# MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

# QUARTERLY HIGHLIGHTS

For the Three- and Nine-Month Period Ended September 30, 2022

## Basis of Presentation:

This management discussion and analysis ("**MD&A**") has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. The following discussion of the financial condition and results of operations of Noble Iron Inc. ("Noble Iron," or the "Company") should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three- and nine-month period ended September 30, 2022 and 2021, which were prepared under International Financial Reporting Standards ("IFRS") using Noble Iron Inc.'s functional currency of Canadian dollars. This MD&A has been prepared as of November 23, 2022 to help investors understand the financial performance of the Company and to provide information that management believes is relevant for an assessment and understanding of the business, risks, opportunities and performance measures of the Company. We have prepared this document in conjunction with our broader responsibilities for the accuracy and reliability of the financial statements and the development and maintenance of appropriate internal controls in our efforts to ensure that the financial information is complete and reliable. The Company's Board of Directors has reviewed this document and all other publicly reported financial information for integrity, usefulness and consistency.

Additional information about the Company, including copies of the Company's continuous disclosure materials, is available at www.nobleiron.com or under the Company's profile on SEDAR at www.SEDAR.com. The Company maintains its registered head office in Ontario, Canada, with executive management based in California, USA. The Company's Investor Relations department can be reached at 1 (866) 762-9475. The information on the Company's website is not considered to be a part of this MD&A.

## Forward Looking Statements:

This document may contain forward-looking statements that reflect the Company's current expectations regarding future events. The forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "estimate", "expect", "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. These forward-looking statements involve risk and uncertainties, any of which could cause actual results, performance, or achievements to differ materially from the results discussed or implied in the forward-looking statements. The reader should consult the Company's ongoing public filings available on www.SEDAR.com under the Company's profile for additional information on risks and uncertainties relating to these forward-looking statements. The reader should not place undue reliance on any forward-looking statements. Management assumes no obligation to update or alter any forward-looking statements whether as a result of new information, further events or otherwise, unless required by law.

## Non-IFRS Measure:

The term "Adjusted EBITDA" used in this MD&A refers to net earnings (loss) before interest expense, income taxes, depreciation, amortization, acquisition expenses, stock-based compensation, severances, foreign exchange, lease termination payments and other extraordinary and non-recurring items. The Company believes that Adjusted EBITDA is useful supplemental information as it provides an indication of the results generated by the Company's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration the other items listed above. The MD&A presents adjusted EBITDA, as a non-IFRS financial measure, to assist readers in understanding the Company's performance during the period under discussion herein. Please refer to table 2 on page 5 of this MD&A for a reconciliation of Adjusted EBITDA to the "Issuer's GAAP" (as such term is defined in National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards). This non-IFRS measure does not have any standardized meaning and is therefore unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

## Overview:

The Company (TSX Venture Exchange ("**TSXV**") symbol "NIR.H") operated in the software business, selling cloud-based and on-premise software for construction and industrial equipment owners and users.

The Company operated through its subsidiaries under the name "Texada Software." Texada Software offers cloud or client-based software for equipment rental companies, equipment dealerships, construction companies, contractors, and customers who own or use construction or industrial equipment. Texada Software develops software applications to manage the equipment ownership lifecycle, including equipment purchasing, rental and sales transactions, inventory management, maintenance, depreciation tracking as well as used equipment sales, disposal and inventory replenishment.

On April 18, 2022, the Company announced it had entered into an agreement to sell its Texada Software business to an arm's length third party. On June 30, 2022 the Company closed this transaction. Accordingly, the results of operations and the gain/loss from the disposal are presented as discontinued operations separate from the continuing operations. The Company does not have any other operating business.

Prior to the sale, the Company was focused on investing in scaling its software business by developing and deploying Software-as-a-Service (SaaS) products to existing and new customers in various construction and industrial service sectors. The Company's strategy involved establishing a platform ecosystem, comprised of multiple software applications and services, to make our customers' work easy and instant. The strategy included developing software products and new service offerings internally, as well as exploring acquisitions, partnerships, and other investment initiatives.

The Company is subject to a number of risks and uncertainties. With the sale of its software operations, the Company has generated sufficient cash to fund its operations for the foreseeable future.

## Recent Developments:

During the first two quarters of 2022, the Company continued to invest in the development of its software products and the growth of its customer base.

On April 18, 2022, the Company announced it had entered into an agreement to sell its Texada Software business to a San Francisco based private equity firm; Banneker Partners. The transaction was completed and closed on June 30, 2022.

Effective November 8, 2022, the Company's stock exchange listing was transferred to NEX board of the TSX Venture Exchange since it no longer meets continued listing requirements of Tier 2 following the completion of the sale of the Texada Software business. The Company will evaluate any business opportunities presented to it going forward. There can be no assurances any such opportunities will be available on terms acceptable to the Company or at all.

The Company has also publicly disclosed that it intends to initially distribute capital derived from the sale of the Texada Software business in the amount of C$1.00 per common share to its shareholders, being C$27,267,479 in aggregate (the "**Return of Capital**"). In order to make this initial capital distribution, the Company will seek the consent of its shareholders to reduce its stated capital account, which is currently at C$36,471,467, by C$27,267,479 to C$9,203,988 (the "**Reduction in Stated Capital**") at a duly called special meeting (the "**Meeting**") of its shareholders to be held on December 1, 2022. Further information in regard to the Reduction of Stated Capital and the Return of Capital will be disclosed as such information becomes available. The Reduction of Stated Capital and the Return of Capital are subject to all applicable shareholder and regulatory approvals and must be made in accordance with applicable corporate, securities and stock exchange rules.

On October 31, 2022, the Company announced that it had entered into a definitive equity purchase agreement (the "**EPA**") with Banneker Partners Fund II, L.P. ("**BP Fund**"), pursuant to which BP Fund will acquire the Preferred LP Interest that Noble Iron holds in BP Tex Parent, LP ("**BP Tex LP**") for a purchase price of US$3,257,797.20 (the US$ equivalent of C$4,200,000.00 at the time Noble Iron made the investment in the Preferred LP Interest). The Company acquired the Preferred LP Interest in connection with the sale of the Texada Software business. The EPA provides that the sale of the Preferred LP Interest to BP Fund will be completed on a date selected by BP Fund no later than sixty (60) days following receipt of the approval of the TSXV, which was received on November 4, 2022, with an outside date to close the transaction of January 31, 2023.

## The Company's Markets:

Following the sale of the Texada Software business, the Company does not currently have any active business operations.. As part of the sale transaction of the Texada Software business, the Company invested $4.2 million (the CDN$ equivalent of US$3,257,797.20 at the time Noble Iron made such investment) of the proceeds of the sale to acquire an approximate 7.4% ownership stake of the outstanding equity interest in BP Tex LP, which acquired the Texada Software business. This equity interest is subject to dilution in the event BP Tex LP issues additional equity. While the Company has the right to appoint one director to the Board of BP Tex LP (as long as it continues to own at least 70% of the equity interest in BP Tex LP it originally purchased on closing), the Company no longer controls management of the Texada Software business.

**COVID-19**

The COVID-19 pandemic continues to present a source of economic uncertainty to the Company. These uncertain economic conditions may adversely impact the financial performance of the Company. Since December 31, 2019, the outbreak of the novel strain of coronavirus called SARS-CoV-2, which causes COVID-19, has resulted in governments worldwide enacting emergency measures including closure of businesses and construction sites resulting in a global economic slowdown.

## 2022 and 2021 Business Developments:

### Company Results

On June 30, 2022, the Company's wholly owned subsidiary, RentOnTheDot, completed a share purchase and an asset purchase agreement with Banneker Partners, selling 100% of its shares in the indirectly wholly owned subsidiary, Systematic Computer Services Corporation and 100% of the assets of the directly owned Australian subsidiary, Texada Software Pty Ltd comprising the entirety of the Company's software operations. As part of the transaction, Noble Iron Inc. invested $4.2 million (the CDN$ equivalent of US$3,257,797.20 at the time Noble Iron made such investment) into BP Tex LP, the new parent company of Texada Software, to acquire an approximate 7.4% equity interest in BP Tex LP. On October 31, 2022, the Company announced that it had entered into the EPA with BP Fund, pursuant to which BP Fund will acquire the Preferred LP Interest that Noble Iron holds in BP Tex LP for a purchase price will be US$3,257,797.20 (the US$ equivalent of C$4,200,000.00 at the time Noble Iron made the investment in the Preferred LP Interest). The EPA provides that the sale of the Preferred LP Interest to BP Fund will be completed on a date selected by BP Fund no later than sixty (60) days following receipt of the approval of the TSXV, which was received on November 4, 2022, with an outside date to close the transaction of January 31, 2023.

The Company has also publicly disclosed that it intends to initially distribute capital derived from the sale of the Texada Software business in the amount of C$1.00 per common share to its shareholders, being C$27,267,479 in aggregate (the "**Return of Capital**"). In order to make this initial capital distribution, the Company will seek the consent of its shareholders to reduce its stated capital account, which is currently at C$36,471,467, by C$27,267,479 to C$9,203,988 (the "**Reduction in Stated Capital**") at a duly called special meeting (the "**Meeting**") of its shareholders to be held on December 1, 2022. Further information in regard to the Reduction of Stated Capital and the Return of Capital will be disclosed as such information becomes available. The Reduction of Stated Capital and the Return of Capital are subject to all applicable shareholder and regulatory approvals and must be made in accordance with applicable corporate, securities and stock exchange rules.

### Consolidated Financial Highlights from Continuing Operations

The Company recorded revenues of $0.2 million (2021: $nil) for nine months ended September 30, 2022. The revenue was generated through consulting services under a Transition Services Agreement dated June 30, 2022 to provide services to the Texada Business after the sale of business.

The Company recorded expenses of $1.9 million and $0.3 million for the nine months ended September 30, 2022 and 2021, respectively, resulting in a period over period increase of $1.6 million or 533%. The increase in expenses is primarily due to transaction and other expenses associated with the sale of the Texada Software business on June 30, 2022. The Company recorded expenses of $0.14 million and $0.09 million for the quarter ended September 30, 2022 and 2021, resulting in an increase of $0.05 million or 55%. The increase being directly related to transaction and administrative expenses of the continuing operations.

The Company recorded a net loss of $1.5 million and $0.3 million for the nine months ended September 30, 2022 and 2021, respectively, resulting in a an increase of $1.2 million. The increase is due to transaction and other expense incurred as a result of the sale of the software business.

The Company saw an increase in total assets as of September 30, 2022 compared to December 31, 2021. The increase is in line with the sale of the software business. The increase in total shareholders' equity of $32.2 million since December 31, 2021 is in line with the gain on the software business and the cumulative translation adjustment on the Company's foreign entities balance.

## Consolidated Financial Highlights from Discontinued Operations

The Company recorded a gain of $34 million net of taxes from the sale of its Texada business on June 30, 2022. Below are the highlights on the discontinued operations:

The Company recorded revenues of $3.7 million for the six months ended June 30, 2022.

The Company recorded cost of revenue of $0.3 million for the six months ended June 30, 2022.

The Company recorded expenses of $5.2 million for the six months ended June 30, 2022. The expenses were high during the first six months primarily due to transaction and other expenses in the amount of $2.2 million associated with the sale of the software business on June 30, 2022. The Company sold its only operating business in an arm's length transaction on June 30, 2022 and recognized a gain of $34 million net of taxes.

## Liquidity:

Liquidity risk is the risk the Company will not be able to meet its obligations as they become due. The Company manages its liquidity risk through cash and debt management. See "Liquidity Risk" below.

The Company manages liquidity by assessing future cash flow requirements. Cash flow estimates are based upon rolling forecasts that consider cash restrictions, if any and anticipated operating results.

During the third quarter of 2020, the Company received another loan in the form of a Note under the Queensland Rural and Industry Development Authority (QRIDA) COVID-19 Job Support Loans ("Program") in the amount of $0.2 million. The Program was established to assist small businesses meet their working capital expenses. The Note was repaid in full on January 25, 2022.

The Company is in a cash positive position. Following the sale of the Texada Software business at the end of the second quarter of 2022, the Company has no liquidity concerns as the Company has no other active operations. Cash which is surplus to working capital requirements is typically held as deposits in both US and Canadian funds with large financial institutions.

## Cash Flow:

As of September 30, 2022, the Company has cash of $37.7 million and working capital of $33.1 million compared to cash of $5.5 million and working capital of $5.3 million as at December 31, 2021 and cash of $5.3 million and working capital of $5.2 million as at September 30, 2021. The Company's cash balance increased by $32.2 million following the sale of its software business.

During the nine months ended September 30, 2022, the Company did not make any long-term commitments.

The Company has publicly disclosed that it intends to initially distribute capital derived from the sale of the Texada Software business in the amount of C$1.00 per common share to its shareholders, being C$27,267,479 in aggregate (the "**Return of Capital**"). In order to make this initial capital distribution, the Company will seek the consent of its shareholders to reduce its stated capital account, which is currently at C$36,471,467, by C$27,267,479 to C$9,203,988 (the "**Reduction in Stated Capital**") at a duly called special meeting (the "**Meeting**") of its shareholders to be held on December 1, 2022. Further information in regard to the Reduction of Stated Capital and the Return of Capital will be disclosed as such information becomes available. The Reduction of Stated Capital and the Return of Capital are subject to the receipt of all applicable shareholder and regulatory approvals and must be made in accordance with applicable corporate, securities and stock exchange rules.

## Off-Balance Sheet Arrangements:

During the nine months ended September 30, 2022, the Company did not participate in any off-balance sheet arrangements.

## Transactions Between Related Parties:

The Company's related parties are its Board of Directors and key management personnel, including the Company's Chairman and Chief Executive Officer, Nabil Kassam, as well as any companies controlled by key management personnel or directors.

Transactions conducted with related parties took place in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties. These transactions comprise of employment compensation, benefits and share-based compensation awards.

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

## Changes in Accounting Policies:

The significant accounting policies used in preparing the interim condensed consolidated financial statements for the three and nine month period ended September 30, 2022 are unchanged from those disclosed in the Company's 2021 annual consolidated financial statements.

## Financial Instruments:

The Company is exposed to certain risks related to its financial instruments during its normal course of business including, but not limited to liquidity risk, foreign currency risk, interest rate risk, and credit risk. The Company's financial instruments are detailed below. The Company manages these financial instruments to support the Company's strategy for growth and ongoing operations.

Management has determined the carrying amount of its short-term financial assets, including cash and cash equivalents and accounts receivable, approximates fair value at the reporting date. The amortized cost related to these items as of September 30, 2022 was $37.9 million (September 30, 2021 - $6.1 million).

Management has determined that the carrying amount of its short-term financial liabilities, including accounts payable and accrued liabilities and other current liabilities approximate fair value at the reporting date due to the short-term maturity of these obligations. The amortized cost related to these items as of September 30, 2022 was $4.7 million (September 30, 2021 - $0.9 million).

During the third quarter of 2020, the Company received loan proceeds of $0.2 million under the QRIDA Program ("Note"). The carrying amount of the Note approximate fair value as at December 31, 2021**.** The Note was repaid in full without any penalty on January 25, 2022.

## Capital Resources:

During the nine month period ended September 30, 2022 the Company made no commitment for capital expenditures. Management does not expect fluctuations in the Company's capital resources. There are no sources of financing that the Company has arranged but not yet used.

The Company has publicly disclosed that it intends to initially distribute capital derived from the sale of the Texada Software business in the amount of C$1.00 per common share to its shareholders, being C$27,267,479 in aggregate (the "**Return of Capital**"). In order to make this initial capital distribution, the Company will seek the consent of its shareholders to reduce its stated capital account, which is currently at C$36,471,467, by C$27,267,479 to C$9,203,988 (the "**Reduction in Stated Capital**") at a duly called special meeting (the "**Meeting**") of its shareholders to be held on December 1, 2022. Further information in regard to the Reduction of Stated Capital and the Return of Capital will be disclosed as such information becomes available. The Reduction of Stated Capital and the Return of Capital are subject to the receipt of all applicable shareholder and regulatory approvals and must be made in accordance with applicable corporate, securities and stock exchange rules.

## Risks and Uncertainties:

The Company's management team is responsible for the evaluation and management of risk factors affecting the Company. The following is management's assessment of the significant risks that would have the greatest impact on the Company over the ensuing 12 to 18 months given currently available information. This analysis contains forward looking statements that may differ materially from actual results.

**COVID-19:**

The Company has included a discussion of risk as a result of COVID-19 in this MD&A for the three and nine month period ended September 30, 2022 and 2021. Please see "COVID-19" above.

**Liquidity Risk:**

The Company is subject to a number of risks and uncertainties associated with the achievement of sustainable profitability and with the financing requirements of its operations.

The Company has been in a strong cash position. After the sale of the software business on September 30, 2022, the Company no longer has any active operations to require significant amounts of cash. The Company has sufficient cash to fund its current operations.

**Working capital requirements:**

The Company has sufficient financial resources to meet its current working capital requirements without having to procure additional financing. The Company no longer has any active business operations, and there is currently very little revenue from active business operation. While the concomitant cost of operations has also been reduced as a result of the sale of the Texada Software business, the company continues to incur certain expenses, including public company expenses such as auditing, legal and stock exchange listing expenses, which will have a negative effect on the Company's resources over the short and long-term.

**Revenue and Collection Risk:**

While the Company had a large number of customers with relatively small account balances, which exposed the Company to aggregate billing and collection risk, following the sale of the Texada Software business this risk has been mitigated since the Company no longer operates this business.

**Reliance on Key Personnel:**

The success of the Company depends on the abilities, experience, efforts and knowledge of respective senior management and other key employees, including its ability to retain and attract effective management and employees. The loss of services from key personnel could have a material adverse effect on the Company's business, financial condition, results of operations or future prospects, particularly since it does not enter into non-compete arrangements with senior management and other key employees in certain circumstances.

**Foreign Currency and Exchange Risk:**

Fluctuations in the exchange rates between the Canadian dollar and foreign currencies could affect the Company's operating and financial results. The Company is exposed to foreign currency risk. To date, the Company has funded its growth by issuing equity in Canadian funds, through the sale of its California rental business in US dollars and the sale of its Texada Software business in Canadian funds. The Company's management monitors exchange rate fluctuations and presently does not use any derivative instruments to manage foreign currency exposure.

**Stock Exchange Listing**

The Company's stock exchange listing has been migrated to the NEX Board of the TSXV following completion of the sale of the Texada Software business for failure to meet "Continued Listing Requirements" ("**CLR**") within the meaning of such term under applicable TSXV policies. As a result of such migration, shareholders may experience reduced liquidity and shareholders may not be able to sell any or all of their shareholdings in the Company. There can be no assurances that the Company will be able to meet CLR and be reinstated on Tier 2 of the TSXV at any time in the future.

**Return of Capital**

The Company has disclosed that it will assess options to return capital to shareholders. The Company is holding a special meeting of the shareholders on December 1, 2022, seeking approval for the reduction of capital for the purpose of distributing the proceeds of sale from the Texada Software business to the shareholders. The reduction of stated capital and the distribution are subject to the receipt of any required TSXV, regulatory and shareholder approvals. There can be no assurances such approvals will be obtained, or that a satisfactory or efficient means of returning capital to shareholders is available or will be deployed.

## Outstanding Share Data:

The Company has authorized share capital of an unlimited number of common shares as well as 100,000,000 preferred shares without par value, issuable in one or more series. As of the date of this MD&A, the Company had 27,267,479 common shares issued and outstanding and no preferred shares outstanding.

Pursuant to its stock option plan (the "Plan") established May 15, 2002, as amended June 10, 2014, the Company reserved for issuance 3,283,095 of its common shares under the Plan. On July 15, 2020, the Board of Directors approved the increase in the maximum number of options available under the Stock Option Plan to a total of 5,453,495, representing 20% of the then-current issued and outstanding common shares. The shareholders of the Company ratified the amendment to the stock option plan to increase the total options available for grant on August 20, 2020. No new stock options were granted during the three and nine-month period ended September 30, 2022. As of September 30, 2022, the Company had a total of 1,969,500 stock options outstanding. On June 17, 2022 the Company sought approval for certain amendments to the Stock Option Plan at the Annual General Meeting, that were duly approved. These amendments include the additions of a "cashless" and a "net" exercise option, as well as certain housekeeping amendments required under applicable stock exchange rules.

## Subsequent event

Subsequent to the quarter ended September 30, 2022, the Company announced that it has entered into a definitive equity purchase agreement (the "EPA") with Banneker Partners Fund II, L.P. ("BP Fund"), pursuant to which BP Fund will acquire the Preferred LP Interest that Noble Iron holds in BP Tex Parent, LP ("BP Tex LP") from the Company. The Company acquired the Preferred LP Interest in connection with the sale of the Texada Software Business to Banneker Partners ("Banneker"), a US-based private equity fund, as announced in the Previous Press Releases. BP Fund, an affiliate of Banneker, is the majority holder of Preferred LP Interests of BP Tex LP. Noble Iron made a passive investment in the Preferred LP Interests in connection with the sale of the Texada Software Business to Banneker. At this time, Noble Iron has determined it is in the best interests of the Company and its Shareholders to sell the Preferred LP Interests.

The EPA provides that the purchase price will be US$3,257,797.20 (the US$ equivalent of C$4,200,000.00 at the time Noble Iron made the investment in the Preferred LP Interests). The agreement contains standard terms and conditions, including the requirement to obtain the approval of the TSX Venture Exchange (the "TSXV") in order to close the transaction. The sale will mean that the Company will receive 100 cents on the dollar for its investment in the Preferred LP Interest in cash (less any transaction expenses, and less or more due to any foreign exchange fluctuations). The EPA further provides that the sale of the Preferred LP Interests to BP Fund will be completed on a date selected by BP Fund no later than sixty (60) days following receipt of the approval of the TSXV, with an outside date to close the transaction of January 31, 2023.

The Company received TSXV approval for the sale of rollover interest on November 4, 2022. The sale is currently expected to close on January 5, 2023.

**Further Information**
Further information is available under the Company's profile on www.SEDAR.com.