

ICESoft Technologies Canada Corp.
Management Discussion and Analysis
For the years ended December 31, 2019 and December 31, 2018

MANAGEMENT’S DISCUSSION & ANALYSIS – Annual HIGHLIGHTS

This Management’s Discussion & Analysis (“MD&A”) is intended to provide readers with the information that management (“Management”) of ICESoft Technologies Canada Corp. (“ICESoft” or the “Corporation”) believes is required to gain an understanding of the financial results of the Corporation for the year ended December 31, 2019 and 2018, and to assess the Corporation’s future prospects.

Accordingly, certain sections of this report contain forward-looking statements and forward-looking information (collectively, “Forward-Looking Information”) as defined under applicable Canadian securities laws, which are based on current plans and expectations (see under the heading “Special Note Regarding Forward Looking Information”). Additional information relating to ICESoft is available under ICESoft’s profile on www.sedar.com.

This MD&A, presented and dated as of May 6, 2020, should be read in conjunction with the audited consolidated financial statements and related notes for the years ended December 31, 2019, and December 31, 2018.

The Corporation’s consolidated financial statements have been prepared on a "going concern" basis, which presumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The operations of the Corporation have been primarily funded through private placements of equity and debt. The continued operations of the Corporation are dependent on the Corporation's ability to generate profitable operations in the future, to receive continued financial support from shareholders, and/or to complete sufficient equity and debt financings. In making its going concern assessment, management is aware of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation’s ability to continue as a going concern. The consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was inappropriate; these adjustments could be material.

All currency amounts in the accompanying financial statements and this MD&A are in Canadian dollars unless otherwise noted.

Special Note Regarding Forward Looking Information

Certain statements contained in this MD&A constitute "forward-looking statements". These statements, identified by words such as “plan,” “anticipate,” “believe,” “estimate,” “should,” “expect” and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of ICESoft to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; speed of market adoption; reliance on reseller and partners; limited operating history of ICESoft; market fluctuations; and retention of key personnel.

Forward-looking statements are based on a number of material factors and assumptions, including that: ICESoft shall be successful in its attempts to raise working capital in the near to medium term future; the market demonstrates on-going adoption of new technologies; there is no material change to the competitive environment; and ICESoft will be able to access and retain sufficiently qualified technical, sales and marketing staff. While ICESoft considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect.

Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section "Risk Factors".

New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forward-looking statement.

This MD&A includes market and industry data that has been obtained from third party sources, including industry and market analyst publications. Management believes that this industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this MD&A or ascertained the underlying economic assumptions relied upon by such sources.

ICESoft advises shareholders to carefully review the reports and documents it files from time to time with the securities regulatory authorities on SEDAR at www.sedar.com.

Corporate Structure

ICESoft Technologies Canada Corp. (the "Company", or the "Corporation", or "ICESoft" or "ICESoft Technologies") was formed in 2001 incorporated under the Canada Business Corporations Act, and was domiciled in Canada. ICSOFT is a reporting issuer company incorporated under the Canada Business Corporations Act ("CBCA"), and is domiciled in Canada.

ICESoft and its subsidiaries are commercial Java open source technology companies and providers of mobile rich Internet applications development solutions for desktop and mobile enterprise. The Company's head office is located at 370, 3553 31st Street NW, Calgary, Alberta, Canada, T2L 2K7. The consolidated financial statements of the Company as at and for the year ended December 31, 2019, and the year ended December 31, 2018, consist of the Company and wholly owned subsidiaries. ICSOFT wholly owns ICSOFT Technologies Holdings Ltd. and has a wholly-owned Delaware subsidiary, ICSOFT Technologies, Inc., which acts as the United States operating entity.

Basis of Presentation

This review of the results of operations should be read in conjunction with the consolidated financial statements for the year ended December 31, 2019, and December 31, 2018. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements were approved and authorized for issue by the Board of Directors on May 6, 2020.

Certain supplementary measures in this MD&A do not have any standardized meaning as prescribed under IFRS and, therefore may not be comparable with calculation of similar measures for other entities and should be considered non-IFRS measures. These measures are described and presented in order to provide information regarding the Corporation's financial and operational results, liquidity and ability to generate funds to finance its operations. These measures are identified and presented where appropriate together with reconciliations to the equivalent IFRS measures; however, they should not be used as an alternative to IFRS measures because they may not be consistent with calculations of other companies. These non-IFRS measures and certain operational definitions used by the Corporation, are further explained below.

EBITDA and Adjusted EBITDA

EBITDA refers to net income before interest, taxes, depreciation and amortization.

Adjusted EBITDA is calculated as EBITDA before costs associated with gain on debt extinguishment, and share-based compensation.

These measures do not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar captioned terms presented by other users. Management believes that EBITDA and adjusted EBITDA are key indicators for the results generated by the Corporation's core business activities because they eliminate non-recurring items as well as the impact of finance and tax structure variables that exist between entities.

Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the Company's presentation currency. The functional currency of ICEsoft Technologies Inc. is U.S. dollars and is translated to the presentation currency.

Basis of consolidation

The financial information contained within this MD&A include the accounts of the Corporation and its subsidiaries. All intercompany transactions have been eliminated in the consolidated financial statements. Subsidiaries are those entities that the Corporation controls by having the power to govern the financial and operating policies of the entity. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Corporation controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are subsequently deconsolidated from the consolidated financial statements on the date that control ceases.

Core Business

An established enterprise software portfolio

ICEsoft is an enterprise software company supplying medium to large scale multi-national corporations. The Company's core business has a subscriber base of approximately 300 medium to large scale corporations. ICEsoft's legacy product: ICEfaces has been used by over 20,000 enterprises and 150,000 developers worldwide. ICEsoft has built on its legacy enterprise products with Voyent Alert!, a new Software-as-a-Service offering for delivering context-enriched notifications and content to small and medium sized municipalities and rural communities.

ICESoft has been providing software for critical enterprise infrastructure for over 10 years. Its current products include:

Voyent Alert!: Voyent Alert! is a multi-purpose communication service designed specifically to meet the needs of small to medium sized communities and regional districts. It serves both as a critical event notification service as well as a day to day community engagement tool. Registration is fully anonymous, and the service provides each message recipient with enriched / customized communications including information such as their distance from an event, its direction, time to intercept, recommended direction of evacuation, or even turn by turn directions to get to a shelter. The service is designed to augment provincial and federal notification solutions by providing more localized and user specific communications. Communications go out through mobile applications, SMS/Text, Email, and Voice as well as your social media channels.

ICEfaces: ICEfaces is a presentation layer technology solution which facilitates rich application development in both desktop and mobile environments. ICEfaces leverages responsive web-design techniques that detect the nature of the platform accessing the web-application, allowing automatic reformatting of the content being served to that particular appliance. This results in considerable savings to the enterprise in both time and cost of development.

ICEpdf: ICEpdf is a Java-based PDF viewing engine that can be easily integrated within larger applications. Due to the loss of key technical resources, new sales of ICEpdf were discontinued in Q3 2019. A manufacture end of life notice was announced in Q4 2019. While no new sales are expected for the product in 2020, the Company will continue to fulfill its obligations under current support contracts until their expiration in Q3 2020.

ICESoft prides itself on its support metrics and prompt response times. It understands the dependency many enterprises' have on existing legacy infrastructure. ICESoft's products support a wide range of infrastructure software in the industry, allowing developers to implement new feature capabilities without having to redesign legacy applications or having to upgrade existing middleware.

Production and Sales

All of ICESoft's products are developed, maintained, and distributed in electronic format. Engineering services, consulting, support, and training services are provided on an on-demand basis or as part of pre-purchased product subscriptions. Services are typically of a nature that they can be carried out remote from the client site.

Voyent Alert! utilizes a Software-as-a-Service pricing model with annual subscription fees being paid up front. Pricing consists of a base subscription fee plus additional user and service usage fees that are calculated and billed quarterly in arrears.

ICESoft's legacy products are typically sold on an annual subscription basis. Subscription and planned Software-As-A-Service or "SaaS" fees are pre-paid for a given subscription term. Terms generally run from one to three years. It is typical that discounts of 10-20% may be offered on pre-payment of multi-year terms. Receivables are set at 30-90 day terms depending on the product and the nature of the client. Subscribers are advised of renewal options a minimum of 30 days prior to expiration of their subscription. Subscribers who fail to renew prior to expiration of their subscription terms are often provided a 30-day grace window to complete the renewal during which time they continue to have access to upgrades and web content; however, engineering support is typically withheld.

ICESoft's PDF products were typically sold under a license / OEM model. Clients paid an upfront license fee typically scaled by anticipated volume of products shipped and an annual support fee on the order of 15-20% of the total license costs.

Market for Products

ICESoft's Voyent Alert! service product is presently being sold only in Canada. As of March 31, 2020, ICESoft is providing coverage to approximately 120 communities across Canada under the Voyent Alert! system. The Company anticipates expanding this market into the U.S. and European markets in 2021.

The majority of ICESoft's commercial license sales for legacy products come from the United States (app. 60%) and Europe (app. 30%). End users of ICESoft's free-to-use products see significant deployment in China, India, and Brazil, all regions where ICESoft has faced historical challenges in commercialization.

Specialized Skills and Knowledge

ICESoft has retained employees and contractors with specialized skill and knowledge in presentation layer technologies, web protocols, distributed application development, and high availability architectures. In particular, these employees and consultants have unique knowledge regarding sophisticated enterprise grade application development and deployment configurations. Replacement of critical skill sets can often take up to 6 months.

Intellectual Property

ICESoft takes active steps to secure its intellectual property. It has secured copyrights and trademarks as required. ICESoft has two patents granted and issued.

Seasonality

Historical trends have identified a measure of seasonality in ICESoft's business. January through April as well as September tend to be stronger months. Summer months see sales tempered as a result of holidays. The summer slowdown is most predominant with European sales. November and December are historically slow months. Seasonal holidays place downwards pressure on sales towards the calendar year end; however, contract renewals remain strong, which is where the majority of revenues are sourced.

Employees

As of December 31, 2019, ICESoft has 11 full-time employees, 2 full-time European contractors, 2 full time and 2 part-time North American contractors.

Significant Contracts

ICESoft is not substantially dependent on a contract to sell a major part of its products or to purchase a major part of its goods or services.

Changes to Contracts

ICESoft does not believe that its business will be materially affected by renegotiation or termination of contracts or sub-contracts in the current fiscal year.

History

2017: During 2017 ICEsoft was forced to re-envision its Voyent Alert! product development effort to ensure product completion could be achieved within the Company's forecast cash flow and working capital on hand. A decision was made to pivot the product from an enterprise targeted tool and technology solution to a cloud-based communication service targeting deployment into small to medium sized municipalities and rural communities. Third party market studies determined that this vertical is typically underserved and yet makes up >50% of the North American population. ICEsoft plans to develop a core business within this vertical and then begin to expand its offering to other industries.

During 2017, ICEsoft required additional financing to maintain operations. ICEsoft issued new debt, minor equity and renegotiated outstanding debt. These bridges were largely completely by insiders and consisted of the negotiation of previous 1-year notes into 3-year notes and the addition of \$390,000 in new debt. Liabilities excluding deferred revenues increased \$353,698 or 21% during the year.

2018: In 2018, ICEsoft successfully launched its Voyent Alert! Service into the market. By year end the Company had extended coverage to over 17 communities across Western Canada with an addressable population base of approximately 100,000 residents.

Legacy product sales continued to see a slow year over year decline owing to the maturing market. The Company did realize a corresponding drop in associated support and sales infrastructure costs, improving overall margin across the legacy product initiatives.

During 2018, ICEsoft required additional financing to maintain operations. ICEsoft issued new debt (CAD\$100,000) and participated in equity financings (CAD\$571,040) over the course of the year.

2019: During 2019, ICEsoft continued to expand the Voyent Alert! footprint from 17 communities at the beginning of the year to 82 communities by the end of 2019 with a collective addressable population of 712,000 persons.

During 2019, the loss of key technical resources forced management to discontinue ICEpdf related sales and services. The result was an estimated in year reduction of approximately CAD \$175,000 in sales, with a forecast 2020 year impact of CAD \$220,000 in lost ICEpdf related revenues.

Subsequent to year end, ICEsoft closed two tranches of a non-brokered private placement resulting in the issuance and sale of 15,212,500 units for gross proceeds of \$1,217,000 and issuance of 14,639,005 units pursuant to the completion of securities for debt transactions whereby \$932,120 of secured convertible debt and accrued and unpaid interest and \$240,000 of term loans were converted into units. This transaction eliminated the majority of ICEsoft's liabilities and has given the company a runway to deploy Voyent Alert!.

Business Strategy

ICEsoft is allocating resources to develop and expand its Voyent Alert! Notification Service across multiple addressable market verticals. The Voyent Alert! Service has been initially designed to meet the needs of small to medium sized communities, governments and institutions. This target vertical is typically underserved and yet makes up 50% of the North American population. ICEsoft is planning to expand its core business within this vertical with rollouts across the U.S. markets commencing in mid to late 2020, dependent on the COVID-19 status. ICEsoft plans to expand its offering into other suitable market verticals such as enterprise sales and residential home construction sectors over the upcoming fiscal years.

ICESoft continues to offer both “free-to-use-trial” and commercial variants of its legacy product offering. The trial variant is constrained in terms of time, the number of users, feature set, and deployment options. The purpose is to enhance the technologies accessibility to developers and key managerial decision makers, generate market excitement and stimulate early adoption. The commercial variant is required in order to support user numbers more typical of production level releases or to support deployment or security features typically required by enterprise.

Competitive Conditions

Notable competitors to the ICESoft’s Voyent Alert! product include companies such as Everbridge, Athoc/Blackberry, Urban Airship, Kony Solutions, and X-matters. These companies participate predominantly in the mass notification or consumer marketing / couponing sectors with a primary focus being on servicing large urban centers. Messaging tends to be text-based and generic in nature with a focus on static location alerting.

ICESoft’s market focus has been on small to medium sized municipalities with an emphasis on enriched and personalized communications. User specific communications may include information regarding their distance and direction from an incident and be augmented by maps and other rich media content. Unlike other vendors, ICESoft provides real-time location tracking to users and incidents and allows for anonymous registration.

In 2019, ICESoft entered into a competitive evaluation across 16 accounts involving 40+ municipalities. ICESoft and the Voyent Alert! service was successful in winning all 16 of these head to head engagements.

The sample competitors are well financed and over time could be capable of entering the small municipality sectors. Urban Airship and Kony Solutions have received approximately USD\$80,000,000 and USD\$85,000,000 in capital funding. X-Matters has received USD\$42,000,000 financing. Everbridge is listed on the NASDAQ and has a market-cap of over USD\$3.5 billion.

ICESoft sells its legacy products and services globally into the Rich Internet Application market. It is one of the top three open-source providers of presentation layer technologies to the Java EE developer community. The market is maturing in nature. While the addressable market is expanding, it is doing so as enterprises increase the number of applications using relevant technologies, rather than through the expansion of the total number of prospective enterprises using the technology having grown.

Within the addressable market, ICESoft’s competitors (to its core product offering) are split between vertically integrated solutions from large middleware providers such as Oracle or RedHat and smaller cross platform independents. ICESoft is most successful with those potential clients that leverage multiple best-of-breed technologies rather than those that are vertically integrated within a given supplier.

General Business Outlook

ICESoft believes that its Voyent Alert! Service offers significant differentiation to conventional alerting services, and that this differentiation will continue to drive material adoption across the Canadian market throughout fiscal years 2020 and 2021. The Company anticipates a service launch into U.S. markets by late 2020 or early 2021 as the COVID-19 crisis abates. The average subscription price per community is expected to climb as the service is adopted by increasingly larger communities over time and additional feature upsell opportunities become available.

During 2020 Management is expecting to launch variants of its Voyent Alert! service into one or more secondary market verticals, including enterprise/campus related sales and home construction markets.

First revenues are currently being realized in the enterprise sales sector.

Management believes that ICEsoft's core/legacy business products and increasing Voyent Alert! sales will generate sufficient income and cash flow for ICEsoft to remain solvent to meet its financial obligations.

Review of 2019 Key Milestones

Business Objective	Description	Target Date	Year End Progress
Voyent Sales	Secure 100 communities under service with forecast annualized income exceeding CAD\$500,000	Q4 2019	ICEsoft ended the year with 86 communities under service with a forecast annualized income in excess of CAD\$350,000
Voyent New Market Introduction	Secure initial Voyent Sales within market outside of Canada and within at least one secondary market vertical.	Q3 2019	In 2019 ICEsoft secured initial sales from its enterprise / campus sales vertical. Pending results from U.S. market studies, management made the decision to defer planned Q4 2019 US rollout until a major feature release (2.0) of the service is available.
Secure Listing Approvals	Secure unconditional approval for listing on a recognized Canadian exchange.	Q2 2019	ICEsoft is now listed on the CSE under the symbol: ISFT
Increase available working capital	Increase working capital by minimum CAD\$350,000	Q2 2019	Subsequent to year end, ICEsoft raised gross proceeds of \$1,217,000 at \$0.08 per share.
Year End Revenue and Profitability	Achieve annual sales in excess of CAD\$1,600,000 with Adjusted EBITDA >CAD (\$350,000).	Q4 2019	ICEsoft ended the year with CAD\$1,414,638 revenues and with adjusted EBITDA of CAD (\$529,720). The target miss is largely attributable to the loss of revenue from the Company's ICEpdf product.

2020 Key Milestones

Business Objective	Description	Target Date	Year End Progress
Voyent Sales	Secure 250 communities under service with forecast annualized sales exceeding CAD\$1,000,000	Q4 2020	
Voyent New Market Introduction	Secure initial Voyent Sales within market outside of Canada and within at least two secondary market verticals.	Q4 2020	
Year End Revenue and Profitability	Achieve annual sales in excess of CAD\$1,800,000 with Adjusted EBITDA greater than CAD (\$250,000).	Q4 2020	

Summary of Financial and Operational Results

The following table summarizes select financial information for ICEsoft Technologies Canada Corp. for the most recently completed fiscal years ending at the end of December 31, 2019 and December 31, 2018. All amounts expressed in \$CAD.

Summary Table of Financial and Operational Results	Twelve Months Ended Dec 31, 2019 \$	Twelve Months Ended Dec 31, 2018 \$
Revenue	1,414,638	1,494,430
Operating Loss	611,321	246,322
Net Loss	667,002	416,335
Working Capital	(1,742,405)	(1,939,607)
Total Assets	165,283	132,246
Total Liabilities	2,733,087	2,781,998
Net Loss	667,002	416,335
Add Back:		
Financing Costs	141,742	138,585
Amortization of right of use asset	30,658	-
EBITDA	(494,602)	(277,750)
Add Back:		
Stock based compensation	50,943	3,461
Gain on debt extinguishment	(25,305)	-
Adjusted EBITDA	(468,964)	(274,289)

Summary of Quarterly Results

The following table summarizes select financial information for ICEsoft Technologies Canada Corp. for the most recently completed quarters ending at the end of December 31, 2019. All amounts expressed in \$CAD.

	Q4 2019-12-31	Q3 2019-09-30	Q2 2019-06-30	Q1 2019-03-31	Q4 2018-12-31	Q3 2018-09-30	Q2 2018-06-30	Q1 2018-03-31
Total Assets	165,283	233,507	229,297	592,179	132,246	337,835	281,023	256,508
Net Working Capital*	(1,742,405)	(1,199,584)	(1,127,261)	(1,445,561)	(2,210,763)	(1,770,156)	(2,022,258)	(2,038,311)
Deferred Revenue	728,899	839,332	861,484	988,203	829,602	868,086	924,996	959,557
Total Liabilities*	2,733,087	2,748,744	2,640,995	3,007,383	2,781,998	2,798,707	2,976,123	2,949,237
Total Revenue	333,540	366,401	363,851	350,846	348,205	352,644	348,554	445,027
Net Income from Operations	(186,584)	(127,860)	(146,278)	(150,599)	(131,756)	(31,936)	(100,603)	17,973
Income (Loss) per share (basic & diluted)	(0.01)	-	-	-	(0.01)	-	-	-

*Includes deferred revenues

RESULTS OF OPERATIONS

Revenue and Sales

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Revenue	333,540	348,205	1,414,638	1,494,430

Annual 2019 vs. annual 2018 revenues declined by \$79,792 (5%). Q4 2019 vs Q4 2018 saw a decline in revenues of \$14,665 (4%). 2019 revenue declines in Legacy business lines we supplemented from increased Voyent Alert! revenues.

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Voyent Alert! Revenues	24,484	1,725	64,198	3,267

Importantly, during FY2019, ICEsoft started to win early Voyent Alert! sales. By year end 2019, the Corporation closed deals covering 86 municipalities. In 2019, these transactions resulted in \$64,198 to realized revenues vs \$3,267 in 2018.

These contracts include future client obligations to pay additional user/usage fees as municipality and district clients begin to use the features of Voyent Alert! to meet their needs. Management expects the contracts to generate annual recurring revenues from the Voyent Alert! system and to remain very sticky with little to no customers offboarding the system in the coming years.

In reading the financial statements, the reader needs to be cognizant of the fact that in a subscription-based business sales do not translate immediately into revenue over the reporting time period. The Company secures payment in advance of subscription-based sales; revenue is subsequently amortized and recognized over the term of the subscription. Unamortized amounts of the pre-paid subscription show up as a liability under Deferred Revenue on the balance sheet. As a consequence, quarterly revenue may drop or appear flat while product sales over the period increase. The long-term difference between sales and revenues is derived from multi-year contracts and management believes cash sales better represent the business activities than realized and deferred revenues.

As such management believes it is important for investors to have visibility in cash sales and chooses to report this information. Readers should note that cash-based sales is not a IFRS measure.

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Clickware Sales	287,760	300,491	1,264,734	1,470,389
Voyent Alert! Sales	33,250	2,700	131,872	8,200
Sales Total	321,010	303,191	1,396,606	1,478,589

Clickware sales in 2019 were \$1,264,734 vs \$1,470,389 in 2018 representing a decline of 14%. Quarter over previous year quarter showed a similar trend with Q4 2019 clickware sales of 287,760 vs Q4 2018 sales of 300,491 representing a decline of 4%. This decline is in line with management's expectation of these products as they approach end of life.

Comparatively, Voyent Alert sales increased from \$8,200 in 2018 to \$131,872 in 2019 and quarter over previous year quarter showed a similar trend with Q4 2019 Voyent Alert! sales increasing from \$2,700 to \$33,250.

There was no material shift in revenue across geographic regions.

Operating, General & Admin Expenses

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Operating, General and Admin Expenses	520,124	479,961	2,025,959	1,744,393

Sales and Marketing costs were increased \$321,168 throughout 2019 as ICEsoft began to market Voyent Alert! services to Canadian municipalities. R&D costs were reduced by \$226,230 (19%) as the Voyent Alert! product readiness moved from the R&D stage to full commercial roll out. G&A costs increased \$108,668 (28%) as the organizational costs increased to support the Voyent Alert! roll out. Overall the ICEsoft cost structure remains very lean.

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Net Operating Income	(186,584)	(131,756)	(611,321)	(246,322)

The business saw net operating income reduce \$54,828 in Q4 2019 relative to the same period of the prior year, and year over year net operating income decline \$364,999 vs the previous year.

Readers should note that the net operating income number includes non-cash accounting charges. When the impact of \$81,601 in 2019 accounting charges (vs. \$3,641 in 2018) is removed, net operating income weakened by \$203,606 (\$1,944,358 vs. \$1,740,752) which is in line with management forecasts. The majority of this change is due to an increased focus on sales and marketing of the Voyent Alert! product. Management forecasts that Voyent Alert! sales traction will push the business into a profitable net operating income position; however, additional marketing expenses will be required to drive Voyent Alert! deeply into the market.

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Cash-based Net Operating Income	(117,504)	(176,770)	(547,752)	(262,163)

Management believes that given the nature of a software-as-a-service (SaaS)-based enterprise such as ICEsoft, cash sales are a more accurate reflection of top line business activity. As such, sales less the cash-based cost of goods sold and cash-based operating costs result in a cash-based net operating

income figure. This measure does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar captioned terms presented by other users. However, Management believes cash sales less cash expenses is an accurate reflection of the performance of the business and maybe of interest to readers of the financial statements.

	Three Months Ended		Twelve Months Ended	
	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	2019	2018	2019	2018
	\$	\$	\$	\$
Net Income (Loss)	(145,111)	(215,873)	(667,002)	(416,335)

Included in net income / loss and comprehensive loss for the year ended December 31, 2019 is interest and financing expenses of \$141,742 (vs \$138,585 in 2018), a gain on debt extinguishment of \$25,305 (vs. nil in 2018), a gain on foreign exchange of \$18,843 (vs a loss of \$27,787 in 2018), stock based compensation of \$50,943 (vs. \$3,641 in 2018), other income of \$41,913 (vs. nil in 2018), and non-cash amortization of the office space rental lease of \$30,658 (vs. nil in 2018).

Stock Based Compensation

See note 14 of the consolidated financial statements for an update to ICEsoft's stock based compensation.

Liquidity and Capital Resources

ICEsoft is able to generate sufficient amounts of cash and cash equivalents in the short and long term from its existing portfolio of legacy products to remain solvent, provided it significantly moderates its deployment of resources to new product development. ICEsoft's recent financing allows it to meet its desired growth and fund the planned development activities required to achieve its forecasted growth. It is forecast that ICEsoft's cash flow will improve over time as Voyent Alert! begins to establish a contributing revenue stream.

Aside from ongoing, day to day operational requirements ICEsoft has no additional commitments for new capital expenditures.

There are no formal additional capital resources currently in place that are available to ICEsoft.

Capital Management

Management closely monitors cash flow requirements. The Corporation is actively pursuing sales and commercialization efforts of Voyent Alert!. The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development and sales of its new product releases; however, it should be noted that the Corporation remains at an early stage of its Voyent Alert! commercialization initiatives and the Company will continue to be dependent on its ability to manage cash on hand.

The management of capital includes convertible debentures and the components of shareholders' deficiency, comprised of common shares, contributed surplus, warrants, accumulated other comprehensive income, and deficit.

The Corporation strives to maximize the value associated with shareholders' equity. In order to achieve this objective, the Corporation may, from time to time, issue shares, issue new debt, dispose of assets or adjust its spending. ICEsoft manages its working capital through timely collection of receivables, controlling exposure to future commitments and securing favorable terms from suppliers. In order to preserve cash, the Corporation does not currently pay dividends. ICEsoft is not subject to externally

imposed capital requirements and the Corporation's overall strategy with respect to managing its capital structure is:

- To safeguard the Corporation's ability to continue as a going concern
- To maintain appropriate cash reserves on hand to meet ongoing development and operating costs
- To invest cash on hand in highly liquid and highly rated financial instruments

Shares Outstanding

See note 12 of the consolidated financial statements for an overview of the shares outstanding and share capital of the Corporation. As of May 6, 2020 there are 78,960,244 Class A common shares outstanding.

Foreign Exchange Gains and Losses

See note 18(d) of the consolidated financial statements for description of foreign exchange impacts to the Corporation.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements at this time.

Transactions with Related Parties

See note 16 of the consolidated financial statements for a description of related party transactions.

Subsequent Events

See note 20 of the consolidated financial statements for events subsequent to year end.

Significant Accounting Judgments, Estimates and Assumptions

See note 3 of the consolidated financial statements for a description of significant accounting judgments, estimates, and assumptions.

Changes in Accounting Standards

See notes 3 and 4 of the consolidated financial statements for changes in accounting standards.

Risk Factors

An investment in ICEsoft is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in ICEsoft. The directors consider the following risks and other factors to be the most significant for potential investors in ICEsoft, but the risks listed do not necessarily comprise all those associated with an investment in ICEsoft. Additional risks and uncertainties not currently known to the directors may also have an adverse effect on ICEsoft's business.

Additional requirements for Capital

Additional financing may be required if ICEsoft is to be successful developing its business. No assurances can be given that ICEsoft will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating

activities. There is no assurance that additional financing will be available on terms acceptable to ICEsoft, if at all. If ICEsoft is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Failure of information technology system

ICEsoft's operations could suffer as a result of a failure of its information technology system. ICEsoft's business will be dependent upon an information technology infrastructure to effectively manage and operate several key business functions, including order processing, customer service, installation and payments. These systems and operations are vulnerable to damage and interruption from fires, earthquakes, telecommunications failures, and other events. They are also subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Any such errors or inadequacies in the software that may be encountered could adversely affect operations, and such errors may be expensive or difficult to correct in a timely manner.

Competition

ICEsoft has experienced, and expects to continue to experience, competition from a number of companies. ICEsoft'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 loss of market share, any of which could have a material adverse effect on ICEsoft's business, results of operations and financial condition.

Many of the competitors and potential competitors of ICEsoft have significantly greater financial, technical, marketing and/or service resources than does the Company. Many of these companies also have a larger base of users, longer operating histories or greater brand recognition than ICEsoft. Customers of ICEsoft are particularly concerned that their suppliers will continue to operate and provide upgrades and maintenance over a long-term period. ICEsoft's smaller size may be considered negatively by prospective customers. Even if competitors of ICEsoft provide products with more limited system functionality than those of ICEsoft, these products may incorporate other capabilities of interest to some customers and may be appealing due to a reduction in the number of different types of systems used to operate such customers' businesses. Further, competitors of ICEsoft may be able to respond more quickly than ICEsoft to changes in customer requirements and devote greater resources to the enhancement, promotion, and sale of their products.

Market uncertainty

ICEsoft's success depends to a significant degree on its ability to develop the market and gain acceptance for its products and services. There is no assurance that a significant market will develop for ICEsoft's principal products and services. There can be no assurances that the additional commercial applications and markets for ICEsoft's products will develop as currently contemplated. To manage such development ICEsoft must continue to expand its existing resources and management information systems and must attract, train, and motivate qualified marketing, management, technical, and administrative personnel. There can be no assurance that ICEsoft will be able to achieve these goals.

Maturing market

A major contributor to ICEsoft's revenue stream sources from one of its core product offerings, ICEfaces. ICEfaces leverages a widely adopted technology infrastructure known as Java Enterprise Edition (Java EE) developed by Oracle. Java EE is characterized as a maturing technology. The Java EE market has largely saturated over the past years and ICEsoft's growth opportunity resides in securing a greater portion of the already mature market sector. Any negative material change in the size of the addressable Java EE market would result in negative impact on revenue streams sourcing from ICEsoft's core product offering.

Management of growth

ICESoft may be subject to growth-related risks including pressure on its internal systems and controls. ICESoft's ability to manage its 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 ICESoft to deal with this growth could have a material adverse impact on its business, operations, and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, ICESoft may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for ICESoft's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, ICESoft will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage, and retain its employees. There can be no assurance that ICESoft will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support ICESoft's operations, or that ICESoft will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

High degree of product concentration

Substantially all of ICESoft's currently anticipated revenues will be derived from a limited number of products and services that are ancillary to the products and services provided by third parties. Consequently, ICESoft's performance will depend on market acceptance of those third-party products and services, as well as establishing market acceptance for its own products and services and enhancing the performance of such products and services to meet the evolving needs of customers. ICESoft, like other entities involved in a rapidly evolving new industry, faces the risk that ICESoft's products and services may not prove to be commercially successful or may be rendered obsolete by technological developments. There can be no assurances that ICESoft will establish and maintain a position at the forefront of emerging technological trends. Any reduction in anticipated future demand or anticipated future sales of these products or any increase in competition could have a material adverse effect on ICESoft's business prospects, operating results, or financial condition.

Product failures and mistakes

ICESoft's products and services incorporate complex software and it encourages employees to quickly develop and help it launch new and innovative features. Its software has contained, and may now or in the future contain, errors, bugs or vulnerabilities. Some errors in its software code may only be discovered after the product or service has been released. Any errors, bugs or vulnerabilities discovered in its code after release could result in significant costs of correcting the failure or mistake, damage to its reputation, loss of users, or liability for damages, any of which could adversely affect its business and operating results.

Technological obsolescence

Competitors and new companies could launch new products. In order to remain on the cutting edge of technology, ICESoft may need to launch a new generation of products and services. Whether it is competition from development companies or a merger or acquisition of existing companies, competition within certain software industry sectors offering solutions similar to what ICESoft offers could increase. Some of ICESoft's competitors have significantly greater financial, technical, distribution, and marketing resources than ICESoft. Technological progress and product development could make ICESoft's products obsolete or reduce their value.

Mobile devices and third-party operating systems

Mobile devices are increasingly being used and if our products and services do not operate as effectively when accessed through these devices it could harm the business. ICESoft is dependent on the interoperability of its platform with third-party mobile devices and mobile operating systems as well as web browsers that it does not control. Any changes in such devices, systems or web browsers that degrade the functionality of its platform or give preferential treatment to competitive services could adversely affect usage of its products and services. Effective mobile functionality is integral to our long-term development and growth strategy. In the event that ICESoft's merchants and customers have difficulty accessing and using products and services on mobile devices, ICESoft's business and operating results could be adversely affected.

Pricing policies

The competitive market in which ICESoft operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services in order to gain market share or sell products and services, ICESoft may need to lower its prices and offer other favorable terms in order to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. Some of ICESoft's competitors could offer products and services that compete with theirs as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices ICESoft may charge for its products and services. If ICESoft cannot offset these price reductions with a corresponding increase in sales volume or decreased expense, the decreased revenues from products and services could unfavorably affect its profit margins and its operating results.

Patent infringement

While ICESoft believes that its products and operations do not violate the intellectual property rights of third parties, other parties could bring legal actions against ICESoft claiming damages and seeking to enjoin the marketing and sale of ICESoft's products for allegedly conflicting with patents held by them. Any such litigation could result in substantial cost to ICESoft and diversion of effort by its management and technical personnel. If any such actions are successful, in addition to any potential liability for damages, ICESoft could be required to obtain a license in order to continue to market the affected products. There can be no assurance that ICESoft would prevail in such action or that any license required under any such patent would be available on acceptable terms, if at all. Failure to obtain needed patents, licenses or proprietary information held by others may have material adverse effect on ICESoft's business. In addition, if ICESoft were to become involved in such litigation, it could consume a substantial portion of ICESoft's time and resources.

Labour and key personnel

ICESoft depends on the services of its key management personnel. The loss of one of these people could have a significantly unfavorable impact on ICESoft, its operating results, and its financial position. The success of ICESoft is largely dependent upon its ability to identify, hire, train, motivate, and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and ICESoft cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavorable impact on its growth and future profitability. The company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Lack of control in transactions

ICESoft's business plan relies in part on retaining other companies to perform a variety of resale services. ICESoft may not be in a position to control or direct the activities of the parties with whom it transacts business. Success of the Company may be subject to, among other things, the success of such other parties, with each being subject to their own risks.

Reliance on third party services and app store distribution

ICESoft relies on certain technology services provided to it by third parties, and there can be no assurance that these third-party service providers will be available to the Company in the future on acceptable commercial terms or at all. If ICESoft were to lose one or more of these service providers, it may not be able to replace them in a cost effective manner, or at all. This could harm the business and results of operations of the Company.

In addition, ICESoft's future product technology relies in part on the deployment of ICESoft's application code onto end user mobile appliances. This deployment is typically achieved via app stores associated with the different mobile platforms. ICESoft does not control these app stores, their acceptance criteria or ultimately approval of their deployment. Rejection of ICESoft's mobile application or utility by app store administrators would negatively impact ICESoft's technology adoption and rollout.

ICESoft may be subject to litigation

ICESoft may be involved in disputes with other parties in the future, which may result in litigation. If ICESoft is unable to resolve these disputes favorably, it may have a material adverse impact on ICESoft's financial condition.

Failure to secure intellectual property

ICESoft's products leverage a variety of proprietary rights that enable its competitive positioning and are critical to its success. ICESoft has been protecting its Intellectual Property through copyright, trademark and patent applications. Because the Intellectual Property associated with ICESoft's technology is evolving and rapidly changing, current intellectual property rights may not adequately protect the Company. ICESoft may not be successful in securing or maintaining proprietary or future patent protection for the technology used in its systems or services, and protection that is secured may be challenged and possibly lost. ICESoft generally enters into confidentiality or license agreements, or has confidentiality provisions in agreements with ICESoft's employees, consultants, strategic partners and clients and controls access to and distribution of its technology, documentation and other proprietary information. ICESoft's inability to protect its Intellectual Property adequately for these and other reasons could result in weakened demand for its systems or services, which would result in a decline in its revenues and profitability.

Use of "open source" software

ICESoft's solutions incorporate and are dependent to a significant extent on the use and development of "open source" software and ICESoft intends to continue our use and development of open source software in the future. Such open source software is generally licensed by its authors or other third-parties under open source licenses and is typically freely accessible, usable and modifiable. Pursuant to such open source licenses ICESoft may be subject to certain conditions, including requirements that ICESoft offer its proprietary software that incorporates the open source software for no cost, that it make available source code for modifications or derivative works it creates based upon, incorporating, or using the open source software, and that ICESoft license such modifications or derivative works under the terms of the particular open source license. If an author or other third party that uses or distributes such open source software were to allege that ICESoft had not complied with the conditions of one or more

of these licenses, ICEsoft could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of ICEsoft's solutions that contained or are dependent upon the open source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of ICEsoft's solutions. Litigation could be costly for ICEsoft to defend, have a negative effect on ICEsoft's operating results and financial condition or require ICEsoft to devote additional research and development resources to change ICEsoft's platform.

Any requirement to disclose our proprietary source code, termination of open source license rights or payments of damages for breach of contract could be harmful to ICEsoft's business, results of operations or financial condition, and could help ICEsoft's competitors develop products and services that are similar to or better than ICEsoft's.

In addition to risks related to license requirements, usage of open source software can lead to greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties, controls on the origin or development of the software, or remedies against the licensors. Many of the risks associated with usage of open source software cannot be eliminated and could adversely affect ICEsoft's business.

Advertising and search traffic

The promotions marketing industry is very dynamic with new technology and services being introduced by a range of players from larger established companies to start-ups on a frequent basis. ICEsoft's success in part requires that it is successful in conceiving and executing a variety of marketing campaigns into its targeted verticals. Desired wide scale adoption of ICEsoft's newest products is in part dependent upon ICEsoft successfully leveraging social media marketing techniques and campaigns. Failure to conceive and/or successfully execute on required marketing activities could negatively impact ICEsoft's forecast results and operations.

ICEsoft depends in part on internet search engines, such as Google, Bing and Yahoo!, to drive traffic to its website. For example, when a user types an inquiry into a search engine, ICEsoft relies on a high organic search result ranking of its webpages in these search results to refer the user to its website. However, ICEsoft's ability to maintain high organic search result rankings is not within its control. ICEsoft's competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ICEsoft's, or internet search engines could revise their methodologies in a way that would adversely affect ICEsoft's search result rankings. If internet search engines modify their search algorithms in ways that are detrimental to ICEsoft, or if ICEsoft's competitors' SEO efforts are more successful than ICEsoft's, the growth in ICEsoft's user base could slow. ICEsoft's website has experienced fluctuations in search result rankings in the past, and it anticipates similar fluctuations in the future. Any reduction in the number of users directed to ICEsoft's website through search engines could harm its business and operating results.

Foreign exchange

As ICEsoft looks to expand and monetize its user base internationally, it will become exposed to the effects of fluctuations in currency exchange rates. Since ICEsoft conducts business in currencies other than Canadian dollars, but reports its operating results in Canadian dollars, it faces exposure to fluctuations in currency exchange rates. Consequently, exchange rate fluctuations between the Canadian dollar and other currencies could have a material impact on ICEsoft's operating results.

Insurance coverage

ICEsoft does not have insurance to adequately protect against risks associated with its business and operations, nor is it intended that ICEsoft will purchase any such insurance for the

foreseeable future. It is not always possible to fully insure against business and other risks and ICEsoft may decide to not take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, it could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of ICEsoft.

No Dividend History

No dividends have been paid by ICEsoft to date. ICEsoft anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of ICEsoft's board of directors' after taking into account many factors, including ICEsoft's financial condition and current and anticipated cash needs.

Government Regulation

Government regulations influence the design, components or operation of ICEsoft's products. New regulations and changes to current regulations are always possible and, in some jurisdictions, regulations may be introduced with little or no time to bring related products into compliance with these regulations. ICEsoft's failure to comply with these regulations may prevent us from selling our products in a certain country. In addition, these regulations may increase our cost of supplying products by forcing us to redesign existing products or to use more expensive designs or components. In these cases, ICEsoft may experience unexpected disruptions in its ability to supply customers with products, or it may incur unexpected costs or operational complexities to bring products into compliance. This could have an adverse effect on ICEsoft's results of operations and increase the volatility of its financial results.

Impact of Recently Launched Government Alerting Services

Recently launched government alerting services, provincial and federal, such as Alert Ready could negatively impact sales and lengthen sales cycles. The Alert Ready system addresses large scale threat-to-life incidents such as Tsunamis, Earthquakes etc. It leverages the telecom infrastructure to deliver a text-based warning to end users mobile devices. Some of the communities within ICEsoft's target market may view this as a viable alternative to more detailed, community administrated solutions making it more difficult for ICEsoft to sell into them. The same argument holds in that the presence of this system may negatively impact potential investors view of the opportunity making it more difficult for ICEsoft to raise the working capital it requires.

Subsequent Events and Outlook

Subsequent to fiscal year end 2019, ICEsoft raised gross proceeds of \$1,217,000 (net proceeds of \$1,153,650) at \$0.08 per share and further converted \$931,120.48 in outstanding convertible notes to equity at \$0.08 per share. This transaction cleared the majority of liabilities on the balance sheet and positions ICEsoft well to expand Voyent Alert! sales in North America.

The onset of the COVID-19 pandemic has introduced considerable uncertainty into the Company's ability to forecast and/or to achieve key performance metrics. At the present time the Company is seeing a fall off of legacy sales in excess of 25% and increasing delays in accounts receivables collections. Short term Voyent Alert! sales and sales pipeline development have been impacted as municipal council members and key decision makers are otherwise engaged with managing the COVID-19 crisis across their communities. Countering softness in near-term sales is increased service usage which is anticipated to drive usage fees higher than forecast. It is not expected that increased usage fees will be sufficient to offset the new sales slowdown in the short term.

In the long term, ICEsoft is forecasting a sales resurgence as the impact of COVID-19 begins to recede and communities are free to re-engage. Management believes that the current situation will serve to heighten community awareness of their need for public engagement tools and services.

Management believes that ICEsoft's legacy business products and growing Voyent Alert! sales will generate sufficient income and cash flow for ICEsoft to remain solvent to meet its financial obligations. However, the market for ICEsoft's legacy products is maturing in nature and should be expected to decline further over time.

ICEsoft anticipates that it has the required capital to fully launch the Voyent Alert! product through to positive cash flow contribution and to maximize its business growth opportunities.

Management has identified key success metrics associated with its Voyent Alert! Service rollout as being:

- Total Communities Under Service
- Total Addressable Population (cumulative population of its communities under service)
- Forecast Annualized Revenue (sum of subscription fees and forecast annual usage fees)

Subject to the rate at which municipalities are able to re-engage following COVID-19 mitigation, Management is setting as an objective that by year-end 2020 the Voyent Alert! service shall have in excess of 250 communities under service with an total addressable population exceeding 2M persons and associated annualized revenues of CAD\$1,000,000.