	1,496,179
Concurrent Financing gross proceeds (March 26, 2026)	5,449,995
Total Bridge + Concurrent Financing Proceeds	6,946,174
G2M Cap Corp. shell cash contributed on Qualifying Transaction closing	522,121
Total Available Funds (including G2M shell cash)	7,468,295

Anticipated Use	Estimated Amount \$
Product Development (engineering, DevOps, AI compute software costs)	1,018,892
Go-to-Market & Sales Expansion	1,837,658
Patent & IP Protection	80,944
General and Administrative	1,392,987
Investor Relations Expenses	625,400
Transaction Expenses	1,000,000
Working Capital Reserve	1,000,000
Total Anticipated Uses	6,955,881

Note: The anticipated uses above reflect the allocation disclosed in the Filing Statement dated March 18, 2026, which estimated Concurrent Financing proceeds of \$5,000,000 and included SalesCloser's pre-closing working capital (including bridge proceeds net of convertible debt liability) and G2M's working capital as separate line items. Actual gross proceeds from the Concurrent Financing were \$5,449,995; the additional \$450,000 has been allocated to working capital and general corporate purposes, consistent with the stated objectives of the Filing Statement.

Actual Use of Proceeds - December 12, 2025 to March 31, 2026

The following table sets out the actual deployment of Bridge Financing and Concurrent Financing proceeds from December 12, 2025 (Bridge Financing closing) to March 31, 2026. The amounts below reflect cash-basis expenditures funded from the combined financing pool and have been categorized consistently with the intended use categories disclosed in the Filing Statement:

Category	Amount Deployed as at March 31, 2026 \$
Product Development (engineering, DevOps, AI compute software costs)	313,937
Go-to-Market & Sales Expansion	310,420
Patent & IP Protection	26,499
General & Administrative	240,413
Transaction Expenses	241,427
Total Deployed from Financing Proceeds	1,132,696
Remaining Unspent Proceeds (held in Company bank accounts)	6,335,599

As at March 31, 2026, \$6,335,599 of the aggregate financing proceeds remained undeployed and was held in the Company's bank accounts for deployment in accordance with the anticipated uses identified in the Filing Statement. Deployment of proceeds is occurring in a manner consistent with the Company's stated business objectives of revenue growth, product development, and IP protection, subject to management's ongoing assessment of the Company's strategic priorities and market conditions.

The Bridge Financing closed on December 12, 2025, and accordingly those proceeds were deployed over approximately three and a half months to the period end. The Concurrent Financing closed on March 26, 2026, only five days before the period end date, and accordingly minimal Concurrent Financing-specific deployment is reflected in the above table; the majority of the Concurrent Financing proceeds remain available and will be deployed during fiscal year 2026 and 2027 in accordance with the anticipated uses disclosed in the Filing Statement.

The Company intends to use the remaining proceeds in accordance with the anticipated uses described above. Any material change to the use of proceeds will be disclosed in accordance with applicable securities laws.

RELATED PARTY TRANSACTIONS

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

Key management personnel includes the following appointed individuals:

- Chief Executive Officer ("**CEO**") and Chairman: Ali Tajskandar. Mr. Tajskandar is also a member of the Board of Directors of Wishpond Technologies Ltd. (TSXV: WISH), the Company's controlling shareholder.
- Chief Financial Officer ("**CFO**"): Adrian Lim. Mr. Lim also serves as Chief Financial Officer of Wishpond Technologies Ltd.
- Chief Operating Officer ("**COO**"): Jordan Gutierrez. Mr. Gutierrez also serves as Chief Executive Officer of Wishpond Technologies Ltd. effective March 26, 2026. Mr. Gutierrez is also a Director of the Company.
- Chief Technology Officer ("**CTO**"): Marcelo Negrini.
- Corporate Secretary ("**CS**"): Kendra Low.
- Board of Directors ("**BOD**"): Hossein Malek (Lead Independent Director), Prashant Nedungadi (Independent Director), Kenshi Arasaki (Independent Director), Jordan Gutierrez (Director, COO), Ali Tajskandar (Chairman, CEO).

The Company's Board of Directors includes Wishpond-nominated directors pursuant to an investor rights agreement between the Company and Wishpond, under which Wishpond has the right to nominate a majority of the directors for so long as Wishpond holds at least 20% of the issued and outstanding common shares of the Company.

The detailed breakdown of remuneration of the Company's key management personnel and Board of Directors named above during the three months ended March 31, 2026 and 2025 was as follows:

	For the three months ended March 31, 2026 \$	March 31, 2025 \$
Salaries, wages, and benefits		
CEO	79,612	8,182
CFO	42,041	1,632
COO	27,766	13,523
Subcontractor fees		
CS	15,000	-
CTO	36,769	-
Director fees	1,161	-
Stock-based compensation		
CEO	720,048	-
CFO	8,930	-
COO	374,908	-
CTO	8,930	-
CS	5,954	-
BOD	50,606	-

No equity awards were granted to key management personnel prior to the Qualifying Transaction as the Company did not have a stock option plan. In connection with the closing of the Qualifying Transaction on March 26, 2026, the following stock options were granted to key management personnel:

Recipient	Title	Type	Number of Options	Exercise Price	Vesting	Expiry
Ali Tajskandar	CEO	Founder Options	2,533,333	\$0.60	Immediately at closing	March 26, 2031
Jordan Gutierrez	COO / Director	Founder Options	1,266,667	\$0.60	Immediately at closing	March 26, 2031
Jordan Gutierrez	COO / Director	Incentive Options	250,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Adrian Lim	CFO	Incentive Options	150,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Marcelo Negrini	CTO	Incentive Options	150,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Kendra Low	CS	Incentive Options	100,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Hosseini Malek	Director	Incentive Options	350,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Prashant Nedungadi	Director	Incentive Options	250,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033
Kenshi Arasaki	Director	Incentive Options	250,000	\$0.75	1/3 at year 1; remainder quarterly over 2 years	March 26, 2033

Wishpond Technologies Ltd. (TSXV:WISH) is a 63.3% shareholder of SalesCloser Technologies Ltd. and is a related party for the purposes of IAS 24 - Related Party Disclosures. The following intercompany arrangements with Wishpond were in place during the three and six months ended March 31, 2026:

Wishpond provides certain shared services to the Company on an ongoing basis, including employee costs, software subscriptions, and cloud hosting costs incurred by Wishpond on behalf of the Company. The Company reimburses Wishpond for these costs. For the period after the Qualifying Transaction (March 26, 2026 to March 31, 2026), the Company incurred \$37,945 for shared services.

All related party transactions are reviewed and approved by the independent members of the Board of Directors in accordance with the Company's related party transaction policy and applicable securities laws.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed transactions.

FINANCIAL INSTRUMENTS

Refer to the accompanying Financial Statements for the Company's recognition and measurement accounting policies of financial instruments. As of March 31, 2026, and September 30, 2025, the Company's financial instruments are valued as follows:

	March 31, 2026	September 30, 2025
	\$	\$
Cash	6,466,059	33,677
Accounts and other receivables	65,084	28,016
Accounts payable and accrued liabilities	(921,105)	(26,186)
Convertible note	-	-

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and, prior to their conversion upon the closing of the Qualifying Transaction, the convertible promissory notes (Bridge Notes).

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments. The Bridge Notes, which were classified as compound financial instruments, were derecognized upon conversion into common shares of the Company on March 26, 2026, and accordingly no convertible notes remain outstanding in the Company's condensed interim consolidated statement of financial position as at March 31, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not aware of any material off-balance sheet arrangements.

ADDITIONAL GAAP AND NON-GAAP MEASURES

This MD&A makes reference to certain additional GAAP and non-GAAP financial measures. These measures are not recognized measures under IFRS Accounting Standards, do not have a standardized meaning prescribed by IFRS Accounting Standards 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 Accounting Standards measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS Accounting Standards.

The Company uses Income and Loss from Operations as an additional GAAP measure and uses non-GAAP financial measures, including Adjusted Earnings Before Interest, Tax and Amortization ("**Adjusted EBITDA**"), to provide investors with supplemental measures of its operating performance and to highlight

trends in their core business that may not otherwise be apparent when relying solely on IFRS Accounting Standards financial measures.

Monthly Recurring Revenue

The Company uses Monthly Recurring Revenue, or MRR, as a directional indicator of subscription revenue going forward assuming customers maintain their subscription plan the following month. MRR is the total of all monthly subscription plan fees paid by customers in effect on the last day of that period. If customers pay for more than one month upfront, the amount is divided by the number of months in the subscription period. Discounts are deducted prior to the calculation and one-time payments and metered based charges are excluded.

Annualized Revenue Run Rate

The Company uses Annualized Revenue Run-Rate as an indicator of financial performance that takes the current revenue in the quarter and converts it to an annual figure to get the full-year equivalent.

Annual Recurring Revenue

The Company uses Annual Recurring Revenue, or ARR, as a directional indicator of subscription revenue going forward assuming customers maintain their subscription plan for a period of 12 months. ARR is calculated by multiplying total MRR by 12.

Average Revenue Per User

The Company defines Average Revenue Per User, or ARPU, as the total MRR divided by the number of subscribers. Management believes ARPU is a valuable financial metric as it provides insight into the effectiveness of the Company's monetization strategy and customer value generation. ARPU also helps track the impact of sales initiatives and product offerings on customer spending patterns.

Customer Churn Rate

The Company defines Customer Churn Rate as the percentage of customers who have canceled their subscriptions over time. Management believes Customer Churn Rate to be a useful financial measure because it provides further insight as to what products have the ability to generate continuous customer engagement and revenue.

Customer Lifetime Value

The Company defines Customer Lifetime Value, or LTV, as the average revenue that a customer generates before they churn. Management believes LTV is useful as a forward-looking estimate of the average revenue that a customer will generate throughout its lifespan as a customer with SalesCloser.

Loss from Operations

The Company uses Loss from Operations as an additional GAAP financial measure within the financial statements and MD&A, but it is not a defined term under IFRS Accounting Standards to assess performance. Management believes that this measure provides useful supplemental information to investors and is computed consistently for each reporting period.

Loss from Operations is calculated as total revenues less total operating expenses derived from the Statement of Comprehensive Income or Loss. This measure provides an indication of financial performance excluding the undernoted items such as foreign exchange, other income and expenditures (which typically include non-recurring transaction) and interest expense. As a result, management believes that this metric provides a clearer picture of the ongoing financial performance of the Company from operating activities. This non-GAAP metric is used by management to analyze operating performance, but it is not intended to

represent an alternative to net earnings or other measures of financial performance in accordance with IFRS Accounting Standards.

The following table summarizes the Company's Loss from Operations for the three and six months ended March 31, 2026 and 2025:

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
Revenue	382,755	118,316	762,775	144,369
Cost of sales	(113,410)	(51,367)	(202,620)	(68,580)
Gross profit	269,345	66,949	560,155	75,789
Operating expenses	(2,349,383)	(307,089)	(3,072,951)	(452,246)
Loss from operations	(2,080,038)	(240,140)	(2,512,796)	(376,457)

Adjusted EBITDA

Adjusted EBITDA should not be construed as an alternative to net earnings, cash flow from operating activities or other measures of financial results determined in accordance with GAAP as an indicator of the Company's performance. The Company defines "Adjusted EBITDA" as Income or Loss before income taxes less interest, depreciation and amortization, remeasurement of contingent consideration liability, filing fees, credit facility setup and renewal fees, earn-out remuneration, foreign currency losses (gains), acquisition related expenses, net other expenditures (income), and stock-based compensation. The Company believes that Adjusted EBITDA is a meaningful financial metric as it measures cash generated from operations which the Company can use to fund working capital requirements, service future interest and principal debt repayments and fund future growth initiatives.

Adjusted EBITDA for the three and six months ended March 31, 2026 and the comparable periods in fiscal 2025 was as follows:

	For the three months ended		For the six months ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
	\$	\$	\$	\$
Loss before income taxes	(4,763,169)	(243,402)	(5,206,770)	(379,817)
Depreciation and amortization	36,186	15,962	63,314	31,284
Interest expense	38,965	-	52,275	-
Interest income	-	-	-	-
Other expenses	(3,930)	3,262	(6,397)	3,360
Stock based compensation expense	1,223,180	-	1,223,180	-
Reverse takeover listing expense	2,648,096	-	2,648,096	-
Adjusted EBITDA	(820,672)	(224,178)	(1,226,302)	(345,173)

DISCLOSURE OF OUTSTANDING SHARE DATA

As at March 31, 2026, the Company had the following securities issued and outstanding:

Description of security	Number of securities outstanding	Additional comments
Common shares - total issued and outstanding	35,956,228	
Common shares held by Wishpond Technologies Ltd.	22,750,000	Subject to escrow; 63.27% of total
Common shares held by public (non-controlling interests)	13,206,228	36.73% of total
Warrants - Concurrent Financing Investor Warrants	3,633,298	Exercise price \$1.25; expire March 26, 2028
Warrants - Concurrent Financing Broker Warrants	481,667	Exercise price \$0.75; expire March 26, 2028
Warrants - Bridge Financing Finders' Warrants	175,000	Exercise price \$0.60; expire March 26, 2028
Warrants - CPC Broker Warrants (G2M legacy, post-consolidation)	69,930	Exercise price \$0.715; expire May 25, 2028
Stock Options - Founder Options	3,800,000	Exercise price \$0.60; expire March 26, 2031
Stock Options - Incentive Options (new grants)	2,403,700	Exercise price \$0.75; expire March 26, 2033
Stock Options - G2M Legacy Options (post-consolidation)	181,818	Exercise price \$0.715; expire May 25, 2028
Total fully diluted	46,701,641	

During the six months ended March 31, 2026, the following shares were issued: (i) on March 26, 2026, 7,266,660 common shares were issued upon conversion of the Concurrent Financing subscription receipts; (ii) on March 26, 2026, 2,499,997 common shares were issued upon conversion of the Bridge Notes; (iii) on March 26, 2026, 22,750,000 common shares were issued to Wishpond Technologies Ltd. in connection with the Qualifying Transaction; (iv) on March 26, 2026, 356,641 inducement shares were issued to Ali Tajskandar; (v) on March 26, 2026, 1,180,833 finder's fee shares were issued; and (vi) on March 26, 2026, 1,902,097 shares were outstanding held by former G2M Cap Corp. shareholders following the share consolidation on a 7.15:1 basis.

As at May 26, 2026, the Company had the following securities issued and outstanding:

Description of security	Number of securities outstanding	Additional comments
Common shares	36,097,478	
Warrants	4,359,895	
Stock options	6,385,518	Exercisable at prices ranging from \$0.60 to \$0.75
Total fully diluted	46,842,891	

Subsequent to March 31, 2026, on May 1, 2026, the Company issued 141,250 common shares to Green Times Consulting Ltd. pursuant to the consulting agreement dated April 1, 2026, at a 5-day VWAP of \$1.04 per share, representing \$146,900 in stock-based compensation (including applicable taxes) for advisory and investor relations services rendered subsequent to March 31, 2026.

CRITICAL ACCOUNTING ESTIMATES:

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS Accounting Standards requires management to make estimates, judgements, and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. Actual results may differ from these estimates. Significant accounting estimates and judgements are described in the notes to the accompanying condensed interim financial statements. The most significant estimates and judgements applicable to the Company's condensed interim consolidated financial statements are summarized below.

Carve-out allocations

The condensed interim consolidated financial statements include allocations of certain costs incurred by Wishpond that supported the Company but were not separately tracked at the product level. These costs include personnel costs, cloud infrastructure, research and development, sales and marketing, and general and administrative expenses. Management applied allocation methodologies based on relevant drivers, including headcount, usage metrics, and management estimates, which management believes reasonably reflect the utilization of such services by the Company during the periods presented. Actual results may have differed had the Company operated as a standalone entity.

Going concern assessment

In preparing the condensed interim consolidated financial statements, management is required to assess whether events or conditions exist that may cast significant doubt on the Company's ability to continue as a going concern. This assessment involves judgment and is based on factors including historical operating results, funding arrangements, and access to capital. Further information regarding the going concern assessment is disclosed in the accompanying condensed interim consolidated financial statements.

Determination of functional currency

Effective October 1, 2025, the Company changed its functional currency from the United States dollar ("USD") to the Canadian dollar ("CAD"), as a result of a shift in the primary economic environment following the completion of the Qualifying Transaction. The determination of functional currency involves judgment and considers factors including the currency of revenues, operating costs, and financing activities. Further information regarding the change in functional currency is disclosed in the Changes in Accounting Policies section of this MD&A and in the accompanying condensed interim consolidated financial statements.

NEW ACCOUNTING PRONOUNCEMENTS

The Company has not yet begun the process of assessing the impact of other new and amended standards that are effective for annual periods beginning on or after October 1, 2025 that will have an impact on its financial statements or whether to early adopt any of the new requirements.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company is exposed to certain financial risks arising in the normal course of operations, including credit risk, liquidity risk, and foreign currency risk. These risks are managed through operating practices and oversight provided by SalesCloser during the periods presented. The following discussion summarizes the principal financial risks applicable to the Company. Additional information regarding financial instruments and related risks is disclosed in the accompanying condensed interim consolidated financial statements.

Credit risk

Credit risk represents the risk of financial loss arising from a customer's failure to discharge an obligation. Credit risk primarily relates to accounts receivable arising from subscription-based services. The Company

generally requires customers to provide a pre-authorized method of payment upon entering into a service contract and does not typically extend credit. Accounts receivable are monitored on an ongoing basis, and expected credit losses are recorded where necessary.

Liquidity risk

Liquidity risk represents the risk that the Company will be unable to meet its financial obligations as they become due. Historically, liquidity requirements of the Company were funded through a combination of cash generated from operations, cash balances attributable to the Company, and funding provided by Wishpond. Further information regarding liquidity and capital resources is discussed in the Liquidity and Capital Resources section of this MD&A and in the accompanying condensed interim consolidated financial statements.

Foreign currency risk

The Company is exposed to foreign currency risk primarily due to revenues and costs denominated in Canadian dollars. Fluctuations in foreign exchange rates may impact reported results and cash balances. Further information regarding foreign currency risk, including sensitivity analysis, is disclosed in the accompanying condensed interim consolidated financial statements.

RISKS & UNCERTAINTIES:

The following risk factors are not a definitive list of all risk factors associated with the Company. Additional risks and uncertainties, including those currently unknown or considered immaterial by SalesCloser, may also adversely affect the SalesCloser Shares and/or the business.

Forward-Looking Information May Prove Inaccurate

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Readers should carefully consider the risk factors set out in this MD&A in conjunction with the Company's consolidated financial statements and consider all other information contained herein before making an investment decision. If any of the risks described above materialize, the business, financial condition or results of operations of the Company could be materially and adversely affected. Additional risks and uncertainties not currently known to or currently seen as immaterial by management of SalesCloser may also materially and adversely affect the business, financial condition or results of operations of the Company.

SalesCloser may issue equity securities to finance its activities. If SalesCloser were to issue additional equity securities, the ownership interest of existing shareholders may be diluted and some or all of SalesCloser's financial measures on a per share basis could be reduced. Moreover, as SalesCloser's intention to issue additional equity securities becomes publicly known, SalesCloser's share price may be materially adversely affected.

SalesCloser's officers and directors control a large percentage of SalesCloser's issued and outstanding SalesCloser Shares and such officers and directors may have the ability to control matters affecting SalesCloser and its business.

From time to time the directors and executive officers of SalesCloser may sell Common Shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, the directors and executive officers of SalesCloser may sell a significant number of Common Shares for a variety of reasons unrelated to the performance of SalesCloser's business. The shareholders of

SalesCloser may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Common Shares. These sales could cause the market price of the Common Shares to drop.

Reliance on New Product and Service Offerings

The SaaS industry generally, and specifically, the SaaS marketing industry that SalesCloser operates in is at a relatively early stage of development. While the Company expects the industry to grow at a rapid pace in the coming years as aligned with analyst expectations, there is no guarantee that such growth will be experienced and sustained in the industry, or even if such growth is seen, that the Company will be able to compete effectively in the industry. The success of the business of SalesCloser is dependent upon its ability to develop new software products or features and enhance existing marketing services. There are a significant number of competitors with significantly more resources or which may offer other products that may be favoured by the market, all of which may lead to a decline in the business of the Company. Additionally, industry trends and increased regulatory scrutiny, including, without limitation, increased regulatory concern on privacy and the use and protection of consumer data, trends towards data privacy becoming a greater concern to many end consumers for SMBs, and changes to data collection policies such as the introduction of new rules on the tracking of data with the rollout of the iOS 14 operating system by Apple Inc. or the removal of tracking cookies in Chrome by Google may all lead to increased costs to do business, to compete effectively in the marketplace and may lead to customers electing to choose other methods to market their products and services. To keep pace with technological developments, satisfy increasingly sophisticated customer requirements, meet regulatory requirements and achieve market acceptance, SalesCloser must enhance and improve existing software products and must also continue to introduce new features and services. Given the growth and early stage of the industry, in certain circumstances, SalesCloser may be required to choose development paths and directions for its products based on incomplete information, and such decisions may prove ineffective or uncompetitive as compared to decisions made by competitors. If SalesCloser is unable to successfully develop new products or enhance and improve existing products or it fails to position and/or price its products to meet market demand, the business and operating results of SalesCloser will be adversely affected. Any new products or features could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue. In addition, any significant changes in the technological paradigm utilized for building or delivering applications in smartphone devices could harm the Company's business and prospects. These are some of the factors which may prevent SalesCloser from the realization of growth targets.

The Development and Introduction of AI in Various Product Offerings

With the launch of numerous products that use AI, companies in a range of industries are reviewing and developing products and services that incorporate AI to enhance their competitiveness and the quality of their products. While AI presents numerous opportunities for growth and innovation, there are potential risks that could impact SalesCloser. There is potential for biased or incorrect decision-making. Large language models and machine learning algorithms can perpetuate existing biases or inaccuracies if not properly monitored and adjusted. This could result in faulty or discriminatory practices or results arising from the reliance of AI that can potentially lead to operational, financial, legal and reputational damage. AI is a new and developing technology that can be prone to errors and may also be used more effectively by competitors. Another risk is the potential for AI systems, including AI products developed and sold by SalesCloser to malfunction or be tricked or hacked, leading to unreliable output, unpredictable data breaches and financial losses. To address these risks, SalesCloser is taking a proactive approach to AI governance, including review and testing of our products, as well as ongoing training and development of our workforce to support any transition to AI-enabled operations or products, however, due to the inherent complexity of AI, there is no guarantee that SalesCloser will be able to effectively mitigate the risks associated with its use.

Being a Public Company May Increase Price Volatility

SalesCloser's status as a reporting issuer may increase price volatility due to various factors, including the ability to buy or sell SalesCloser Shares, different market conditions in different capital markets and different trading volumes. In addition, low trading volume may increase the price volatility of the SalesCloser Shares. The increased price volatility could adversely affect the results of operations or financial condition.

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

As a reporting issuer, SalesCloser, and its business activities, are subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations increases SalesCloser's legal and financial costs as compared to SalesCloser's previous activities making some activities more difficult, time consuming or costly and increase demand on its systems and resources.

Third Party Licenses

SalesCloser may license software from third parties. The loss of rights to use this software could increase operating expenses and could adversely affect SalesCloser's ability to compete. SalesCloser may license certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately maintain or update their products, could delay SalesCloser's ability to ship its products, as SalesCloser may need to seek to implement alternative technology offered by other sources. This may require unplanned investments by SalesCloser. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third-party technology licenses relating to one or more products or relating to current or future technologies to enhance SalesCloser's product offerings. There is a risk that SalesCloser will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all. Both SalesCloser and its vendors make use of open-source software that may open SalesCloser to certain risks, uncertainties and potential liability.

Risks Inherent in Strategic Alliances

SalesCloser may enter into strategic alliances with third parties that it believes will complement or augment its existing business. SalesCloser's ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance SalesCloser's business, and may involve risks that could adversely affect SalesCloser, including significant amounts of management time that may be diverted from operations to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve the expected benefits to SalesCloser's business or that SalesCloser will be able to consummate future strategic alliances on satisfactory terms, or at all.

Competition

The industry in which SalesCloser operates is highly competitive and competition could intensify, or any technological advantages held by SalesCloser may be reduced or lost, as a result of technological advances by its competitors.

If SalesCloser does not compete effectively with these competitors, its revenue may not grow. SalesCloser has experienced competition from a number of marketing software companies and digital marketing agencies and expects continued competition in the future. SalesCloser's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and reduced growth

in sales, any of which could have a material adverse effect on the business, results of operations and financial condition of SalesCloser. SalesCloser faces substantial competition from established competitors, many of which may have greater financial, engineering and marketing resources than it does. Many of these companies also have a larger customer base, have longer operating histories or have greater name recognition than SalesCloser does. There can be no assurance that SalesCloser will successfully differentiate its current and proposed products from the products of its competitors, or that the marketplace will consider the products of SalesCloser, to be superior to competing products. Because of the industry in which SalesCloser operates, SalesCloser expects to face additional competition from new entrants. To maintain SalesCloser's competitive position, it is believed that SalesCloser will be required to continue to invest in engineering, research and development, marketing and customer service and support. There can be no assurance that SalesCloser will have sufficient resources to continue to make these investments, that it will be able to make the technological advances necessary to maintain its competitive position, or that its products will receive market acceptance. SalesCloser's competitors may be able to respond more quickly to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products. SalesCloser may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand its development of new products.

Dependence on Key Management Personnel

The success of SalesCloser is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management as well as certain consultants (the "**Key Personnel**"). SalesCloser's future success depends on its continuing ability to attract, develop, motivate, and retain the Key Personnel. Qualified individuals for Key Personnel positions are in high demand, and SalesCloser may incur significant costs to attract and retain them. The loss of the services of Key Personnel, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on SalesCloser's ability to execute on its business plan and strategy, and SalesCloser may be unable to find adequate replacements on a timely basis, or at all. While employment and consulting agreements are customarily used as a primary method of retaining the services of Key Personnel, these agreements cannot assure the continued services of such individuals and consultants.

Conflicts of Interest

SalesCloser 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. SalesCloser'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 SalesCloser. In some cases, SalesCloser's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to SalesCloser's business and affairs and that could adversely affect SalesCloser's operations. These business interests could require significant time and attention of SalesCloser's executive officers, directors and consultants.

In addition, SalesCloser 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 SalesCloser 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 SalesCloser. In addition, from time to time, these persons may be competing with SalesCloser for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of SalesCloser'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 SalesCloser are required to act honestly, in good faith and in the best interests of SalesCloser.

Fraudulent or Illegal Activity by Employees, Contractors and Consultants

SalesCloser may be exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to SalesCloser that violates: (a) government regulations; (b) federal and provincial healthcare fraud and abuse laws and regulations; or (c) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for SalesCloser to identify and deter such misconduct by its employees and other third parties, and the precautions taken by SalesCloser to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting SalesCloser from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against SalesCloser, and it is not successful in defending itself or asserting its rights, such actions could have a significant impact on SalesCloser's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Resulting Issuer's operations, any of which could have a material adverse effect on SalesCloser's business, financial condition, results of operations or prospects.

Technological Errors

Errors in SalesCloser products, including its products that use AI, could result in significant costs to SalesCloser and could impair its ability to sell its products. SalesCloser products are complex and, accordingly, they may contain errors, or "bugs", that could be detected at any point in their product life cycle. The reputation of SalesCloser could be materially and adversely affected by errors in the products. These errors could result in significant costs to SalesCloser, delay planned release dates and impair the ability to sell products in the future. The costs incurred in correcting any product errors may be substantial and could adversely affect operating margins. While SalesCloser plans to continually test its products for errors and work with customers through maintenance support services to identify and correct bugs, errors in the products may still be found in the future.

Internal Controls

Effective internal controls are necessary for SalesCloser to provide reliable financial reports and to help prevent fraud. Although SalesCloser deploys a number of procedures and will continually implement new safeguards in order to help ensure the reliability of its financial reports, including those imposed on SalesCloser under applicable law, in each case SalesCloser cannot be certain that such measures will ensure that SalesCloser maintains adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm SalesCloser's results of operations or cause it to fail to meet its reporting obligations. If SalesCloser or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in SalesCloser's consolidated financial statements and could result in a material adverse effect on SalesCloser.

General Economic Risks

SalesCloser's operations could be affected by changing economic conditions should interest rates, access to credit or the capital markets, inflation or the unemployment level reach levels that influence consumer confidence, trends and spending and, consequently, impact SalesCloser's sales and profitability.

Any investors should further consider, among other factors, SalesCloser's prospects for success in light of the risks and uncertainties encountered by companies that, like SalesCloser, are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur, which may result in material delays in the operation of SalesCloser's business. SalesCloser may not successfully address these risks and uncertainties or successfully implement its operating strategies. If SalesCloser fails to do so, it

could materially harm SalesCloser's business to the point of having to cease operations and could impair the value of SalesCloser's securities.

Ability of Acquisitions to deliver Shareholder Returns

SalesCloser may grow by acquiring businesses. The consummation and integration of any acquired business, product or other assets into SalesCloser may be complex and time consuming and, if such businesses and assets are not successfully integrated, SalesCloser may not achieve the anticipated benefits, cost-savings or growth opportunities. Furthermore, these acquisitions and other arrangements, even if successfully integrated, may fail to further SalesCloser's business strategy as anticipated, expose SalesCloser to increased competition or other challenges with respect to SalesCloser's products or geographic markets, and expose SalesCloser to additional liabilities associated with an acquired business, technology or other asset or arrangement.

Failure to successfully integrate acquired businesses, its products and other assets into SalesCloser, or if integrated, failure to further SalesCloser's business strategy, may result in SalesCloser's inability to realize any benefit from such acquisition.

Liquidity and Additional Financing

The continued operation and development of SalesCloser may require additional financing. There can be no assurance that the Company will be able to generate sufficient cash flows from operations or obtain additional capital on acceptable terms, or at all, to fund its operations, meet its obligations and execute its business strategy. The Company's liquidity is dependent on a combination of operating performance, access to its credit arrangements and the availability of other financing or strategic alternatives.

If additional funds are raised through the issuance of equity or convertible securities, existing shareholders may suffer significant dilution. Any additional debt financing may include restrictive covenants, repayment obligations or other terms that could limit the Company's operational and financial flexibility and make it more difficult to obtain additional capital or pursue business opportunities. If the Company is unable to obtain sufficient financing when needed, it could result in delays or reductions in operating activities, strategic initiatives or product development, and could materially adversely affect the Company's business, financial condition and results of operations.

Going Concern Risk

The Company has incurred operating losses since inception and expects to continue to do so as it invests in platform development, go-to-market expansion, and public company infrastructure. As at March 31, 2026, the Company had cash of \$6,466,059 and working capital of \$5,540,032, primarily reflecting the proceeds from the Concurrent Financing received on March 26, 2026. Management believes these funds are sufficient to meet the Company's obligations and fund planned operations for at least twelve months from the date of the financial statements; however, longer-term funding will require the Company to generate sufficient cash flow from operations or access additional capital. There can be no assurance that additional financing will be available on acceptable terms, or at all. Failure to obtain sufficient financing could require the Company to reduce or defer operating activities and could have a material adverse effect on its business, financial condition, and results of operations.

Difficulty to Forecast

SalesCloser must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, loss of customers, failure or inability of key vendors to perform, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Market Price of SalesCloser Shares may be subject to Wide Price Fluctuations

The market price of SalesCloser Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of SalesCloser and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for SalesCloser and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of SalesCloser's control. In addition, stock markets can experience extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the SalesCloser Shares.

Management of Growth

SalesCloser may be subject to growth-related risks. The ability of SalesCloser to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of SalesCloser to deal with this growth may have a material adverse effect on SalesCloser's business, financial condition, results of operations and growth prospects.

There is no assurance that SalesCloser will turn a profit

There is no assurance as to whether SalesCloser will be profitable or continue to be profitable or pay dividends. SalesCloser has incurred and anticipates that it will continue to incur substantial expenses relating to the development of its business. The payment and amount of any future dividends will depend upon, among other things, SalesCloser's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Anti-Money Laundering Laws and Regulation Risks

SalesCloser is subject to a variety of laws and regulations domestically and internationally that concern money laundering, financial recordkeeping and proceeds of crime, including the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities internationally.

In the event that any of SalesCloser's proceeds, any dividends or distributions therefrom, or any profits or revenues accruing from operations were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of SalesCloser to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

Regulation

SalesCloser is subject to general business regulations and laws as well as regulations and laws specifically governing collection of information and the internet. Existing and future laws and regulations may impede SalesCloser's growth strategies. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, consumer protection, web services, websites, and the characteristics and quality of products and services. Unfavourable changes in regulations and laws could decrease demand for SalesCloser's offerings and increase its cost of doing business or otherwise have a material adverse effect on SalesCloser's reputation, popularity, results of operations, and financial condition. The requirements of being a public company may strain SalesCloser's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.

As a reporting issuer, SalesCloser will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations will increase SalesCloser's legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources. Applicable securities laws require SalesCloser to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws require SalesCloser to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that SalesCloser will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm SalesCloser's business and results of operations. To comply with these requirements, SalesCloser may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. SalesCloser intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against SalesCloser and SalesCloser's business may be adversely affected.

As a public company subject to these rules and regulations, SalesCloser may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for SalesCloser to attract and retain qualified members of its Board of Directors, particularly to serve on its audit committee and compensation committee, and qualified executive officers. As a result of disclosure of information in filings required of a public company, SalesCloser's business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, SalesCloser's business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of SalesCloser's management and harm its business and results of operations.

Unknown Defects and Impairments

A defect in any business arrangement may arise to defeat or impair the claim of SalesCloser to such transaction, which may have a material adverse effect on SalesCloser. It is possible that material changes could occur that may adversely affect management's estimate of the recoverable amount for any agreement SalesCloser enters into. Impairment estimates, based on applicable key assumptions and sensitivity analysis, will be based on management's best knowledge of the amounts, events or actions at such time, and the actual future outcomes may differ from any estimates that are provided by SalesCloser. Any

impairment charges on SalesCloser's carrying value of business arrangements could have a material adverse effect on SalesCloser.

Challenging Global Financial Conditions

Global financial conditions, particularly in light of the recent interest rate movements, tightening of credit, wars, trade sanctions, supply chain disruptions, energy shocks and other geo-political, pandemic or climate change related instability, have been characterized by increased volatility, with companies having either gone into bankruptcy or having to be rescued by government authorities. Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Global capital markets have continued to display increased volatility in response to global events. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices and banking or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the ability of SalesCloser, or the ability of the operators of the companies in which SalesCloser will hold interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on SalesCloser and the price of SalesCloser's securities could be adversely affected.

Additionally, recent global events have also led to significant changes in corporate behaviour and many companies are experiencing increased business instability and as a result may reduce or defer spending on products and services, including products and services that may be provided by the Company until when greater economic certainty can be determined. If customers and/or potential customers alter their current spending habits and/or budgetary allocations towards products and services that are provided by the Company, the Company's financial outlook could be adversely affected.

Credit and Liquidity Risk

SalesCloser will be exposed to counterparty risks and liquidity risks including, but not limited to:

- through suppliers of SalesCloser which may experience financial, operational or other difficulties, including insolvency, which could limit or suspend those suppliers' ability to perform their obligations under agreements with SalesCloser;
- through financial institutions that may hold SalesCloser's cash and cash equivalents;
- through customers that have payables to SalesCloser;
- through SalesCloser's insurance providers; and
- through SalesCloser's lenders, if any.

Litigation

SalesCloser may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. Additionally, as more and more enterprises and consumers experience increased financial uncertainty, customers, suppliers and other parties with whom the Company may conduct business may be unable to carry out its obligations including payment for services and products provided by the Company. In such circumstances, the Company may not be able to resolve disputes without referring such disputes to courts of competent jurisdiction.

If SalesCloser is unable to resolve these disputes favourably, it may have a material adverse effect on SalesCloser. Even if SalesCloser is involved in litigation and wins, litigation can redirect significant Company resources. Litigation may also create a negative perception of SalesCloser. Securities litigation could result in substantial costs and damages and divert SalesCloser's management's attention and resources. Any decision resulting from any such litigation that is adverse to SalesCloser could have a negative impact on SalesCloser's financial position. Additionally, in cases where opposing parties are

bankrupt, SalesCloser may be in an unsecured position subordinate to other priority creditors and may not be able to realize any proceeds regardless of the results of any dispute.

Cybersecurity Risks

The information systems of SalesCloser and any third-party service providers and vendors, are vulnerable to an increasing threat of continually evolving cybersecurity risks. These risks may take the form of malware, computer viruses, cyber threats, extortion, employee error, malfeasance, system errors or other types of risks, and may occur from inside or outside of the respective organizations. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapid evolving nature of the threats, targets and consequences. Additionally, unauthorized parties may attempt to gain access to these systems through fraud or other means of deceiving third-party service providers, employees or vendors. The operations of SalesCloser depend, in part, on how well networks, equipment, IT systems and software are protected against damage from a number of threats. These operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. However, if SalesCloser is unable or delayed in maintaining, upgrading or replacing IT systems and software, the risk of a cybersecurity incident could materially increase. Any of these and other events could result in information system failures, delays and/or increases in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the reputation and results of operations of SalesCloser.

Security

SalesCloser cannot guarantee absolute protection against unauthorized attempts to access its IT systems, including malicious third-party applications or denial of service attacks that may interfere with or exploit security flaws in its digital media properties. Viruses, worms, and other malicious software programs could jeopardize the security of information stored in a user's computer or in SalesCloser's computer systems or attempt to change the internet experience of users by interfering with SalesCloser's ability to connect with a user, ensure the privacy of customer data or the complete loss of customer or company data. If any compromise to SalesCloser's security measures were to occur and SalesCloser's efforts to combat this breach were unsuccessful, SalesCloser's reputation or ability to perform on its customer agreements may be harmed leading to an adverse effect on SalesCloser's financial condition and prospects.

Dividend Policy

The declaration, timing, amount and payment of dividends are at the discretion of SalesCloser's Board of Directors and will depend upon SalesCloser's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that SalesCloser will declare a dividend on a quarterly, annual or other basis.

Customer Acquisition

SalesCloser's success depends, in part, on SalesCloser's ability to attract and retain customers. There are many factors which could impact SalesCloser's ability to attract and retain customers, including but not limited to the successful implementation of marketing plans, development of new products and services for customers, and the continued growth in the aggregate number of customers. The segments and industries in which SalesCloser operates may be subject to increased competition and other competitors may be able to develop new ideas faster and may be able to devote more resources than SalesCloser. If SalesCloser is not able to offer competitive products and services, its revenues and operations may materially decline. Additionally, while the Company uses the tools at its disposal to predict and develop new products and services that the Company considers attractive to customers, there is no guarantee that such development decisions undertaken by the Company will accurately reflect customer demands and lead to the outcomes the Company anticipates. If the Company fails to anticipate customer demands, customers may purchase or subscribe for competing products and services which could have an adverse effect on the finances and

operations of the Company. The failure to acquire and retain customers would have a material adverse effect on SalesCloser's business, operating results and financial condition.

Constraints on Marketing Products

The development of SalesCloser's businesses and operating results may be hindered by applicable restrictions on marketing technology products, data privacy, digital marketing or AI-related services. The Canadian federal regulatory regime requires plain packaging of products, and has further prohibitions with respect to marketing, including prohibitions on testimonials, lifestyle branding and packaging that is appealing to youth.

The regulatory environment in Canada and abroad limits SalesCloser's ability to compete for market share in a manner similar to other industries. If SalesCloser is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, SalesCloser's sales and operating results could be adversely affected, which could have a materially adverse effect on SalesCloser's business, financial condition and operating results.

Intellectual Property

The ownership and protection of trademarks, patents, trade secrets and intellectual property rights brought in from the acquisition of SalesCloser are significant aspects of SalesCloser's future success. Unauthorized parties may attempt to replicate or otherwise obtain and use SalesCloser's products and technology. Policing the unauthorized use of SalesCloser's current or future trademarks, patents, trade secrets or intellectual property rights could be difficult, expensive, time-consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. In addition, in any infringement proceeding, some or all of the trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defense proceedings could put one or more of the trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly and could put existing intellectual property applications at risk of not being issued. Any or all of these events could materially and adversely affect the business, financial condition and results of operations of SalesCloser.

In addition, other parties may claim that SalesCloser's products infringe on their proprietary and perhaps patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, result in injunctions, temporary restraining orders and/or require the payment of damages. As well, SalesCloser may need to obtain licences from third parties who allege that SalesCloser has infringed on their lawful rights. However, such licences may not be available on terms acceptable to SalesCloser or at all. In addition, SalesCloser may not be able to obtain or utilize on terms that are favorable to it, or at all, licences or other rights with respect to intellectual property that it does not own.

Foreign Exchange

SalesCloser is exposed to foreign currency risk by reason of SalesCloser operating in the United States and other foreign jurisdictions. As a majority of the Company's revenue is derived from customers in the United States and other foreign jurisdictions while the Common Shares are traded in and the financial statements of the Company are reported in Canadian dollars, the movement of the US dollar and other foreign currencies against the Canadian dollar could have a material adverse effect on SalesCloser's prospects, business, financial condition, and results of operation.