AMCOMRI ENTERTAINMENT INC.
(formerly Appreciated Media Holdings Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED
JUNE 30, 2024, AND 2023

This management's discussion and analysis ("MD&A") presents an analysis of the financial position of Amcomri Entertainment Inc. (the "Company" or "Amcomri") for the three and six months ended June 30, 2024, and 2023. The following information should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2024, and 2023, and audited consolidated financial statements and related notes for the years ended December 31, 2023, and 2022, including the notes contained therein (collectively the "financial statements"). The financial statements are presented in Canadian currency and were prepared in accordance with accounting policies consistent with International Financial Reporting Standards ("IFRS") appropriate in the circumstances.

Additional information related to the Company is available on its website at www.amcomrientertainmentinc.com. Other information related to the Company, including the Company's most recent Annual Information Form and financial statements referred to herein are available on the Canadian Securities Administrator's website at www.sedarplus.com.

DATE OF REPORT

This MD&A is dated August 27, 2024.

EXPLANATORY NOTE

This MD&A for the three and six months ended June 30, 2024, and 2023, has been prepared to assist readers in understanding the financial performance of the Company.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes', 'expects', 'anticipates', 'estimates', 'intends', 'plans', 'forecasts', 'projects' or similar expressions or statements that certain events or conditions "may" or "will" occur. Although the Company's management believes that the assumptions made and the expectations represented by such statement or information are reasonable, there can be no assurance that forward-looking statements or information referenced herein will prove to be accurate. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the "Risks Factors" section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The forward-looking statements contained herein are given as of the date of this MD&A. Unless required by securities legislation, the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral, that may be made by or on the Company's behalf.

CAUTION REGARDING NON-IFRS MEASURES

In addition to the results reported in accordance with IFRS, this MD&A makes reference to certain measures that are not recognized under IFRS and do not have a standardized meaning prescribed by IFRS. They are therefore unlikely to be comparable to similar measures presented by other companies. The Company uses non-IFRS measures, including "EBITDA" and "adjusted EBITDA" as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Management believes that these measures provide useful information in that they may exclude amounts that are not indicative of the Company's core operating results and ongoing operations and provide a more consistent basis for comparison between periods. For further details, please refer to the **Non-IFRS Financial Measures** section later in this document.

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CORPORATE PROFILE

The Company was acquired on January 7, 2022, by the shareholders of Trinity Pictures Distribution Limited ("Trinity") by way of a reverse takeover (the "RTO") and is now listed on the Cboe Canada Inc. exchange, formerly known as the NEO Stock Exchange (the "CBOE") under the symbol "AMEN", on OTC Markets Exchange under the symbol "AMNNF" and on the Frankfurt Exchange under the symbol "25YO."

Operating in the multi-billion-dollar film and television market, Amcomri is a global independent producer, distributor, library owner and finance provider of movies, television series, and documentaries. With decades of experience across all key media platforms, the Company is rapidly becoming the go-to team for independent producers seeking the broadest possible audience for their productions. Amcomri is comprised of several subsidiaries including: 101 Films Limited ("101 Films"), 101 Films International Limited ("101 International"), Appreciated Media Global Limited, Amcomri Productions Limited ("APL"), Abacus Media Rights Limited ("Abacus") and Amcomri Canada Sales Limited ("ACSL").

The Company has entered into definitive agreements with respect to the sale of all of its film and television business(see **Discontinued Operation** and **Subsequent Events** sections below). Subject to required approvals, upon completion, the Company would possess no remaining trading assets to conduct its primary operations in the business of the financing, production, selling, and distribution of feature films, feature documentaries, and scripted and unscripted TV series.

Revenue by Activity

The Company operates in three distinct areas namely, Film Distribution, Film Production & Representation and Television Distribution & Co-production.

Each of the Film Distribution, Film Production & Representation, and Television Distribution & Co-production segments were classified as discontinued operations for the six months ended June 30, 2024. Accordingly, the Company reports those segments separately as discontinued operations, with no revenue from continuing operations for the period then ended.

Details of the Reverse Takeover

On August 9, 2021, the Company entered into an arrangement agreement with Trinity and the shareholders of Trinity which outlined the terms and conditions pursuant to which the Company and Trinity would complete a transaction which would result in a RTO of the Company by the shareholders of Trinity (the "Arrangement").

On January 7, 2022, the Company completed the Arrangement. Pursuant to the Arrangement, the Company effected a consolidation of all of its outstanding common shares on a 25:1 basis (the "Consolidation") and acquired all of the ordinary shares in the capital of Trinity in exchange for 66,666,667 post-Consolidation common shares of the Company issued at a deemed price per post-Consolidation share of $0.75.

The Company also settled debt with Amcomri Limited Partnership and Oranmore Limited ("Oranmore"), both controlled by Paul McGowan (together, the "Creditors"), a significant shareholder of Trinity. The Creditors exchanged $1,486,034 of debt for 1,981,379 post-Consolidation common shares at a deemed price of $0.75 per post-Consolidation share.

In connection with the Arrangement, the Company changed its name to "Amcomri Entertainment Inc.", delisted its common shares from the TSX Venture Exchange ("TSXV") and listed its common shares on the CBOE, a senior exchange based in Toronto, Canada.

Discontinued Operations

Hollywood Classics International Limited
Since December 31, 2023, the Company classified Hollywood Classics International Limited ("HCI") as discontinued operations and its assets and liabilities as held for sale, due to a plan to divest, in accordance with the requirements set forth by *IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations* ("IFRS 5"). On February 5, 2024, the Company divested HCI to its management. The financial results of HCI are segregated in the consolidated statements of loss and comprehensive loss as discontinued operations, and accounted for up to the completion of divesture, when the Company ceased to have control over HCI.

Television Division

On March 5, 2024, the Company entered into a non-binding letter of offer for the sale of the of the Company's Television Division ("TV Division") with an arms' length party. The TV Division consisted of Abacus, ACSL, and the operations and assets related to the television and documentary rights held by APL.

On June 26, 2024, the Company announced that it entered into a definitive agreement pursuant to which the Company has agreed to sell certain assets of the Company utilized for the sale and distribution of television productions through television, streaming and other platforms.

The Company, Trinity, a wholly-owned direct subsidiary of the Company, APL, a wholly-owned direct subsidiary of Trinity, and Abacus, a wholly-owned direct subsidiary of Trinity (collectively, the "Vendors"), have entered into a share and asset purchase agreement dated June 25, 2024 (the "Television Sale Purchase Agreement") with Sphere Media Inc., Sphere Media UK Ltd. and Sphere Media Distribution Inc. (collectively, the "Television Sale Purchaser") whereby: (i) the Company agreed to sell all of the outstanding shares of ACSL (the "ACSL Shares"); (ii) Trinity agreed to sell all of the outstanding shares of Abacus (the "Abacus Shares", and together with the ACSL Shares, the "Purchased Shares"); and (iii) APL agreed to sell all right, title and interest in certain property and assets of APL used in conducting the Company's television production and distribution business (the "Purchased Assets"). The sale of the Purchased Shares and the Purchased Assets (collectively, the "Television Sale Transaction") constitutes a sale of all or substantially all of the Company's undertaking pursuant to Section 301 of the *Business Corporations Act* (British Columbia) ("BCBCA").

The aggregate consideration under the Television Sale Transaction is $24.6 million, consisting of cash in the amount of $18.3 million and the assumption of certain production loans of Abacus and APL in the amount of approximately $6.3 million. A portion of the aggregate consideration will be used for the repayment in full of certain long-term debt of Abacus and APL in the amount of approximately $5.7 million, resulting in net cash proceeds of approximately $12.6 million to the Company.

The Television Sale Purchase Agreement also provides for a reciprocal termination fee of $700,000 if the Television Sale Purchase Agreement is terminated by the Vendors or the Television Sale Purchaser, as the case may be, in certain specified circumstances.

The completion of the Television Sale Transaction is subject to customary conditions precedent for a transaction of this nature, including the approval of the Company's shareholders and the completion of the related financings. The outside date to satisfy all conditions precedent to the Television Sale Transaction is September 19, 2024.

As the Company is committed to a plan to sell the TV Division, the TV Division is classified as a discontinued operation and the assets and liabilities of the TV Division classified as held for sale for the six months ended June 30, 2024, in accordance with *IFRS 5*. The financial results of the TV Division are segregated in the unaudited condensed interim consolidated statements of income and comprehensive income as discontinued operations.

Film Division

During the six months ended June 30, 2024, subsequent to entering into the definitive agreement for the sale of the TV Division (as further described above) and the announcement thereof, the Company commenced discussions with Tropico Limited, a Company controlled by Paul McGowan and Martin Andrew Lyon, who are respectively the Chairman and a director of the Company, regarding the sale of the Film Division of the Company (the "Film Division"). The Film Division consisted of 101 Films, and the operations and assets related to film rights held by each of APL, 101 International, and Amcomri, as well as the Company's interest in Positivor Limited ("Positivor"), which is a 60% joint venture of the Company.

As the Company is committed to a plan to sell the Film Division, the Film Division is classified as a discontinued operation and the assets and liabilities of the Film Division classified as held for sale for the six months ended June 30, 2024, in accordance with *IFRS 5*. The financial results of the Film Division are segregated in the unaudited condensed interim consolidated statements of income and comprehensive income as discontinued operations.

The Company subsequently entered into a definitive agreement for the sale of the Film Division on July 28, 2024 (see **Subsequent Events** section below).

Financial Statements Presentation
See Note 23 of the unaudited condensed interim consolidated financial statements for the three and six months ended June

30, 2024 and 2023.

The prior period figures in this MD&A are also accordingly restated to separately present the results of continuing operations and discontinued operations, which is comprised of HCI and the TV Division.

STRATEGY

As a full service and diversified film and television business, our mission is to be the home of independent storytelling. We are breaking down the barriers for independent filmmakers and taking their stories global.

Our commitment and transparent approach to the market ensures our partner network of streaming platforms and television channels is second to none. As a result, we offer scale and aggregation to nearly 200 television and film producers around the world.

The Company has entered into definitive agreements with respect the sale of all of its film and television business, and has entered into agreements for such sale (see **Discontinued Operation** section above). Subject to required approvals, upon completion, the Company would possess no remaining trading assets to conduct its primary operations in the business of the financing, production, selling, and distribution of feature films, feature documentaries, and scripted and unscripted TV series.

OVERALL PERFORMANCE

Quarter Highlights

- The Company reports no revenue for both the current and comparative periods, as the Company has no continuing revenue-generating operations following the classification of each of Hollywood Classics, the TV Division, and the Film Division as discontinued operations;
- Adjusted EBITDA was negative $2,169,300 (2023 – negative $913,992) for the second quarter, an increase of 140% compared to the second quarter in the prior year;
- Net loss from continuing operations for the three months ended June 30, 2024 of $3,136,546 (2023 – net loss from continuing operations of $1,348,478), an increase of 133% compared to the three months ended June 30, 2023;
- Basic and diluted earnings per share from continuing operations of $0.043 (2023 – loss per share of $0.018) for the three months ended June 30, 2024;
- The Company used $5,250,513 in cash from continuing operations for the six months ended June 30, 2024 (2023 – generated $899,566), with cash balance as at June 30, 2024 of $225,610 (2023 - $1,121,431);
- Discontinued operations generated net income after tax of $234,981 for the three months ended June 30, 2024 (2023 – net loss after tax of $52,315), after the recognition of a write-down of the Film Division assets upon classification as held for sale, while cash generated from discontinued operations increased to $6,495,234 in the six months ended June 30, 2024, from cash generated of $2,372,550 in the six months ended June 30, 2023.

SELECTED QUARTERLY INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the audited annual financial statements for the years noted below and unaudited condensed interim consolidated financial statements for the quarters noted below.

All figures have been restated for prior periods to separately present the results of the discontinued operations of HCI, the TV Division, and the Film Division.

	June 30, 2024 (unaudited) $	March 31, 2024 (unaudited) $	December 31, 2023 (audited) $	September 30, 2023 (unaudited) $
Revenue	-	-	-	-
Direct costs	(346)	407	853	(1,521)
Operating expenses	2,501,304	440,880	(134,329)	1,213,682
Other expenses (income)	(799,390)	(925,873)	684,497	(57,237)
Net income (loss) – continuing operations	(3,136,546)	484,586	(551,021)	(1,154,924)
Basic and diluted earnings (loss) per share – continuing operations	(0.042)	0.007	(0.007)	(0.016)
Net income (loss) – discontinued operations	(3,481,957)	3,716,938	(7,140,488)	3,671,655
Basic and diluted earnings per share – discontinued operations	(0.047)	0.050	(0.097)	0.050

	June 30, 2023 (unaudited) $	March 31, 2023 (unaudited) $	December 31, 2022 (audited) $	September 30, 2022 (unaudited) $
Revenue	-	-	-	-
Direct costs	1,691	8,868	19,088	9,584
Operating expenses	1,473,079	88,818	452,329	804,058
Other expenses (income)	(126,292)	(45,009)	48,946	442,748
Net income (loss) – continuing operations	(1,348,478)	(52,677)	(520,363)	(1,256,390)
Basic and diluted earnings (loss) per share – continuing operations	(0.018)	(0.001)	(0.007)	(0.017)
Net income (loss) – discontinued operations	(52,313)	1,641,923	(1,564,229)	939,601
Basic and diluted earnings (loss) per share – discontinued operations	(0.001)	0.022	(0.030)	0.013

REVIEW OF SECOND QUARTER RESULTS

	Three months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	-	-	**N/A**
Direct costs	(346)	1,691	**(120.5%)**
Operating expenses	2,501,304	1,473,079	**69.8%**
Other income	635,588	(126,292)	**(603.3%)**
Net income – continuing operations	(3,136,546)	(1,348,478)	**132.6%**
Adjusted EBITDA[1]	(2,196,300)	(913,992)	**140.3%**

	Six months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	-	-	**N/A**
Direct costs	61	10,560	**(99.4%)**
Operating expenses	2,942,184	1,561,897	**88.4%**
Other income	(290,285)	(171,302)	**69.5%**
Net income – continuing operations	(2,651,960)	(1,401,155)	**89.3%**
Adjusted EBITDA[1]	(2,206,101)	(822,577)	**168.2%**

Notes:
1. Denotes a non-IFRS measure.
2. Prior year amounts have been restated to exclude discontinued operations.
3. Net income (loss) from discontinued operations for the three and six months ended June 30, 2024 amounting to ($3,481,957) and $234,981, respectively, (three and six months ended June 30, 2023 – net income (loss) from discontinued operations of ($52,315) and $1,589,608, respectively) was excluded from this section.

DISCUSSION OF OPERATIONS

Total Revenue

For the three and six months ended June 30, 2024, the Company reports no revenue, and prior periods are restated to report no revenue, as a result of the Company's classification of all of its business related to both television and film as discontinued operations, and those results are accordingly reported separately.

The Company reported revenue from the Film Division as revenue from continuing operations during the first quarter of 2024, as the Film Division did not meet classification criteria for discontinued operations during the relevant time period.

Direct Costs

The charge for direct costs in the three months ended June 30, 2024, of negative $346, decreased from that charged in the same period in 2023 of $1,691.

For the six months ended June 30, 2024, the direct cost charge was $61, a decrease compared to $10,560 that was charged in the same period in 2023.

The amounts remain trivial and comparable, and arose from certain promotions undertaken by Trinity during the year.

Amortization and depreciation

The Company recognized no amortization expenses from continuing operations, due to the classification of all film and television assets as part of the divisions held for sale, thus amortization expenses charged during the year prior to such classifications are reported as part of discontinued operations.

The charge for depreciation in the three months ended June 30, 2024 of $4,870 increased from that charged in the three months ended June 30, 2023 of $3,801.

For the six months ended June 30, 2024, the depreciation charged of $9,699 increased from the charged in the six months ended June 30, 2023 of $5,972.

The depreciation expenses arose from equipment that are not included in the disposal groups. The increase was due to the acquisition of certain equipment since the second quarter of 2023.

Office & Administration

For the three months ended June 30, 2024, office and administration expenses were $58,809 compared to $425,780 for the same period in 2023.

For the six months ended June 30, 2024, office and administration expenses were $145,431 compared to $236,335 for the same period in 2023.

The lower expense in the current period is due to reduced level of spending on information technology services and public relations expenditures, among other expenditures.

Advertising and promotion

For the three months ended June 30, 2024, advertising and promotion expenses were $6,453 compared to $16,597 for the same period in 2023.

For the six months ended June 30, 2024, advertising and promotion expenses were $6,876 compared to $16,597 for the same period in 2023.

The reduced expense reflects scaled back expenditures by the Company as a result of a reduction in in-person movie and television attendance.

Salaries and benefits

Salaries and benefits expenses was $148,915 for the three months ended June 30, 2024, compared to $182,999 for the same period in 2023.

For the six months ended June 30, 2024, salaries and benefits expenses was $297,516, compared to $303,468 for the same period in 2023.

The decrease in expenses is a result of reduced recruitment expenses being incurred by the Company in Q2 2024, compared to Q2 2023.

Management Fees

For the three months ended June 30, 2024, management fees of $26,850 were incurred (2023 – $15,800).

For the six months ended June 30, 2024, management fees of $53,700 were incurred (2023 – $31,250).

The amounts represent the remuneration paid to directors of the Company for their services rendered. The increase was attributable to the net effect of an increase in directors’ fees since the second half of 2023.

Professional fees

For the three months ended June 30, 2024, professional fees increased to $1,132,938, compared to $288,305 for the same period in 2023.

For the six months ended June 30, 2024, professional fees increased to $700,386, compared to $212,523 for the same period in 2023.

The increase was attributable to increased audit fees incurred by the Company in relation to the annual audit for Fiscal 2023, and increased legal fees incurred for general corporate and transaction-related matters.

Loan Interest

For the three months ended June 30, 2024, production loan interest of $138,261 (2023 – $50,297), and loan interest of $934,776 (2023 – $467,797) was incurred.

For the six months ended June 30, 2024, production loan interest of $188,224 (2023 – $126,787), and loan interest of $1,450,469 (2023 – $568,283) was incurred.

The production loan interest relates to the production loan associated with Left Behind 2, in addition to various other title specific funding, respectively. The increase in loan interest represents the increase in interest rates of certain loans upon amendment and restatement, as well as interest incurred on loans that are not included within the contemplated disposals of businesses.

Travel & Entertainment

For the three months ended June 30, 2024, travel & entertainment costs of $23,291 were incurred (2023 – $15,017).

For the six months ended June 30, 2024, travel & entertainment costs of $37,641 were incurred (2023 – $52,877).

The changes are due to variations of timing of travelling of the Company's employees and executives.

Gain on sale of Hollywood Classics

On February 5, 2024, the Company completed the divesture of HCI. The Company recognized a gain on the sale of $961,005, being the difference between the consideration of the transaction of $2, and the net liabilities of the division of $961,003.

Share Based Payments

$6,937 and $13,873, respectively, of share-based payment expenses were recorded for the three and six months ended June 30, 2024 (2023 – $6,180 and $6,180, respectively), in relation to 500,000 restricted share units ("RSUs") granted to the Chief Executive Officer (the "CEO") of the Company on June 8, 2023.

$18,983 and $37,966, respectively, of share-based payment expenses were recorded for the three and six months ended June 30, 2024, in relation to 2,500,000 share options granted to the CEO of the Company on August 15, 2023.

$221 and $702, respectively, of share-based payment expenses for the three and six months ended June 30, 2024 (2023 – $506 and $1,625, respectively) were recorded in relation to share options granted on March 22, 2022.

REVIEW OF DISCONTINUED OPERATIONS

Hollywood Classics International Limited

The divesture of HCI was completed on February 5, 2024, for consideration of $2 (GBP 1). The Company classified the operating results of HCI as discontinued operations for the three and six months ended June 30, 2024. In accordance with the requirements set forth by *IFRS 5*, the figures presented on the consolidated statements of loss and comprehensive loss for both the three and six months ended June 30, 2024 and 2023, as well as the consolidated statements of cash flows for both the six months ended June 30, 2024 and 2023, are restated for presentation. Prior period balances on the consolidated statements of financial position are not restated.

HCI was previously presented within the Film Production reportable segment of the Company. The details of the assets, liabilities, and operating results of HCI, as well as a reconciliation to results from combined continued and discontinued operations for the comparative period, are presented in Note 23 on the Company's unaudited condensed interim consolidated financial statements.

As the divesture of HCI was completed on February 5, 2024, the results from discontinued operations are only accounted for up to February 5, 2024, when the Company ceased to have control over HCI. The comparative period figures represented the full financial results of the three and six months ended June 30, 2023.

Review of results of the Company's discontinued operations in HCI for the three and six months ended June 30, 2024 and 2023, are as follows:

	Three months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	-	213,959	**N/A**
Direct costs	-	1,131	**N/A**
Operating expenses	-	123,661	**N/A**
Other expense	-	17,004	**N/A**
Net income – discontinued operations	-	72,163	**N/A**

	Six months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	90,441	221,956	**(59.3%)**
Direct costs	41	2,737	**(98.5%)**
Operating expenses	153,863	240,003	**(35.9%)**
Other income	(23,392)	(3,847)	**508.1%**
Net loss – discontinued operations	(40,071)	(16,937)	**136.6%**

Results for the three months ended June 30, 2024

There are no results for the three months ended June 30, 2024, as the Company completed the divesture of HCI on February 5, 2024, and thereafter ceased to have control over HCI.

Total Revenue

For the six months ended June 30, 2024, revenues decreased to $90,441 compared to $221,956 for the comparative period. This is due to the shorter reporting period in the current year as the Company ceased to have control over the entity after February 5, 2024. In the comparative period, HCI had increased the number of active distribution deals of the films in its catalogue after a slower start to the year, increasing the amount of minimum guarantee accrued to HCI.

Professional fees

For the six months ended June 30, 2024, professional fees amounted to $143,251, which represents a slight decrease compared to $149,883 in the comparative period. On a proportionate basis, the level of spending increased, and the fees mainly comprise of management fees, tax and other consultancy expenses.

Salaries and benefits

For the six months ended June 30, 2024, salaries and benefits amounted to $11,564, which represents a decrease compared to $65,548 in the comparative period. This is mainly due to the shorter reporting period in the current year as the Company ceased to have control over the entity after February 5, 2024.

Other operating expenses

For six months ended June 30, 2024 and 2023, other operating expenses include interest expenses, and office and administrative expenses. The comparative period also included advertising and promotion and depreciation expenses. In total, these expenses decreased by $28,220, due to the shorter reporting period in the current year as the Company ceased to have control over the entity after February 5, 2024.

Other income

Other income increased for the six months ended June 30, 2024, mainly due to increase in foreign exchange gain.

Television Division

The Company has committed to a plan to sell, initiated a program to dispose of, and entered into a definitive agreement for the sale of the TV Division to Sphere Media, an arm's length party, following the receipt of expressions of interest of its acquisition. On March 5, 2024, the Company entered into a non-binding letter of offer with respect to the sale of the TV Division. On June 25, 2024, the Company entered into an agreement for the sale of the TV Division of the to the Television Sale Purchaser (see **Corporate Profile** section).

The Company classified the operating results of the TV Division, which comprises of Abacus, ACSL, and the operations and assets related to the television and documentary rights held by APL, as discontinued operations for the three and six months ended June 30, 2024. In accordance with the requirements set forth by *IFRS 5*, the figures presented on the consolidated statements of loss and comprehensive loss for both the three and six months ended June 30, 2024 and 2023, as well as the consolidated statements of cash flows for both the six months ended June 30, 2024 and 2023, are restated for presentation. Prior period balances on the consolidated statements of financial position are not restated.

Abacus and ACSL were previously presented within the Television reportable segment of the Company, whereas assets and operations associated with APL were previously presented within the Intellectual Property reportable segment of the Company. The details of the assets, liabilities, and operating results of the TV Division, as well as a reconciliation to results from combined continued and discontinued operations for the comparative period, are presented in Note 23 on the Company's unaudited condensed interim consolidated financial statements.

Review of results of the Company's discontinued operations in the TV Division for the three and six months ended June 30, 2024 and 2023, are as follows:

	Three months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	2,870,503	3,791,336	**(24.3%)**
Direct costs	207,280	(79,700)	**(360.1%)**
Operating expenses	495,140	2,039,597	**(75.7%)**
Other expenses (income)	(780,243)	334,150	**(333.5%)**
Net income (loss) – discontinued operations	2,948,326	1,497,289	**96.9%**

	Six months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	9,805,874	4,971,185	**97.3%**
Direct costs	199,297	(146,199)	**(236.3%)**
Operating expenses	2,367,928	3,686,110	**(35.8%)**
Other expenses (income)	239,150	298,652	**(19.9%)**
Net income (loss) – discontinued operations	6,999,499	1,132,622	**518.0%**

Total Revenue

For the three months ended June 30, 2024, revenues increased to $2,870,503 compared to $3,791,336 for the comparative period.

For the six months ended June 30, 2024, revenues increased to $9,805,874 compared to $4,971,185 for the comparative period.

This is due to the TV Division having a stronger performance with a number of major releases since Q2 2023. The breadth of titles available for distribution by the TV Division has grown substantially since June 30, 2023, which contributed to the growth of revenue between the periods.

Amortization

For the three months ended June 30, 2024, no amortization was recognized, compared to $1,004,873 in the comparative period.

For the six months ended June 30, 2024, amortization amounted to $845,564, compared to $1,464,9659 in the comparative period.

The Company ceased to recognize amortization on intangible assets of the TV Division upon classification of the division as held for sale during the first quarter of 2024, in accordance with *IFRS 5*. As such, the amortization for the three and six months ended June 30, 2024 is lower than that of the comparative periods.

Professional fees

For the three months ended June 30, 2024, professional fees amounted to $218,338, which represents a decrease compared to $405,581 in the comparative period.

For the six months ended June 30, 2024, professional fees amounted to $772,796, which represents a decrease compared to $842,086 in the comparative period.

This decrease is driven by a decrease in levels of spending due to business needs. The related fees mainly comprise of management fees and other consultancy expenses.

Salaries and benefits

For the three months ended June 30, 2024, salaries and benefits amounted to $859,287, which represents an increase compared to $702,237 in the comparative period.

For the six months ended June 30, 2024, salaries and benefits amounted to $1,469,566, which represents an increase compared to $1,254,621 in the comparative period.

This change is driven by the fluctuation of exchange rates between the British pound sterling and the Canadian dollar between the relevant periods, as well as a slight increase in pay for certain staff members.

Other operating expenses

For three and six months ended June 30, 2024 and 2023, other operating expenses include advertising and promotion, depreciation, interest expenses, office and administrative expenses and travel and entertainment expenses.

In total, these expenses decreased by $486,733 for the three months ended, and $821,782 for the six months ended, due to interest charged by the division on balances receivable from other divisions of the Company, and certain timing differences of expenses between the two periods. Furthermore, the Company ceased to recognize depreciation on equipment of the TV Division upon classification of the division as held for sale during the first quarter of 2024, in accordance with *IFRS 5*.

Other expenses (income)

Other expenses (income) fluctuated due to recognition of certain adjustments to corporate tax expenses and the changes in exchange rates between the British pound sterling and the Canadian dollar in the three and six months ended June 30, 2024.

Film Division

The Company is committed to a plan to sell, and has initiated a program to dispose of, the Film Division to Tropico Limited ("Tropico"), a related party controlled by the Chairman of the Company and a director of the Company, following the conclusion of the definitive agreement to sell the TV Division (see **Corporate Profile** section).

The Company classified the operating results of the Film Division, which comprises of 101 Films and the operations and assets related to the film rights held by each of APL, 101 International and the Company, as discontinued operations for the three and six months ended June 30, 2024. In accordance with the requirements set forth by *IFRS 5*, the figures presented on the consolidated statements of loss and comprehensive loss for both the three and six months ended June 30, 2024 and 2023, as well as the consolidated statements of cash flows for both the six months ended June 30, 2024 and 2023, are restated for presentation. Prior period balances on the consolidated statements of financial position are not restated.

101 Films and assets and operations associated with the Company were previously presented within the Film Distribution reportable segment of the Company. Assets and operations associated with 101 International were previously presented within the Film Production reportable segment of the Company. Assets and operations associated with APL were previously presented within the Intellectual Property reportable segment of the Company. The details of the assets, liabilities, and operating results of the Film Division, as well as a reconciliation to results from combined continued and discontinued operations for the comparative period, are presented in Note 23 on the Company's unaudited condensed interim consolidated financial statements.

Review of results of the Company's discontinued operations in the Film Division for the three and six months ended June 30, 2024 and 2023, are as follows:

	Three months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	515,799	(1,041,171)	**(149.5%)**
Direct costs	396,136	(224,249)	**(276.7%)**
Operating expenses	1,578,401	700,645	**125.3%**
Other expenses	4,971,545	104,200	**4,671,.1%**
Net loss – discontinued operations	(6,430,283)	(1,621,767)	**296.5%**

	Six months ended		
	June 30, 2024 $	**June 30, 2023 $**	**Change %**
Revenue	2,478,211	2,889,659	**(14.2%)**
Direct costs	943,949	782,952	**20.6%**
Operating expenses	3,282,491	1,533,775	**114.0%**
Other expenses	4,976,218	99,009	**4,926.0%**
Net income (loss) – discontinued operations	(6,724,447)	473,923	**(1,518.9%)**

Total Revenue

For the three months ended June 30, 2024, revenues increased to $515,799 compared to negative $1,041,171 for the comparative period.

For the six months ended June 30, 2024, revenues decreased to $2,478,211 from $2,889,659 for the comparative period.

The revenue increase for the three months ended June 30, 2024 versus the comparative three-month period was due to a retrospective correction of revenue recognition for the Company's distribution rights from Bow River. The revenue from the Film Division in the six months ended June 30, 2024 versus the comparative period decreased, as the demand for the film titles held by the Company had declined since Q1 2023, and the expansion of the repertoire of film titles for distribution had been slower, when compared to the TV Division.

Amortization

For the three months ended June 30, 2024, amortization amounted to $682,007, which represents an increase compared to

$277,389 in the comparative period.

For the six months ended June 30, 2024, amortization amounted to $1,512,719, which represents an increase compared to $651,359 in the comparative period.

The increase in amortization is due to the commencement of amortization of the Left Behind 2 title in late 2023.

The Company ceased to recognize amortization on intangible assets of the Film Division upon classification of the division as held for sale during the second quarter of 2024, in accordance with *IFRS 5*.

Professional fees

For the three months ended June 30, 2024, professional fees amounted to $491,007, which represents an increase compared to $60,130 in the comparative period.

For the six months ended June 30, 2024, professional fees amounted to $994,391, which represents an increase compared to $133,670 in the comparative period.

This is driven by the fluctuation of exchange rates between the British pound sterling and the Canadian dollar between the periods and an increase in level of spending due to business needs. The fees mainly comprise of management fees and other consultancy expenses.

Salaries and benefits

For the three months ended June 30, 2024, salaries and benefits amounted to $208,996, which represents an increase compared to $188,334 in the comparative period.

For the six months ended June 30, 2024, salaries and benefits amounted to $414,569, which represents an increase compared to $345,734 in the comparative period.

This is driven by the fluctuation of exchange rates between the British pound sterling and the Canadian dollar between the periods.

Other operating expenses

For three and six months ended June 30, 2024 and 2023, other operating expenses include advertising and promotion, depreciation, interest expenses, office and administrative expenses and travel and entertainment expenses.

In total, these expenses increased by $21,600 for the three months ended June 30, 2024, and decreased by $42,401 for the six months ended June 30, 2024, due to certain timing differences of expenses between the two periods.

The Company also ceased to recognize depreciation on equipment of the Film Division upon classification of the division as held for sale during the second quarter of 2024, in accordance with *IFRS 5*.

Other expenses

Other expenses increased for the three and six months ended June 30, 2024, mainly due to recognition of a valuation loss on the long-term assets of the Film Division amounting to $5,201,211 upon their classification as held-for-sale, in accordance with the requirements of *IFRS 5* to present the disposal group at the lower of carrying value and fair value less cost to sell.

INDUSTRY OUTLOOK

Omdia research estimated, at a MIPCOM presentation in 2024[2], that the global television & streaming market was worth $364 billion in 2023 (excluding advertising), with $164 billion in programming investment. According to Wells Fargo research the key factor in the market's performance is the 14% growth in digital service revenues, including Netflix, Amazon Prime and Disney+, to $65.6 billion globally[3]. The Entertainment Retailers Association, in the United Kingdom, reported 12% growth in 2023 streaming revenues compared to 2022[4]

According to Digital Television Research, global subscription video on demand ("SVOD") streaming services are expected to add 485 million subscribers between 2022 and 2027 to reach 1.7 billion, while revenue from global advertising-based video on demand ("AVOD") streaming services is expected to double over the same time. Additionally, major streaming platforms such as Netflix, Disney+, HBO and Paramount+, are blurring the lines with their continued global rollouts of hybrid AVOD-SVOD tiers. The ongoing expansion of AVOD streaming services and Free ad-supported television ("FAST") channels represents the greatest scale opportunity for the Company to drive distribution of the new and catalogue content in its libraries.

Content has become a key differentiator for streaming services. While major studios are bypassing the traditional process stages and directly releasing films on streaming platforms, increasing competition for subscribers has led to more content exclusivity as well as strong, growing demand for independently produced content.

FINANCIAL CONDITION AND LIQUIDITY

As at June 30, 2024, the Company had a cash balance of $225,610 and a working capital of $6,946,598 (December 31, 2023 – cash of $2,479,292 and working capital deficit of $21,802,781). The decrease in working capital deficit was due to the reclassification of a number of long-term intangible assets related to the TV Division and Film Division into assets held for sale, which is current in nature.

In addition to the cash balances, the Company has also been provided with a GBP 1 million working capital facility by Oranmore. Prior to the amendment and restatement of the facility on April 9, 2024, the credit limit of that working capital facility was US$1.25 million.

During the six months ended June 30, 2024, the Company used $5,250,513 in cash from continuing operations; used $843,641 for investing activities, being the segregation of cash in the disposal groups related to the TV Division and Film Division; and used $67,242 in its financing activities, in the form of the repayment of loans payable. The Company also generated $6,495,234 in discontinued operations; used $4,317,062 in discontinued investing activities in the purchase of television and film titles; and generated $1,640,288 in discontinued financing activities, with $3,036,427 received from drawdown of loans, netted off by $1,396,139 in repayment of loans. This resulted in a net cash outflow of $2,253,682 with cash on hand balance of $225,610 as at June 30, 2024, after the impacts of currency translation of $89,254. Foreign exchange exposure mitigation is currently being reviewed by the Board.

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[2] Variety, 22/10/23, link: here. Omdia: here
[3] Media Post, 21/11/23, link: here
[4] ERA Yearbook 2024 : here

	Six months ended June 30, 2024 $	Six months ended June 30, 2023 $
Net cash provided by (used in):		
Operating activities	(5,250,513)	899,566
Discontinued operations	6,495,234	2,372,550
Investing activities	(843,641)	(28,041)
Discontinued investing activities	(4,317,062)	(3,767,008)
Financing activities	(67,242)	(1,945,895)
Discontinued financing activities	1,640,288	(438,116)
Decrease in cash	(2,253,682)	(2,873,710)

Prior period cash flow activities are restated to separately present impacts from discontinued operations.

During the six months ended June 30, 2024, operating activities were funded by:

- the Company's internal resources and;
- third-party debt.

Management plans to continue financing the Company through its operations and the issuance of additional equity securities or debt instruments. With the support of the Company's primary lender, Oranmore, the Company is confident that enough financing will be available to meet the cash requirements involved in achieving the Company's objectives for the next 12 months. The ability to achieve the projected future operating results is based on several assumptions which involve significant judgments and estimates, which cannot be assured. If the Company is unable to achieve the projected financing, liquidity will be adversely impacted, and the Company will have to seek additional sources of financing. Operating results could adversely affect the Company's ability to raise additional capital to fund its operations and there is no assurance that sufficient debt or equity financing will be available on acceptable terms or on a timely basis.

The composition of the Company's accounts payable and accrued liabilities was as follows:

	June 30, 2024	December 31, 2023
	$	$
Trade payables	**879,336**	7,163,323
Accrued liabilities	**1,343,306**	11,721,520
VAT payable	**(143,684)**	814,499
Income tax payable	**(125,535)**	663,145
Other payables	**2,417,444**	1,866,787
	4,370,867	22,229,274

The decrease in accounts and payable and accrued liabilities as at June 30, 2024 when compared to December 31, 2023 is largely due to the classification of the TV Division and Film Division as held for sale. Included in the TV Division is Abacus, which previously contributed substantial balances in minimum guarantees payable in larger scale, higher profile and more expensive titles, as well as the Flame Media library which is held by APL, which previously contributed material balances of royalties payables to producers related to the large volume of older titles in that library, among other balances that are no longer presented as accounts payable and accrued liabilities as of June 30, 2024 and are instead classified as liabilities held for sale.

Gross contractual obligations as at June 30, 2024 are expected to be payable in the following respective periods:

	Total	Within 1 year	1 to 3 years
	$	$	$
Accounts payable and accrued liabilities	**4,370,867**	4,370,867	-
Production loan payable	**2,734,373**	2,734,373	-
Loans payable	**3,421,851**	3,421,851	-

CAPITAL RESOURCES

The Company manages the capital structure and adjusts it following the consideration of changes in economic conditions and the risk characteristics of the underlying assets. On June 25, 2024, the Company entered into an agreement to dispose of its TV Division for total consideration of $24.6 million. On July 28, 2024, the Company entered into an agreement to dispose of its Film Division for total consideration of US$921,000.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

There were no contingent liabilities as at June 30, 2024 or June 30, 2023.

BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related parties include key management personnel, the Board, shareholders with a significant ownership interest in the Company and the Company's key management personnel. The transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at June 30, 2024, applicable related parties consist of the following individuals and entities:

Paul McGowan, Chairman
Michael Walker, Director
Martin Andrew Lyon, Director
Alex Stojanovic, Independent Director
Michele Maheux, Independent Director
Michelle Kowalchuk, former Independent Director (cessation on December 8, 2023)
Janet Grove, Independent Director (appointed on December 8, 2023)
Robert Price, CEO
Larry Howard, CFO
Amcomri GP BVI Limited, controlled by Paul McGowan
Oranmore, controlled by Paul McGowan
Norton Rose Fulbright Canada LLP, of which Janet Grove is a partner
2439710 Ontario Ltd., controlled by Michael Walker
Positivor, a joint venture in which the Company has a 60% interest

(a) Balances with related parties:

	June 30, 2024	December 31, 2023
	$	$
Due from/(to) related party[1]		
Joint Venture of the Company[2]	**1,413,448**	(89,585)
Former CFO[3]	**(5,000)**	(5,000)
Director[4]	**(129)**	(129)
	1,408,319	(94,714)
Accounts payable[1]		
Company, controlled by Chairman[5]	**-**	(339,116)
Company, controlled by Chairman[6]	**(15,001)**	(14,627)
Company, of which an independent director is a partner[7]	**(778,259)**	(270,028)
Independent directors[8]	**(33,707)**	(14,144)
Director[9]	**(2,700)**	-
	(829,667)	(637,915)
Loans payable		
Company, controlled by Chairman[10]	**(1,404,982)**	(1,321,557)
Production loan payable		
Company, controlled by Chairman[11]	**(2,734,373)**	(2,160,947)

Notes:

1. Amounts are unsecured, non-interest bearing and due on demand.
2. Amounts due from/(to) Positivor relate to expenses paid by the Company on behalf of Positivor, and certain royalties to be paid by the Company to Positivor.
3. Amounts owing to Christine Harris, a former CFO, relate to management fees.
4. Amounts owing to Michael Walker, a director, relate to expense reimbursement.
5. Amounts owing to Oranmore, a company controlled by the Chairman, relate to loan extension fees on the production loan payable of the Company. On April 9, 2024, upon amendment and restatement of the loan agreements, the outstanding amounts of US$256,000 were capitalized into the production loan payable.
6. Amounts owing to Amcomri Holdings Limited, a company controlled by the Chairman, relate to expense reimbursement.
7. Amounts owing to Norton Rose Fulbright Canada LLP, an entity of which an independent director is a partner, relate to professional fees.
8. Amounts owing to independent directors relate to directors' fees. Amounts owing as at June 30, 2024 represent $12,500 owing to Alex Stojanovic, $14,144 owing to Janet Grove and $7,063 owing to Michèle Maheux.
9. Amounts owing to Michael Walker, a director, relate to director's fees.
10. A short term loan is payable to Oranmore, which is secured against the assets of the Company, bears interest of 15% per annum and is due on June 30, 2024.
11. A production loan is payable to Oranmore, which is secured against the assets of the Company, bears interest of 15% per annum and is due on June 30, 2024.

Loan balances above are inclusive of interest as at June 30, 2024.

(b) Transactions during the period with significant shareholders, key management personnel, directors or companies controlled by those significant shareholders, key management personnel or directors:

For the six months ended	**June 30, 2024**	**June 30, 2023**
	$	$
Salaries and benefits		
CEO	**139,562**	127,741
CFO	**145,070**	112,090
Martin Andrew Lyon, Director	**158,446**	133,379
	443,078	373,210
Management fees		
Independent directors(1)	**37,500**	37,500
Michael Walker, Director(1)	**16,200**	-
	53,700	37,500
Professional fees		
Michael Walker, Director	**12,168**	90,203
Chairman	**74,204**	71,784
Entity, of which an independent director is a partner(2)	**702,999**	-
	789,371	161,987
Share based payments(4, 5)		
CEO	**51,840**	6,180
Interest expense to related party		
Company, controlled by Chairman(3)	**288,843**	259,312

Notes:

1. Directors' fees were paid or payable to three independent directors and a non-executive director of the Company.
2. Janet Grove, an independent director, is a partner of Norton Rose Fulbright Canada LLP. Professional fees were paid or payable for legal services rendered to the Company.
3. Oranmore is a company controlled by the Chairman of the Company. Interest expenses were paid or payable on the production loan payable balance owed by the Company to Oranmore.
4. On June 8, 2023, the Company issued 500,000 RSUs of the Company to the CEO. The RSUs will vest in three equal installments on each of September 30, 2023, 2024, and 2025. Once vested, the RSUs will entitle the CEO to acquire up to 500,000 common shares in the capital of the Company, or the cash equivalent amount, at the discretion of the Company.
5. On August 15, 2023, the Company granted 2,500,000 options to the CEO, with an exercise price of $0.10. The options vests in five equal installments every 12 months, with the first tranche vesting 12 months from the grant date.

On July 1, 2022, Amcomri entered into a service agreement (the "CEO Agreement") with the Company's CEO, Robert Price. Under the terms of the CEO Agreement, Mr. Price receives a base salary of GBP 150,000 per annum and is eligible to receive an annual cash bonus. The initial term of the CEO Agreement is five years, with a commencement date of July 1, 2022 and will automatically continue unless terminated in accordance with the provisions of the CEO Agreement.

On July 1, 2022, Amcomri entered into an employment agreement (the "CFO Agreement") with the Company's Chief Financial Officer ("CFO"), Laurence Howard. Under the terms of the CFO Agreement, Mr. Howard receives a base salary of EUR 177,000 per annum and is eligible to receive an annual cash bonus. The CFO Agreement has no fixed term, with a commencement date of June 1, 2022. The CFO Agreement may be terminated by Amcomri immediately on an at fault basis where gross misconduct is found to have occurred. Amcomri may terminate Mr. Howard by providing 12 months written notice or four weeks in such scenarios provided for under the minimum terms of Employment Acts 1973 – 2005 of the Republic of Ireland, whichever is the greater.

OUTSTANDING SECURITIES

As at June 30, 2024 and the date of this MD&A, the following table summarizes the outstanding common shares, options, and RSUs.

Outstanding, June 30, 2024, and August 26, 2024	
Common shares	73,606,424

Options	2,600,000
RSUs	500,000

As at the date of this MD&A, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Outstanding	Exercise Price	Expiry Date	Vested
20,000	$0.50	March 30, 2027	20,000
20,000	$0.75	March 30, 2027	20,000
20,000	$1.00	March 30, 2027	20,000
20,000	$1.50	March 30, 2027	-
20,000	$2.00	March 30, 2027	-
2,500,000	$0.10	August 15, 2033	-
2,600,000			60,000

As at the date of this MD&A, the following RSUs were outstanding, entitling the holders thereof to one common share for each RSU held, or the cash equivalent thereof, as follows:

Outstanding	Vested
500,000	333,333

As at the date of this MD&A, the 333,333 vested RSUs are yet to be settled and remain outstanding.

SUBSEQUENT EVENTS

Definitive Agreement for the sale of the Film Division

On July 29, 2024, the Company announced that Trinity entered into a definitive agreement pursuant to which Trinity agreed to sell the Company's film production and distribution business.

Trinity entered into a share purchase agreement (the "Film Purchase Agreement") with Tropico and Oranmore pursuant to which Trinity agreed to sell to Tropico (the "Film Sale Transaction"): (i) the outstanding shares of 101 Films, a wholly-owned subsidiary of Trinity; (ii) certain motion picture distribution assets of 101 International, a wholly-owned subsidiary of Trinity; (iii) certain motion picture distribution assets of APL, a wholly-owned subsidiary of Trinity; and (iv) APL's interest in Positivor (collectively, the "Film Business").

The Film Sale Transaction is subject to, and would be completed following, completion of the transactions contemplated by the Television Sale Transaction (together with the Film Sale Transaction, the "Sale Transaction") (see **Corporate Profile** section). Accordingly, at the time of the Film Sale Transaction's completion, the Film Sale Transaction would constitute a sale of all or substantially all of the Company's undertaking pursuant to Section 301 of the BCBCA.

The aggregate consideration payable pursuant to the Film Sale Transaction is approximately US$921,000 (based on a GBP/USD exchange rate of 1.2877), plus the assumption of certain obligations and liabilities of 101 Films International and APL.

In connection with the Film Sale Transaction, as an additional inducement for Trinity to enter into and perform its obligations under the Film Sale Purchase Agreement, Oranmore has irrevocably and unconditionally guaranteed the performance of all of the obligations of Tropico contemplated by the Film Sale Purchase Agreement (including the payment of the aggregate consideration payable pursuant to the Film Sale Transaction).

The completion of the Film Sale Transaction is subject to customary conditions precedent for a transaction of this nature, including approval by shareholders and the completion of the Television Sale Transaction.

ACCOUNTING ESTIMATES AND STANDARDS

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. Actual outcomes may differ from these estimates under different assumptions and conditions that could require a material adjustment to the reported carrying amounts in the future.

Impairment of Non-Financial Assets

Goodwill and intangible assets are tested annually for impairment, or earlier if circumstances indicate an impairment.

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The Company's estimate of the recoverable amount for the purpose of impairment testing requires management to make assumptions regarding future cash flows before taxes. Future cash flows are estimated based on multi-year extrapolation of the most recent historical actual results and/or budgets, and a terminal value calculated by discounting the final year in perpetuity. The future cash flows are then discounted to their present value using an appropriate discount rate that incorporates a risk premium specific to the North American business.

The actual results may vary and may cause significant adjustments to the Company's assets within the next financial period. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

Financial Instruments

Where the fair value of financial assets and financial liabilities recorded in the consolidated financial statements cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required in establishing fair values. The estimates include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in these inputs could affect the reported fair value of financial instruments.

As at June 30, 2024 and 2023, the carrying amounts for cash, accounts receivables and other receivables, due from related parties, accounts payable and accrued liabilities, production loan payable and loans payable approximate their fair value due to their immediate or short-term nature.

New Accounting Standards

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

NON-IFRS FINANCIAL MEASURES

The Company uses the following non-IFRS financial measures in this MD&A: EBITDA and adjusted EBITDA.

EBITDA and adjusted EBITDA are common measures used to assess profitability before the impact of different financing methods, income taxes, depreciation of capital assets and amortization of intangible assets. Management uses non-IFRS measures in order to facilitate operating performance comparisons from period to period and to prepare annual operating budgets. “EBITDA” is defined as net income (loss) before: (i) interest expense; (ii) corporation tax expense; and (iii) depreciation and amortization. Adjusted EBITDA removes one-time, irregular, and non-recurring items from EBITDA.

These measures are provided as additional information to complement IFRS 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 the Company's financial information reported under IFRS.

RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA

EBITDA[1]

	For the three months ended[2]		For the six months ended[2]	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
	(unaudited) $	(unaudited) $	(unaudited) $	(unaudited) $
Net loss – continuing operations	(3,136,546)	(1,348,478)	(2,651,960)	(1,401,155)
Add:				
Net interest	1,073,037	518,094	1,638,393	695,070
Tax expense (recovery)	(163,802)	(94,05)	(293,770)	(130,269)
Amortization and depreciation	4,870	3,801	9,699	5,972
EBITDA[1]	(2,222,441)	(920,678)	(1,297,638)	(830,382)

Notes:

1. Denotes a non-IFRS measure.
2. Conversions to Canadian dollars from British pound sterling have been calculated at an average rate of GBP1.00 to $1.71768 for the six months ended June 30, 2024.
3. Prior period figures are restated to separately present discontinued operations. Discontinued operations are excluded from EBITDA calculations.

Adjusted EBITDA[1]

	For the three months ended[2]		For the six months ended[2]	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
	(unaudited) $	(unaudited) $	(unaudited) $	(unaudited) $
Net loss – continuing operations	(3,136,546)	(1,348,478)	(2,651,960)	(1,401,155)
Add:				
Net interest	1,073,037	518,094	1,638,393	695,070
Tax expense (recovery)	(163,802)	(94,05)	(293,770)	(130,269)
Amortization and depreciation	4,870	3,801	9,699	5,972
Share based payments	26,141	6,686	52,542	7,805
Gain on sale of Hollywood Classics	-	-	(961,005)	-
Adjusted EBITDA[1]	(2,196,300)	(913,992)	(2,206,101)	(822,577)

Notes:

1. Denotes a non-IFRS measure.
2. Conversions to Canadian dollars from British pound sterling have been calculated at an average rate of GBP1.00 to $1.71768 for the six months ended June 30, 2024.
3. Prior period figures are restated to separately present discontinued operations. Discontinued operations are excluded from adjusted EBITDA calculations.

DIVIDENDS

There are no restrictions that could prevent the Company from paying dividends on its common shares. The Company has not paid any dividends on its common shares. If the Television Sale Transaction and the Film Sale Transaction are approved by shareholders and completed, the Company would cease to have an operating business and the assets of the Company and its subsidiaries would primarily consist of cash and cash equivalents, being primarily the proceeds to be received on the completion of the Television Sale Transaction and the Film Sale Transaction. The Board and the Company have determined that, if the Sale Transactions are completed, it may be in the best interests of the Company to distribute to the Shareholders the assets of the Company remaining following satisfying outstanding debts and liabilities, by way of a return of capital on the common shares in one or more tranches. Notwithstanding the present intention that distributions be made as a reduction of stated capital of the common shares, the Board may determine that it would be desirable to make such distributions by way of a dividend or otherwise, provided that such distributions are made in accordance with applicable laws. There are many unknown variables that cannot be accurately predicted at this time, along with known items that are difficult to quantify, all of which will impact the ultimate amount, and the anticipated timing, of any distribution(s) payable to shareholders. [5]

RISK FACTORS

Readers are directed to carefully consider all of the risk factors disclosed in the Company's Annual Information Form for the year ended December 31, 2023, which are incorporated by reference herein. A copy of the Annual Information Form is available under the Company's profile on SEDAR+ at www.sedarplus.com.

Risks Related to Potential Material Weaknesses

Canadian securities laws require an annual assessment by management of the effectiveness of the Company's disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). The Company's management, under the supervision and with the participation of its CEO and CFO, conducted an evaluation of the effectiveness of the Company's DC&P and ICFR as of December 31, 2023. As a result of this evaluation, management concluded that there were deficiencies relating to certain control matters, including (i) formalized policies and procedures, and (ii) user access controls, which in the aggregate, could result in a material weakness. A material weakness, as defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* of the Canadian Securities Administrators, is a deficiency, or a combination of deficiencies, in ICFR, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

In light of such deficiencies, the Company believes it had ineffective ICFR as of December 31, 2023 in accordance with applicable Canadian securities laws. The Company's inability to maintain effective ICFR could result in the loss of investor confidence in the reliability of the Company's financial statements, which in tum could harm its business and negatively impact the trading price or the market value of its securities. In light of the aforementioned material weakness, management has developed and intends to implement a remediation plan to strengthen the operating effectiveness of ICFR. Management believes that there are no material inaccuracies or omissions of material fact and, to the best its knowledge, believes that the audited consolidated financial statements for year ended December 31, 2023 fairly present in all material respects and the financial condition and results of operations for the Company in conformity with IFRS. Notwithstanding the foregoing, readers are advised that in the event a material weakness is, or material weaknesses are, found, such material weaknesses could result in material inaccuracies in the Company's audited consolidated financial statements for year ended December 31, 2023 as well as subsequent quarterly financial statements, which are prepared in reliance on that information.

If the Company is unable to address its control deficiencies, this could result in inaccuracies in its future financial statements and could also impair its ability to comply with applicable financial reporting requirements and make related regulatory filings on a timely basis. No evaluation can provide complete assurance that the Company's ICFR will detect or uncover all failures of persons within the Company to disclose material information otherwise required to be reported. The effectiveness of the Company's processes, procedures and controls could also be limited by simple errors or faulty judgments. As the Company continues to expand, the challenges involved in implementing appropriate ICFR will increase and will require that the Company continue to monitor its ICFR.

Influence of Significant Shareholders

To the Company's knowledge, no shareholder beneficially owns, or controls or directs, directly or indirectly, more than 10% of the voting rights attached to the Company's outstanding voting securities, except for Mr. Paul McGowan, the Chairman of the Company, who holds or controls, directly or indirectly, 30,538,421 common shares of the Company, representing in aggregate 41.49% of the total voting rights attached to the outstanding common shares, and Mr. Larry Howard, the CFO of the Company, who holds directly 9,591,240 common shares, representing in aggregate 13.03% of the total voting rights attached to the outstanding common shares. Shareholders with significant shareholdings often have the ability to exercise influence over matters submitted to the shareholders of the Company for approval, whether subject to approval by a majority of the shareholders of the Company or subject to a class vote or special resolution.

The Company's Working Capital and Funding Requirements May Vary Significantly

Amcomri's working capital and funding needs may vary significantly depending upon a number of factors including, but not limited to:

- progress of the Company's production, financing, and distribution activities;
- collaborative license agreements with third parties;

- opportunities to in-license beneficial productions or potential acquisitions;
- potential milestone or other payments that the Company may make to licensors or corporate partners;
- technological and market consumption and distribution models or alternative forms of entertainment delivery that affect the Company's potential revenue levels or competitive position in the marketplace;
- the level of sales and gross profit;
- costs associated with production, labour and services costs, and the Company's ability to realize operation and production efficiencies;
- fluctuations in certain working capital items, including library assets, short-term loans, and accounts receivable, that may be necessary to support the growth of the Company's business;
- expenses associated with litigation; and
- management of debt and repayment of such debt.

Risks Related to the Nature of the Entertainment Industry

The entertainment industry involves a substantial degree of risk. Audience acceptance of entertainment programming is a factor not only of the response to the production's artistic components, but also to the quality and acceptance of other competing forms of entertainment programming released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, public tastes generally and other intangible factors, all of which could change rapidly and most of which are beyond the Company's control. A lack of audience acceptance for the entertainment programming produced or distributed by the Company could have a material adverse effect on its business prospects, financial condition, results of operations and cash flows.

In addition, the Company is subject to various operating risks that are common to the production and distribution industry, many of which are beyond its control, including, among others, (i) competition from other businesses, in particular, larger and more established companies, in the markets in which the Company operates; (ii) reduction in broadcaster and other platform programming budgets in the markets in which the Company operates, which may adversely affect its new production and revenues; (iii) strong dependency on local government tax credits and subsidies as well as pre-sales to fund the production budgets; (iv) the requirement for continuous investment of capital into new production annually; (v) management's estimates of projected revenues and expenses being insufficient to cover the costs of production and causing substantial loss on new production; (vi) difficulties protecting intellectual property and defending against intellectual property infringements and claims; (vii) exposure to key broadcast customers and/or key distribution customers, based on business relationships that might be changed or terminated or that may not survive over the long term; and (viii) risks generally associated with the ownership of a business in the production and distribution industry. The occurrence of any of the foregoing could materially and adversely affect the Company's business and there can be no assurance that revenue from existing or future programming will replace loss of revenue associated with the cancellation or unsuccessful commercialization of any particular production.

Risks Related to Television and Film Industries

The Company's results of operations will depend, in part, on the experience and judgment of management to select and develop new investment and production opportunities. The Company cannot make assurances that its films and television programs will obtain favourable reviews or ratings or that broadcasters or other customers will license the rights to broadcast any of the Company's film and television programs in development or renew licenses to broadcast film and television programs in its library. The failure to achieve any of the foregoing could have a material adverse effect on the Company's business, results of operations or financial condition. Licensed distributors' decisions regarding the timing of release and promotional support of the Company's films, television programs and related products are important in determining the success of these films, programs and related products. The Company does not control the timing and manner in which its licensed distributors distribute its films, television programs or related products. Any decision by those distributors not to distribute or promote one of the Company's films, television programs or related products or to promote competitors' films, programs or related products to a greater extent than they promote the Company's products could have a material adverse effect on its business prospects, financial condition, results of operations and cash flows.

Entertainment Industry Trends

The entertainment industry is constantly undergoing change with respect to the formats through which movies, television programming and recorded music are ultimately delivered to the consumer. Management believes that the changes in consumer preferences will continue to be felt across the Company's businesses and that the impact of these changes can be very difficult to predict. A failure by the Company to adequately foresee, assess and capitalize upon such changes could result in a material adverse effect on its business prospects, financial condition, results of operations and cash flows.

The entertainment industry continues to undergo significant changes driven by technological developments. The Company cannot accurately predict the overall effect that technological growth or the availability of alternative forms of entertainment may have on the potential revenue from, and profitability of, the entertainment content produced or distributed by the Company. In particular, the conversion of content into digital formats may make it easier for consumers to create, transmit and "share" high quality unauthorized copies of motion pictures or television programs. As a result, consumers may be able to download and distribute unauthorized or "pirated" copies of such programming over the internet, thereby adversely impacting revenues to distributors and producers. Significant growth in these consumer practices could have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

External Factors in the Content Industry

The Company's success will depend on the commercial success of content, which is unpredictable. Operating in this industry involves risk. It is difficult to predict how the audience will receive a production. The audience reaction and reviews and ratings of the production are determining factors in the commercial success of a production. The availability and access to different forms of entertainment and leisure activities, general economic conditions and other factors may change and the Company may have limited or no control over the outcome.

The Company is also dependent on the public's continued demand for subscriptions of cable television and services provided by SVOD companies. The Company's customers rely on funds generated through cable and/or SVOD subscriptions to fund the acquisition of new content. If customers decide to cancel their subscriptions to cable and/or SVOD, it could have an impact on the number of networks and broadcasters with whom the Company could do business. Such external factors could have a material adverse effect on the Company's business, operating results and financial condition.

Merchandising

Success of merchandising brands depends on consumers' tastes and preferences which can change in unpredictable ways. The Company depends on the acceptance by consumers of its merchandising offerings, therefore, success depends on the ability to predict and take advantage of consumer tastes in Canada and around the world. In addition, the Company derives royalties from the sale of licensed merchandise by third parties. The Company is dependent on the success of those third parties. Factors that negatively impact those third parties could adversely affect the Company's business prospects, financial condition, results of operations and cash flows.

Early Stage

The Company is an early-stage company and as such, the Company is subject to many risks including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenue. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Company's prospects must be considered speculative in light of the risks, expenses, and difficulties frequently encountered by companies in their early stages of operations, particularly in the highly competitive and rapidly evolving markets in which the Company operates. To attempt to address these risks, the Company must, among other things, successfully implement its business plan, marketing, and commercialization strategies, respond to competitive developments, and attract, retain, and motivate qualified personnel. A substantial risk is involved in investing in the Company because, as a smaller commercial enterprise that has fewer resources than an established company, the Company's management may be more likely to make mistakes, and the Company may be more vulnerable operationally and financially to any mistakes that may be made, as well as to external factors beyond the Company's control.

The Company May Not be Able to Successfully Execute its Business Plan

The execution of the Company's business plan poses many challenges and is based on a number of assumptions. The Company may not be able to successfully execute its business plan. If the Company experiences significant cost overruns, or if its business plan is more costly than it anticipates, certain activities may be delayed or eliminated, resulting in changes or delays to its current plans, or the Company may be compelled to secure additional funding (which may or may not be available) to execute its business plan. The Company cannot predict with certainty its future revenues or results from its operations. If the assumptions on which its revenues or expenditures forecasts are based change, the benefits of the Company's business plan may change as well. In addition, the Company may consider expanding its business beyond what is currently contemplated in its business plan. Depending on the financing requirements of a potential business expansion, the Company may be required to raise additional capital through the issuance of equity or debt. If the Company is unable to raise additional capital on acceptable terms, it may be unable to pursue a potential business expansion.

The Television Sale Transaction is Subject to Conditions

There can be no certainty that all conditions precedent to the Television Sale Transaction will be satisfied or waived, nor can there be any certainty of the timing of their satisfaction or waiver. Failure to complete the Television Sale Transaction could materially negatively impact the trading price of the common shares in the capital of the Company.

The completion of the Television Sale Transaction is subject to a number of conditions precedent (including completion of the related financings), some of which are outside of the Company's control. There can be no certainty, nor can the Company provide any assurance, that all conditions precedent to the Television Sale Transaction will be satisfied or waived, or, if satisfied or waived, when they will be satisfied or waived. In the event that the Company does not complete the Television Sale Transaction, the Company will continue to carry on its business in a similar manner and the Film Sale Transaction will not be completed.

Uncertainty Surrounding the Television Sale Transaction

As the Television Sale Transaction is dependent upon satisfaction of a number of conditions precedent, its completion is uncertain. In response to this uncertainty, the attention of the Company's management could be diverted from the day-to-day operations of the business, may delay or defer decisions concerning the Company or may result in the modification or termination of business relationships of the Company. Any delay or deferral of decisions concerning the Company or modification or termination of business relationships of the Company could adversely affect the business and operations of the Company, regardless of whether the Television Sale Transaction is ultimately completed. Similarly, uncertainty may adversely affect the Company's ability to attract or retain key personnel. In the event the Television Sale Transaction is terminated, the Company's relationships with key stakeholders could be adversely affected, which, in turn, adversely affect the business and operations of the Company.

Each of the Company and the Television Sale Purchaser under the Television Sale Transaction has the right, in certain circumstances, in addition to termination rights relating to the failure to satisfy the conditions of closing, to terminate the Television Sale Transaction. Accordingly, there can be no certainty, nor can the Company provide any assurance, that the Television Sale Transaction will not be terminated by either the Company or the Television Sale Purchaser thereunder prior to the completion of the Television Sale Transaction. The Company's business, financial condition or results of operations could also be subject to various material adverse consequences, including that the Company would remain liable for significant costs relating to the Television Sale Transaction, including legal and accounting expenses, among others. If the Television Sale Transaction is terminated and the board of directors of the Company ("Board") decides to seek another similar transaction, there can be no assurance that it will be able to find a party willing to pay an equivalent or more attractive price than the aggregate consideration to be paid by the Television Sale Purchaser pursuant to the Television Sale Transaction. If, for any reason, the Television Sale Transaction is not completed or its completion is materially delayed and/or the related purchase agreement is terminated, the market price of the common shares may be materially adversely affected.

The Film Sale Transaction is Subject to Conditions

There can be no certainty that all conditions precedent to the Film Sale Transaction will be satisfied or waived, nor can there be any certainty of the timing of their satisfaction or waiver. Failure to complete the Film Sale Transaction could materially negatively impact the trading price of the common shares.

While the completion of the Film Sale Transaction is subject to a limited number of conditions precedent, some of these conditions are outside of the Company's control. There can be no certainty, nor can the Company provide any assurance, that all conditions precedent to the Film Sale Transaction will be satisfied or waived, or, if satisfied or waived, when they will be satisfied or waived.

Uncertainty Surrounding the Film Sale Transaction

As the Film Sale Transaction is dependent upon satisfaction of certain conditions precedent, its completion is uncertain. In response to this uncertainty, the attention of the Company's management could be diverted from the day-to-day operations of the business, may delay or defer decisions concerning the Company or may result in the modification or termination of business relationships of the Company. Any delay or deferral of decisions concerning the Company or modification or termination of business relationships of the Company could adversely affect the business and operations of the Company, regardless of whether the Film Sale Transaction is ultimately completed. Similarly, uncertainty may adversely affect the Company's ability to attract or retain key personnel. In the event the Film Purchase Agreement is terminated, the Company's relationships with key stakeholders could be adversely affected, which, in turn, adversely affect the business and operations of the Company.

Each of Trinity and the purchaser under the Film Sale Transaction has the right, in certain circumstances, in addition to termination rights relating to the failure to satisfy the conditions of closing, to terminate the Film Sale Purchase Agreement. Accordingly, there can be no certainty, nor can the Company provide any assurance, that the Film Sale Purchase Agreement will not be terminated by either Trinity or the purchaser thereunder prior to the completion of the Film Sale Transaction. The Company's business, financial condition or results of operations could also be subject to various material adverse consequences, including that the Company would remain liable for significant costs relating to the Film Sale Transaction, including legal and accounting expenses, among others. If the Film Sale Purchase Agreement is terminated and the Board decides to seek another similar transaction, there can be no assurance that it will be able to find a party willing to pay an equivalent or more attractive price than the consideration to be paid by the purchaser pursuant to the Film Sale Purchase Agreement.

If, for any reason, the Film Sale Transaction is not completed or its completion is materially delayed and/or the Film Sale Purchase Agreement is terminated, the market price of the common shares may be materially adversely affected.

The Company Faces Substantial Capital Requirements and Financial Risks

The business requires a substantial investment of capital. The production, acquisition, and distribution of motion picture and television content requires substantial capital. A significant amount of time may elapse between the Company's expenditure of funds and the receipt of revenues after release or distribution of such content. This may require a significant portion of funds from equity, credit, and other financing sources to fund the business. Although the risks of production exposure are reduced through tax credit programs, government and industry programs, other studios and co-financiers and other sources, there can be no assurance that these arrangements will continue to be successfully implemented or will not be subject to substantial financial risks relating to the production, acquisition, and distribution of future indie film and television content. In addition, if the production slate or the production budgets increase through internal growth or acquisition, there may be an increase to overhead and/or larger up-front payments for talent acquisition and, consequently, these increases bear greater financial risks. Any of the foregoing could have a material adverse effect on the Company's business, financial condition, operating results, liquidity, and prospects.

Access to Credit

The Company relies on its operating cash flows and its bank credit facilities to provide sufficient working capital. However, a deterioration in the global financial markets could affect the Company's ability to access bank credit markets, which could adversely affect the Company's liquidity. In addition, under its credit facilities, the Company has made various restrictive covenants to lenders. These restrictions prohibit or limit the Company's ability to incur additional debt, dispose of assets or pay dividends. If the Company defaults under its bank credit facilities, the Company's lenders may be entitled to demand repayment and enforce security against the Company's assets.

Additional Capital Requirements and Potential Dilution of Existing Shareholders

The Company may need to engage in equity or debt financings to secure additional funds (whether for the purpose of delivering growth through further material acquisitions and/or investments, maintaining and/or expanding its development, production and distribution of motion pictures and television content, funding the Company's operating expenses or otherwise). If the Company raises additional funds through further issuances of equity or convertible debt securities, the Company's existing shareholders could suffer significant dilution, and any new equity securities the Company issues could have rights, preferences, and privileges superior to those of holders of the Company's shares. Any debt financing secured by the Company in the future could involve significant borrowing costs and/or restrictive covenants relating to its capital raising activities and other financial and operational matters, which might make it more difficult for it to obtain additional capital and to pursue business opportunities. Further, if the Company does not have access to such financing arrangements, and if other funds do not become available on terms acceptable to the Company, there could be a material adverse effect on its business, financial condition, operating results, liquidity and prospects.

The Company can provide no assurance that sufficient debt or equity financing will be available on reasonable terms or at all to support its business growth and to respond to business challenges. Failure to obtain sufficient debt or equity financing when required could have a material adverse effect on its business, prospects, financial condition, results of operations, and cash flows.

The Company expects to incur short-term losses and generate negative cash flow until it can produce sufficient revenues to cover its costs. The Company may never become profitable. Even if it does achieve profitability, the Company may be unable to sustain or increase its profitability in the future. For the reasons discussed in more detail below, there are substantial uncertainties associated with the Company achieving and sustaining profitability. The Company expects its cash reserves will be reduced due to future operating losses and working capital requirements, and it cannot provide certainty as to how long its cash reserves will last or that it will be able to access additional capital if and when necessary.

The Company May Need to Raise Additional Capital in the Future to Fund its Operations

The Company may require substantial additional capital resources to further its production-packaging business model. Future cash requirements may vary materially from those expected if the Company elects to produce indie films, acquire indie films or experiences operational production delays or unexpected increases in costs related to the maintenance, defense, and enforcement of proprietary intellectual properties and tax credit refunds.

Sources of additional funding include collaborations and licensing arrangements, public or private equity, or debt financing.

If the Company's commercialization activities do not show positive results, or if capital market conditions in general, or with respect to entertainment motion picture companies in particular, are unfavorable, the Company may be unable to raise funds when needed or on acceptable terms.

A Sale of Assets or Suspension of Operations Due to Lack of Capital May Adversely Affect the Company's Business

If sufficient capital is not available, the Company may be required to delay, reduce the scope of, eliminate or divest one or more of its library assets or productions or suspend operations, any of which could have a material adverse effect on the Company's business, financial condition, prospects, or results of operations. While the Company may benefit from the net proceeds realized from any such sales, the Company's revenues may suffer in the long term due to the disposition of a revenue generating asset, or the timing of such dispositions may be poor, causing the Company to fail to realize the full value of the disposed asset, all of which may diminish its ability to service its indebtedness and repay its notes and its other indebtedness at maturity. Furthermore, the Company's future growth may be inhibited if the disposed asset contributed in a significant way to the diversification of its business platform.

The Company Has Broad Discretion Over the Use of Net Proceeds

The Company will have broad discretion over the use of the net proceeds from any future capital raises. Due to the number and variability of factors that will determine the Company's use of such proceeds, the ultimate use might vary substantially from the planned use. Investors may not agree with how the Company allocates or spends the proceeds from future capital raises. The Company may pursue collaborations that ultimately do not result in an increase in the market value of the Common Shares and that instead increase the Company's losses.

Budget Overruns and other Production Risks May Adversely Affect the Company's Business

While the Company's business model requires efficiency in the production of films and television content, actual production costs may exceed their budgets. The production, completion, and distribution of such content can be subject to a number of uncertainties, including delays and increased expenditures due to disruptions or events beyond the Company's control. As a result, if each production incurs substantial budget overruns, additional financing may need to be sourced. There are no assurances regarding the availability of such additional financing or on mutually acceptable terms, or that such costs will be recouped. Budget overruns could also prevent a picture from being completed or released, thereby having a material adverse effect on the business, financial condition, operating results, liquidity and prospects of the Company.

Unforeseen events such as labour disputes, death or disability of a star performer, changes related to technology, special effects or other aspects of production, shortage of necessary equipment, damage to film negatives, master tapes and recordings, or adverse weather conditions, or other unforeseen events may cause cost overruns and delay or frustrate completion of a production.

The Company's Results of Operations are Difficult to Predict and Depend on a Variety of Factors

Results may fluctuate due to the timing, mix, number, and availability of indie films produced or acquired and home entertainment releases, as well as license periods for content. The operating results may increase or decrease during a particular period or fiscal year due to differences in the number and/or mix of films released compared to the corresponding period in the prior fiscal year. Moreover, the results of operations may be impacted by the commercial success of all of the Company's indie films and televisions productions. There is no assurance that the production, acquisition, and distribution of all current and future motion pictures will be managed successfully to receive critical acclaim or perform well commercially. Any inability to achieve such commercial success could have a material adverse effect on the Company's business, financial condition, operating results, liquidity, and prospects. Operating results also fluctuate due to accounting practices which may recognize the acquisition and sale of indie films in different periods than the recognition of related revenues, which may occur in later periods. In addition, the comparability of results may be affected by changes in accounting guidance or changes in the Company's ownership of certain assets. Accordingly, the results of operations from year to year may not be directly comparable to prior reporting periods. As a result of the foregoing and other factors, the results of operations may fluctuate significantly from period to period, and the results of any one period may not be indicative of the results for any future period.

Many Production or Co-Financing Partners do not have Long-Term Arrangements

The Company typically does not enter into long-term production contracts with the creative producers of motion picture and television content that it produces, acquires or distributes. The Company generally has certain derivative rights that provide for distribution rights to, for example, prequels, sequels, and remakes of certain content that the Company may produce, acquire or distribute. However, there is no guarantee that the Company will produce, acquire or distribute future content by any creative producer or co-financing partner, and a failure to do so could adversely affect the business, financial condition, operating results, liquidity, and prospects of the Company.

There are no Long-Term Agreements with Retailers

There is no assurance that favourable relationships with retailers and distributors will develop or, if developed, will be maintained or that they will not be adversely affected by economic conditions. If any retailer or distributor reduces or cancels a significant order or becomes bankrupt, it could have a material adverse effect on the business, financial condition, operating results, liquidity and prospects of the Company.

The Company's Success Depends on the Commercial Success of Motion Pictures and Television Programming, Which is Unpredictable

Generally, the popularity of the Company's programs depends on many factors, including the critical acclaim they receive, the format of their initial release, their talent, their genre and their specific subject matter, audience reaction, the quality and acceptance of motion pictures or television content that the Company's competitors release into the marketplace at or near the same time, critical reviews, the availability of alternative forms of entertainment and leisure activities, general economic conditions, and other tangible and intangible factors, many of which the Company does not control and all of which may change.

The Company cannot predict the future effects of these factors with certainty. In addition, because a performance in ancillary markets, such as home video and pay and free television, is often directly related to its box office performance or television ratings, poor box office results or poor television ratings may negatively affect future revenue streams. The Company's success will depend on the experience and judgment of its management to select and develop new investment and production opportunities. The Company cannot assure that its motion pictures and television programming will obtain favourable reviews or ratings, that its motion pictures will perform well at the box office or in ancillary markets, or that broadcasters will license the rights to broadcast any of its television programs in the development or renewal of licenses to broadcast programs in its library. Additionally, the Company cannot assure that any original programming content will appeal to its distributors and subscribers.

The Company's Business Involves Risks of Liability Claims for Content of Material, Which Could Adversely Affect its Business, Results of Operations, and Financial Condition

As a distributor of media content, the Company may face potential liability for defamation, invasion of privacy, negligence, copyright or trademark infringement, and other claims based on the nature and content of the materials distributed. These types of claims have been brought, sometimes successfully, against producers and distributors of media content. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on the Company's business, financial condition, operating results, liquidity, and prospects.

Piracy of Films and Television Programs Could Adversely Affect the Company's Business Over Time

Piracy is extensive in many parts of the world and is made easier by the availability of digital copies of content and technological advances allowing conversion of films and television content into digital formats. This trend facilitates the creation, transmission, and sharing of high quality unauthorized copies of motion pictures and television content. Users may be able to download and distribute unauthorized or "pirated" copies of copyrighted material over the internet. The proliferation of unauthorized copies of these products has had and will likely continue to have an adverse effect on the Company's business, because these products reduce the revenue it receives from its products. In order to contain this problem, the Company may have to implement elaborate and costly security and anti-piracy measures, which could result in significant expenses and losses of revenue.

There is No Assurance that Even the Highest Levels of Security and Anti-Piracy Measures Will Prevent Piracy

In particular, unauthorized copying and piracy are prevalent in countries outside of the United States, Canada, and Western Europe, whose legal systems may make it difficult for the Company to enforce its intellectual property rights. While the United States government has publicly considered implementing trade sanctions against specific countries that, in its opinion, do not make appropriate efforts to prevent copyright infringements of United States-produced motion pictures and television content, there can be no assurance that any such sanctions will be enacted or, if enacted, will be effective. In addition, if enacted, such sanctions could impact the amount of revenue that the Company realizes from the international exploitation of its content.

Protection of Intellectual Property

The Company's ability to compete depends, in part, upon successful protection of its intellectual property. The Company attempts to protect proprietary and intellectual property rights to its productions through available copyright and trademark laws and licensing and distribution arrangements with reputable international companies in specific territories and media for limited durations. Despite these precautions, existing copyright and trademark laws afford only limited practical protection in certain countries where the Company distributes its products. As a result, it may be possible for unauthorized third parties to copy and distribute the Company's productions or certain portions or applications of its intended productions, or otherwise contest or infringe upon the Company's intellectual property rights, all of which could have a material adverse effect on the Company's business, financial condition, operating results, liquidity, and prospects. Any successful claims to the ownership of these intangible assets could hinder the Company's ability to exploit these rights. There can be no assurance that the Company's actions to establish and protect copyright, trade marks and other proprietary rights will be adequate to prevent imitation by others of entertainment programming produced and/or distributed by the Company or to prevent third parties from seeking to block its distribution and exploitation of contract rights as a violation of its trade marks and proprietary rights. The Company does not have the financial resources to protect its rights to the same extent as its competitors.

Protecting and Defending Against Intellectual Property Claims May Have a Material Adverse Effect on the Company's Business

Litigation may be necessary to enforce the Company's intellectual property rights, to protect its trade secrets, or to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Any such litigation, infringement or invalidity claims could result in substantial costs and the diversion of resources and could have a material adverse effect on the Company's business, financial condition, operating results, liquidity, and prospects.

The Company's more successful and popular film or television products or franchises may experience higher levels of infringing activity, particularly around key release dates. Alleged infringers have claimed and may claim that their products are permitted under fair use or similar doctrines, that they are entitled to compensatory or punitive damages because the Company's efforts to protect its intellectual property rights are illegal or improper, and that its key trademarks or other significant intellectual property are invalid. Such claims, even if meritless, may result in adverse publicity or costly litigation. The Company will vigorously defend its copyrights and trademarks from infringing products and activity, which can result in litigation. The Company may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurance that a favorable final outcome will be obtained in all cases.

Additionally, one of the risks of the film and television production business is the possibility that others may claim that the Company's productions and production techniques misappropriate or infringe the intellectual property rights of third parties with respect to their previously developed films and televisions series, stories, characters, other entertainment or intellectual property. Regardless of the validity or the success of the assertion of any such claims, the Company could incur significant costs and diversion of resources in enforcing its intellectual property rights or in defending against such claims, which could have a material adverse effect on its business, financial condition, operating results, liquidity, and prospects.

Limited Ability to Exploit Filmed and Television Content Library

The Company depends on a limited number of titles for the majority of the revenues generated by its film and television content library. If the Company cannot acquire new products and rights to popular titles through production, distribution agreements, acquisitions, mergers, joint ventures or other strategic alliances, it could have a material adverse effect on its business prospects, financial condition, results of operations and cash flows.

Changes in Regulatory Environment

The Company's operations may be negatively affected in varying degrees by future adverse changes in the regulatory environment that currently governs the film and television industry. Any change in the regulatory environment could have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

Litigation

Governmental, legal or arbitration proceedings may be brought or threatened against the Company in the future. Regardless of their merit, any such claims could be time consuming and expensive to evaluate and defend, divert management's attention and focus away from the business and subject the Company to potentially significant liabilities.

Technological Change

The television and film industries are characterized by technological change and evolving trends. Technological change can have positive effects, but may also have a material adverse effect on the Company's business prospects, results of operations and financial condition. For example, in recent years, content consumers have spent an increasing amount of time on the internet and on mobile devices and increasingly seek to download and/or view content on a time-delayed or on-demand basis, via televisions and on handheld or portable devices, which has caused significant changes to the retail distribution of content. Additionally, the emergence of new production or computer generated imagery technologies, or a new digital television broadcasting standard, may diminish the value of the Company's existing equipment and content.

Although the Company is committed to adapting new production technologies, there can be no assurance that it will be able to incorporate other new production and postproduction technologies which may become de facto industry standards. In particular, the advent of new broadcast standards, which may result in television programming being presented with greater resolution and on a wider screen than is currently the case, may diminish the evergreen value of the Company's programming library because such productions may not be able to take full advantage of such features. There can be no assurance that the Company will be successful in adapting to these changes on a timely basis.

Labour Relations

Many individuals associated with the Company's projects are members of guilds or unions which bargain collectively with producers on an industry-wide basis from time to time. While the Company has positive relationships with the guilds and unions in the industry, a strike by, labour protest, or a lockout of, one or more of the guilds or unions that provide personnel essential to the production by the Company or its content partners of entertainment programming could delay or halt the delivery of such programming. Such a halt or delay, depending on the length of time and the number of productions affected, could have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

Concentration Risk

Revenue may originate from disproportionately few broadcasters and internet "over the top" platform customers. The value of the Company's may be substantially adversely affected should it lose the revenue generated by any such broadcasters or customers.

Fluctuation of Financial Results

The results of operations for any period are largely dependent on the number, timing and commercial success of television and other programs as well as related music, merchandise and other ancillary revenue sources, realized during that period, none of which can be predicted with certainty or are entirely within the Company's control. Consequently, the Company's results of operations may fluctuate materially from period to period and the results of any one period are not necessarily indicative of results for future periods.

Competition

Substantially all of the Company's revenues are derived from the production and distribution of television and film programs. The Company faces competition from other companies in both its production and distribution operations. Some of the Company's competitors have substantially greater marketing, production and financial resources than the Company, which means they may be able to compete aggressively on pricing and other aspects of future production and distribution opportunities. The Company competes with other television and film production companies for ideas and storylines created by third parties as well as for actors, directors, and other personnel required for production. Further, vertical integration of the television broadcast industry worldwide and the creation and expansion of new networks, which create a substantial portion of their own programming, have decreased the number of available time slots for programs produced by third-party production companies, even though the total number of outlets for programming has increased. There can be no assurances that the Company will be able to compete successfully in the future or that it will continue to produce or acquire rights to additional successful programming or enter into agreements for the financing, production, distribution or licensing of programming on terms favourable to them. There continues to be intense competition for the most attractive time slots offered by various broadcasting services. There can be no assurances the Company will be able to increase or maintain penetration of broadcast schedules. Such competition may result in the Company losing access to future opportunities, which would have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

Dependence on Management and Key Personnel

The Company's success depends largely upon the continued services of its executive officers and other key employees. From time to time, there may be changes in The Company's executive management team resulting from the hiring or departure of executives, which could disrupt its business. If the Company is unable to attract and retain top talents, its ability to compete may be harmed. The Company's success is also highly dependent on its continuing ability to identify, hire, train, retain and motivate highly qualified personnel. Competition for highly skilled entertainment executives and other employees is high in the Company's industry, and the Company may not be successful in attracting and retaining such personnel. Failure to attract and retain qualified executive officers and other key employees could have a material adverse effect on its business, prospects, financial condition, results of operations, and cash flows.

Investment Strategy

There can be no certainty that the Company will be able to implement successfully its business or investment strategy. The Company's ability to implement its strategy in a competitive market requires effective planning and management control systems. The Company's future growth will depend on its ability to expand and improve operational, financial and management information and control systems in line with its growth. Failure to do so could have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

Changes in the Company's Business Strategy, Plans for Growth or Restructuring of Its Businesses May Increase Its Costs or Otherwise Affect the Profitability of Its Businesses

As changes in the Company's business environment occur, it may adjust its business strategies to meet these changes, which may include growing a particular area of business or restructuring a particular business or asset. In addition, external events including changing technology, changing consumer patterns, acceptance of the Company's theatrical and television offerings and changes in macroeconomic condition, including the volatility and uncertainty in financial markets as a result of the ongoing COVID-19 global pandemic and its effects, may impair the value of the Company's assets. When these changes or events occur, the Company may incur costs to change its business strategy and may need to write down the value of assets. The Company may also make investments in existing or new businesses, including investments in the international expansion of the Company's business and in new business lines. Such investments have and continue to be made through the Company's ·acquisition of further libraries to feed the growing subscription video on demand market and the Company's direct-to-consumer and licensed offerings. Some of these investments may have short-term returns that are negative or low and the ultimate prospects of the businesses may be uncertain, or, in international markets, may not develop at a rate that supports the Company's level of investment. In any of these events, the Company's costs may increase, it may have significant charges associated with the write-down of assets, or returns on new investments may be lower than prior to the change in strategy, plans for growth or restructuring.

Acquisitions

The Company has made, and will continue to pursue, various acquisitions, business combinations and joint ventures intended to complement or expand its business. Any indebtedness incurred or assumed in any such transaction may or may not increase the Company's leverage relative to its earnings before interest, provisions for income taxes, amortization, minority interests, gain on dilution of investment in subsidiary and discount operations, or earnings before interest, taxes, depreciation and amortization, or relative to the Company's equity capitalization, and any equity issued may or may not be at prices dilutive to its then existing shareholders. The Company may encounter difficulties in integrating acquired assets with its operations. Furthermore, the Company may not realize the benefits it anticipated when it entered into these transactions. In addition, the negotiation of potential acquisitions, business combinations or joint ventures as well as the integration of an acquired business could require the Company to incur significant costs and cause diversion of management's time and resources. Future acquisitions could also result in an impairment of goodwill and other intangibles, development project impairments and other acquisition-related expenses.

Any of the foregoing could have a material adverse effect on the Company's business prospects, financial condition, results of operations and cash flows.

The Company's Revenues and Results of Operations Are Vulnerable to Currency Fluctuations

The Company reports its revenues and results of operations in Canadian dollars, but the majority of the Company's revenue is earned in the United Kingdom in the form of British pounds sterling. The Company's currency exposure is primarily between Canadian dollars, British pound sterling, Euros and U.S. dollars. The Company may expand operations globally so it may be subject to additional gains and losses against additional currencies. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. The Company cannot accurately predict the impact of future exchange rate fluctuations on revenues and operating margins, and such fluctuations may have a material adverse effect on the Company's business, financial condition and operating results. Moreover, the Company may experience currency exposure on distribution and production revenues and expenses from foreign countries. This could have a material adverse effect on the Company's business, financial condition, operating results, liquidity and prospects.

The Company does not currently have a foreign exchange hedging program in place. In the future, the Company may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

The Company's results may be affected by an increase in expenses incurred in connection with the operation of the Company's business. The Company's expenses may fluctuate based on a number of factors beyond the Company's control and outside of the Company's business, including: oil prices and other energy related costs, changes in supply and demand, general economic conditions, labour costs, competition, import duties, tariffs, currency exchange rates and government regulation. The Company may not be able to adjust the prices of its contracts, especially in the short-term, to recover these cost increases form the Company's customers. A continual rise in costs could adversely affect consumer demand for the Company's titles and increase its operating costs, both of which could have a material adverse effect on the Company's financial condition and results of operations.

Inflation

The general rate of inflation impacts the economies and business environments in which the Company operates. Inflation increased significantly in 2022 and 2023 and may continue to increase in 2024. Accordingly, the Company expects that costs of all inputs to the Company's products, including supplier costs and general employee and overhead costs, will increase. These increases in cost may adversely impact the profitability of our current and future contracts. To the extent that the Company is not able to pass these costs on to the Company's customers through increased pricing of the Company's products, the Company's margins on its products will be reduced. Further, increased pricing of the Company's products may result in reduced demand and negatively impact the Company's revenues. Accordingly, increased inflation and any economic conditions resulting from governmental attempts to manage or reduce inflation, such as the imposition of higher interest rates or wage and price controls, may negatively impact the Company's costs as well as the demand for its products and services, and have a material adverse effect on the Company's business, financial condition and results of operations.

The Impact of Any Changes in Interest Rates

The Company does not presently actively make use of derivative financial instruments to mitigate the impact of changes in interest rates. An increase in the applicable interest rate on the Company's debt could adversely impact its financial condition.

Changes to Taxation Legislation

The Company operates in a number of different tax jurisdictions. In any of the jurisdictions, the tax rules and their interpretation may change. Any change in taxation legislation or regulation or its interpretation could affect the value of the Company's assets, its ability to provide returns to shareholders or otherwise have an adverse effect on the Company's business prospects, financial condition, results of operations and cash flows. Further, any reliefs from taxation that may be available to the Company in the future may not be in accordance with the assumptions made by the Company as to its future performance (these assumptions being based on the current legislative position and any known future changes). If the assumptions made by the Company as to such taxation reliefs available do not prove correct, its ability to provide returns to shareholders may be affected and there may be a material adverse effect on its business prospects, financial condition, results of operations and cash flows.

Income Taxes and Audits From Tax Authorities

In preparing the Company's financial statements, it is required to estimate production tax credits receivable in each of the jurisdictions in which it operates, taking into consideration tax laws, regulations and interpretations that pertain to its activities. In addition, the Company is subject to audits from these tax authorities on an ongoing basis and the outcome of such audits could materially affect the amount of tax credits receivable recorded on the Company's consolidated balance sheets and the income tax expense recorded on its consolidated statements of earnings. Any cash payment or receipt resulting from such audits would have an impact on the Company's cash resources available for its operations and its overall results of operations.

Dependence on Management Information Systems

The Company's ability to conduct its business, including maintaining financial controls, is based in part on the efficient and uninterrupted operation of its computer systems, including management information systems and access to the internet. If any of the Company's financial, rights management, personnel, email, other information technology systems, internet access or other systems or processes were to stop operating properly for any significant period of time for any reason (including, for example, hardware or software malfunctions, computer viruses, internet problems, sabotage, cyber-attacks, security breaches, theft, or other destruction, invasion or interruption, or unauthorized access to our systems), it could suffer a disruption to its business, loss of data, regulatory intervention or reputational damage. These threats are increasing in number and severity and broadening in type of risk, including most recently with the Russo - Ukrainian war and cyber attacks ongoing in that context, which may broaden.

Risks Related to Privacy and Information Security

The protection of customer, employee and company data is important to the Company's business. The Company uses and stores personally identifiable and other sensitive information of its customers and employees. The collection and use of personally identifiable information is governed by laws and regulations. Privacy and information security laws continue to evolve and may be inconsistent from one jurisdiction to another. Compliance with all such laws and regulations may increase the Company's operating costs and adversely affect its ability to market products and services. The Company's information technology infrastructure may be vulnerable to criminal cyber-attacks or data security incidents, including, ransom of data, such as, without limitation, customer and/or employee information, due to employee error, malfeasance, or other vulnerabilities. Any such incident could compromise the Company's networks and the information it stores could be accessed, misused, publicly disclosed, corrupted, lost, or stolen, resulting in fraud, including wire fraud related to the Company's assets, or other harm. If a data security incident or breach affects the Company's systems or results in the unauthorized release of personally identifiable information, the Company's reputation and brand could be materially damaged and it may be exposed to a risk of loss or litigation and possible liability, which could result in a material adverse effect on its business, results of operations and financial condition.

Privacy and information security risks have generally increased in recent years because of the proliferation of new technologies, and in the future the Company may expend additional resources to continue to enhance its information security measures and/or to investigate and remediate any information security vulnerabilities. Despite these steps, there can be no assurance that the Company will not suffer a data security incident in the future, that unauthorized parties will not gain access to sensitive data stored on the Company's systems, or that any such incident will be discovered in a timely manner. Any such incident could affect the Company's business and, among other things, result in the loss of revenue, the loss or unauthorized access to confidential information or other assets, the loss of or damage to trade secrets, damage to the Company's reputation, litigation, regulatory enforcement actions, violation of privacy, security or other laws and regulations and remediation costs.

Conflicts of Interest

Certain of the directors and officers of the Company are or may become directors of, or be employed by or affiliated with other entertainment companies or other organizations which have entered into agreements or will enter into agreement with the Company. In certain circumstances, such persons may have a conflict of interest requiring them to abstain from certain decisions of the Board. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation.

Under the *Business Corporations Act* (British Columbia), directors have a duty to act honestly and in good faith with a view to the best interests of the Company. Additionally, a director or senior officer with a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Company must promptly disclose the nature and extent of that conflict, and a director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction. The corporate laws of England and Wales require the directors of the Company's United Kingdom-based subsidiaries to act in a way most likely to promote the success of the Company for the benefit of its members as a whole. Despite these protections under applicable corporate laws, the Company cannot assure that any decision or recommendation made by such persons involving the Company will be made in accordance with such persons' obligations under applicable corporate laws.

Credit Risk

In the normal course of business, the Company is exposed to credit risk from its accounts receivable from customers. The carrying amounts for accounts receivable are net of applicable allowances for doubtful accounts, which are estimated based on past experience, specific risks associated with the customer and other relevant information.

Claims Against a Seller for Claims Against the Company Relating to Any Acquisition or Business Combination That the Seller May Not Indemnify for or That May Exceed the Seller's Indemnification Obligations

There may be liabilities assumed in any acquisition or business combination that the Company did not discover or that it underestimated in the course of performing the Company's due diligence. Although a seller generally will have indemnification obligations to the Company under an acquisition or merger agreement, these obligations usually will be subject to financial limitations, such as deductibles and maximum recovery amounts, as well as time limitations. The Company cannot assure you that its right to indemnification from any seller will be enforceable, collectible or sufficient in amount, scope or duration to fully offset the amount of any undiscovered or underestimated liabilities that it may incur. Any such liabilities could have a material adverse effect on the Company's business, financial condition, operating results, liquidity and prospects.

Global Economic Turmoil and Regional Economic Conditions Could Adversely Affect the Company's Business

Global economic turmoil, such as that being created by the ongoing COVID-19 global pandemic and its effects, as well as the effect of the Russo - Ukrainian war and the war in the Middle East may cause a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, varying degrees of intervention from governments, decreased consumer confidence, overall slower economic activity and extreme volatility in credit, equity and fixed income markets as well as an increase in cybersecurity attacks. A decrease in economic activity in the U.S. or in other regions of the world in which the Company does business could adversely affect demand for its content, thus reducing its revenues and earnings. A decline in economic conditions could reduce performance of the Company's theatrical, television and home entertainment releases. In addition, an increase in price levels generally could result in a shift in consumer demand away from the entertainment the Company offers, which could also adversely affect its revenues and, at the same time, increase its costs. For instance, lower household income and decreases in U.S. consumer discretionary spending, which is sensitive to general economic conditions, may affect cable television and other video service subscriptions, in particular with respect to digital programming packages on which the Company's networks are typically carried and premium video programming packages and premium a la carte services on which the Company's networks are typically carried. A reduction in spending may cause a decrease in subscribers to its networks, which could have a materially adverse impact on the Company's business, financial condition, operating results, liquidity and prospects. Moreover, financial institution failures may cause the Company to incur increased expenses or make it more difficult to finance any future acquisitions, or engage in other financing activities.

If a recession occurs globally or in any regions of the world in which the Company does business, it may adversely affect the Company's business, and such adverse effects may be material. The Company cannot guarantee that it will recover from any effects of global or regional economic turmoil as rapidly as companies in other industries, or that it will recover as rapidly as others within the industry. As a consequence, the Company cannot estimate the impact of any global or regional economic turmoil on its business, financial condition or near or longer-term financial or operational results with certainty.

Furthermore, the ongoing conflict in Ukraine and the global response to this conflict as it relates to sanctions, trade embargos and military support has resulted in significant uncertainty as well as economic and supply chain disruptions. Should this conflict go on for an extended period of time, expand beyond Ukraine, or should other geopolitical disputes and conflicts emerge in other regions, this could result in material adverse effects to the Company.

The Company is dependent on information technology systems, which are subject to certain risks, including cybersecurity risks and data leakage risk associated with implementation and integration

The Company depend upon information technology systems in a variety of ways throughout its operations. Any significant breakdown of those systems, whether through virus, cyber-attack, security breach, theft, or other destruction, invasion or interruption, or unauthorized access to our systems, by employees, others with authorized access to our systems or unauthorized persons, could negatively impact our business and operations. These threats are increasing in number and severity and broadening in type of risk, including most recently with the Russian invasion of Ukraine and cyber attacks ongoing in that context, which may broaden.

Business Interruptions Could Adversely Affect the Company's Operations

The Company's operations are vulnerable to outages and interruptions due to fire, floods, power loss, telecommunications failures, pandemics such as COVID-19 and similar events beyond its control. There can be no assurance that they will be effective in the event of a specific disaster. In the event of a short-term power outage, the Company has installed uninterrupted power source equipment designed to protect its equipment. A long-term power outage, however, could disrupt the Company's operations. Although the Company currently carries business interruption insurance for potential losses (including earthquake-related losses), there can be no assurance that such insurance will be sufficient to compensate the Company for losses that may occur or that such insurance may continue to be available on affordable terms. Any losses or damages incurred by the Company could have a material adverse effect on its business, financial condition, operating results, liquidity and prospects.

The Company Faces Economic, Political, Regulatory, and Other Risks From Doing Business Internationally

The Company distributes content in the United Kingdom and derives revenues from international sources. As a result, the Company's business is subject to certain risks inherent in international business, many of which are beyond its control. These risks may include: difficulties in understanding and complying with local laws, regulations and customs in foreign jurisdictions; the loss of one or more of the major global partners that the Company relies upon to distribute its programming internationally; laws and policies adversely affecting trade, investment and taxes, including laws and policies relating to the repatriation of funds and withholding taxes, and changes in these laws; the impact of trade disputes; anti-corruption laws and regulations such as the Foreign Corrupt Practices Act and the U.K. Bribery Act that impose strict requirements on how the Company conducts its foreign operations and changes in these laws and regulations; changes in local regulatory requirements including regulations designed to stimulate local productions, promote and preserve local culture and economic activity (including local content quotas, investment obligations, local ownership requirements, and levies to support local film funds); or censorship requirements that may cause the Company to remove or edit popular content, leading to consumer disappointment, brand tarnishment or consumer dissatisfaction; regulatory requirements or government action against the Company's service, whether in response to enforcement of actual or purported legal and regulatory requirements or otherwise, that results in disruption or non-availability of the Company's service or particular content in the applicable jurisdiction; inability to adapt the Company's offerings successfully to differing languages, cultural tastes, and preferences in international markets; international jurisdictions where laws are less protective of intellectual property and varying attitudes towards the piracy of intellectual property; laws and policies relating to data privacy and security such as the European Union General Data Protection Regulation; establishing and protecting a new brand identity in competitive markets; financial instability and increased market concentration of buyers in foreign television markets, including in European pay television markets; the instability of foreign economies and governments; currency exchange restrictions, export controls and currency devaluation risks in some foreign countries; the spread of communicable diseases (such as COVID-19), which may impact business in such jurisdictions; and war and acts of terrorism.

Additionally, with respect to the Company's direct-to-consumer offerings, these risks may include: differing technical architectural and payment processing systems and costs as well as consumer use and acceptance of electronic payment methods, such as credit cards; availability of reliable broadband connectivity and wide area networks in targeted areas for expansion; low usage and/or penetration of internet-connected consumer electronic devices; new and different sources of competition; and laws and policies relating to consumer protection.

Events or developments related to these and other risks associated with international trade could adversely affect the Company's revenues from international sources, which could have a material adverse effect on the Company's business, financial condition, operating results, liquidity and prospects. The Company is managing and adjusting its international business to address varied content offerings, consumer customs and practices, in particular those dealing with e-commerce and streaming video, as well as differing and changing legal and regulatory environments. As online streaming grows in international markets, governments may look to introduce new or extend legacy regulations to these services, in particular those related to broadcast media, consumer privacy and tax. While the Company believes its legal and regulatory positions are consistent with the laws and regulations in the jurisdictions in which it conducts its business, it is possible that it will be required to comply with new regulations or legislation or new interpretations of existing regulations or legislation. In such an event, increased jurisdictional legal or regulatory oversight and/or action could cause the Company to incur additional expenses or alter the Company's business model.

New Diseases and Epidemics (Such as COVID-19)

COVID-19 was declared a worldwide pandemic by the World Health Organization on March 11, 2020, and remains ongoing. We cannot predict whether COVID-19 will cause future disruptions to the Company's business. Business disruptions as a result of COVID-19 could include delays in the production of film and television content and delays in distribution of our television and film productions. If the operation or development of one or more of the Company's properties is disrupted or suspended as a result of any restrictions or measures put in place as a result of COVID-19, it may have a material adverse impact on the Company's profitability, results of operations, financial condition and stock price.

The duration and intensity of any business disruption caused by COVID-19 (or any other disease, epidemic or pandemic) and the related financial social impact will depend on future developments, which are highly uncertain and cannot be predicted.

Our Inability to Meet Regulatory Requirements and/or Stakeholders Expectations of Disclosure, Management and Implementation of Environmental, Social And Governance ("ESG") Initiatives and Standards, Could Have an Adverse Effect on Our Business.

Perceptions with respect to environmental, social and governance approaches have changed and certain shareholders, investors, clients, members and other stakeholders agree that these issues have become a current and imminent concern. As such, perceptions of our operations held by our stakeholders may depend, in part, on the ESG initiatives and standards that we have chosen to implement, and whether or not we meet them.

Although we actively manage a broad range of ESG matters, including the potential social and environmental impact of our business, there can be no certainty that we will manage such issues effectively, or that we will successfully meet evolving regulation and/or stakeholder expectations, which in turn could affect the Company's market outlook, brand, reputation, competitiveness and financial outlook. Increased public awareness, regulatory expectations, continuing reforms pertaining to mandatory ESG-related disclosure, and growing concerns about climate change and the global transition to a low carbon economy, create a new and evolving set of compliance risks.

We have set a number of ambitious ESG targets to monitor our ESG performance and align our strategic imperatives. Effective management of these ESG targets is a component of good ESG practices, which are an important measure of corporate performance and value creation. However, our ability to achieve these targets depends on many factors and is subject to many risks that could cause our assumptions or estimates to be inaccurate and cause actual results or events to differ materially from those expressed in, or implied by, these targets. Failure to effectively manage and sufficiently report ESG matters could lead to negative business, financial, legal and regulatory consequences for the Company.

Our Success is Dependent on Our Ability to Manage Growth from Financial and Human Resources Perspectives.

The growth of our operations places a strain on financial and human resources. Our success depends on our ability to manage growth from a financial and human resources perspective. Our ability to manage future growth will depend in large part upon a number of factors, including the ability to: build and train sales and marketing staff to create an expanding presence in the evolving marketplace for our products; attract and retain qualified technical personnel in order to continue to develop reliable and scalable products and services that respond to evolving customer needs; develop customer support capacity as sales increase, so that we can provide customer support without diverting resources from product development efforts; and expand our internal management and financial controls significantly, so that we can maintain control over our operations and provide support to other functional areas within the Company as the number of personnel and size of the Company increases. Our inability to achieve any of these objectives could harm our business and operating results.

The Company Is Subject to Payment Processing Risk

The Company's subscribers pay for its services using a variety of different payment methods, including credit and debit cards. The Company relies on internal systems as well as those of third parties to process payment. Acceptance and processing of these payment methods are subject to certain rules and regulations, including additional authentication requirements for certain payment methods, and require payment of interchange and other fees. To the extent there are increases in payment processing fees, material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules or regulations concerning payments, loss of payment partners and/or disruptions or failures in the Company's payment processing systems, partner systems or payment products, including products it uses to update payment information, its revenue, operating expenses and results of operation could be adversely impacted. In certain instances, the Company leverages third parties such as its cable and other partners to bill subscribers on its behalf. If these third parties become unwilling or unable to continue processing payments on the Company's behalf, it would have to transition subscribers or otherwise find alternative methods of collecting payments, which could adversely impact subscriber acquisition and retention. In addition, from time to time, the Company encounters fraudulent use of payment methods, which could impact its results of operations and if not adequately controlled and managed could create negative consumer perceptions of its service. If the Company is unable to maintain its fraud and chargeback rate at acceptable levels, card networks may impose fines, its card approval rate may be impacted and it may be subject to additional card authentication requirements. The termination of the Company's ability to process payments on any major payment method would significantly impair its ability to operate its business.

Economic Conditions and Regulatory Changes arising from the United Kingdom's Exit From the European Union Could Have a Material Adverse Effect on the Company's Business and Results of Operations

On January 31, 2020, the United Kingdom formally withdrew from the European Union, and the United Kingdom government commenced the legal process of leaving the European Union, typically referred to as Brexit. While the full effects of Brexit will not be known for some time, Brexit could cause disruptions to, and create uncertainty surrounding, the Company's business and results of operations. The most immediate effect has been significant volatility in global equity and debt markets and currency exchange rate fluctuations. Ongoing global market volatility and a deterioration in economic conditions due to uncertainty surrounding Brexit could continue to disrupt the markets in which the Company operates and lead its customers to closely monitor their costs and delay financial spending decisions. On December 24, 2020, the United Kingdom and the European Union entered into a trade and cooperation agreement (the "Trade and Cooperation Agreement") which was applied on a provisional basis from January 1, 2021. Negotiations between the United Kingdom and the European Union are expected to continue in relation to the areas which are not covered by the Trade and Cooperation Agreement. The effects of Brexit will depend in part on any additional agreements the United Kingdom makes to retain access to European Union markets, either during a transitional period or more permanently. The measures could potentially disrupt the markets Trinity serves and may cause it to lose customers and employees. In addition, Brexit continues to lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Union laws to replace or replicate. Any of these effects of Brexit could materially adversely affect, through Trinity and its subsidiaries, the Company's business, results of operations and financial condition.

The Company's Leverage Could Affect Its Ability to Obtain Financing, Restrict Operational Flexibility, Restrict Payment of Dividends, Divert Cash Flow to Interest Payments, and Make It More Vulnerable to Competitors and Economic Downturns

The Company incurred a significant amount of indebtedness in connection with previous acquisitions. The Company's degree of current and future leverage, particularly if increased to complete potential acquisitions, could materially and adversely affect the Company in several ways, including:

- limiting the Company's ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes;
- restricting the Company's flexibility and discretion to operate its business;
- limiting the ability of the Company to complete acquisitions or enter into other strategic transactions;
- limiting the Company's ability to declare dividends on its shares; having to dedicate a portion of the Company's cash flows from operations to the payment of interest on its existing indebtedness and not having such cash flows available for other purposes, including operations, capital expenditures, and future business opportunities;
- exposing the Company to increased interest expense on borrowings at variable rates;
- limiting the Company's flexibility to plan for, or react to, changes in its business or market conditions;
- placing the Company at a competitive disadvantage compared to its competitors that have less debt;
- making the Company vulnerable to the impact of adverse economic, industry and the Company-specific conditions; and
- making the Company unable to make capital expenditures that are important to its growth and strategies.

In addition, the Company may not be able to generate sufficient cash flows from operations to service its indebtedness, in which case it may be required to sell assets, reduce capital expenditures, reduce spending on new production, refinance all or a portion of its existing indebtedness or obtain additional financing, any of which would materially adversely affect the Company's operations and ability to implement its business strategy.

The Company Manages Liquidity Carefully to Address Fluctuating Quarterly Revenues. Any Failure of the Company to Adequately Manage Such Liquidity Could Adversely Affect Its Business and Results of Operations

The Company's production revenues for any period are dependent on the number and timing of programs delivered, which cannot be predicted with certainty. The Company's distribution revenues vary significantly from quarter to quarter driven by contracted deliveries with television and other services. Distribution revenues are contract and demand driven and can fluctuate significantly from period to period. The Company manages liquidity by forecasting and monitoring operating cash flows and through the use of capital leases and maintenance of credit facilities. Any failure to adequately manage liquidity could adversely affect the Company's business and results of operations, including by limiting the Company's ability to meet its working capital needs, make necessary or desirable capital expenditures, satisfy its debt service requirements, make acquisitions, and declare dividends on its shares. There can be no assurance that the Company will continue to have access to sufficient short and long -term capital resources, on acceptable terms or at all, to meet its liquidity requirements.

Changes in the Methodologies, Policies, or Contractual Terms Applicable to Youtube or Other AVOD Platforms, Changes in Laws or Regulations Applicable to Such Platforms, or a Governmental or Third-Party Claim Against Youtube or Other AVOD Platforms or in Respect of the Company's Use of Such Platforms Could Have a Material Adverse Effect on the Growth and Revenues of the Company

A portion of the Company's revenue from digital distribution is derived from advertising revenue from YouTube. YouTube or other AVOD platforms, or the Company directly, may be subject to claims or proceedings initiated by a third party, including claims or proceedings relating to advertising to children, whether instituted by a governmental entity or otherwise. In any such case or even independent of any such claims or proceedings, YouTube or other AVOD platforms may, among other things, cease providing content with advertising to children, change their approach to providing content with advertising to children, including amending or otherwise modifying methodologies, policies and/or contractual terms applicable to the platform and use thereof, or remove content. In any of such instances, the Company's revenue from digital distribution and the growth of such business (including the Company) may be materially adversely impacted.

In the event that laws or regulations are changed or instituted which impact the ability of YouTube to generate advertising revenue through its service and pass a portion of such revenue on to the copyright owners of content distributed via any such platforms, the Company's revenue from digital distribution and the growth of such business (including the Company) may be materially adversely impacted.

Holding Company Structure

Substantially all of the Company's business activities are operated by its subsidiaries. As a holding company, the Company's ability to meet its financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, management fees, cash dividends and other payments from its subsidiaries together with proceeds raised by the Company through the issuance of equity and the incurrence of debt, and from proceeds received on the sale of assets. The payment of dividends and the making of loans, advances and other payments to the Company by its subsidiaries may be subject to statutory or contractual restrictions, are contingent upon the earnings of those subsidiaries and are subject to various business and other considerations.

Market for Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. An active public market for the Common Shares might not develop or be sustained now or in the future. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the share price may decline.

Reliance on Television Distribution and Financing

The Company's revenues are currently overly reliant on television distribution and financing to meet topline revenue expectations. Due to continued productions delays and weaker than expected performance by the Company, in the event this trend continues and the Company experienced a decrease in its distribution operations, the Company could suffer a significant decrease in revenue and net loss for a given period.

Global Financial Conditions

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

Climate Change May Have an Impact on Our Business

While we seek to mitigate our business risks associated with climate change, we recognize that there are inherent climate-related risks wherever business is conducted. Any of our locations may be vulnerable to the adverse effects of climate change. Furthermore, it is more difficult to mitigate the impact of these events on our employees, as the Company's employees are geographically spread. Changing market dynamics, global policy developments, and the increasing frequency and impact of extreme weather events on critical infrastructure in the United States, Canada and elsewhere have the potential to disrupt our business, the business of our suppliers, and the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. In particular, we rely on data centers to deliver our solutions, which consume significant amounts of energy. To the extent that energy prices increase as a result of carbon pricing or other measures, this could affect our cost structure.

CONTROLS AND PROCEDURES

Prior to 2022, the Company's shares traded on the TSXV, and all requirements of the TSXV were satisfied by the Company. On January 4, 2022, in advance of the closing of the Company's plan of arrangement with Trinity and the Trinity shareholders, the Company's common shares were voluntary de-listed from the TSXV and, on January 14, 2022, the Company's common shares commenced trading on the CBOE. It was recognized by the Company that being listed on the CBOE, a Tier 1 Canadian stock exchange, would require more stringent disclosure controls and as such, the Company started by implementing a review of its internal controls as well as more stringent controls upon completing its required reporting for the fiscal year ended December 31, 2021.

When the Company was listed on the TSXV, management was not required to assess DC&P and ICFR. As a result of the Company's listing on the CBOE, the Company became subject to additional requirements under applicable securities laws relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"). Such requirements also include the evaluation of both DC&P and ICFR. Consequently, the Company took and continues to take a number of actions to improve its DC&P and ICFR. The Company is currently implementing measures designed to improve its ICFR environment and remediate the control deficiencies identified below, that in the aggregate could result in a material weakness.

In accordance with the provisions of NI 52-109, the Company will be filing certificates signed by the CEO and CFO that report on, among other items: (i) their responsibility for establishing and maintaining DC&P and ICFR for the Company; and (ii) the design of DC&P and ICFR.

Disclosure controls and procedures

The Company, under the supervision of the CEO and CFO, has designed DC&P in order to provide reasonable assurance that:

- material information relating to the Company is made known to the CEO and CFO by others; and
- information required to be disclosed by the Company in its filings, under applicable securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

In accordance with NI 52-109, an evaluation was carried out, under the supervision of the CEO and CFO, of the design of the Company's DC&P. Based on this evaluation, the CEO and CFO concluded that deficiencies existed in the design of the Company's ICFR and in the DC&P, which raises the possibility that the Company's DC&P were ineffective as of December 31, 2023.

Internal Controls over Financial Reporting

The Company, under the supervision of the CEO and CFO, is responsible for designing ICFR in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS as issued by the International Accounting Standards Board.

In accordance with NI 52-109, an evaluation was carried out, under the supervision of the CEO and the CFO, of the effectiveness of the Company's ICFR. Based on this evaluation, the CEO and the CFO concluded that deficiencies concerning the design of the Company's ICFR exist and therefore, the Company's ICFR was potentially ineffective as of December 31, 2023. The control framework used to design and evaluate effectiveness of the Company's ICFR is established under the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control – Integrated Framework (2013 framework).

Per NI 52-109, a material weakness is a deficiency, or combination of deficiencies, in ICFR, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

In connection with the Company's evaluation of DC&P and ICFR, the following control deficiencies were identified:

- Formalized Policies and Procedures: The Company did not implement and maintain formalized policies or procedures relating to: (i) the alignment of decision making at various levels with the Company's overall strategy; (ii) human resources, including with respect to strategy, termination or equity compensation; (iii) the enterprise risk management process, including processes to identify and evaluate fraud risk; (iv) certain IT security and cybersecurity matters; (v) the opening and closing of accounting periods; (vi) due diligence for merger and acquisition transactions; (vii) cash management; and (viii) share based compensation.

- User Access Controls: The Company did not design and maintain effective user access controls to adequately restrict user access to certain financial applications and related data.

As a consequence of the aggregation of the foregoing deficiencies in the Company's DC&P and ICFR design, the Company did not have effective control activities related to the design of process-level and management review control activities. Aside from these deficiencies, management believes that the Company's audited consolidated financial statements for year ended December 31, 2023, present fairly in all material respects, the Company's financial position, results of operations, changes in shareholders' equity and cash flows in accordance with IFRS as issued by the International Accounting Standards Board. The Company does not believe, and is not aware of any circumstance in which the potential weaknesses have impacted the Company's financial reporting and as a result, there were no material adjustments to the Company's audited consolidated financial statements for year ended December 31, 2023. In addition, there were no changes to previously released financial results. However, if the collective deficiencies were deemed to create a material weakness, a material misstatement to our consolidated financial statements might not be prevented or detected on a timely basis.

Management's Remediation Measures

To address the deficiencies identified, management, with oversight of the audit committee of the Company, has implemented, or will implement, remediation measures to further address the deficiencies in the design of its DC&P and ICFR. The Company intends to complete such remedial measures by December 31, 2024.

Management has also performed an initial risk assessment using a top-down, risk-based approach with respect to the risks of material misstatement of the consolidated financial statements. In addition, compensating controls have been applied to a number of areas where the risks of material misstatement are considered moderate to high. Management of the Company has taken a number of steps to remedy the deficiencies, including: (i) the implementation of monthly meetings between the CEO, CFO and the managing directors of the Company's direct and active subsidiaries, (ii) the implementation of monthly executive team meetings, (iii) the engagement of an external contractor to formalise the human resources function from a process and documentation perspective and to, in the future, assist the Company in developing its human resources strategy, (iv) the adoption of numerous formal human resources policies, (v) the hiring of additional dedicated employees in the finance team to, among other things, improve capacity to take on projects related to the formalization of enterprise risk management processes, and (vi) the provision, on a monthly basis, of material journals to the CFO. The Company is using, and plans to continue to use, outside resources to strengthen the business process documentation and help with management's self-assessment and testing of internal controls.

Although the Company can give no assurance that these actions will remediate these deficiencies or that additional deficiencies or a material weaknesses will not be identified in the future, management believes the foregoing efforts will, when implemented, strengthen our DC&P and ICFR. Management will take additional remedial actions as necessary as they continue to evaluate and work to improve the Company's control environment.

Changes in internal controls over financial reporting

Other than the deficiencies described above, and the remediation process described above, there were no changes to the Company's ICFR for the year ended December 31, 2023, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Limitations on Effectiveness of Disclosure Controls and Procedures and Internal Control over Financial Reporting

The Company's management recognizes that any disclosure controls and procedures and internal control over financial reporting, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. Because of their inherent limitations, disclosure controls and procedures and internal control over financial reporting may not prevent or detect all errors or misstatements on a timely basis.

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ADDITIONAL INFORMATION

Additional information about the Company is available for viewing on SEDAR+ at www.sedarplus.com