

**YNVISIBLE INTERACTIVE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS****SIX MONTHS ENDED JUNE 30, 2023****Date of Report: August 29, 2023**

The following management's discussion and analysis ("MD&A") of the financial position and results of operations for Ynvisible Interactive Inc. (the "Company" or "Ynvisible") should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the years ended December 31, 2022 and 2021 and the condensed interim consolidated financial statements for the six months ended June 30, 2023 and 2022 (the "Financial Statements"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Overall Performance**

Ynvisible Interactive Inc. is a public company listed on the TSX Venture Exchange under the trading symbol "YNV", on the OTCQB under the symbol "YNVYF", and FSE under the symbol "1XNA".

Ynvisible is a manufacturer that has developed and integrated know-how, design skill, development acumen, scale manufacturing capability, intellectual property in electrochromic displays ("ECDs"), materials, inks, display systems, and complementing electronic components. Printed electronics use new materials with electronic properties that are processable into inks and can be printed into thin layers (using conventional print house equipment) onto flexible materials, such as plastic and paper.

Ynvisible's printed displays can be easily scaled up in production and integrated into finished, scalable product solutions like packaging labels, smart cards, and at-home electronic devices.

Ynvisible sells a mix of standard and customized ultra-low-power and easy-to-use electronic displays and indicators for everyday smart objects, Internet of Things ("IoT") devices, and ambient intelligence (intelligent surfaces). The Company sells other products and services, including contracted research, prototyping, development, pilot production, production, and contract manufacturing services based on printed electronics, pilot and volume production of electrochromic displays, and tailored display solutions.

Ynvisible focuses on the marketing, sale, and development of ultra-low-power ECDs and devices, printable onto flexible substrates, using widely available industrial printing and converting techniques in its early market growth stage. The Company's products are less complicated to integrate and are a more cost-effective replacement to conventional LCDs, electrophoretic displays (e-paper), and LED indicators. The Company's vision is to bring everyday objects and surfaces to life, benefitting people in a smart and connected world.

Ynvisible aims to be a leading company in the emerging printed and flexible electronics sector. Ynvisible's mix of services, materials, and technology is unique in the general electronics and electronic display industry. The Ynvisible brand is gaining traction and notoriety among brand owners developing their IoT products.

The address of the Company's head office and principal place of business is 830 – 1100 Melville Street, Vancouver, British Columbia, Canada, V6E 4A6, and the registered and records office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7. The Company maintains a website at [www.ynvisible.com](http://www.ynvisible.com).

The Company's ability to continue as a going concern, to fund work commitments and to ensure adequate working capital is dependent upon achieving profitable operations or upon obtaining sufficient additional financing. Management believes that the Company has sufficient working capital to meet the Company's obligations over the next twelve months.

## **Management Discussion & Business Highlights**

### ***Strategic Transition into Printed E-Paper Products Company***

In 2023, Ynvisible continued with its focus to transition from an R&D project-based organization to a product company. The Company aims to accelerate time to market for its low power consuming printed e-paper displays and to exploit opportunities in the new rapidly growing e-paper market. This market, valued at 1.6 billion USD in 2020, has an annual growth rate (CAGR) of 17.3% and is projected to reach 9.5 billion USD by 2030 (reference: Allied Market Research - October 2022).

Ynvisible's aim is to be an acknowledged and fast-growing provider of disruptive e-paper display solutions. Furthermore, the aspirations of the Company are to i) inspire new e-paper applications thanks to printed and sustainable electronics, and ii) become an attractive, reliable, and more cost-effective option to existing e-paper solutions.

The Company continues to be in a solid financial position and to focus the efforts of its team on implementing the project to product strategic shift, while managing its finances judiciously.

In March 2022, Ynvisible began marketing its first generation of printed e-paper products and, throughout 2022 and 2023, has continued to build its sales team and global distribution channels. Market feedback has been positive, and the Company has confirmed its key value propositions against target market requirements. During the last quarters of 2022, customers have started to place purchase orders for Non-Recurring Engineering (NRE) projects, with an intent to place purchase orders for commercial products.

As of May 2023, Ynvisible has secured its first commercial Purchase Order with plans for fulfillment during the second half of the year. This year alone, Ynvisible expects to deliver a minimum of 40,000 units to this customer.

For the six months ended June 30, 2023, the Company's income from customer sales amounted to \$422,912, marking a 65% increase compared to the total income from customers of \$256,535 in the same period in 2022.

Ynvisible's team has been trained, aligned, and united around the strategy and the business objectives. Moreover, the team has been further strengthened to support the product strategy.

Ynvisible and its partners continue to work to ensure that the performance of the products and underlying technology fully meet target market requirements. This work includes testing and enhancing the products for sufficient life-time durability, improving product performance in certain extreme temperature and environmental conditions, and scaling-up and optimizing production.

Throughout the second quarter of 2023, there was a rise in customer interest and engagement, reflected in the increased number of NRE orders. This positive trend is a direct result of Ynvisible's proactive outreach efforts aimed at specific customer segments within the signs and indicators markets. This, in turn, has led to a reduction in the sales cycle required to convert potential orders into confirmed sales. To build on this, Ynvisible is also putting effort into direct sales.

To meet the expected sales volumes for 2023 and beyond, Ynvisible is currently focusing on high-volume production and quality control systems. This focus will continue throughout 2023.

## **Products & Services**

Ynvisible has historically generated revenue through a combination of different sources. These include:

- Customer-funded product development projects
- Prototyping of printed e-paper displays
- Sales of printed e-paper displays
- Production up-scaling and contract manufacturing services

Among these revenue sources, the most significant segment for Ynvisible has been the sale of product development projects and production up-scaling services.

Today, Ynvisible's primary objective is to streamline the product launch process, by offering printed e-paper displays in four different product categories, namely:

- Indicators
- Signs
- Cards
- Labels

Ynvisible aims to gain market share by offering standard products in the indicators and signs categories, while in the cards and labels markets, Ynvisible will collaborate with chosen industry leaders to create innovative products tailored for emerging markets.

Ynvisible's displays are tailored to meet the specific requirements of different segments within the e-paper market. These segments exhibit unmet market needs and require mass producible displays with ultra-low power consumption. Ynvisible's targeted market segments include:

- Retail
- Medical & Pharma
- Logistics & Transport
- Industrial
- Banking

In November 2022, Ynvisible introduced its new digital signage solution at the Electronica 2022 conference. This launch reinforced Ynvisible's transition to a product-based strategy in the growing e-paper market.

Ynvisible kicked off 2023 with the launch of its large format electronic shelf label display product at NRF Big Show in New York City; this product was developed in response to customers' expressed needs within the retail sector, in particular for use in grocery stores.

While the Company's primary focus is on printed e-paper display products, contract product development projects, and production up-scaling and contract manufacturing services continue to provide recurring revenue for the Company.

Within the production up-scaling and contract manufacturing services, the Company anticipates that its capabilities and revenue associated with the cost-effective design and production of printed systems in the high growth sector of energy generation/storage, where Ynvisible has been supporting several start-up companies, will fluctuate as a function of:

- Customers' material needs and their own internal production and scale-up capabilities;
- Capacity of Ynvisible's manufacturing lines in Linköping and Charneca de Caparica; and
- Competition within the contract manufacturing and process scale-up services market.

## **Sales & Marketing**

In Q1 and Q2 2023, the Company's sales and marketing operations continued to build global sales and distribution networks for printed e-paper display product roll-out. Outbound sales and marketing actions focused on selected e-paper display end-user markets and customers. Project sales were focused on selling NRE and strategic development projects to key customers. Specifically, Ynvisible focused on:

- Establishing sales and distribution channels in the US, Europe and China;
- Optimizing and scaling-up the production of Ynvisible displays for selected target markets, with clear addressable market needs; and
- Establishing technology partnerships to design, build and sell more value-added products.

Ynvisible sales mix continues to include a full palette of services relating to the sale of e-paper displays, as well as contract research, electronics development, production up-scaling, and contract manufacturing printing services. However, the Company is no longer taking in every customer project opportunity, but is instead more carefully selecting opportunities that show stronger long-term business potential or are aligned with the Company's strategic objectives.

During the second quarter of 2023, the Company experienced an increase in customer interest and engagement, resulting in a surge in the number of NRE orders. This increase is a reflection of Ynvisible's proactive outreach to specific customer segments, within the signs and indicators spaces. As a result, the sales cycle to potential orders have decreased.

While Ynvisible is committed to its inbound strategy, the Company is also strategically focusing on direct engagement with targeted customers.

### **Marketing events in the First Half of 2023:**

In 2023, marketing highlights, encompassed the Company's participation in different industry exhibitions and conferences, included:

- NRF 2023, New York City, USA, January 14-17, 2023 – Exhibition booth
- EuroShop, Düsseldorf, Germany, February 26-March 2, 2023 – Exhibition booth
- LOPE-C, Munich, Germany, March 1-2, 2023 – Joint exhibition booth in the Swedish Printed Electronics Pavilion, invited speech
- Embedded World, Nuremberg, Germany, 14-16 March, 2023 – Exhibition booth and presentation by Carlos Pinheiro, Ynvisible's CTO
- Advance Engineering, Gothenburg, Sweden, 19-20 April, 2023 – Exhibition booth
- Del Mar Electronics & Manufacturing, San Diego, California, USA, 26-27 April, 2023 – Exhibition booth by Display Logic, Ynvisible's sales partner, showcasing Ynvisible's products and services
- SID Display Week, Los Angeles, USA, 23-25 May, 2023 – Exhibition booth by Display Logic, Ynvisible's sales partner, showcasing Ynvisible's products and services, and exhibiting a new technology in the Innovation Zone (I-Zone)
- Embedded World China, Shanghai, China, 14-16 June, 2023 – Exhibition booth by Ynvitech, Ynvisible's sales partner, showcasing Ynvisible's products and services

### **Marketing events planned for the Second Half of 2023:**

- AIOTE Smart Expo, Shanghai, China, 28-30 August, 2023 – Exhibition booth by Ynvitech, Ynvisible's sales partner, showcasing Ynvisible's products and services
- IOTE, Shenzhen, China, 20-22 September, 2023 – Exhibition booth by Ynvitech, Ynvisible's sales partner, showcasing Ynvisible's products and services

- Medica, Düsseldorf, Germany, 13-16 November, 2023 – Exhibition booth

**Other Marketing activities:**

- On May 2, 2023, Ynvisible organized a webinar in which the focus was to highlight the progress made since last year in developing its standard products, discuss current and future customers, as well as announce its growth strategy until 2025.
- During the months of June and July 2023, the Company ran an online contest that incentivized the target audience to design their own e-paper display; the winner will get a free-of-charge prototyping project.
- On 28 June 2023, Ynvisible and Epishine have attended Stuart Cording's "The Electronics Reporter" podcast, powered by Elektor.

**Team, Management & Culture**

Ynvisible's team is a multidisciplinary team of over 30 professionals with diverse backgrounds, nationalities and skill sets. In its operations in Portugal, Sweden and Germany, the Company leverages the highly skilled labor base and competitive labor costs.

Ynvisible builds and promotes a strong company culture, aligned with the Company's vision, values and goals. The three pillars of the Company's values are: Ethics and Integrity, Collaboration and Teamwork, and Resilience and Agility.

To make sure each team member feels well integrated within the team and maintains a sense of contribution to the Company's goals, Ynvisible has a Performance Management Program (PMP), through which individual goals for each person are set and aligned with the Company's goals. The PMP includes quarterly reviews of performance and goals, to ensure constructive feedback is shared and that the individual goals continue to be meaningful and updated on a regular basis.

During Q2 2023, Ynvisible continued to build its team with skill sets in product development, quality control, display sales, and customer support. The Company has also continued to place significant emphasis on promoting teamwork and collaboration across all departments, teams and locations, recognizing that a strong sense of shared goals and values is essential for achieving sustained success and growth as an enterprise. The motto "One Ynvisible" is frequently used in Company meetings and initiatives, to help strengthen this sense of shared goals and values among the entire team.

The Company also nurtures a culture of continuous learning and refinement of product and services, based on lessons learned from customer interactions, coupled with careful assessment of market needs, size and future profitability of opportunity, and clear decisive execution.

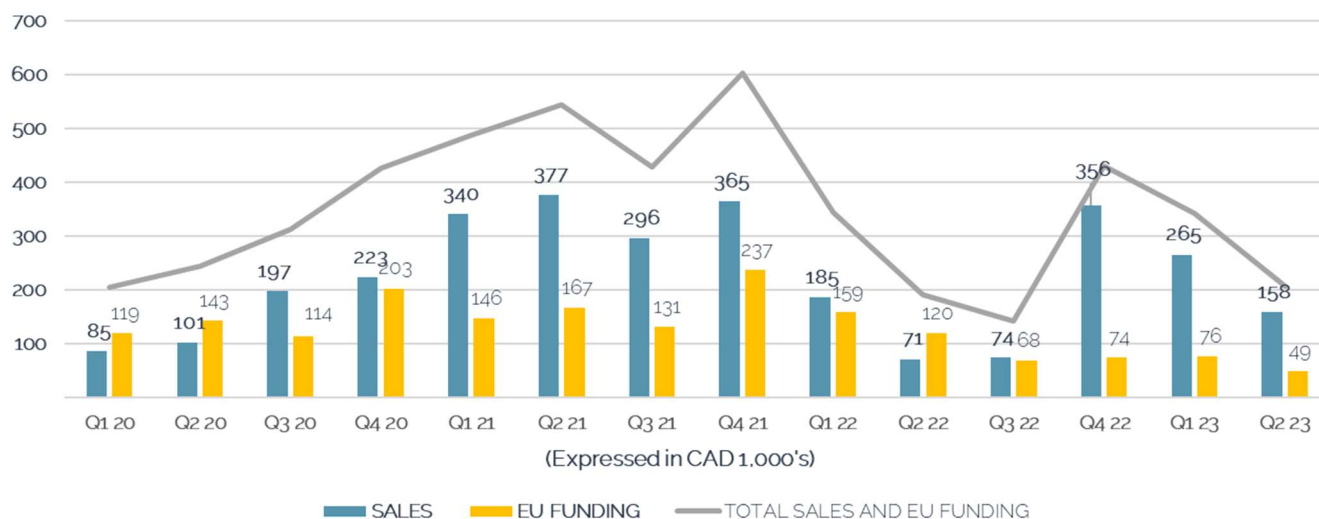
**Financial Performance**

The Company is in a good financial position to continue focusing the efforts of its team on the product-based strategy kicked off in 2022. Meanwhile, with the shift towards sales in 2023, the Company continues to manage its finances judiciously during this transitional process.

In Q2 2023, the Company's income from customer sales amounted to \$158,017, marking a 122% increase compared to the total income from customers of \$71,289 in the same period in 2022. This positive variation is a result of a strategic shift from the focus on product development and optimization in 2022 to prioritizing customer product development initiatives and product contracts. As the Company continues to pursue revenue growth, it expects to reinforce its position and create further commercial success through necessary product optimization and scaling efforts throughout 2023.

In Q2 2023, income from European Union (EU) funding was \$48,670, a 59% decrease compared to the prior period, with most of the European projects coming to an end. Ynvisible intends to focus its full resources on Ynvisible's product development and production scale-up activities, carefully choosing any new projects, to ensure alignment with its strategy and long-term goals.

SALES AND EU FUNDING 2020-2023



The Company's total income & gains for Q2 2023 was \$450,867, an increase of 48% from Q2 2022 of \$304,823. Total income & gains include customer sales, rental income, interest, other income & gains, and EU co-funded project grants.

In Q2 2023, the cost of sales amounted to \$140,190, reflecting a 177% increase compared to \$50,532 in the corresponding quarter of 2022. The year-to-date gross margin stands at 45%, which is an 11% decrease from the previous period. The gross margin tends to fluctuate due to changes in the sales mix.

Throughout 2023, Ynvisible is looking to enhance its processes and systems with the implementation of a global ERP (Enterprise Resource Planning) solution. This system will consolidate finance, sales, marketing, production, and other support data, providing a comprehensive 360-degree view of the customer. By gaining visibility into the complete customer lifecycle, the Company aims to improve efficiency and alignment across the business. While investing in product development, processes, systems, and personnel, Ynvisible also keeps maintaining a prudent approach to financial management.

### News & Events

In January 2023, Ynvisible announced the launch of its Large Format Electronic Shelf Label Display product. This new display offers an easy-to-read solution for displaying basic product information and pricing, and boasts several unique selling points, including a cost reduction of up to 80% in comparison to competing reflective display technologies, highly customizable options with no minimum order quantity, ultra-low power consumption, and a durable design that can withstand the rigors of daily use in a grocery store environment.

In February 2023, the Company granted 2,427,500 stock options to various directors, officers, consultants, and employees of the Company at an exercise price of \$0.20 per share for a period of five years, vesting as follows: 1/4th at the date of grant, 1/4th at four months from the date of grant, 1/4th at eight months from the date of grant, and 1/4th at twelve months from the date of grant. In March 2023, the Company granted 25,000 stock options to a provider of investor relations services at an exercise price of \$0.20 per share for a period of five years, vesting as follows: 1/4th at three months from the date of grant, 1/4th at six months from the date of grant, 1/4th at nine months from the date of grant, and 1/4th at twelve months from the date of grant.

On May 24, 2023, Ynvisible announced that it had received its first purchase order for the commercial launch of its sustainable sign products in 2023. In collaboration with a prominent European customer specializing in smart solutions for the fuel distribution business, Ynvisible has developed a large outdoor information sign designed to be regularly updated and withstand various weather conditions. Following rigorous stages of prototyping and testing, the Company is on track to fulfill the customer's order within the next six months. This year alone, Ynvisible expects to deliver a minimum of 40,000 units.

Additionally, Ynvisible announced it is working on another promising opportunity in the Signage space by partnering with one of the world's largest outdoor advertising companies. The collaboration is focused on the development of an outdoor large city information panel. Having successfully completed the prototyping and testing phase, the customer has committed to a product development project aiming for a market launch within the next 12 months. The projected annual volume for this product could exceed 200,000 units, highlighting the significant growth potential within this collaboration.

In June 2023, Ynvisible announced a major customer commitment for interactive indicator solutions. The product validation phase is expected to conclude by Q4 2023, and, upon successful validation, the customer has committed to launching the product in the market by the end of 2023. The projected annual demand for the indicator device is 30,000 units.

### Selected Quarterly Information

All financial information in this MD&A has been prepared in accordance with IFRS. The following financial data is derived from the Financial Statements:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Sales	158,017	71,289	422,912	256,535
Operating expenses	(1,721,783)	(1,622,561)	(3,344,197)	(3,286,671)
Other items	234,520	199,354	493,027	464,739
Net loss	(1,469,436)	(1,402,450)	(2,662,493)	(2,678,943)
Total comprehensive loss	(1,529,023)	(1,238,915)	(2,928,111)	(2,771,384)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.02)	(0.02)

	As at June 30,	
	2023	2022
	\$	\$
Working capital	9,338,727	13,669,576
Total assets	12,502,532	17,510,877
Total liabilities	1,188,991	1,627,870

## Operations

The following table sets forth selected financial information regarding the Company's operating and administrative expenses for the three and six months ended June 30, 2023 and 2022:

Operations	For the three months ended June 30,		For the six months ended June 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Sales	158,017	71,289	422,912	256,535
Cost of sales	(140,190)	(50,532)	(234,235)	(113,546)
Compensation and consulting	(796,581)	(693,617)	(1,609,079)	(1,420,653)
Depreciation	(146,897)	(149,833)	(302,047)	(309,152)
Development and production	(237,811)	(248,152)	(440,754)	(353,625)
Interest and bank charges	(2,793)	(3,019)	(5,778)	(6,431)
Marketing and promotion	(28,003)	(68,347)	(90,112)	(120,286)
Office facilities and services	(95,082)	(126,317)	(200,171)	(251,166)
Professional fees	(112,824)	(63,265)	(196,362)	(151,271)
Share-based compensation	(253,534)	(183,731)	(395,371)	(550,339)
Transfer and listing fees	(16,340)	(28,625)	(31,796)	(35,298)
Travel and project investigation	(31,918)	(57,655)	(72,727)	(88,450)
Loss from operations	(1,703,956)	(1,601,804)	(3,155,520)	(3,143,682)

## Results of Operations for the Six Months Ended June 30, 2023 and 2022

Loss from operations for the six months ended June 30, 2023 increased to \$3,155,520 compared to \$3,143,682 during the six months ended June 30, 2022. Key differences between the two periods are as follows:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Sales	Increase of \$166,377	Increased due to the Company having a greater focus on customer sales.
Cost of sales	Increase of \$120,689	Increased due to aligning with sales increase.
Compensation and consulting	Increase of \$188,426	Increased due to the Company adding additional employees and consultants to strengthen its sales and management team.
Development and production	Increase of \$87,129	Increased due to focusing in the product development and optimization for scale up.
Share-based compensation	Decrease of \$154,968	Decreased due to the timing of the vesting of options granted.

### Results of Operations for the Three Months Ended June 30, 2023 and 2022

Loss from operations for the three months ended June 30, 2023 increased to \$1,703,956 compared to \$1,601,804 during the three months ended June 30, 2022. Key differences between the two periods are as follows:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Sales	Increase of \$86,728	Increased due to the Company having a greater focus on customer sales.
Compensation and consulting	Increase of \$102,964	Increased due to the Company adding additional employees and consultants to strengthen its sales and management team.

### Summary of Quarterly Results

Three months ended	Sales	EU Co-Funded Project Grants	Net Loss	Loss Per Share (Basic and Diluted)
	\$	\$	\$	\$
June 30, 2023	158,017	48,670	(1,469,436)	(0.01)
March 31, 2023	264,895	76,478	(1,193,057)	(0.01)
December 31, 2022	355,995	73,807	(945,918)	(0.01)
September 30, 2022	73,785	68,289	(1,484,263)	(0.01)
June 30, 2022	71,289	119,673	(1,402,450)	(0.01)
March 31, 2022	185,246	158,921	(1,276,493)	(0.01)
December 31, 2021	395,783	236,854	(1,527,203)	(0.01)
September 30, 2021	291,451	131,290	(1,912,877)	(0.02)

- In the quarters ended June 30, 2023, March 31, 2023, December 31, 2022, September 30, 2022, June 30, 2022, March 31, 2022, and December 31, 2021, net loss includes \$253,534, \$141,837, \$203,634, \$287,101, \$183,731, \$366,608, and \$453,228, respectively, in non-cash share-based compensation.

### Liquidity

In management's view, given the nature of the Company's operations and the focus on delivering recurring revenues in the short term, profitability is a medium and longer term goal for the Company.

The Company has financed its operations to date primarily through the issuance of common shares and the exercise of stock options or warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt.

## Capital Resources

The Company's liquidity and capital resources are as follows:

	June 30, 2023	December 31, 2022
	\$	\$
Cash	9,726,703	11,844,266
Amounts receivable	492,707	769,184
Inventories	230,671	61,271
Prepaid expenses	127,637	117,418
Total current assets	10,577,718	12,792,139
Accounts payables and accrued liabilities	(849,760)	(946,067)
Current portion of lease liabilities	(169,358)	(308,271)
Deferred project revenue	(127,694)	(115,768)
Deferred project grants	(42,179)	(93,948)
Working capital	9,388,727	11,328,085

The net proceeds from past financings are included in the Company's working capital of \$9,388,727 as at June 30, 2023 (2022 – \$11,328,085).

## Common Share Exchange

On September 4, 2019, the Company implemented a squeeze-out transaction, as per the applicable Portuguese law, pursuant to the RTO transaction, whereby the Company acquired the remaining 499,369 shares of YD Ynvisible, S.A., on a one-for-one basis for the Class A common shares of the Company, held by certain Minority Shareholders of YD Ynvisible, S.A. Accordingly, the Company recorded an obligation to issue 499,369 Class A common shares with a fair value of \$172,282, which has been reported as RTO transaction costs. As a result of the squeeze-out transaction, the Company now owns 100% of YD Ynvisible, S.A.

In April 2022, the Company issued 5,000 Class A common shares to the SEA Minority Shareholders in exchange for 5,000 common shares of Ynvisible SA.

## Cash Flows

Net cash used in operating activities for the six months ended June 30, 2023 was \$1,993,074 (2022 - \$2,114,761). The cash used consisted primarily of general and administrative expenses, net of non-cash expenditures and a net change in non-cash working capital, detailed in the statement of cash flows.

During the six months ended June 30, 2023, cash used in investing activities was \$24,344 (2022 - \$49,318) for the purchase of fixed and intangible assets and deposits paid.

During the six months ended June 30, 2023, cash used in financing activities was \$138,712 (2022 - \$139,135)

The Company's cash decreased by \$2,117,563 from \$11,844,266 at December 31, 2022 to \$9,726,703 at June 30, 2023.

## Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed elsewhere in this MD&A.

## Off Balance Sheet Arrangements

At June 30, 2023 and as of the date of this report, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

## Transactions with Related Parties

As of June 30, 2023, the Company had the following directors and officers:

Ramin Heydarpour – Chief Executive Officer and Chairman of the Board  
 Jani-Mikael Kuusisto – Senior VP Ventures, Vice Chairman of the Board  
 Carlos Pinheiro Baptista, PhD – Chief Technology Officer  
 Darren Urquhart, CPA, CA – Chief Financial Officer  
 Inês Henriques, PhD – Director  
 Alexander Helmel – Director  
 Alex Langer – Director  
 Benjamin Leboe – Director

The Company has incurred charges during the six months ended June 30, 2023 and 2022 from directors and officers, or companies controlled by them, for management and consulting fees and share-based compensation as follows:

	Six Months ended June 30,	
	2023	2022
	\$	\$
Jani-Mikael Kuusisto – Salary	-	44,530
Jani-Mikael Kuusisto – Share based compensation	4,342	-
Inês Henriques – Salary	76,547	76,197
Inês Henriques – Share based compensation	18,285	-
Tommy Höglund – Consulting fees	-	29,673
Alexander Helmel – Management fees	18,000	18,000
Alexander Helmel – Share based compensation	4,342	-
Carlos Pinheiro Baptista – Salary	73,418	70,117
Carlos Pinheiro Baptista – Share based compensation	15,884	-
Benjamin Leboe – Non-executive Consultancy	9,000	9,000
Benjamin Leboe – Share based compensation	1,942	-
Ramin Heydarpour - Management fees	90,000	90,000
Ramin Heydarpour – Share based compensation	19,836	48,051
Alex Langer – Non-executive Consultancy	9,000	9,000
Alex Langer – Share based compensation	15,393	41,817
Darren Urquhart – Management fees	15,000	15,000
Darren Urquhart – Share based compensation	4,342	-
Total cash consulting and management fees	290,965	361,517
Total share-based compensation	84,366	89,868
Total compensation for officers and directors	375,331	451,385

Note: Share based compensation is a non-cash expense for valuing stock option grants that is computed using the Black-Scholes Valuation Model.

As at June 30, 2023, accounts payable and accrued liabilities include \$33,515 (2022 - \$18,639) due to officers and directors. Accounts payable and accrued liabilities due to related parties are unsecured and have no specified terms of repayment.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

### Disclosure of Data for Outstanding Common Shares, Stock Options, and Warrants

The following table summarizes the outstanding common shares, stock options, and warrants of the Company:

	As at June 30, 2023	Date of this MD&A
Common shares	124,671,915	124,671,915
Stock options	9,764,166	9,800,000
Warrants	20,891,603	20,891,603
Fully Diluted	155,327,684	155,363,518

Details of the outstanding stock options as at the date of this MD&A:

Expiry Date	Weighted Exercise Price \$	Number of Options Outstanding	Number of Options Vested and Exercisable
May 1, 2024	0.37	1,010,000	1,010,000
October 2, 2024	0.30	177,500	177,500
May 20, 2025	0.33	195,000	195,000
September 16, 2025	0.25	215,000	215,000
November 11, 2025	0.29	125,000	125,000
March 17, 2026	1.29	40,000	40,000
June 3, 2026	0.63	100,000	100,000
July 1, 2026	0.75	1,515,000	1,009,991
July 22, 2026	0.62	80,000	53,333
August 26, 2026	0.55	250,000	250,000
October 20, 2026	0.44	370,000	123,333
December 7, 2026	0.32	500,000	166,666
April 13, 2027	0.23	6,666	6,666
July 20, 2027	0.20	2,693,750	2,028,750
September 22, 2027	0.20	25,000	18,750
February 24, 2028	0.20	2,421,250	1,213,750
March 28, 2028	0.20	20,000	5,000
June 26, 2028	0.20	20,000	5,000
	<b>0.35</b>	<b>9,764,166</b>	<b>6,743,739</b>

Details of the outstanding warrants as at the date of this MD&A:

Expiry Date	Weighted Exercise Price \$	Number of Warrants Outstanding
May 18, 2024	0.76	19,892,003
May 18, 2024	0.61	999,600
	<b>0.75</b>	<b>20,891,603</b>

### Controls and Procedures

Disclosure controls and procedures ('DC&P') are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ('ICFR') are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX Venture listed companies are not required to provide representations in filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **Forward-Looking Statements**

All statements made in this MD&A, other than statements of historical facts, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the development of products, sales growth and global expansion, the impact of the Company's products and services on customers and marketplaces, future financial or operating performance of the Company, the ability to capitalize on future opportunities and estimates regarding the size and scope of target markets and their potential for growth.

In certain cases, forward-looking statements can be identified by the use of words such as "aims", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future costs of materials and labor; speed of technology adoption in target markets and emergence of competing technologies, and other risks of the printed electronics and technology industries; and delays in obtaining financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

### **Critical Judgments and Accounting Estimates**

When preparing the financial statements in conformity with IFRS, management undertakes a number of judgments, estimates and assumptions about the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management.

Significant areas of judgments and estimation uncertainty considered by management in preparing the financial statements are as follows:

**Accounting Estimates**

- a. The amounts disclosed related to fair values of stock options and warrants issued are based on estimates of future volatility of the Company's share price, expected lives of the options and expected dividends.
- b. The application of IFRS 16 requires the Company to make judgments that affect the measurement of the right-of-use assets and lease liabilities. These include determining agreements in scope of IFRS 16, determining the contract term and determining the interest rate used for discounting of future cash flows. The lease term determined by the Company is comprised of the non-cancellable period of lease agreements, periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The present value of the lease payment is determined using a discount rate representing the incremental borrowing rate, observed in the period when the lease agreement commences or is modified.
- c. Depreciation of tangible and intangible assets is dependent upon estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.
- d. The amounts receivable balance is recorded at the estimated recoverable amount, which involves the estimate of uncollectible accounts.

**Critical Judgements**

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets consisting of fixed assets, intangible assets, and goodwill to determine whether there is any indication that the carrying amount is not recoverable. The determination of whether any such indication exists requires significant management judgment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When an individual asset does not generate independent cash flows, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**Risks and Uncertainties**

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company's activities expose the Company to various operational and financial risks that could have a significant impact on its level of operating cash flows in the future. Readers are advised to study and consider risk factors stressed below. The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

**COVID-19 Pandemic**

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, customers, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including ours. This outbreak could decrease spending, adversely affect demand for our product and harm our business and results of operations. It is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business or results of operations at this time.

**Global Semiconductor Shortage**

The 2020/2021 semiconductor shortage has highlighted the need for adjustments in capacity and sourcing patterns between automakers, tier-1 suppliers, semiconductor suppliers, and their foundries. The Company's contract manufacturing partners and the Company's clients rely on a supply of semiconductor chips for a wide range of functional electronic and display needs. While the impact on across all electronics sector production is already significant, the situation remains fluid and the Company's contract manufacturing partners and customers are tracking this situation on an ongoing basis.

**Operational Risks**

The Company is subject to operational risk from such factors as personnel and/or environmental accidents at production facilities; fire; patent disputes; changes in supplier pricing; non-performance of obligations under existing agreements; technical difficulties including plant and equipment breakdown; loss of significant customers; problems with product transportation and logistics; legal action from persons or entities adversely impacted by the Company's business; and the ability to obtain financing to maintain operations.

**Customer Demand**

The Company is subject to risk from cyclic customer demand for its services and products. Global, regional and seasonal economic, political and military events including recessions and wars; competition including pricing and availability of similar products from competitors; changes in technology; and changes in laws and regulations affecting the Company's customers.

**Governmental Regulation**

Regulatory standards continue to change, making the review process longer, more complex and therefore more expensive. Electrochromic display production on the Company's facilities is affected by government regulations relating to such matters as environmental protection, health, safety and labour, restrictions on production, price control, and tax increases. There is no assurance that future changes in such regulations couldn't result in additional expenses and capital expenditures, decreasing availability of capital, increased competition, reserve uncertainty, title risks, and delays in operations. The Company relies on the expertise and commitment of its management team, advisors, employees and contractors to ensure compliance with current laws.

**Financial Risks**

The Company is exposed to financial risks arising from its financial assets and liabilities. The Company manages its exposure to financial risks by operating in a manner that minimizes its exposure to the extent practical. The main financial risks affecting the Company are:

**Credit Risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash are exposed to minimal credit risk. The credit risk on cash is low because the counterparties are highly rated banks.

Cash and amounts receivable are subject to the impairment requirements of IFRS 9, however, impairment was not identified. The carrying amount of cash, amounts receivable and deposits represents the maximum credit exposure.

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to minimal interest rate risk as the Company invests cash at floating rates of interest in highly liquid instruments, when applicable.

**Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company ensures that it has sufficient capital to meet short term financial obligations after taking into account its cash on hand.

**Foreign Currency Risk**

The Company's functional currency is the Canadian dollar. The Company funds the operations of Ynvisible SA in Portugal, Ynvisible GmbH in Germany, and Ynvisible Production in Sweden by using Euros and Swedish krona, respectively, converted from its Canadian dollar bank accounts. Based on the Company's Euro and Swedish krona denominated financial instruments at June 30, 2023, a 10% change in exchange rates between the Canadian dollar and the Euro and Swedish krona, respectively, would result in an approximately \$35,589 and \$29,985, respectively, change in foreign exchange gain or loss.

**Other MD&A Requirements**

This MD&A is intended to assist the reader's understanding of Ynvisible and its operations, business, strategies, performance and future outlook from the perspective of management.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. Ynvisible's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee is free to meet with the independent auditors at any time.

**Approval**

A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional information, on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) including, not but limited to:

- the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021.

The Board of Directors of Ynvisible has approved the disclosure contained in this MD&A as of the date of this report.