EXACTEARTH LTD. (the "Company")
MANAGEMENT'S DISCUSSION AND ANALYSIS

*The following management discussion and analysis ("**MD&A**") is prepared as of September 14, 2021 and provides information that management believes is relevant to an assessment and understanding of the Company's operations and financial condition for the three and nine months ended July 31, 2021. This MD&A should be read in conjunction with the Company's Interim Condensed Consolidated Financial Statements, including the notes thereto, (the **"Interim Condensed Consolidated Financial Statements"**), and our audited Consolidated Financial Statements, including the notes thereto, for the year ended October 31, 2020. The Interim Condensed Consolidated Financial Statements have been prepared in accordance with International Accounting Standard ("**IAS**") 34, Interim Financial Reporting Standards and the Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts herein, except per share data, are stated in thousands of Canadian dollars ("**CAD**") unless otherwise indicated. Unless otherwise noted, the information contained herein is dated as of July 31, 2021.*

Additional Information and Risk Factors

On March 11, 2020, the World Health Organization declared the coronavirus ("COVID-19") outbreak a pandemic. COVID-19 has caused an unprecedented global health and economic crisis. Governments worldwide have implemented emergency measures including travel bans, self-imposed quarantine periods and physical distancing. The introduction and inoculation of vaccines has led to optimism, however the COVID-19 pandemic, including its variants, continues to rapidly evolve. COVID-19's impact on global markets has been significant through July and subsequent to the date of the Interim Condensed Consolidated Financial Statements. The Company has reviewed the estimates, judgements and assumptions used in the preparation of the Interim Condensed Consolidated Financial Statements, however the duration and magnitude of COVID-19's effects on the global economy remain uncertain at this time.

There have been no mandatory or voluntary shutdowns of the Company's operations, as employees are able to work effectively from their homes. Technology continues to connect employees, using video conferencing and instant messaging as a means of secure and efficient communication, despite being physically distanced.

Business and supply chains are operating normally, with minimal disruptions experienced to date. The Company has recognized bad debt expense related to a distributor in China that has been impacted by COVID-19, therefore becoming a credit risk (see selling, general and administrative ("**SG&A**") expenses). Otherwise, there has not been any significant impact on the Company's operations as a result of COVID-19. Demand for the Company's services remains consistent with pre-COVID-19 levels. As the situation continues to evolve, the Company will continue to closely monitor the potential impact of COVID-19 on its business and operations.

Given the unpredictability of the pandemic, there are uncertainties related to COVID-19 that may continue to persist. Some of the Company's clients and customers may be experiencing significant pressures on their operations, which could lead to credit losses and reductions in business in future periods. These uncertainties may include interruptions in the supply chain, unavailability of personnel, closure of facilities and a reduction in sales, earnings and productivity, however the impact has been nominal thus far.

The duration and impact of the COVID-19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

There is a risk that the cost of obtaining capital resources from capital and debt markets may increase in the future as lenders and institutional investors may increase interest rates, impose tighter lending standards, or refuse to provide any new funding. Despite present market conditions, changes in the Company's business, unforeseen opportunities or events, and other external factors may also adversely affect liquidity and the availability of additional capital resources. Due to these factors, the Company cannot be certain that funding, if needed, will be available to the extent required, or on acceptable terms. If the Company is unable to access funding when needed on acceptable terms, the Company may not be able to fully implement current business plans, take advantage of business opportunities, or respond to competitive pressures, any of which could have a material adverse effect on the Company's operational and financial results. No assurance can be given that the Company will be successful in meeting sales targets, reducing costs or obtaining additional financing either through debt or equity. The Company has experienced losses and negative cash flows from operations. However, the Company may elect to reduce its planned expenditures concurrent with prevailing conditions. The Company believes that this financial flexibility to adjust its spending levels will provide it with sufficient liquidity to meet its future operational goals and financial obligations. For additional information, refer to note 2 b) (Significant Accounting Policies, Basis of presentation) in the Interim Condensed Consolidated Financial Statements.

Additional information relating to the Company, including risk factors that may adversely affect or prevent the Company from carrying out all or portions of its business strategy are discussed in the Company's Annual Information Form ("**AIF"**) dated January 29, 2021 and other filings available on SEDAR at www.sedar.com.

Caution Regarding Forward-Looking Statements

This MD&A contains forward-looking statements that relate to the Company's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "forecast", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that the Company believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to: expectations regarding the Company's revenue, expenses, operations and cash flow; anticipated impact of changes to accounting policies; anticipated industry trends; anticipated new Order Bookings (as defined below); research and development spending levels; selling, general and administrative spending; revenue growth guidance; gross margin trending; anticipated and continued benefits of the Second-Generation Constellation on-board Iridium NEXT; impact of the COVID-19 pandemic on customers and the market generally; expected useful lives of satellite assets; funding from Government programs; and the Company's intention to respond to certain procurement proposal requests and the outcome thereof.

Forward-looking statements are based on certain assumptions and analysis made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors the Company believes are appropriate and are subject to risks and uncertainties. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, which are discussed in greater detail in the Company's AIF.

Non-IFRS Measures

In this MD&A, the Company provides information about Order Bookings; Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("**Adjusted EBITDA**"); and Subscription Revenue (as defined below). Order Bookings, Order Bookings backlog, Adjusted EBITDA, Adjusted EBITDA Margin, and Subscription Revenue are not defined by IFRS and the Company's measurement of them may vary from that used by others. These non-IFRS measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement the 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 or as a substitute for analysis of the Company's financial information reported under IFRS.

The Company defines "Order Bookings" as the dollar sum of contracts for the supply of products and services to its customers. "Order Bookings backlog" is the dollar sum of revenue that is expected to be recognized derived from customer contracts. Order Bookings and Order Bookings backlog are indicative of firm future revenue streams; however, they do not provide a guarantee of future net income and provide no information about the timing of future revenue.

The Company measures Adjusted EBITDA as net income plus interest expense, taxes, depreciation and amortization, unrealized foreign exchange losses, share-based compensation costs, loss on disposal, strategic initiative expenses, share of equity investment loss, and COVID-19 related expected credit loss ("**ECL**"), less interest income, recovery on disposal and unrealized foreign exchange gains. The Company believes that Adjusted EBITDA provides useful supplemental information as an indication of the income generated by its main business activities before taking into consideration how they are financed or taxed and excluding the impact of items that are considered by management to be outside of the Company's ongoing operating results. Adjusted EBITDA should not be construed as an alternative to net loss determined in accordance with IFRS as an indicator of the Company's performance or to cash flows from operating, investing and financing activities as a measure of liquidity and cash flows. The company defines Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of revenue.

The Company defines "Subscription Revenue" as the dollar sum of fully executed contracts for its products and/or services to its customers that are subscription-based, typically sold with a one-year period of service and recognized in the Company's "Subscription Services" segmented revenue.

Overview

The Company is a leading provider of global maritime vessel data for ship tracking and maritime situational awareness solutions. Since its establishment in 2009, the Company has pioneered Satellite Automatic Identification System ("**S-AIS**") maritime surveillance and has delivered to its clients a view of maritime behaviours across all regions of the world's oceans that is unrestricted by terrestrial limitations. The Company has deployed an operational data processing supply chain with its First-Generation Constellation, receiving ground stations, patented decoding algorithms, and advanced Big Data processing and distribution facilities. The Company augmented this capability with a Second-Generation system consisting of 65 payloads hosted on the Iridium-Next constellation (58 active payloads and 7 in-orbit spares). These 58 payloads are the basis of the Company's exactView™ RT ("**exactView RT**") Powered by L3Harris Technologies, Inc. ("**L3Harris**") global maritime vessel tracking and identification service which has the capability of persistent global coverage and the ability to relay all data to earth in near real time. This ground-breaking system provides a comprehensive picture of the location of Automatic Identification System ("**AIS**") equipped maritime vessels throughout the world and allows the Company to deliver data and information services characterized by high performance, reliability, security, and simplicity to large international markets.

Under the amended and restated L3Harris Agreement, the Company is no longer required to pay any revenue share on the first USD $16,000 of annual applicable S-AIS data revenue. The applicable S-AIS data revenue for the three and nine months ended July 31, 2021 was USD $3,984 and $11,143.

The Company occasionally incurs strategic initiative expenses related to the exploration and evaluation of possible strategic transactions, partnerships and alliances. The Company also periodically engages in discussions with third parties regarding such matters, which may include joint ventures, strategic relationships, business combinations or the acquisition or disposition of assets.

The Interim Condensed Consolidated Financial Statements include the accounts of the Company's Subsidiary, exactEarth Europe Ltd. ("**Subsidiary**") with inter-company transactions and balances eliminated. The Company has two locations, one in Cambridge, Ontario, Canada and the other in Harwell, United Kingdom. For additional information, please refer to the "Management's Discussion and Analysis" section of the Company's 2020 Annual Report, available on SEDAR at www.sedar.com.

<u>Funding sources</u>

Convertible debentures

In December 2018, the Company completed an offering of 13,000 convertible unsecured subordinated debentures (the "**Debentures**") at a price of $1 per Debenture for gross proceeds of $13,000. The net proceeds of the $11,854 from the Debentures financing was used to fund the Company's ongoing working capital needs in support of business operations and for general corporate purposes. Each Debenture was convertible into 2,000 common shares of the Company, being an effective conversion price of $0.50 per share at the option of the holder (subject to customary adjustments from time to time), if the volume weighted average price of the Company's common shares on the TSX for the preceding 20 trading days was at or above $1.00.

On January 8, 2021, the Company issued a redemption notice to redeem all its outstanding Debentures due December 13, 2023. As provided under the terms of the Debenture, all holders of the Debentures elected to convert their Debentures into common shares of the Company resulting in an aggregate of 26,000,000 common shares issued in satisfaction of the $13,000 principal amount. The Company also elected to satisfy accrued and unpaid interest on the Debentures, totalling $1,725, through the issuance of 1,369,585 common shares and on February 10, 2021, 27,369,585 common shares were issued to the holders of the Debentures. For additional information, refer to note 4 (Convertible debentures) in the Interim Condensed Consolidated Financial Statements.

Strategic Innovation Fund

In October 2018, the Company signed a loan agreement with the Strategic Innovation Fund ("**SIF**"). Under this agreement, the Company is eligible to receive funding for certain expenditures incurred from February 13, 2018 to February 12, 2021 to a maximum of $7,206. As of the date of this MD&A, the Company is in continued negotiations with Innovation, Science and Economic Development Canada ("**ISED**") to extend the duration of the SIF program. The loan is repayable in 15 annual payments beginning February 28, 2024. The repayment values are dependent upon a calculated Performance Factor, which is used to calculate a Repayment Rate. The Repayment Rate is applied to annual Gross Business Revenue for the payment in February of the subsequent year. The Company received nil and $688 in in the three and nine months ended July 31, 2021 (three and nine months ended July 31, 2020 – $439 and $1,647). The total funding received to date is $4,982. The Company has a receivable of $533 for claimed and unclaimed funding related to expenses incurred and paid prior to July 31, 2021 in the Interim Condensed Consolidated Statements of Financial Position (October 31, 2020 – $752). The SIF loan is measured at fair value using an interest rate of 14% based on the market interest rate for a comparable instrument with a similar term, resulting in a loan balance of $1,748 at July 31, 2021 (October 31, 2020 – $1,442). The difference between the fair value at inception and the loan proceeds received is recorded as a government grant, which is recognized as an operating grant or a capital grant based on the relative proportion of eligible expenditures incurred.

The Company recognized an operating grant of $96 and $252 and a reduction in amortization expense of $13 and $38 during the three and nine months ended July 31, 2021, compared to an operating grant of $237 and $598 and a reduction in amortization expense of $13 and $33 in the three and nine months ended July 31, 2020. While management expects a favourable outcome, as discussed with ISED, if the negotiations are not successful in obtaining an extension to the SIF program, the amounts recognized in fiscal 2021 would require adjustment. This adjustment would, at a minimum, eliminate the $533 of claim receivable and could, in the worst case, require the Company to repay all, or a portion of, the funding received to date. Management expects these negotiations to be completed before the end of the Company's fiscal year. For additional information, refer to note 3 (Government assistance) and note 6 (Financial instruments and foreign exchange) in the Interim Condensed Consolidated Financial Statements.

Credit Facility

On April 22, 2021, the Company entered into a credit agreement provided by the National Bank of Canada ("**NBC**"). The amount available under the secured, revolving operating line (the "**Credit Facility**") is a maximum of $6,000 based on recurring revenue. With no fixed term or maturity date, the Credit Facility is annually renewing and is undrawn as at July 31, 2021.

Borrowings under the Credit Facility bear interest at a rate of NBC Prime + 2.85% per annum. The Credit Facility contains financial covenants, which require the Company to maintain a satisfactory cash-to-burn ratio, tested on a quarterly basis. As at July 31, 2021, the Company was in compliance with all covenants. For additional information, refer to note 5 (Credit facility) in the Interim Condensed Consolidated Financial Statements.

Staffing

The Company relies on the knowledge and talent of its employees and makes use of their expertise in satellite operations, Big Data architecture, web services, software and product development, and consulting services.

The number of full-time employees at July 31, 2021 was 36 (July 31, 2020 – 37).

Overall performance

Revenue was $6,022 and $17,262 for the three and nine months ended July 31, 2021, compared to $4,789 and $13,329 for the three and nine months ended July 31, 2020. The Company's major application market segments are government and commercial. Government customers contributed $1,027 and $2,973 to revenue for the three and nine months ended July 31, 2021, compared to $844 and $2,738 for the three and nine months ended July 31, 2020. Commercial revenue for the three and nine months ended July 31, 2021 was $4,995 and $14,289 compared to $3,945 and $10,591 for the three and nine months ended July 31, 2020.

Revenue related to Subscription Service orders will typically be realized over a twelve-month period, while revenue related to product orders is realized upon delivery. The backlog of Order Bookings won but not yet recognized in revenue at July 31, 2021 is $25,403, compared to $30,807 of Order Bookings backlog reported at July 31, 2020. Revenue of $5,034 from the current Order Bookings backlog is forecasted to be earned in the remainder of 2021. The balance of $20,369 is expected to be earned between 2022 and 2027.

The Company's foreign currency denominated Order Bookings backlog is affected by fluctuation in foreign exchange rates. The Company's closing Order Bookings backlog for any given quarter gets revalued as the CAD strengthens or weakens in relation to the Great Britain Pound ("**GBP**"), Euro ("**EUR**") or US dollar ("**USD**"), as applicable. The foreign exchange rates at July 31, 2021 were: GBP $1.7342, EUR $1.4802 USD $1.2470 while at July 31, 2020 they were: GBP $1.7619, EUR $1.5910 USD $1.3412. The fluctuation in exchange rates in the three and nine months ended July 31, 2021 resulted in an increase of $78 and decrease of $1,004 in backlog (July 31, 2020 – increase of $314 and $1,424).

The following chart summarizes Order Bookings:

	Three months ended July 31		Nine months ended July 31	
	2021	2020	2021	2020
Opening Order Bookings backlog	$ 27,120	$ 24,930	$ 28,781	$ 22,354
New Order Bookings	4,536	10,476	15,311	20,727
Existing Order Bookings adjustments	(309)	(124)	(423)	(369)
Foreign exchange adjustment on opening Order Bookings backlog	78	314	(1,004)	1,424
Revenue	(6,022)	(4,789)	(17,262)	(13,329)
Closing Order Bookings backlog	$ 25,403	$ 30,807	$ 25,403	$ 30,807

Volatility in exchange rates, including a strengthening Canadian Dollar, negatively impact the Company's revenue and operating profit, as a significant portion of the Company's revenues are billed in non-Canadian currencies (predominantly in USD). The volatility in exchange rates between Canadian and foreign currencies such as GBP, EUR and USD are also recognized in the Company's Interim Condensed Consolidated Statements of Financial Position in the form of cash, receivables, and payables. The average GBP/CAD exchange rate during the three and nine months ended July 31, 2021 was $1.7158 and $1.7294, compared to an average of $1.7078 and $1.7169 for the three and nine months ended July 31, 2020. The average EUR/CAD exchange rate for the three and nine months ended July 31, 2021 was $1.4748 and $1.5117, compared to an average of $1.5318 and $1.4985 in 2020. The average USD/CAD exchange rate for the three and nine months ended July 31, 2021 was $1.2288 and $1.2584, compared to an average of $1.3681 and $1.3527 in 2020. Foreign exchange gain and loss respectively for the three and nine months ended July 31, 2021 was $137 and $507 compared to a gain of $71 and $189 for the three and nine months ended July 31, 2020.

Adjusted EBITDA for the three and nine months ended July 31, 2021 was a gain of $661 and $2,402 compared to a loss of $130 and $429 for the three and nine months ended July 31, 2020. Please refer to the Adjusted EBITDA reconciliation included later in this MD&A.

For an analysis of the risks the Company faces, please refer to the "Risk Factors" section in the Company's AIF.

Results of Operations

Revenue

The Company sells products in three broad categories: Subscription Services, Data Products, and Other Products and Services. Generally, Subscription Services are sold with a twelve-month period of service with revenue recognized equally over the contract term. Data Products and Other Products and Services are generally sold on an as-demanded basis and the revenue is recognized when the product is delivered to the customer, or for long-term projects, on a percentage of completion basis. Revenue for the Data Products and for the Other Products and Services tends to be less predictable and is subject to fluctuations from one period to the next.

Revenues for the three months ended July 31, 2021:

	Subscription Services	Data Products	Other Products & Services	Total Revenue
Government departments	$ 845	$ 46	$ 136	$ 1,027
Commercial and other	4,415	396	184	4,995
Total revenue	$ 5,260	$ 442	$ 320	$ 6,022

Revenues for the nine months ended July 31, 2021:

	Subscription Services	Data Products	Other Products & Services	Total Revenue
Government departments	$ 2,588	$ 75	$ 310	$ 2,973
Commercial and other	12,756	1,023	510	14,289
Total revenue	$ 15,344	$ 1,098	$ 820	$ 17,262

Revenues for the three months ended July 31, 2020:

	Subscription Services	Data Products	Other Products & Services	Total Revenue
Government departments	$ 797	$ 4	$ 43	$ 844
Commercial and other	3,668	180	97	3,945
Total revenue	$ 4,465	$ 184	$ 140	$ 4,789

Revenues for the nine months ended July 31, 2020:

	Subscription Services	Data Products	Other Products & Services	Total Revenue
Government departments	$ 2,253	$ 56	$ 429	$ 2,738
Commercial and other	9,945	410	236	10,591
Total revenue	$ 12,198	$ 466	$ 665	$ 13,329

The Company's total revenue for the three and nine months ended July 31, 2021 was $6,022 and $17,262 compared to $4,789 and $13,329 for the three and nine months ended July 31, 2020. Now that the commissioning of all exactView RT satellites on-board Iridium NEXT is complete, new customers, new analytics applications for the S-AIS and maritime information services markets and sales traction within the small vessel tracking market will drive the next phase of revenue growth.

The Company's Subscription Services revenue is generally earned on a monthly recurring basis under annual or multi-year contracts and therefore provides a solid foundation for revenue growth. Subscription Services revenue for the three and nine months ended July 31, 2021 was $5,260 and $15,344 compared to $4,465 and $12,198 for the three and nine months ended July 31, 2020. Subscription Services revenue represented 87% and 89% of the Company's total revenue for the three and nine months ended July 31, 2021 compared to 93% and 92% for the three and nine months ended July 31, 2020. The $795 and $3,146 increase in Subscription Services revenue was primarily due to the addition of new subscription customers, partially offset by the strengthening Canadian Dollar.

Revenue from Data Products was $442 and $1,098 for the three and nine months ended July 31, 2021, compared to $184 and $466 for the three and nine months ended July 31, 2020. This type of revenue is generated from on-demand customer requests and is therefore variable in its timing.

Revenue from Other Products & Services was $320 and $820 for the three and nine months ended July 31, 2021 compared to $140 and $665 for the three and nine months ended July 31, 2020. This type of revenue is generated from delivery of services related to ongoing percentage of completion projects and the sale of products related to small vessel opportunities and is therefore variable in its timing. The projects that generate this revenue are generally opportunistic in nature and the Company does not expect that this revenue will grow significantly over time. Other Products & Services also includes $145 and $446 of non-cash data processing services for the three and nine months ended July 31, 2021 provided to Myriota Canada Inc. ("**Myriota Canada**") as part of an ongoing services agreement.

Revenue by quarter

	Subscription Services	Data Products	Other Products & Services	Total Revenue
Q4 2019	$ 3,457	$ 239	$ 62	$ 3,758
Q1 2020	$ 3,839	$ 150	$ 144	$ 4,133
Q2 2020	$ 3,894	$ 132	$ 381	$ 4,407
Q3 2020	$ 4,465	$ 184	$ 140	$ 4,789
Q4 2020	$ 4,742	$ 493	$ 571	$ 5,806
Q1 2021	$ 4,870	$ 316	$ 178	$ 5,364
Q2 2021	$ 5,214	$ 340	$ 322	$ 5,876
Q3 2021	$ 5,260	$ 442	$ 320	$ 6,022

The quarter-over-quarter variance in revenue is caused by the mix in the type of revenue earned in each quarter. Subscription Services revenue tends to be steady due to the generally recurring nature of those client agreements. Data Products revenue is on-demand and therefore less predictable. Other Products & Services revenue is predominantly project-based revenue and the timing of revenue recognition varies depending on the progress of the projects. For some of the Company's projects, revenue recognition is based on percentage completion calculated using costs to date as a percentage of estimated total cost. Small vessel contract revenue recognition is based on progress with the installation of Class B transponders. Therefore, revenue will vary quarter to quarter based on the progress made on the various projects.

The operating results for interim periods should not be relied upon as an indication of results to be expected or achieved in any future period or any fiscal year as a whole. In recent quarters, the trend for Subscription Services revenue has been positive as sales momentum has been generated with exactView RT, the Company's real-time S-AIS service. Factors affecting the Company's revenue and results are described in greater detail under the heading "Risks Relating to Our Business and Industry" in the Company's AIF.

Gross margin

	Three months ended July 31		Nine months ended July 31	
	2021	2020	2021	2020
Gross profit	$ 3,105	$ 1,784	$ 8,823	$ 5,281
Gross margin	51.6%	37.3%	51.1%	39.6%

Gross margin for the three and nine months ended July 31, 2021 was 51.6% and 51.1% compared to 37.3% and 39.6% for the three and nine months ended July 31, 2020. Gross margin increased in the three and nine months ended July 31, 2021 primarily due to an increase in revenue, as described above.

Cost of revenue decreased in the three months ended July 31, 2021 due to a decrease in operations and program management full-time employees and therefore lower direct payroll costs, less subcontract work and various satellite operational charges now being incurred by Myriota Canada. This is partially offset by higher terrestrial data costs and vessel AIS costs related to the growth in revenue as well as a decrease in the SIF operating grant recognized against the cost of revenue. Cost of revenue increased in the nine months ended July 31, 2021 primarily due to higher terrestrial data and vessel AIS costs, business software and consulting costs, non-cash Myriota Canada satellite operation fees, and a decrease in the SIF operating grant recognized against cost of revenue, offset in part due to lower direct payroll costs and satellite operation fees and ground station costs now being incurred by Myriota Canada.

SG&A expenses

SG&A expenses for the three and nine months ended July 31, 2021 were $3,014 and $7,688 compared to $1,617 and $5,957 for the three and nine months ended July 31, 2020.

	Three months ended July 31			Nine months ended July 31		
	2021	2020	Change	2021	2020	Change
Selling expenses	$ 930	$ 887	$ 43	$ 2,545	$ 2,357	$ 188
General and administrative expenses	2,013	1,321	692	5,185	3,357	1,828
Bad debt expense (recovery)	71	(591)	662	(43)	243	(286)
Total SG&A expenses	$ 3,014	$ 1,617	$ 1,397	$ 7,688	$ 5,957	$ 1,731

The $1,397 increase in the three months ended July 31, 2021 was primarily due to bad debt expense related to a distributor in China as well as an increase in strategic initiative expenses, payroll and management incentive compensation expenses. This was partially offset by a decrease in consulting expense and a decrease in the value of directors' fees paid in DSUs. The $1,731 increase in the nine months ended July 31, 2021 was primarily due to an increase in value of directors' fees paid in DSUs arising from the appreciating stock price, as well as an increase in payroll, management incentive compensation, sales commission, insurance, and strategic initiative expenses. This was partially offset by the net recovery of bad debt expense and decrease in travel expenses.

Product development and R&D expenses

Product development and R&D expenses for the three and nine months ended July 31, 2021 were $258 and $781 compared to $116 and $628 for the three and nine months ended July 31, 2020. The $142 and $153 increase in the three and nine months ended July 31, 2021 was primarily due to an increase in consulting and payroll expenses, partially offset by a decrease in travel expenses.

Other and income tax expenses (income)

	Three months ended July 31			Nine months ended July 31		
	2021	2020	Change	2021	2020	Change
Other expense	$ 9	$ -	$ 9	$ 36	$ -	$ 36
Foreign exchange (gain) loss	(137)	(71)	(66)	507	(189)	696
Share of equity investment loss	-	450	(450)	-	450	(450)
Interest income	(17)	(13)	(4)	(43)	(67)	24
Interest expense	57	461	(404)	703	1,321	(618)
Income tax expense	-	-	-	109	119	(10)
Total other and income tax expenses (income)	$ (88)	$ 827	$ (915)	$ 1,312	$ 1,634	$ (322)

Foreign exchange (gain) loss

Foreign exchange amounts in the Interim Condensed Consolidated Statements of Loss and Comprehensive Loss include realized and unrealized gains and losses that result from translation of foreign denominated balances in the Company's Interim Condensed Consolidated Statements of Financial Position. The impact of translation of outstanding foreign denominated balances in the Interim Condensed Consolidated Statements of Financial Position and of settling foreign denominated balances into cash during the three and nine months ended July 31, 2021 was a gain of $137 and loss of $507 compared to a gain of $71 and $189 during the three and nine months ended July 31, 2020.

Share of equity investment loss

On July 31, 2020, a portion of the proceeds from the Myriota Canada sale of assets was used to purchase 124,864 Class A shares in Myriota PTY Ltd. ("**Myriota**") through a $450 non-cash transaction. Myriota has a history of financial losses, which were not recognized under the equity method as they represented more than the investment's value, and the Company did not have a legal or constructive obligation to make payments on behalf of Myriota. Therefore, the Company's share of losses from prior years was recorded against the increase in investment as a share of equity investment loss in the July 31, 2020 Interim Condensed Consolidated Statements of Loss and Comprehensive Loss.

Interest income

The Company's interest income for the three and nine months ended July 31, 2021 was $17 and $43 compared to $13 and $67 for the three and nine months ended July 31, 2020. The $4 increase in the three months ended July 31, 2021 was primarily due to interest earned on savings accounts opened in April 2021. The $24 decrease in the nine months ended July 31, 2021 was primarily due to lower cash and short-term investment balances.

Interest expense

The Company's interest expense for the three and nine months ended July 31, 2021 was $57 and $703 compared to $461 and $1,321 for the three and nine months ended July 31, 2020. The decrease in interest expense is primarily due to the conversion of the convertible unsecured subordinate debentures (the "**Debentures**") into common shares on February 10, 2021, partially offset by an increase in SIF funding, the majority of which is long term. For additional information, refer to note 3 (Government assistance) and note 4 (Convertible debentures) in the Interim Condensed Consolidated Financial Statements.

Income tax expense

The Company's income tax expense for the three and nine months ended July 31, 2021 was nil and $109 compared to nil and $119 for the three and nine months ended July 31, 2020. Income tax expense relates to withholding tax that is not expected to be recoverable.

Adjusted EBITDA

	Three months ended July 31		Nine months ended July 31	
	2021	2020	2021	2020
Net loss	$ (249)	$ (941)	$ (1,483)	$ (4,432)
Interest income	(17)	(13)	(43)	(67)
Interest expense	57	461	703	1,321
Income tax expense	-	-	109	119
Depreciation and amortization	170	178	525	669
Unrealized foreign exchange (gain) loss	(224)	(72)	596	(440)
Long-term incentive plan expense	327	422	1,491	876
Strategic initiative expenses	530	-	530	-
(Recovery) loss on disposal	-	(13)	-	825
Share of equity investment loss	-	450	-	450
COVID-19-related ECL	67	(602)	(26)	250
Adjusted EBITDA	$ 661	$ (130)	$ 2,402	$ (429)

Adjusted EBITDA for the three and nine months ended July 31, 2021, was a gain of $661 and $2,402 compared to a loss of $130 and $429 for the three and nine months ended July 31, 2020. The increase in Adjusted EBITDA for the three and nine months ended July 31, 2021 was driven primarily by higher revenue and gross margin, partially offset by an increase in selling, general and administrative expense and product development and research and development expense. Management believes that Adjusted EBITDA provides a relevant measure of the results of the Company's main business activities before taking into consideration how they are financed or taxed and excluding the impact of certain non-cash expenses and items that are considered to be outside of the Company's ongoing operating results.

Net loss

Net loss was $249 and $1,483 or $0.00 and $0.03 per basic and diluted share for the three and nine months ended July 31, 2021, compared to net loss of $941 and $4,432 or $0.04 and $0.20 per basic and diluted share, for the three and nine months ended July 31, 2020. The net loss decreased primarily due to an increase in revenue and a decrease in cost of revenue, interest expense, share of equity investment loss and loss on disposal.

Net income (loss) by quarter

		Net income (loss)		Earnings (loss) per share
Q4 2019	$	(2,216)	$	(0.10)
Q1 2020	$	(613)	$	(0.03)
Q2 2020	$	(2,878)	$	(0.13)
Q3 2020	$	(941)	$	(0.04)
Q4 2020	$	(679)	$	(0.03)
Q1 2021	$	(1,334)	$	(0.06)
Q2 2021	$	100	$	0.00
Q3 2021	$	(249)	$	(0.00)

Financial position

The following chart outlines the changes in the Interim Condensed Consolidated Statements of Financial Position between October 31, 2020 and July 31, 2021:

		Increase / (Decrease)	Explanation
Cash	$	(382)	The decrease in cash is due to the acquisition of property, plant and equipment, payment of principal portion of lease obligations and debenture conversion transaction costs, partially offset by SIF loan advances.
Short-term investments	$	(29)	The GIC outstanding as at October 31, 2020 was redeemed on January 11, 2021.
Accounts receivable	$	(62)	The accounts receivable balance fluctuates with changes in billings and collections.
Unbilled revenue	$	(151)	The change in unbilled revenue reflects the amount of revenue recognized in advance of billings. Unbilled revenue was reduced for an allowance against unbilled amounts with credit risk due to COVID-19.
Prepaid expenses	$	213	The increase primarily relates to annual renewals of insurance and support contracts, partially offset by expenses recognized.
Other assets (current and non-current)	$	(184)	The decrease relates to commission expensed in the period under IFRS 15 offset by sales commissions capitalized during the period.

	Increase / (Decrease)		Explanation
Property, plant and equipment	$	(235)	The decrease in property, plant and equipment is due to depreciation and SIF funding, partially offset by the acquisition of assets.
Intangible assets	$	(131)	The decrease in intangible assets is due to amortization.
Accounts payable and accrued liabilities (current and non-current)	$	(1,087)	The balance fluctuates based on timing of goods and services received and payments and includes lease payable and contract liabilities. The decrease is primarily due to the payment of accrued bonuses.
Deferred revenue	$	137	Deferred revenue reflects billings that occur in advance of revenue recognition and will fluctuate with changes in billings.
Loans payable	$	(9,383)	The decrease is due to the conversion of the Debentures into shares, partially offset by an increase in the SIF loan.
Long-term incentive plan liability	$	1,078	The increase is due to the continuing accrual of deferred share units payable and revaluation of previously accrued units due to an increase in stock price.
Other long-term liabilities	$	(1,609)	The decrease is due to the conversion of long-term debenture interest to common shares.
Share capital	$	15,013	The increase is primarily due to the conversion of the Debentures to common shares, as well as the redemption of RSUs.
Contributed surplus	$	(3,624)	The decrease is primarily due to the conversion of the Debentures, partially offset by the RSU and stock option expense recognized during the three and nine months ended July 31, 2021. Stock options and RSUs will be equity settled.
Accumulated other comprehensive loss	$	(3)	The change is due to the foreign exchange translation of the Company's subsidiary.
Deficit	$	(1,483)	The decrease represents the year-to-date net loss of $1,573.

Liquidity and capital resources

The key liquidity and capital resource items are as follows:

		July 31, 2021		October 31, 2020	% Change
Cash	$	7,041	$	7,423	(5%)
Short-term investments	$	-	$	29	(100%)
Accounts receivable	$	3,153	$	3,215	(2%)
Prepaid expenses	$	605	$	392	54%
Other assets – current	$	329	$	359	(8%)
Accounts payable and accrued liabilities	$	5,315	$	6,402	(17%)

As of April 22, 2021, the Company has access to a Credit Facility with a maximum of $6,000 based on recurring revenue. The Credit Facility is undrawn as at July 31, 2021. For additional information, refer to "Funding sources" in this MD&A and note 5 (Credit facility) in the Interim Condensed Consolidated Financial Statements.

Working capital

Working capital increased $509 between October 31, 2020 and July 31, 2021 to $4,675. Changes to working capital since October 31, 2020 were driven by the following:

	Increase / (Decrease) to working capital
Decrease in cash	$ (382)
Decrease in short-term investments	(29)
Decrease in accounts receivable	(62)
Decrease in unbilled revenue	(151)
Increase in prepaid expenses	213
Decrease in other current assets	(30)
Decrease in accounts payable and accrued liabilities	1,087
Increase in deferred revenue	(137)
Total	$ 509

Current assets are available at varying times within twelve months following the balance sheet date. Cash is readily available to settle obligations related to current and future expenditures.

Significant cash flows:

	Three months ended July 31		Nine months ended July 31	
	2021	2020	2021	2020
Cash from (used in) operating activities	$ 395	$ 134	$ 70	$ (3,017)
Cash used in investing activities	(19)	(663)	(686)	(1,905)
Cash (used in) from financing activities	(39)	402	482	1,332
Effect of exchange rate changes on cash	12	32	(248)	143
Net increase (decrease) in cash	$ 349	$ (95)	$ (382)	$ (3,447)
Cash, beginning of the period	6,692	6,836	7,423	10,188
Cash, end of the period	$ 7,041	$ 6,741	$ 7,041	$ 6,741

The Company manages its liquidity and capital resources to provide sufficient cash to meet short and long-term operating and development plans, debt obligations, and other contractual obligations when due. In October 2018, the Company signed a loan agreement with SIF to receive funding for certain expenditures incurred from February 2018 to February 2021 to a maximum of $7,206. As of the date of this MD&A, the Company is in negotiations with ISED to extend the duration of the SIF program. The loan is repayable in 15 annual payments beginning February 28, 2024. For additional information, refer to note 3 (Government assistance) and note 6 (Financial instruments and foreign exchange) in the Interim Condensed Consolidated Financial Statements.

In December 2018, the Company completed an offering of Debentures for gross proceeds of $13,000, and net proceeds after financing costs of $11,854 to fund short-term operating costs. In February 2021, the outstanding amount of the Debentures and interest were converted into shares of the company. For additional information, refer to note 4 (Convertible debentures) in the Interim Condensed Consolidated Financial Statements.

Management believes capital resources as of the date of this MD&A are sufficient to fund current operations, forecasted capital expenditures, and contractual obligations for the next 12 months. With respect to longer-term funding requirements, the Company believes future cash flows generated from operations and other sources of liquidity will be available. Under present conditions, the Company believes it has sufficient access to capital and debt markets, subject to the risks set out herein and the Annual Information Form, including those set out in respect of COVID-19 in "Additional Information and Risk Factors" in this MD&A.

Operating activities

Cash flows from operating activities for the three and nine months ended July 31, 2021 were $395 and $70 compared to $134 from and $3,017 used in operating activities for the three and nine months ended July 31, 2020. The change in cash flows from operations in the three and nine months ended July 31, 2021 was primarily due to working capital changes and improved profitability.

Investing activities

Cash flows used in investing activities for the three and nine months ended July 31, 2021 were $19 and $686 compared to cash flows used in investing activities of $663 and $1,905 for the three and nine months ended July 31, 2020. Investing activity cash flows for the three and nine months ended July 31, 2021 and July 31, 2020 include the acquisition of property, plant and equipment. Investing activity cash flows for the nine months ended July 31, 2020 also include the net change in non-cash working capital related to the investment in Myriota. For additional information, refer to "Share of equity investment loss" in this MD&A.

Financing activities

Cash flows used in financing activities in the three ended July 31, 2021 were $39 and cash flows from financing activities in the nine months ended July 31, 2021 were $482. Cash flows from financing activities were $402 and $1,332 for the three and nine months ended July 31, 2020. Financing activity cash flows in the three and nine months ended July 31, 2021 were related to the SIF loan advances offset by the principal portion of lease obligations and transaction costs arising from the Debenture conversion.

Contractual obligations

The following table outlines the contractual cash obligations (excluding accounts payable and accrued liabilities) as at July 31, 2021:

	Total	Less than one year	2-3 years	4-5 years	>5 years
SIF loan payable	5,515	-	332	664	4,519
Lease obligations	92	92	-	-	-
L3Harris commitment	53,818	5,362	10,724	10,724	27,008
Hisdesat commitment	1,760	240	480	480	560
Total contractual obligations	$ 61,185	$ 5,694	$ 11,536	$ 11,868	$ 32,087

As at July 31, 2021, the Company had various contractual cash obligations, including loans payable, capital commitments and commitments and obligations under the L3Harris Agreement. For additional information, refer to note 3 (Government assistance) and note 8 (Commitments and contingencies) in the Interim Condensed Consolidated Financial Statements.

Off-balance sheet arrangements

As at July 31, 2021, the Company does not have any off-balance sheet arrangements.

Proposed transactions

On September 13, 2021, the Company entered into a definitive agreement with Spire Global Inc. ("Spire"). under which Spire will acquire 100% of the Company's common shares. The consideration would consist of approximately $2.50 in cash and 0.1 shares of Spire for each share of exactEarth. Spire shares are listed for trading on the New York Stock Exchange ("NYSE") under the ticker symbol SPIR. The Transaction is subject to shareholder, applicable regulatory approvals and customary closing conditions. The Transaction is expected to close in the fourth quarter of calendar 2021 or the first quarter of calendar 2022.

Summary of Significant Accounting Policies

Critical accounting estimates

The preparation of the Company's Interim Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. These estimates are based upon management's historical experience and various other assumptions that are believed by management to be reasonable under the circumstances. Such assumptions and estimates are evaluated on an ongoing basis and form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources as well as the periodic recognition of revenue and cost of revenue. Actual results could differ from these estimates.

The Company believes the following critical accounting policies affect the more significant estimates and assumptions used in the preparation of its Interim Condensed Consolidated Financial Statements.

Revenue recognition

Revenue is recognized through the application of the following steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when, or as the Company satisfies a performance obligation. The Company assesses its revenue contracts against specific criteria in order to determine if it is acting as principal or agent.

Revenue is adjusted for the effects of a significant financing component when the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. Judgement is required to determine whether a contract contains a significant financing component and the discount rate to be applied when adjusting the promised consideration for the significant financing component.

Consideration in contracts with multiple performance obligations is allocated to the separate performance obligations based on estimated stand-alone selling price ("**SSP**"). Judgment is required to determine the SSP for each distinct performance obligation. The Company's products and services often have observable SSP when the Company sells a promised product or service separately to similar customers. A contractually stated price or list price for a good or service may be the SSP of that good or service. However, in instances where SSP is not directly observable, the Company determines the SSP by maximizing observable inputs and using an approach using information that may include market conditions and other inputs from the Company's pricing team, including historical SSP.

Changes in estimates are reflected in the period in which the circumstances that give rise to the change become known and affect the Company's revenue, unbilled receivables, contract assets, and deferred revenue.

Revenue on fixed price contracts with performance obligations satisfied over time is recognized on a percentage of completion basis. In applying the accounting policy to fixed price contracts, judgment is required in determining the estimated costs to complete a contract. These cost estimates are reviewed as at each reporting period and by their nature may give rise to income volatility. To estimate income (loss) on completion, the Company takes into account factors inherent to the contract by using historical and/or forecast data. When total contract costs are likely to exceed total contract revenue, the expected loss is recognized immediately and recorded in accounts payable and accrued liabilities in the Interim Condensed Consolidated Statements of Financial Position. The accrual is drawn down over the completion of the contract using the percentage of completion method.

Allowance for doubtful accounts

The Company establishes an allowance for doubtful accounts using the simplified ECL model. The Company's ECL model uses a provision matrix to apply historical loss rates to outstanding receivable balances. Judgement is required in determining the grouping of receivables based on shared credit risk characteristics as well as determining historical loss rates which are reflective of future economic conditions.

Useful life of intangible and long-term assets

The Company has established policies for determining the useful life of its intangible and long-term assets and amortizes the costs of these assets over those useful lives. The useful life for each category of asset is determined based on the expectation of its ability to continue to generate revenues, and thus, cash flows. This ability is tested periodically to ensure the conditions still exist to allow the asset to be reflected at its net-recorded value in the Company's accounts, and any impairment to the valuation is reflected in such accounts at the time the impairment is determined.

Recoverable amount for long-lived assets

An asset's recoverable amount is the higher of an asset's or cash generating unit's ("**CGU's**") fair value less cost to sell ("**FVLCS**") and its value in use ("**VIU**") and is determined for an individual asset or at the CGU level if individual assets do not have largely independent cash inflows. In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining FVLCS, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Given the Company is a single CGU, the market capitalization of the Company is a relevant measure of FVLCS.

Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive the cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset, and the net amount is reported in the Interim Condensed Consolidated Statements of Financial Position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring or an amount due to the Company on terms that the Company would not otherwise consider, or indications that a debtor or issuer will enter bankruptcy. The Company applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables, unbilled receivables, and other assets, have been grouped based on shared credit risk characteristics and the days past due.

In 2021 the International Accounting Standards Board ("**IASB**") issued amendments to the following standards, which are effective for annual periods beginning on or after January 1, 2023. Early application is permitted.

- Amendments to IAS 1, Presentation of Financial Statements, clarifying the requirements for classifying liabilities as current or non-current;
- Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets, clarifying the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous;
- Amendments to IAS 8 – Definition of Accounting Estimates to help entities distinguish changes in accounting estimates from changes in accounting policies;
- Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies, providing guidance and examples to help entities apply materiality judgements to accounting policy disclosures;
- Amendments to IAS 12 Income Taxes – Deferred tax related to assets and liabilities arising from a single transaction, clarifying that the initial recognition exception does not apply to transactions such as leases and decommissioning obligations, where equal amounts of deductible and taxable temporary differences arise on initial recognition. It is a matter of judgment whether payments that settle a liability are deductions attributable (for tax purposes) to the liability (and interest expense) or to the related asset component (and interest expense).

The Company is currently assessing the potential impact of these amendments.

CONTROLS AND PROCEDURES

Disclosure controls and procedures

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in reports filed under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified under those laws, and include controls and procedures that are designed to ensure that information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management's report on internal control over financial reporting ("ICFR")

Internal control over financial reporting is designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. The Company used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework to evaluate the effectiveness of internal control over financial reporting.

During the reporting process for Q1 2021, management determined that the currency revaluation on unbilled revenue arising from a South African Rand ("**ZAR**")-denominated contract as at October 31, 2020 was calculated incorrectly. Management had determined that a material weakness existed in the Company's ICFR involving recognition of an unrealized gain on foreign exchange for the year ended October 31, 2020. Internal controls over accounting for unrealized gains on foreign currency did not sufficiently assess the foreign exchange value of the specific ZAR-denominated contract. Notwithstanding the identification of a material weakness, management determined that it was not necessary to restate the financial statements for any periods. In February 2021, management changed the processes and procedures used to verify the unrealized gains and losses on foreign denominated unbilled revenue, which has adequately remediated this weakness in ICFR.

Management continues to actively review and improve upon their internal control processes, including month-end close procedures, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements on a timely basis.

Changes in internal controls over financial reporting

Except as described above, the Company made no changes to internal controls over financial reporting during the quarter ended July 31, 2021, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the number of basic and fully diluted issued and outstanding common shares was 49,816,065 and 52,323,627, respectively.